



CODE OF CONDUCT FOR GOVERNORS

1. INTRODUCTION

The purpose of the Code is to provide clear guidance on the standards of conduct and behaviour expected of all Governors of Sheffield Teaching Hospitals NHS Foundation Trust.

The Code is intended to operate in conjunction with the *NHS Constitution*, Monitor's *NHS Foundation Trust Code of Governance* Code and the Trust's Constitution and forms part of a framework designed to promote the highest possible standards of conduct and behaviour within the Trust.

2. SCOPE

The Code applies at all times whenever a Governor is acting in his or her official capacity as a Governor, or is carrying out the business of, or representing, the Council of Governors or the Trust.

The Code does not relate to activities undertaken by a Governor in a personal capacity except where a Governor's personal conduct could reasonably be regarded as bringing his or her office as a Governor, the Council of Governors or the Trust into disrepute.

3. PRINCIPLES OF PUBLIC LIFE

The principles underpinning this Code are drawn from the Seven Principles of Public Life¹ and apply to anyone who works as a public office-holder.

In undertaking their role, Governors are expected to uphold the principles:

- **Selflessness**
Holders of public office should act solely in terms of the public interest.
- **Integrity**
Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
- **Objectivity**
Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- **Accountability**
Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
- **Openness**
Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

¹ HMSO. 2013. Committee on Standards in Public Life 14th Report. Standards matter: A review of best practice in promoting good behaviour in public life.

- **Honesty**
Holders of public office should be truthful.
- **Leadership**
Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

4. CORPORATE VISION AND VALUES

Governors are expected to actively support the Trust's vision and aims in the corporate strategy *Making a Difference* and to support and uphold the Trusts *PROUD* values.

5. ROLE OF THE GOVERNOR AND DIRECTORS' DUTIES AND LIABILITIES

The role of the Governor and the Council of Governors is to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors and represent the interests of the members of the Trust and the public.

The role is set out in detail in the Trust's Constitution, Monitor's *NHS Foundation Trust Code of Governance* and Your statutory duties: A reference guide for NHS Foundation Trust Governors.

In carrying out its work the Council of Governors needs to take account of and respect the statutory duties and liabilities of the Board of Directors and individual directors.

6. QUALIFICATIONS FOR OFFICE

Governors must comply with the criteria required to hold elected or appointed office throughout the period of their tenure, as detailed in the Constitution.

A Governor must notify the Assistant Chief Executive (in his capacity as Trust Secretary) that he or she no longer fulfil the criteria, as soon as is reasonably possible.

Governors are required to agree to Disclosure and Barring Services checks before taking office and must inform the Assistant Chief Executive in writing of any charges brought against them for any criminal offence.

7. CONFIDENTIALITY

Council of Governors meetings are open to the public but exceptionally the Council may decide to consider business in private session. Additionally, Governors may have access to or made privy to confidential information such as written or verbal reports from the Board of Directors, commercially sensitive data, patient data and personal identifiable data.

Governors must not disclose any confidential information they are made privy to as a Governor, except in specified lawful circumstances. They must not seek to prevent a person from gaining access to information to which they are legally entitled.

Governors must comply with the Trust's confidentiality policies and procedures, including the *Raising Concerns at Work Policy and Procedures (Whistleblowing)*.

8. REGISTER OF INTERESTS

Governors are required to register all relevant interests on the Trust's Register of Interests in accordance with the provisions of the Constitution. It is the responsibility of each Governor to update register entry if their interests change. Failure to register a relevant interest in a timely manner may constitute a breach of this code.

9. CONFLICTS OF INTEREST

Governors have a duty to avoid a situation in which they have a direct or indirect interest that conflicts or may conflict with the interests of the Trust. Governors must not accept a benefit from a third party or offer a benefit to a third party by reason of being a Governor or for doing (or not doing) anything in that capacity.

Governors must declare the nature and extent of any interest at the earliest opportunity. If such a declaration proves to be, or becomes, inaccurate or incomplete, a further declaration must be made. It is then for the Chairman to advise whether it is necessary for the Governor to refrain from participating in discussion of the item or withdraw from the meeting. Failure to comply is likely to constitute a breach of this Code.

10. MEETINGS

Governors have a responsibility to attend Council of Governors meetings. When this is not possible apologies should be submitted to the Assistant Chief Executive in advance of the meeting.

Absence from two consecutive meetings of the Council of Governors without reasonable cause may be grounds for termination of tenure and removal of a Governor.

11. PERSONAL CONDUCT

Governors are expected to conduct themselves in a manner that reflects positively on the Trust and not to conduct themselves in a manner that could reasonably be regarded as bringing their office or the Trust into disrepute.

Specifically Governors must treat others with respect; not breach the equality enactments and not bully any person.

Governors must not seek to use their position improperly to confer an advantage or disadvantage on any person and must comply with the Trust's policies and procedures on the use of its resources.

Governors who are members of a Trades Union, a political party or any organisation, must recognise that their role is not to represent those organisations but to represent the constituency that elected them or the organisation that nominated them.

Governors must have regard to advice provided by the Chairman and the Assistant Chief Executive pursuant to their statutory and regulatory duties and responsibilities.

12. GOVERNOR CONTACT WITH THE MEDIA

Governors should consult the Chairman or the Assistant Chief Executive or any member of the Trust's Communication Team before speaking or writing to the media on matters relating to the Trust.

13. TRAINING AND DEVELOPMENT

The Trust is committed to providing appropriate training and development opportunities for Governors to enable them to carry out their role effectively.

Governors are expected to undertake to participate in training and development opportunities that have been identified as appropriate for them. To that end Governors will participate in the appraisal process and any skills audit carried out by the Foundation Trust.

14. UNDERTAKING AND COMPLIANCE

All Governors elected or appointed to the Council of Governors are required to sign a declaration agreeing to comply with the provisions of this Code, (Appendix 1).

Failure to comply with the Code may result in disciplinary action, in accordance with agreed procedures as described in the Constitution.

15. INTERPRETATION AND CONCERNS

Any questions or concerns about the application of the Code should be raised with the Assistant Chief Executive. The Chairman will be the final arbiter of interpretation of the Code.

16. REVIEW AND REVISION OF THE CODE

This Code has been approved by the Council of Governors.

The Assistant Chief Executive will periodically lead a review of the Code. Any proposed revisions to the Code must be approved by the Council of Governors.

DRAFT

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DECLARATION

I confirm I have read and understood the Code of Conduct for Governors and agree to comply with the Code.

Surname:

First Name(s):

Date of election / appointment:

Constituency/Organisation:

Signature:

Date:

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