



## **Council of Governors Code of Conduct**

### **1. Introduction**

- 1.1 This code sets out appropriate conduct for Governors and addresses both the requirements of Office and their personal behaviour.
- 1.2 The code complements the Trust's constitution. The code should be read in conjunction with any relevant documents issued by Monitor. The Trust's constitution embodies the legal requirements for Governors.
- 1.3 Members of the Trust elected to the Council of Governors will be required to sign a declaration to confirm that they will comply with this code in all respects and that they support the Trust's objectives.

### **2. Qualifications for Office**

- 2.1 Governors must continue to comply with the qualifications required to hold office, throughout their period of tenure, as defined in the Constitution. The Trust Secretary must be advised of any changes in circumstances that may disqualify a governor from continuing in office. Examples of this would include a Public Governor becoming an employee of the Trust or a Staff Governor leaving the employment of the Trust.

### **3. Governor Principles**

- 3.1 Governors must:
- 3.2 Adhere to the Trust's rules and relevant policies and support its objectives, in particular those of retaining Foundation status and developing a successful Trust.
- 3.3 Act in the best interests of the Trust and its members.
- 3.4 Actively support the vision and aims of the Trust in developing as a successful NHS foundation trust.
- 3.5 Not use their role to pursue personal or political agendas.
- 3.6 Contribute to the workings of the Council of Governors in order for it to fulfil its role and function as defined in the Trust constitution.

- 3.7 Recognise that their role is a collective one. Governors exercise collective decision making on behalf of all patients, members, local public and staff.
- 3.8 Note that the functions allocated to governors are not of a managerial nature (see Appendix 1 for governor functions).
- 3.9 Abide by the “Nolan Principles” (see Appendix 2).

#### **4. Confidentiality**

- 4.1 All governors are required to respect the confidentiality of the information shared as a result of their membership of the Council of Governors and sign the confidentiality agreement found at Appendix 3.

#### **5. Conflict of interests**

- 5.1 Governors must act with utmost integrity and objectivity and in the best interests of the Trust in performing their duties. They must not use their position for personal advantage or seek to gain preferential treatment. Any Governor who has a material interest in a matter must declare such interest to the Council of Governors and:
  - 5.1.1 Shall not vote on any such matter,
  - 5.1.2 Shall not be present except with the permission of the Council of Governors in any discussion of the matter.
- 5.2 If in any doubt advice should be sought from the Assistant Company Secretary.
- 5.3 Any Governor who fails to disclose any interest required to be disclosed must permanently vacate their office if required to do so by at least two thirds of the remaining governors.

#### **6. Council of Governors meetings**

- 6.1 Governors have a responsibility to attend meetings of the Council of Governors. When this is not possible they should submit an apology to the Assistant Company Secretary in advance of the meeting.
- 6.2 Absence from the Council of Governor meetings for two consecutive meetings will require prior approval from the Chairman.
- 6.3 In accordance with the Constitution, absence from the Council of Governor meetings without good reason [as established to the satisfaction of the Council of Governors] is grounds for disqualification. If a Governor fails to attend three consecutive Council of Governor meetings his or her Tenure of Office is to be immediately terminated unless the Council of Governors are satisfied that the absence was due

to a reasonable cause and he/ she will be able to start attending meetings again within such a period as they consider reasonable.

## **7. Personal Conduct**

7.1 Governors are required to adhere to the highest standards of conduct in the performance of their duties. In respect of their interaction with others, they are required to:

7.1.1 Adhere to good practice in respect of the conduct of meetings and respect the views of other governors.

7.1.2 Be mindful of conduct which could be deemed to be unfair or discriminatory.

7.1.3 Be present for meetings at the correct time and be in attendance for its duration.

7.1.4 Treat the Board of Directors and other employees with respect and in accordance with the Trust's policies.

7.1.5 Recognise that the Governors and Trust managers have a common purpose i.e. the success of the Trust and adopt a team approach.

7.1.6 Governors must conduct themselves in such a manner as to reflect positively on the Trust. When attending external meetings or any other events at which they are present it is important for Governors to be ambassadors for the Trust.

7.1.7 Respect the confidentiality of information received in their role as a Governor.

## **8. Accountability**

8.1 Governors are accountable to the membership and should demonstrate this by attending members' meetings and other key events, which provide opportunities to interface with the membership.

## **9. Training and Development**

9.1 Governors are required to participate in an induction programme and any subsequent training programmes.

9.2 If a Governor refuses to undertake induction and any subsequent training which may be necessary and that the Council of Governors requires all Governors to undertake, he/ she may be removed by resolution passed by a majority of the remaining Governors.

## **10. Contact with the Trust**

10.1 When Governors wish to visit the premises of the Trust in a formal capacity [as opposed to as individuals in a personal capacity], the Governor shall liaise with the Corporate Service Coordinator – Membership and Governors to make the necessary arrangements.

## **11. Non-Compliance with the Code of Conduct**

11.1 Non compliance with the Code of Conduct may result in action being taken as follows:

11.1.1 Where misconduct takes place, the Chair shall be authorised to take such action as may be immediately required, including the exclusion of the person concerned from a meeting.

11.1.2 Where such misconduct is alleged, it shall be open to the Council of Governors to decide, by the majority of those in attendance, to lay a formal charge of misconduct.

11.1.3 Notification to the Governor in writing of the allegations, detailing the specific behaviour, which is considered to be detrimental to the Trust, and inviting and considering their response within a defined timescale.

11.1.4 Inviting the Governor to address the Council of Governors in person if the matter cannot be resolved satisfactorily through correspondence.

11.2 If a Governor is considered to have acted in a manner inconsistent with the Code of Conduct the Governor may be removed from the Council of Governors by resolution approved by not less than two thirds of the remaining Governors present and voting at a General Meeting of the Council of Governors.

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

## 12. DECLARATION

- 12.1 In undertaking the role of Governor of this NHS Foundation Trust all Governors shall sign the following declaration:
- 12.2 I ..... (Print name) agree to abide by the Code of Conduct for Governors of South East Coast Ambulance NHS Foundation Trust and agree that I will:
- 12.3 Seek to ensure that my fellow Governors are valued as fellow colleagues and that their views are both respected and considered;
- 12.4 Accept responsibility for my own actions;
- 12.5 Show my commitment to working as a team member by working with all my colleagues in the NHS and the wider community;
- 12.6 Seek to ensure that the membership of the constituency I represent is properly informed and given the opportunity to influence services;
- 12.7 Seek to ensure that no one is discriminated against because of their religion, belief, race, colour, gender, marital status, disability, sexual orientation, age, social and economic status or national origin;
- 12.8 Comply with the constitution;
- 12.9 Respect the confidentiality of individual patients;
- 12.10 Respect the confidentiality of Trust information supplied to the Council of Governors;
- 12.11 Sign and abide by the Trust's confidentiality agreement (Appendix 3);
- 12.12 Not knowingly make or permit, any untrue or misleading statement relating to my own duties or the functions of the Trust;
- 12.13 Contact the Head of Communications (via the Assistant Company Secretary) to discuss and gain approval to respond to a question from the media or speak with stakeholders;
- 12.14 Support and assist the Accountable Officer of the Trust in his/her responsibility to answer to the regulator, commissioners and the public for the performance of the Trust.
- 12.15 Elected Governors - If I am a member of any trade union, political party or other organisation, I recognise that I must declare this fact and that I will not be representing those organisations (or the views of those organisations) but will be representing the constituency (patient, public or staff) that elected me.

12.16 Appointed Governors - If I am a member of any trade union, political party or other organisation, I recognise that I must declare this fact and that I will not be representing those organisations (or the views of those organisations) but will be representing the organisation/ group of organisations that I represent.

12.17 Consent to undertake a Disclosure and Barring Service check (at the expense of the Trust) and provide the Trust with a copy of the disclosure. I understand that failure to disclose and/or submission of an unsuitable disclosure may result in a Governor being unable to continue in the role.

**Signature:** .....

**Date:** .....

## **APPENDIX 1 – Governor Functions**

### **1.0 Statutory powers and duties of the Council of Governors**

1.1 The statutory duties of NHS foundation trust governors are set out in The National Health Service Act 2006. The duties are to:

- appoint and, if appropriate, remove the chair;
- appoint and, if appropriate, remove the other non-executive directors;
- decide the remuneration and allowances, and the other terms and conditions of office, of the chair and the other non-executive directors;
- approve the appointment of the chief executive;
- appoint and, if appropriate, remove the NHS foundation trust's auditor; and
- receive the NHS foundation trust's annual accounts, any report of the auditor on them and the annual report.

1.2 In addition, in preparing the NHS foundation trust's forward plan, the board of directors must have regard to the views of the council of governors.

### **1.3 From the Health and Social Care Act 2012:**

- hold the non-executive directors individually and collectively to account for the performance of the board of directors
- represent the interests of the members of the trust as a whole and of the public.
- 'Significant transactions' must be approved by the governors. Approval means that more than half of the governors voting agree with the transaction. The trust may choose to include a description of 'significant transactions' in the trust's constitution.
- The council of governors must approve an application by the trust to enter into a merger, acquisition, separation or dissolution. In this case, approval means more than half of all governors agree with the application.
- Governors must decide whether the trust's private patient work would significantly interfere with the trust's principal purpose i.e. the provision of goods and services for the health service in England or the performance of its other functions.
- The council of governors must approve any proposed increases in private patient income of 5% or more in any financial year. Approval means more than half of the governors voting agree with the increase.
- Amendments to the trust's constitution must be approved by the council of governors. Approval means more than half of the governors voting agree with the amendments. Amendments will no longer need to be submitted to Monitor for approval.

### **1.4 Additional rights and powers**

- The council of governors may require one or more of the directors to attend a governors' meeting for the purpose of obtaining information about the trust's performance of its functions or the directors' performance of their duties (and for deciding whether to propose a vote on the trust's or directors' performance).

### **1.5 Additional responsibilities for the trust**

- Before each board meeting, the board of directors must send a copy of the agenda to the council of governors.
- After the meeting, the board of directors must send a copy of the minutes to the council of governors.
- The trust must take steps to ensure that governors have the skills and knowledge they require to undertake their role.



## **APPENDIX 2 – The Nolan Principles of Public Life**

### **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.

### **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.

### **APPENDIX 3 – Confidentiality Agreement**

1. Your personal responsibility concerning security and confidentiality of information (relating to patients, staff and the organisation):
2. During the course of your time with the Trust, you may acquire or have access to confidential information. This must not be disclosed to any other person unless in pursuit of your duties or with specific permission given by a person on behalf of the Trust. This condition applies during your relationship with the Trust and after the relationship ceases.
3. Confidential information includes all information relating to the Ambulance Trust and its patients and employees. Such information may relate to patient records, telephone calls about patients or staff; electronic databases or other methods of communication, use of fax machines; hand-written notes containing patient information etc. If you are in doubt as to what information may be disclosed, you should check with the Company Secretary.
4. The Data Protection Act 1998 (DPA) regulates the processing of personal information relating to living individuals. The Access to Health Records Act 1990 applies to health records of the deceased.
5. If you are found to have made an unauthorised disclosure you may personally face legal action.
6. I understand that I am bound by a duty of confidentiality and agree to adhere to this confidentiality Agreement and the requirements of the Data Protection Act 1998. I understand that failure to comply may result in disciplinary and/or legal action.

Print Name:

Signature:

Date:

7. On Behalf of the Trust:

Witness:

Witness Signature:

Date: