

COUNCIL OF GOVERNORS CODE OF CONDUCT
UNIVERSITY HOSPITALS BRISTOL NHS FOUNDATION TRUST
CODE OF CONDUCT FOR GOVERNORS

1. Introduction

1.1 As defined by legislation, the Trust's Council of Governors have a formal role in the governance of the Trust, working with the Board of Directors to promote the success of the organisation for its members and the public. To support the proper discharge of the Council of Governors' statutory duties and to promote the success of the relationship between the Council of Governors and the Board of Directors, it is essential that Governors adopt high standards of personal conduct. Recognising this, this document sets out the Council's expectations for the way in which Governors will conduct themselves in all aspects of their role within the Trust.

2. Framework for Council of Governors

2.1 The Trust operates within a legal, regulatory and governance framework which includes the NHS Act 2006, the Health and Social Care Act 2012, the Foundation Trust Code of Governance and the Trust's Constitution. The Constitution defines the composition of the Council of Governors and the arrangements for appointing (and, where necessary, removing) Governors. The Constitution's annexes include the Standing Orders for the Council of Governors and Board of Directors.

2.2 The regulatory and governance framework is supplemented by the Terms of Reference for the Council of Governors, the Role Description for Governors and this Code of Conduct. This Code of Conduct, the Terms of Reference and the Role Description are subject to the Constitution; nothing within them shall take precedence over or in any way amend the Constitution or any legal or regulatory requirements. This Code of Conduct is to be read in the context of that legal and regulatory framework.

3. Role of the Council of Governors

3.1 The role of the Council of Governors is defined in law and in Monitor's regulatory and governance framework. Although the role definition is not repeated here it is important as context for this Code of Conduct to recognise that good governance in the Trust depends upon active and constructive engagement between the Board of Directors and the Council of Governors. Adopting this approach will ensure that the Council of Governors is able to discharge its statutory duties, particularly in relation to:

3.1.1 Holding the Non-Executive Directors individually and collectively to account for the performance of the Board; and

3.1.2 Representing the interests of the members as a whole and of the public

4. Board of Directors/Council of Governors Engagement

4.1 The Constitution and supporting guidance commit the Board of Directors and the Council of Governors (as a whole and Governors individually) to engaging proactively and constructively with the Board of Directors, acting through the Chairman, Senior Independent Director and the Lead Governor where appropriate according to their roles.

4.2 The Council of Governors will work with the Board of Directors for the best interests of the Trust as a whole, taking into account all relevant advice and information presented to, or requested by, the Council of Governors. The Council of Governors will not unduly delay responses to proposals or other reports from the Board of Directors, acting proactively to agree with the Board of Directors the information which the Council of Governors will need in order properly to discharge its statutory duties.

5. Conduct of Governors

5.1 This section of the Code sets out the conduct which all Governors agree to abide by. These commitments are in addition to compliance with Monitor's requirements, the Code of Governance, the Constitution, and Terms of Reference for the Council of Governors and Role Description for Governors.

5.1.1 Personal Conduct

Governors agree that they will:

- a) Act in the best interests of patients and the Trust as a whole in the delivery of services within relevant financial and operational parameters, seeking at all times to properly discharge their statutory duties;
- b) Comply at all times with legal and regulatory requirements and with the Constitution, Standing Orders, relevant Terms of Reference, Role Descriptions, policies and guidance;
- c) Be honest and act with integrity and probity at all times;
- d) Respect and treat with dignity and fairness, the public; patients; relatives; carers; NHS staff and partners in other agencies;
- e) Respect and value all Governors and Directors as colleagues;
- f) Not seek to profit from their position as a Governor or in any way use their position to gain advantage for any person;
- g) Accept responsibility for their actions and generally take seriously the responsibilities which are commensurate with the decision-making rights assigned to the Council of Governors through the legal and regulatory framework;
- h) Ensure that the interests of the members as a whole and the public are represented and upheld in decision making such that in accordance with the requirements of the Constitution and relevant policies, those decisions are not influenced by gifts or inducements or any interests outside the Trust;
- i) Not be influenced in any way and not represent any outside interests which they may hold, including any membership of trade unions or political organisations;
- j) Ensure that no person is discriminated against on grounds of religion or belief; ethnic origin; gender; marital status; age; disability; sexual orientation or socio-economic status;
- k) Show their commitment to team working by working constructively with their fellow Governors and the Board of Directors as well as with their colleagues in the NHS and the wider community;
- l) Not make, permit or knowingly allow to be made, any untrue; misleading or misrepresentative statement either relating to their own role or to the functions or business of the Trust;
- m) At all times, uphold the values and core principles of the NHS and the Trust as set out in its Constitution;
- n) Conduct themselves in a manner which reflects positively on the Trust and not in any manner which could be regarded as bringing it into disrepute;
- o) Seek to ensure that the membership of the constituency from which they are elected/their appointing organisation is both properly informed and represented
- p) At all times, uphold the seven principles of public life as set out by the Committee on Standards in Public Life (also known as the Nolan Principles) as below:
 - (i) Selflessness: Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves; their family or friends or other interested parties.
 - (ii) Integrity: Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
 - (iii) Objectivity: In carrying out public business, including making public appointments; awarding contracts or recommending individuals for awards or benefits, holders of public office should make choices on merit.

- (iv) **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.
 - (v) **Openness:** Holders of public office should be as open as possible about all the decision and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
 - (vi) **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.
 - (vii) **Leadership:** Holders of public office shall promote and support these principles by leadership and example.
- q) seek advice from the Chairman or the Trust Secretary on matters relating the Constitution, governance requirements or conduct, and have regard to the advice given to them.

5.1.2 Confidentiality

Governors agree that they will:

- r) Respect the confidentiality of the information they are made privy to as a result of their membership of the Council of Governors, except where information is made available in the public domain.
- s) Understand, endorse and promote the Trust's Confidentiality and Data Protection Policy in every aspect of their work. A copy of this policy will be provided to each Governor and training will be provided where necessary.
- t) Make no public statements on behalf of the Trust or communicate in any way with the media without the prior consent of the Chairman or a designated officer from the Trust's Communications Department.

5.1.3 Declaration of Interests

Governors agree that:

- u) It is essential for good corporate governance and to maintain public confidence in the Trust that all decision making is robust and transparent. To support this, the Constitution and the Trust's Policy on Declaration of Interests set out requirements for Governors to declare relevant interests (as defined in the Constitution).
- v) Governors will declare interests on request from the Trust Secretary or, as required by the Constitution, whenever they become aware of a potential conflict of interest in respect of a matter being considered by the Council of Governors. Governors should seek advice from the Trust Secretary or the Chairman where they are unsure as to whether an interest needs to be declared. Declared interests will be included in a Register of Interests, which will be published

6. Participation in Meetings and in Training and Development

- 6.1 The Council of Governors will hold a number of meetings per year, the number to be determined by the Chairman. The schedule for these meetings and for other activities will be proposed by the Trust Secretary and is subject to approval by the Council of Governors.
- 6.2 It is expected that Governors will attend meetings of the Council of Governors and of any committees or working groups (including Project Working Focus Groups) to which they are appointed but it is accepted that there will be occasions on which Governors cannot attend, in which case they will give apologies for absence.

- 6.3 The Constitution provides for the Council of Governors to remove any Governor from office where he/she fails to attend two consecutive Council of Governor meetings and where the Council is not satisfied that the absence was due to a reasonable cause and that the attendance record will be rectified.
- 6.4 The Board of Directors has a statutory duty to take steps to ensure that the Governors are equipped with the skills and knowledge they need to discharge their responsibilities appropriately. A programme of training and development will be agreed with the Council of Governors and it is expected that Governors will participate in such activities unless, in reasonable circumstances, this is not possible.

7. Upholding this Code of Conduct

- 7.1 Following approval of this Code of Conduct by the Council of Governors, individual Governors agree to comply with all of its content.
- 7.2 Where possible or appropriate, any concerns about the conduct or performance of a Governor will be addressed under the leadership of the Chairman through training, development or other means which are considered appropriate. Where such concerns exist the Chairman will write to the Governor concerned to set out the concerns and the action agreed to rectify or otherwise address them.
- 7.3 The Constitution provides for the circumstances in which a Governor can be removed from office, including where any Governor fails to comply with this Code of Conduct. It is for the Chairman to propose removal from office if this is necessary after all other course of action, including training and development where relevant, have been exhausted. The Constitution provides for an independent review of evidence associated with such a proposal, reflecting the Foundation Trust Code of Governance. As required by the Constitution, it is for the Council of Governors to determine (in accordance with rules set out in the Constitution) whether any Governor should be removed from office following a proposal from the Chairman and an independent review if one is commissioned.

Approved by the Council of Governors on 29th January 2015

To be reviewed not later than January 2017

UNIVERSITY HOSPITALS BRISTOL NHS FOUNDATION TRUST

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DECLARATION OF ACCEPTANCE

I confirm that I have received, read and understood the Code of Conduct for Governors (the Code).

I further confirm that I will comply with the provisions of the Code.

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Signature of Governor

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Name of Governor

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Address for Governor

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Date of signature

Please return the completed form to:

The Trust Secretariat
Trust Headquarters
University Hospitals Bristol NHS Foundation Trust