

Code of Conduct for Council of Governors

1. Scope and aims

Governors have a key role in Foundation Trusts: they hold the NEDs to account for the performance of the Trust Board and they are an essential link between the Trust and its membership and the wider population. It is therefore important that Governors uphold the highest standards of integrity, probity and accountability.

1.1. The code is intended to support and complement the Trust's Constitution. It has been constructed using the Trust's Constitution, NHS Guidelines for Managers, NHS Guidelines for Trust Boards, Monitor Guidelines and present good practice from other Foundation Trusts.

1.2. The Trust considers it is good governance practice to have agreed, Code of Conduct, roles and responsibilities and media and communications guidelines in place and expects that the standards they describe will be fully complied with.

1.3. Members elected or nominated to the Council of Governors are required to sign a declaration confirming that they will comply and be bound by the Code of Conduct (Constitution, Annex 7, paragraph 11.1).

1.4. Under the Trust's Constitution, failure to comply with the Code of Conduct may result in a Governor's disqualification from office.

1.5. Disqualification, under the Constitution may also be applied where a Governor's personal conduct could reasonably be regarded as prejudicial or as bringing the Council of Governors or the Trust into disrepute (Annex 6).

1.6. This Code of Conduct does not limit or invalidate the right of the Governor or the Trust to act under the Constitution.

1.7. Should any individual member of the Council become concerned about an aspect of the Trust's activities or that of the Council they should discuss this in the first instance with the Chair or the Trust Secretary.

1.8. Should Governors not be satisfied with the outcome of this process they can appeal to the Senior Independent Director who can be reached through the Trust Secretary.

1.9. The Code of Conduct has three appendices: Roles and Responsibilities and Media and Communication, and the Nolan Principles of public life. These outline the scope of the Governor's role and appropriate professional and personal conduct for members of the Council of Governors when engaged in the activities associated with their office and in the wider context.

1.10. As a member of the Council of Governors, Governors will, at times, find they are dealing with confidential and contentious issues. Governors are required to act with discretion and care in the performance of their role. Governors are required to maintain confidentiality at all times with regard to information gained via their involvement with the Trust.

1.11. Where this requirement may pose difficulties for nominated governors because of their responsibilities to their employer organisations, they should

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withdraw from the discussion on the item concerned. As far as possible, the Chair will identify in advance such potential circumstances and take appropriate action (for example, ensure any relevant documentation is not disclosed to the nominated governors in question or request that the latter absent themselves from the discussion). In addition, nominated governors themselves are required to alert the Chair to any circumstances they feel might give rise to potential difficulties in this regard. Ultimately, however, the nominated Governors' obligations to their organisation override any provisions of confidentiality herein.

2. Qualifications for Office

- 2.1. Governors must comply with the qualifications required to hold office throughout their term of office. The circumstances under which governors are no longer eligible are outlined in the Trust's Constitution (Section 14; Annex 6).
- 2.2. The Trust Secretary should be advised in writing of any changes of circumstances that might disqualify the Governor from continuing in office.
- 2.3. Governors should be aware that it is a criminal offence to make a declaration which they know to be false in some material respect or to make such a declaration with care which is false in some material respect.

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The Communications and Media guidelines (Appendix 2) are designed to ensure a structure and appropriate response across the Trust to media enquiries and engagement.¶

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3. Disqualification

- 3.1 Monitor may remove one or all of the governors from the Council if this is necessary to deal with a situation where the trust is failing.
- 3.2 Governors will also be disqualified if they cease to meet the eligibility criteria, (mandatory or otherwise) for becoming governors, or if, through changing circumstances, they fall into the category of those who are excluded from becoming governors. Failure to meet the mandatory requirements under paragraph 17.1 of the Trust's Constitution will result in automatic termination. In circumstances where disqualification is under consideration for the non mandatory reasons set out in Annex 6 of the Trust's Constitution, three weeks notice of the resolution must be given to the Council of Governors, and termination as a governor will require the approval of three quarters of those members of the Council of Governors present and voting at the meeting.

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<#>In circumstances where disqualification is under consideration for the non mandatory reasons three weeks notice of the resolution must be given to the Council of Governors, and termination as a Governor will require the approval of three quarters of those members of the Council of Governors present and voting at the meeting.¶

4. Roles and Responsibilities

- 4.1. The roles and responsibilities of the Council of Governors are described in detail in the Roles and Responsibilities document, attached Appendix 1. In addition:
 - 4.1.1. Governors acknowledge that their role is a collective one whereby they exercise collective decision making in the Council of Governors, which is recorded in the minutes. Governors acknowledge that the

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functions legally allotted to the Council of Governors are not of a managerial or operational nature;

4.1.2. Under the Constitution, outside of the Council and committee context, a governor has no more rights and privileges than any other member of the Trust;

4.1.3. Governors who are members of trade unions or other political organisations acknowledge that they are not representing the views of such organisations but are to represent the constituency or organisation that elected them;

Governors agree at all times to be bound by the Standing Orders, Standing Financial Instructions and policies and procedures of the East Kent Hospitals University NHS Foundation Trust.

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5. Personal Conduct

5.1. Governors are expected to maintain the highest standards of conduct in the performance of their duties;

5.1.1. Governors are to act in the best interests of the Trust.

5.1.2. In undertaking their roles and responsibilities all Governors are expected to actively support, within the remit of their authorisation, the Nolan Principles (attached at Appendix 3).

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5.1.3. Governors are expected to conduct themselves in such a manner as to reflect positively on the Trust;

5.1.4. Governors are expected to value and act with respect towards other members of the Governing Council and all members of the Foundation Trust.

5.1.5. Governors are expected to act with integrity and objectivity and without expectation of personal benefit.

5.1.6. Governors are expected to attend meetings of the Council of Governors, members' meeting and training events to ensure that they are informed and prepared to meet the requirements of their role. If Governors are unable to attend meetings of the full Council, committee meetings or joint meetings with the Board of Directors, they must provide at least two days advance notice of non-attendance to the Trust Secretary.

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Appendix 1:

Roles and Responsibilities Guidelines

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Appendix 2:

Media and Communications Policy

1. This policy is intended to provide guidance for Governors about how to deal with approaches from or to the media and related matters.
The Trust is keen to work proactively with Governors to promote the work of the Trust, its staff and the Council of Governors.
The policy therefore sets out the correct procedure for Governors to follow should they receive a call from the media or wish to publicise activities associated with, or arising from, their position as a member of the Council of Governors of the Trust.
2. The Trust recognises that the Council has an appropriate role in providing information to the Trust's membership and wider public. However to ensure such messages reflect the opinion of the whole Council and are consistent with other statements made by the Trust any statements by members of the Council of Governors must be issued through the Trust's Communications Department.
3. The Communications Department under the guidance of the Director of Communications is proactive in protecting the reputation of the Trust and ensures that the activities of the Trust are promoted in a positive and appropriate manner through radio, television and the press at both local and national levels.
4. The Communications Department is available to assist and advise members of the Council of Governors who wish to promote the work of the Council through the media.
5. With regard to communication to Governors from the press and media these must be immediately directed to the Communications Department on 01227 866384 who will take responsibility for providing and delivering a response.
6. Under no circumstances should an individual member of the Council of Governors discuss, publish or otherwise distribute information on matters pertaining to the Trust or their role as a member of the Council without the knowledge and agreement of the Chair of Governors and the Trust.
7. In addition, Governors who receive invitations to attend functions or meetings related to their activities as a member of the Council should advise the Trust Secretary.
8. Should a Governor be invited to speak then he or she is requested to clear any proposed speech with the Chair.
9. For invitations to give a speech or appear publicly on the roles of Governors that come direct to the Trust the Membership Office will draw up a list of those Governors who are willing to represent the Trust in this way.

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10. The Trust has clear policies and procedures for responding to Freedom of Information (FOI) requests and should a Governor receive such an enquiry this should be forwarded to the Trust Secretary who will ensure that the correct procedure under the Trust's FOI Policy is followed.
11. Finally, Governors are of course free to make statements or give interviews in connection with any non trust related activities they may be involved in. However, any statements or interviews given by individual members of the Council of Governors in relation to these other aspects of their personal or professional activities must not make reference to any matters pertaining to their position as a member of the Council of Governors.

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<#>Should Governors not be satisfied with the outcome of this process they can appeal to the Designated Independent Director who can be reached through the Trust Secretary.¶

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Appendix 3

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Nolan Principles

- **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.
- **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.
- **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.
- **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.
- **Openness** Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands it.
- **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.
- **Leadership** Holders of public office should promote and support these principles by leadership and example.

Council of Governors – Code of Conduct Declaration

I, agree to abide by the Code of Conduct
for Governors of the East Kent Hospitals University NHS Foundation Trust

Signature

Date
