

## **AIREDALE NHS FOUNDATION TRUST CODE OF CONDUCT FOR GOVERNORS**

### **1. Policy Statement**

Governors have a key role in the operation of the Foundation Trust, as the primary means of communicating the views and opinions of the Members to the Foundation Trust and as advisers to the Foundation Trust's Board. 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 Foundation Trust's Constitution. It has been constructed using the Foundation Trust's Constitution, NHS Guidelines for Managers, NHS Guidelines for Foundation Trust Boards, NHSI (Monitor) Guidelines and present good practice from other Foundation Trusts.
- 1.2 While it is anticipated that the standards contained in the Code of Conduct and its appendices will be fully complied with, the Foundation Trust considers an explicit Code of Conduct, roles and responsibilities and media and communications guidelines to be an essential guide for all governors.
- 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, Appendix 5 paragraph 7).
- 1.4 Under the Foundation Trust's Constitution, failure to comply with the Code of Conduct may result in the Governors 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 (Appendix 5).
- 1.6 This Code of Conduct does not limit or invalidate the right of Governor or the Foundation Trust to act under the Constitution.

### **2. Scope and Aim**

- 2.1 The Code of Conduct has two appendices: Roles and Responsibilities and Media Communication, which form part of the policy. These outline 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.
- 2.2 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 in the hospital. The Communications and Media guidelines (Appendix 2) are designed to ensure a structure and appropriate response across the Trust to media enquiries and engagement.

### **3. Qualifications for Office**

- 3.1 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 Foundation Trust's Constitution (Appendix 5 Paragraph 3).
- 3.2 The Foundation Trust's Company Secretary should be advised in writing of any changes of circumstances that might disqualify the Governor from continuing in office.
- 3.3 Governors should be aware that it is a criminal offence to make a declaration which you know to be false in some material respect or to make such a declaration recklessly which is false in some material respect.

### **4. Disqualification**

- 4.1 The regulator, 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.
- 4.2 In circumstances where disqualification is under consideration, 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.

### **5. Roles and Responsibilities**

- 5.1 The roles and responsibilities of the Council of Governors are outlined in the Constitution and explained in the Roles and Responsibilities attached (Appendix 1). In addition:
  - 5.1.1 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 functions legally allocated to the Council of Governors are not of a managerial or operational nature.
  - 5.1.2 Under the Constitution, outside of the committee context, a Governor has no more rights and privileges than any other member of the Foundation Trust;
  - 5.1.3 Governors who are members of trade unions or other political organisations acknowledge that they are not representing the view of such organisations but are to represent the constituency or organisation that elected them;
  - 5.1.4 Governors agree at all times to be bound by the Standing Orders, Standing Financial Instructions and policies and procedures of the Foundation Trust.

## **6. Personal Conduct**

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

6.1.1 In undertaking their roles and responsibilities all Governors are expected to actively support, within the remit of their authorisation, the Nolan Principles;<sup>1</sup>

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

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

6.1.4 Governors are expected to act with integrity and objectivity and in the best interests of the Foundation Trust, without any expectation of their personal benefit;

6.1.5 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.

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<sup>1</sup> The seven principles of public life defined by The Nolan Committee Report (1996): selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

## **Roles and Responsibilities**

### **1. Policy Statement**

- 1.1 NHS Improvement (Monitor) advises that the roles and responsibilities of the Council of Governors should be set out in a written document. This statement should include a clear explanation of the responsibilities of the Council of Governors toward members and other stakeholders and how Governors will seek their views and inform them.
- 1.2 The Health and Social Care Act 2012 sets out the mandatory duties of the Foundation Trust Council of Governors, once Foundation Trust status had been attained. This Act, and The National Health Service Act (2006) contains the guidance and framework for the development of NHS Foundation Trusts and the role of the Governor within its governance structure.<sup>2</sup>
- 1.3 These Acts, and the guidance offered by the Foundation Trust regulator, NHS Improvement (Monitor), have been used to inform the Roles and Responsibilities contained within this document.<sup>3</sup>

### **2. Scope and Aim**

- 2.1 This document should be read in conjunction with the accompanying Code of Conduct to which it forms an appendix and Communication and Media guidelines.

### **3. Role of the Council of Governors**

- 3.1 The over-riding role of the Council of Governors is to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors and to represent the interests of NHS Foundation Trust members and of the public.
- 3.2 Monitor advises that the NHS Foundation Trust and the Council of Governors need to consider jointly how the duties and responsibilities of their role may be achieved, giving due consideration to the circumstances of the NHS Foundation Trust and the needs of the local community and emerging best practice.
- 3.2 Monitor further states that Governors must act in the best interests of the Foundation Trust and adhere to its values and codes of conduct. They must work with the Board of Directors and the relationship must be based on mutual trust, integrity and openness.

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<sup>2</sup> Copies of these Acts can be found at:  
<http://www.legislation.gov.uk/ukpga/2012/7/contents/enacted>  
<http://www.legislation.gov.uk/ukpga/2006/41/contents>

<sup>3</sup> The NHS Foundation Trust Code of Governance, 2014

### **3.3 Advisory**

- 3.3.1 Governors are required by law to represent the interests of both members of the foundation trust and of the public. Governors are also responsible for regularly feeding back information about the Trust, its vision and its performance to the constituencies and stakeholder. (NHS Improvement acknowledge that a number of methods of engagement have been adopted by foundation trusts. Airedale NHS Foundation Trust has developed a number of methods in which Governors can engage with their members and the public).
- 3.3.2 Governors are also responsible for regularly feeding back information about the Trust, its vision and its performance to the constituencies and stakeholder organisation that either elected or appointed them. (See Communication and Media Policy).

### **3.4 Guardianship**

- 3.4.1 The Council of Governors are to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors. (NHS Improvement states that there is no one 'right way' to hold Non-Executive Directors to account and therefore it is acknowledged that local approaches will emerge. Airedale NHS Foundation Trust has developed a number of different channels in which Governors have the opportunity to 'hold Non-Executive Directors to account for the performance of the Board.)
- 3.4.2 This includes ensuring the Board of Directors act so that the Foundation Trust does not breach its Constitution. The Council of Governors should receive and consider appropriate information to discharge its duties. The Council of Governors should inform the *Independent Panel for Advising Governors* if the Trust is at risk of breaching its Constitution if these concerns cannot be resolved at a local level
- 3.4.3 Governors should also acknowledge the overall responsibility of the Board of Directors for running the NHS Foundation Trust and should not try to use the powers vested in the Council of Governors to veto the decisions of the Board of Directors.
- 3.4.4 Powers to remove the Chairman or any Non-Executive Directors should only be used after exhausting all other means of engagement with the Board of Directors.

### **3.5 Strategic**

- 3.5.1 The Council of Governors should expect to be consulted on the development of forward plans for the Trust and any significant changes to the delivery of the Trust's business plan. The Council of Governors should ensure the Board 'have regard' to the views and opinions of members and partner organisations in proposed changes and developments in service provision.

## **4. Legal Responsibilities and Duties**

- 4.1 The Health and Social Care Act 2012, contains the main guidance and framework for developing NHS Foundation Trusts. Under legislation, the Council of Governors has the following statutory powers and responsibilities.

- 4.1.1 To appoint the Chair and other Non-Executive Directors of the NHS Foundation Trust at a general meeting.
- 4.1.2 Agree the remuneration and other terms and conditions of the office of the Chair and Non-Executive Directors of the NHS Foundation Trust.
- 4.1.3 Remove the Chair and other Non-Executive Directors of the NHS Foundation Trust. Such removal must occur at a general meeting of the Council of Governors and it requires the approval of at least three quarters of the members of the Council.
- 4.1.4 Approve the appointment of the Chief Executive by the Non-Executive Directors. This requires the approval of a majority of the members of the Council.
- 4.2 Appoint or remove the auditor at a general meeting of the Council.
- 4.3 To advise and be consulted on forward planning, including scrutiny of the Trusts annual plan by the Board of Directors.
- 4.4 To receive the annual report and accounts, and the report of the auditor, all of these must be presented to the Council of Governors at a general meeting.
- 4.5 Approve amendments to the Constitution. This requires approval of a majority of the Council of Governors present at the vote.
- 4.6 Take decisions on significant transactions. This requires approval of more than half of the Council of Governors present at the vote. For mergers, acquisitions, separations and dissolutions, more than half of all Governors, (not just half the number that attends the meeting at which the decision is taken) must approve the decision.

**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 Foundation 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 Foundation Trust recognises that the Council has a legitimate involvement in providing information to the Foundation 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 Foundation Trust, any statements by members of the Council of Governors must be issued through the Trust's Communications Manager.
3. The Communications Manager under the guidance of the Director of Strategy and Business Development is proactive in protecting the reputation of the Trust and ensures that the activities of the Trust are promoted in a positive manner through radio, television and the press at both local and national levels.
4. The promotion of the work of the Council through the media will be a matter for decision by the Council of Governors.
5. With regard to communication from the press and media, Governors must immediately direct all enquiries to the Communications Manager 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 Foundation Trust or their role as a member of the Council without the knowledge and agreement of the Chair of Governors and the Foundation Trust.
7. Any documents given or shown to Governors not already in the public domain, are to be treated as confidential and therefore Governors must not copy, or otherwise distribute such information without the permission of the Chair of Governors and the Foundation Trust.
8. Governors who receive invitations to attend functions or meetings related to their activities as a member of the Council should advise the Membership Office.
9. Should a Governor be invited to speak then he or she is requested to clear any proposed speech with the Chair.
10. For invitations to give a speech or appear publicly in their role as Governors that come directly to the Foundation Trust, the Membership Office will draw up a list of those who are willing to represent the Foundation Trust in this way.

11. As a matter of general principle the workings of the Foundation Trust are open and transparent. However there may be circumstances when, in order to comply with a variety of policies, statutes and commercial confidentiality, this is not possible.
12. Therefore, should any individual member of the Council become concerned about an aspect of the Trusts activities or that of the Council they should discuss this in the first instance with the Chair or the Trust's Company Secretary who will ensure that the query is properly dealt with.
13. 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's Company Secretary.
14. The Trust has a clear policy 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's Company Secretary who will ensure that the correct procedure under the Trust's FOI policy is followed.
15. 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.



**AIREDALE NHS FOUNDATION TRUST  
COUNCIL OF GOVERNORS**

**Code of Conduct Declaration**

**I, ..... agree to abide by the Code of Conduct for  
Governors of the Airedale NHS Foundation Trust**

Signature .....

Print Name .....

Date .....