

Code of Conduct for Governors¹

1 Introduction

1.1 This Code sets out the standards of conduct and personal behaviour required from Governors of The Hillingdon Hospitals NHS Foundation Trust.

1.2 Governors have key roles in the governance of the Foundation Trust, both as decision makers and as the primary means of ensuring that the views of Members are articulated within the Trust. It is therefore vital that Governors uphold the highest standards of integrity, probity and accountability.

1.3 Whilst it is fully anticipated that the standards contained in this Code will be complied with, the Trust considers an explicit Code of Conduct to be an essential guide for all Governors, particularly those recently elected or appointed to the role.

1.4 Failure to sign a commitment to comply with the Code, or any subsequent breach of the provisions contained within the Code, may result in a Governor being disqualified from their position.

2 Scope

2.1 A Governor must observe and abide by this Code whenever he/she is acting in their 'official capacity' as a Governor, i.e. whenever a Governor is:

- Conducting any business of the Trust;
- Conducting any business of the Council of Governors;
- Acting as a representative of the Council of Governors; or
- Acting as a representative of the Trust.

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

2.3 Where a Governor acts as a representative of the Trust on another body, in addition he/she must, when acting for that body, comply with any code of conduct which that organisation may have in place.

3 Guiding Principles and Values

¹ Agreed by Trust Board on 17th December 2008 and amended by the Council of Governors 6th February 2018

In undertaking their roles and responsibilities all Governors must abide by the 'seven principles of public life' as defined by The Nolan Committee Report (1996):

a) Selflessness

Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.

b) Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

c) Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit alone.

d) Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

e) Openness

Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

f) Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

g) Leadership

Holders of public office should promote and support these principles by leadership and by example.

Governors must also commit to and support the *Core Principles of the NHS*, which are that the NHS will:

- Provide a universal service for all, based on clinical need, not the ability to pay;
- Provide a comprehensive range of services;
- Shape its services around the needs and preferences of individual patients, their families and their carers;
- Respond to different needs of different populations;
- Work continuously to improve quality services and to minimise errors;

- Support and value its staff;
- Ensure public funds for healthcare are devoted solely to NHS patients;
- Work together with others to ensure a seamless service for patients;
- Help keep people healthy and work to reduce health inequalities;
- Respect the confidentiality of individual patients and provide open access to information relating to services, treatment and performance.

Governors must also commit to and support the culture and values of the Trust as agreed by the Board of Directors.

4 Principal Obligations:

Governors must when acting in an official capacity and at other relevant times:

- Actively support the vision and aims of the Trust in developing as a successful Foundation Trust;
- Act with total discretion and integrity, in the best interests of the Trust, its service users and the communities it serves;
- Abide by the Trust's Constitution, Standing Orders, and other relevant policies that may be adopted by the Board of Directors and Council of Governors;
- Value and respect Governor colleagues, directors, and Trust employees;
- Attend meetings of the Council of Governors, meetings, and development sessions as required;
- Act on behalf of and represent the constituency that elected them and not use the role to raise personal issues, or use the position of Governor to secure any advantage or privilege.

5 Supporting Principles:

Governors must also comply with the following supporting principles when acting in an official capacity and at other relevant times:

5.1 Accountability:

Collectively, the Council of Governors is accountable to the Trust's membership. Individually, Governors are accountable to their constituents or their appointing organisations. In demonstrating this accountability, Governors should seek every opportunity to effectively engage with those they represent (for example, by attending local meetings) in order to understand the views and concerns of the membership and be able to provide feedback to the Council of Governors.

In order to demonstrate ongoing accountability, Governors must continue to comply with the qualifications required to hold elected office throughout their

period of tenure. The Trust Secretary must be advised of any changes in circumstances that may disqualify a Governor from continuing in office.

Governors who are members or affiliates of any trade union body, political party or other organisation that seeks to influence public opinion must recognise that they will not be presenting the views of such organisations on the Council of Governors.

5.2 Treating Others with Respect:

Governors must treat others with dignity and respect and be mindful of behaviour that could be deemed to be unfair, discriminatory or against the best interests of the Trust and its members and staff.

Governors must not:

- Do anything which may cause the Trust to breach any equality legislation and in particular seek to ensure that no one is discriminated against because of their religion, belief, race, colour, gender marital status, disability, sexual orientation, age, social or economic status or national origin.
- Bully, intimidate or attempt to intimidate any person.
- Do anything which compromises or is likely to compromise the impartiality of those who work for, or on behalf of, the Trust.

Governors have no right to issue orders to staff of the Trust, and have no right to access Trust premises beyond those which are available to the general public. However, the Trust may from time to time offer invitations to Governors to access Trust facilities that are not usually open to the general public.

Governors should demonstrate appropriate conduct at meetings meaning;

- Arriving on time
- Demonstrating active listening and patience when others are speaking
- Following the Chair's instructions on the conduct of the meeting
- Speaking through the Chair and not interrupting
- Not using abusive language (such as swearing) or language which might cause offense
- Staying on topic

5.3 Decision Making:

The Council of Governors should exercise its responsibilities in a corporate manner. This means that decisions should be taken collectively by Governors acting as a body. Governors must not act individually, or in informal groupings, to take decisions on Council of Governors business on an ad hoc basis outside of the constitutional framework of the meetings of the Council of Governors and its committees.

When making decisions Governors must:

- Abide by the Trust's Constitution, Standing Orders and Standing Financial Instructions, policies and procedures and the rulings of the Chair.
- Have regard to any relevant advice from the Chief Executive, Executive Directors or the Trust Secretary.
- Give reasons for making those decisions.
- Not take a firm and absolute position on an issue before receiving any relevant information or advice that might be presented at the meeting.

5.4 Confidentiality:

All Governors must recognise and respect the confidentiality of the information they are privy to, by way of their office. Governors shall not disclose outside of the Council of Governors meetings the contents of the papers, discussions or minutes of any items discussed in a meeting that is not held in public.

5.5 Conflicts of Interests:

Governors must, in the course of their duties, be honest and act with the utmost integrity, probity and objectivity.

Governors have a duty to openly declare any potential conflict of interest that may arise and must not vote on any such matters. This includes any involvement a Governor may have in any organisation with which the Trust may be considering entering into a contract. Where there is any doubt in this respect, Governors must seek advice and guidance from the Chairman or Trust Secretary.

Governors must be committed to ensuring that any conflicts of interest, whether potential or actual, are properly addressed and are seen to be managed in the best interests of the Trust and its members. The Constitution requires Governors to register all relevant interests with the Trust Secretary. All Governors are required to inform the Trust Secretary of any changes to their relevant interests.

Governors must not use their position to seek any form of personal advantage or preferential treatment for themselves or any other person.

5.6 Development and Training:

The Trust recognises that the provision of appropriate training and development is essential to allow Governors to maximise their roles and to make a full contribution to the work of the Trust. Governors are expected to participate in any such training and development activity. Failure to attend any training that the Chairman of the Trust deems essential for Governors could lead to a Governor being disqualified from their role.

5.7 Dealing with the Media:

Only the Trust Chairman may respond to a media enquiry on behalf of the Council of Governors. If the media approach an individual Governor for their personal views on any matter concerning the Trust's affairs then the Governor must make it clear that the views expressed are personal views and do not

represent the views of the Trust or the Council of Governors. Even when expressing a personal view, he/she must not compromise confidentiality or make statements which would bring the Trust or the Council of Governors into disrepute. Any Governor approached by the media for comment should immediately notify the Trust's Head of Communications and/or the Trust Secretary.

5.8 Resources:

A Governor must ensure that any resources provided by the Trust are only used in accordance with relevant policies approved by the Trust.

5.9 Commitment and Attendance at Meetings:

To ensure accountability and that the views of their constituents are heard, Governors are expected to attend meetings of the Council of Governors and its committees.

The Council of Governors is to meet a minimum of three times in each financial year and Governors should make every possible effort to attend these and other meetings/events at which their attendance is required. On the rare occasions that a Governor cannot attend such meetings, apologies should be submitted to the Trust Secretary in advance.

A record of individual Governor attendance at Council of Governors meetings (including committees of which the Governor is a member) will be available to members of the Trust, and will be presented to members if/when a Governor stands for re-election.

Failure to attend two consecutive meetings of the Council of Governors without good reason will be deemed a serious breach of this Code of Conduct and may result in disqualification from continuing as a Governor. The Council of Governors may decide to allow a Governor who has breached this particular provision to continue as a Governor if they are satisfied that the absences were due to reasonable causes and the Governor in question will start attending meetings of the Council of Governors again within a period agreed by the Governors.

6 Expenses

The Trust will reimburse Governors for expenses incurred through their office in line with a policy agreed by the Trust's Board of Directors.

7. Advice and Assistance:

The Trust Chairman and the Trust Secretary will be available to provide advice on this Code of Conduct and on the role and conduct of Governors generally.

8. Acceptance of the Code of Conduct:

Each Governor must sign the following declaration of acceptance of this Code of Conduct within one calendar month of being elected or appointed. Failure to return a signed acceptance of the Code of Conduct could lead to a Governor being disqualified from their position.

Declaration:

I (full name) have read,
understood, and agree to abide by the Code of Conduct for the Council of
Governors of The Hillingdon Hospitals NHS Foundation Trust

Signature: