

Board of Directors' Code of Conduct

1. Introduction

High standards of corporate and personal conduct are an essential component of public service. The purpose of this code is to provide clear guidance on the standards of conduct and behaviour expected of all directors.

This code, with the Code of Conduct for governors (in Foundation Trusts) and the NHS constitution, forms part of the framework designed to promote the highest possible standards of conduct and behaviour within the trust.

The code is intended to operate in conjunction with the constitution, standing orders and, for Foundation Trusts, the *Foundation Trust Code of Governance*.

The code applies at all times when directors are carrying out the business of the Trust or representing the Trust.

2. Principles of Public Life

Members of the Board are reminded of the Committee on Standards in Public Life's First Report which established *The Seven Principles of Public Life*, also known as the 'Nolan principles'.

These overarching principles underpin this Code and apply to all aspects of public life and to all those who serve the public in any way.

All directors are expected to abide by 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 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.

3. General Principles

Foundation Trust Boards of Directors have a duty to conduct business with probity, to respond to staff, patients and suppliers impartially, to achieve value for money from the public funds with which they are entrusted and to demonstrate high ethical standards of personal conduct.

The general duty of Foundation Trust Board of Directors, and of each director individually, is to act with a view to promoting the success of the corporation so as to maximise the benefits for the members of the corporation as a whole and for the public.

The Board of Directors therefore undertakes to set an example in the conduct of its business and to promote the highest corporate standards of conduct. The Board of Directors will lead in ensuring that the provisions of the constitution, the standing orders, financial standing orders and accompanying scheme of delegation conform to best practice and serve to enhance standards of conduct.

The Board of Directors expects that this code will inform and govern the decisions and conduct of all directors.

4. Confidentiality and Access to Information

Directors must comply with the trust's confidentiality policies and procedures. Directors must not disclose any confidential information, except in specified lawful circumstances and advisably, only in consultation with the trust secretary.

Information on decisions made by the Board of Directors and information supporting those decisions should be made available in a way that is understandable. Positive responses should be given to reasonable requests for information and in accordance with the Freedom of Information Act 2000 and other applicable legislation and directors must not seek to prevent a person from gaining access to information to which they are legally entitled.

The Trust has adopted policies and procedures to protect confidentiality of personal information and to ensure compliance with the Data Protection Act 1998, the Freedom of Information Act 2000 and other relevant legislation which will be followed at all times by the board of directors.

Nothing said in this code precludes directors from making a protected disclosure within the meaning of the Public Disclosure Act 1998

5. Register of Interests

Directors are required to register all relevant interests in the Trust's Register of Interests in accordance with the provisions of the policy and, for Foundation Trusts, the constitution.

It is the responsibility of each director to provide an update to their register entry if their interests change.

A pro forma is available from the Trust Secretary.

Failure to register a relevant interest in a timely manner may constitute a breach of this code.

6. **Fit and Proper Person**

It is a legal and regulatory requirement that a director serving on the board of directors is a 'fit and proper person'. Directors must certify on appointment, and each year, that they are/remain a fit and proper person. If circumstances change so that a director can no longer be regarded as a fit and proper person or if it comes to light that a director is not a fit and proper person they are suspended from being a director with immediate effect pending confirmation and any appeal. Where it is confirmed that a director is no longer a fit and proper person their board membership is terminated.

7. **Conflicts of Interest**

A 'Conflict of Interest' is:

“A set of circumstances by which a reasonable person would consider that an Individual's ability to apply judgement or act, in the context of delivering, commissioning, or assuring taxpayer funded health and care services is, or could be, impaired or influenced by another interest they hold.”

A Conflict of Interest may be:

- Actual – there is a material conflict between one or more interests
- Potential – there is the possibility of a material conflict between one of more interests in the future.

Members of the Board of Directors may hold interests for which they cannot see potential conflict. However, caution is always advisable because others may see it differently and perceived conflicts of interest can be damaging. All interests should be declared where there is a risk of perceived improper conduct.

Foundation Trust Directors have a statutory duty to avoid a situation in which they have (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the Foundation Trust. Such directors have a further statutory duty not to accept a benefit from a third party by reason of being a director or doing (or not doing) anything in that capacity.

If a director has in any way a direct or indirect interest in a proposed transaction or arrangement with the trust, the director must declare the nature and extent of that interest to the other directors. If such a declaration proves to be, or becomes, inaccurate or incomplete, a further declaration must be made. Any such declaration must be made at the earliest opportunity and before the trust enters into the transaction or arrangement.

The Chair will advise directors in respect of any conflicts of interest that arise during Board of Directors meetings, including whether the interest is such that the director should withdraw from the meeting for the period of the discussion.

In the event of disagreement it is for the board of directors to decide whether a director must withdraw from the meeting. The Trust Secretary will provide advice on any conflicts that arise between meetings.

Interests:

Interests fall into the following categories:

- Financial Interests:
Where an individual may get direct financial benefit from the consequences of a decision they are involved in making.
- Non-Financial Interests:

Where an individual may obtain a non-financial professional benefit from the consequences of a decision they are involved in making, such as increasing their professional reputation or promoting their professional career.

- **Non-Financial Personal Interests:**
Where an individual may benefit personally in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit, because of decisions they are involved in making in their professional career.
- **Indirect Interests:**
Where an individual has a close association with another individual who has a financial interest, a non-financial professional interest or a non-financial personal interest and could stand to benefit from a decision they are involved in making.

8. Gifts and Hospitality

The Board of Directors will set an example in the use of public funds and the need for good value when incurring public expenditure.

The use of Trust funds for hospitality and entertainment, including hospitality at conferences or seminars, will be carefully considered.

All expenditure on these items should be capable of justification as reasonable in the light of the general practice in the public sector.

The Board of Directors is conscious of the fact that expenditure on hospitality or entertainment is the responsibility of management and is open to be challenged by the internal and external auditors and that ill-considered actions can damage the reputation of the Trust in the eyes of the community.

The Board of Directors has adopted a policy on gifts and hospitality which will be followed at all times by directors. Directors must not accept gifts or hospitality other than in compliance with this policy.

9. Raising Matters of Concern or “Whistle-blowing”

The Board of Directors acknowledges that staff must have a proper and widely publicised procedure for voicing complaints or concerns about maladministration, malpractice, breaches of this code and other concerns of an ethical nature.

The Board of Directors has adopted a “Whistle-blowing” policy on raising matters of concern which will be maintained at all times.

10. Personal Conduct

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

Specifically directors must:

- act in the best interests of the foundation trust and adhere to its values and this code of conduct;
- respect others and treat them with dignity and fairness;
- seek to ensure that no one is unlawfully discriminated against and promote equal opportunities and social inclusion;
- be honest and act with integrity and probity;
- contribute to the workings of the board of directors as a board member in order for it to fulfil its role and functions;
- recognise that the board of directors is collectively responsible for the exercise of its powers and the performance of the foundation trust;

- raise concerns and provide appropriate challenge regarding the running of the trust or a proposed action where appropriate;
- recognise the differing roles of the Chair, Senior Independent Director, Chief Executive, Executive Directors and Non-Executive Directors;
- make every effort to attend meetings where practicable;
- adhere to good practice in respect of the conduct of meetings and respect the views of others;
- take and consider advice on issues where appropriate;
- acknowledge the responsibility of the Council of Governors 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 foundation trust's members, public and partner organisations in the governance and performance of the foundation trust, and to have regard to the views of the council of governors;
- not use their position for personal advantage or seek to gain preferential treatment; nor seek improperly to confer an advantage or disadvantage on any other person;
- accept responsibility for their performance, learning and development.

11. Compliance

The Members of the Board of Directors will satisfy themselves that the actions of the Board of Directors and Directors in conducting Board of Directors business fully reflect the values, general principles and provisions in this code and, as far as is reasonably practicable, that concerns expressed by staff or others are fully investigated and acted upon.

All directors, on appointment, will be required to give an undertaking to abide by the provisions of this Code of Conduct.

12. Associated Documentation

ABPI: The Code of Conduct for the Pharmaceutical Industry

ABHI: Code of Business Practice

Freedom of Information Act 2000

NHS Code of Conduct and Accountability

Trust Anti-Fraud, Bribery and Corruption Policy

Trust Conflicts of Interest Policy

Trust Whistleblowing Policy

Adopted by the Board of Directors: 28 March 2018