**Code of Conduct for Governors**

**Queen Victoria Hospital NHS Foundation Trust**

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**Code of Conduct for Governors**

1. **Introduction**

**1.1 Regulatory Framework**

The Trust is governed by the NHS Act 2006, (as amended by the Health and Social Care Act 2012, the Health and Care Act 2022 and any other subsequent legislation) the NHS provider licence, NHSE policy including the Code of governance for NHS provider trusts and its Constitution (together the “Regulatory Framework”). The Regulatory Framework gives the Council of Governors various statutory roles and responsibilities which are mandatory for all governors. Members of the Council of Governors should therefore be familiar with the provisions of the Regulatory Framework to ensure they are aware of what it means to be a Governor of the Trust. Governors are required to act at all times in accordance with the Regulatory Framework and this Code of Conduct (the "Code").

**1.2 Roles**

Governors give their time and expertise, working in a voluntary capacity. They have a key role in the appointment, reappointment, appraisal and remuneration of the Chair and Non-Executive Directors, and also the appointment of the external auditors.

**1.2.1** Governors engage with the membership of the Trust and the public (and in the case of appointed governors, with the bodies that appointed them), acting as a two-way channel of communication. Equipped with this knowledge, they offer feedback to the Board of Directors on the future strategic direction of the Foundation Trust.

**1.2.2** Governors shall bring their own individual skills and knowledge to bear in the exercise of their role and shall, in their stewardship of the Trust's affairs, bring an appropriate perspective of the constituency or organisation by which they were elected or appointed, and act collectively and not in pursuit of sectional or personal interests.

**1.2.3** Unlike Executive and Non-Executive Directors, including the Chair, governors are not individually or collectively liable for the performance of the Foundation Trust. Therefore, governors are not involved in operational decision-making or any executive or managerial functions. Governors are responsible for holding Non-Executive Directors to account for the performance of the Board of Directors and should seek assurance that key objectives are met.

**1.3 Accountability**

Governors are accountable to the membership, the Council of Governors and to the Chair of the Trust for their conduct.

**1.4 Communication**

Normally communication between Governors and the Trust will be through the Trust Chair and Company Secretary.

**1.4.1** Public governors who receive comments, suggestions or complaints from individuals about Trust services, should advise the person concerned to contact the Patient Advice & Liaison Service (PALS). Governors may also submit comments and feedback related to their personal experience as patients or visitors through the Patient Advice & Liaison Service.

**1.4.2** Governors should not communicate with or express opinions to the press or broadcast media in their capacity as a governor (representative of the Trust) without the approval of the Chair.

**1.4.3** If Governors become aware of any significant issue that could bring the Trust into disrepute, they should inform the Company Secretary, Chair or Senior Independent Director immediately.

1. **Values**

**2.1** Governors are expected to uphold the values of the NHS and the specific values and behaviours of Queen Victoria Hospital NHS Foundation Trust (QVH). Information about Trust values will be provided on induction but the following subset are particularly relevant for governors.

**2.2** In particular, Governors should:

* Work together, respectfully and professionally, in the interest of the patient

* Be courteous and respectful to everyone
* Communicate openly and honestly with everyone
* Be fair and consistent in everything
* Support the Board to build the QVH of the future

**2.3** It is the responsibility of **all Governors** to acknowledge and appropriately challenge each other when values are not being adhered to. This may be demonstrated by poor behaviour both verbally and non-verbally at any meeting involving governors. It is emphasised that this challenge should be conducted appropriately and at the earliest opportunity.

1. **Responsibilities, Personal Conduct and Meetings Behaviour**

Governors are expected to adhere to the Standing Orders relating to Council of Governor meetings and:

* to act in the best interests of the Trust

* to act in a manner which reflects positively on the Trust and do nothing that might bring it into disrepute
* to exercise discretion and care in respect of contentious or confidential matters. The Trust will advise governors if a matter is to be kept confidential and not shared with a wider audience
* to abide by and uphold the policies of the Trust
* to uphold the seven principles for standards in public life enumerated by the Nolan Committee (see 4 below) recognising that the Council of Governors and Board of Directors share a common purpose and adopt a team approach in ensuring the success of the Trust
* to keep themselves informed and come to meetings prepared by reading information provided
* to seek clarification, if required, on any information given in a timely way
* to attend meetings and actively contribute to the working of the Council of Governors to enable them to fulfil their functions
* as per sections 18.12 and 18.13 of the Foundation Trust’s Constitution to demonstrate an overall annual attendance commitment of key meetings and training and development, unless other Governors are satisfied that the absences were due to reasonable cause and they will be able to start attending meetings again within such a period as the other Governors consider reasonable
* to support the work of any governor subgroups
* to send their apologies in advance if they are unable to attend a meeting
* to maintain good practice with regard to the conduct of meetings, behaving with courtesy and respect, and acting in a manner to ensure business is concluded on time. This includes ensuring discussion is relevant and personal agendas are left outside of the meeting
* to appropriately challenge individuals who start discussions which are not relevant to the agenda of meetings or in the best interests of the Trust
* to accept decisions that were reasonably made by a majority of the Council, even if they do not agree with them or were not present when they were made
* to provide feedback to the membership or the bodies which appointed them. QVH will support this process through a regular Membership Newsletter and other ad hoc communication as required
* to undertake appropriate training and development
* to declare any possible conflict of interest (see 7 below)
* to notify the Company Secretary of any criminal law conviction arising during their term of office
* to notify the Company Secretary of any circumstance arising during the term of their office which brings their eligibility to continue as a Governor into doubt (see 8 below).

1. **The Nolan Principles**

* **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 their friends

* **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
* **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

1. **Representation**

**5.1** Governors are representatives of the members who elected them or the bodies which appointed them. They should contribute to collective decision making after hearing the views of other Governors or Directors.

**5.2** Governors should not seek to speak on behalf of bodies they may happen to belong to but which are not their appointing body.

**5.3** Governors should represent the interest of the foundation trust members, the public at large and staff.

1. **Visits to Trust Premises**

**6.1** Governors are welcome to visit any location across the Trust in their capacity as a governor. If a governor intends to visit any location across the Trust in their capacity as a governor (rather than as a patient or visitor), other than for meetings, workshops and training and development events, the Company Secretary should support with making the necessary arrangements.

1. **Conflicts of Interest**

**7.1** All governors are required to list all relevant or material interests which may reasonably be thought to influence their actions in the performance of their duties. It is the responsibility of the governor to inform the Company Secretary immediately in writing of any changes to their interests.

**7.2** Governors should ensure that:

* any actual or potential conflicts of interest are made known to the Company Secretary and/or the Chair as soon as they arise
* if a matter in which they have a relevant or material interest is discussed, they take no part in the discussion
* if a matter in which they have a relevant or material interest is put to the vote, they take no part in the voting

1. **Eligibility to be a Governor**

**8.1 Fit and proper person**

Governors must be a ‘fit and proper person.’

An unfit person is an individual who:

* has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged; or
* has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it; or
* within the preceding five years has been convicted in the British Islands of any offence and a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him; or
* who is subject to an unexpired disqualification order made under the Company Directors’ Disqualification Act 1986;

Governors must certify on appointment, and each year that they are/remain a fit and proper person.

**8.2 Eligibility Criteria**

**8.2.1** The eligibility criteria for governors is set out within the Foundation Trust’s Constitution section 18.1 and 18.2 and Annex 5. A person may not become a governor, and if already holding such office will immediately cease to do so, if any of the criteria listed apply.

**8.2.2** Governors must notify the Chair and Company Secretary, as per paragraph 18.3 of the Foundation Trust’s Constitution, at the earliest opportunity if they become aware of any circumstance which means they no longer comply with the eligibility criteria. A Governor’s tenure of office shall be terminated upon receipt of a notification from the Company Secretary that they are disqualified and from that point, the individual shall immediately cease to be or act as a Governor.

1. **Breaches of the Code of Conduct**

The process that the Trust will adopt for managing any suspected or actual breach of this Code of Conduct are set out in the Annex to this document.

**Annex – Management of breaches of the Code of Conduct**

**1 Introduction**

If any governor, non-executive director or member of staff believes another governor has not upheld the Code of Conduct and/or is made aware of any circumstance that may breach the Code of Conduct they should, at the earliest possible opportunity, notify the Chair and/or the Company Secretary. Similarly, if the Chair or the Company Secretary believes a breach of the code may have occurred they shall apply the process set out in paragraphs 2 to 4 of this Annex.

**2 Informal resolution**

**2.1** Subject to paragraph 2.3, in the first instance, the Chair/Company Secretary will seek to resolve the matter on an informal basis in consultation with the Lead Governor (or if the Lead Governor is the person under investigation, the Deputy Lead Governor or another governor selected by the Chair / Company Secretary).

**2.2** If an informal resolution is not possible or ineffective the process set out in paragraphs 3 and 4 will then be followed, seeking to resolve any concerns, difficulties or disputes in a constructive way.

**2.3** If a complaint is considered by the Chair to be of a potentially very serious nature, and so not suitable for informal resolution, the process set out in paragraphs 3 and 4 will be followed without an initial informal resolution stage. It will be for the Chair to determine what constitutes a complaint of very serious nature on a case by case basis.

**3 Stage 1: Chair’s Investigation and removal:**

**3.1** The Chair, supported by the Company Secretary and the Lead Governor (or if the Lead Governor is the person under investigation, the Deputy Lead Governor or another governor selected by the Chair / Company Secretary), will investigate the matter raised. This will include discussion with other governors and/or directors and/or members of staff, as appropriate.

**3.2** The Chair will notify the Governor concerned in writing of the details of the alleged breach of the Code of Conduct. The communication will set out a timeframe in which the matter is to be addressed as decided by the Chair. This will depend on the nature of the breach and, where possible, should not exceed 28 days. There may be circumstances in which the person who raised the concern reasonably asks for their identity to be withheld from the subject of the complaint, in which case their identity will not be disclosed.

**3.3** Depending on the nature of the breach, the Chair may decide that the governor under investigation should be suspended from fulfilling their role as a governor pending the outcome of the investigation.

**3.4** During the investigation, the Chair will invite the Governor concerned to meet with him/her to discuss the matter. The Lead Governor (or if the Lead Governor is the person under investigation, the Deputy Lead Governor or another governor selected by the Chair / Company Secretary) may participate in this meeting, if agreed by all parties. The Company Secretary will be present at any such meeting and will record minutes of the meeting which will be shared with the Governor.

**3.5** If the Governor concerned does not accept an invitation from the Chair to meet and discuss the matter, the Chair will consider whether this, in itself, is a breach of this Code of Conduct. In these circumstances, the Chair will complete his/her investigation taking into account all available information.

**3.6** The outcome of the Chair’s investigation will conclude, either:

* no further action necessary, or
* a letter of censure (explaining the breach and the required behaviour expected from the Governor going forwards) is to be issued, or
* the Governor concerned has acted in a manner inconsistent with the values of the Trust or detrimental to or contrary to the interests of the Trust, the Code of Conduct, or the Licence; and the Chair considers it is not in the best interest of the Trust for them to continue as a Governor in which case the Chair will make a recommendation to the Council of Governors that the Governor be removed under Section 18 of the Foundation Trust’s Constitution

**3.7** The Chair will write to the Governor concerned confirming the outcome of his/her investigation and the outcome of any decision of the Council of Governors to remove the Governor within the previously stated timeframe

**3.8** If a recommendation for removal from office is made to the Council of Governors the following process will be followed;

**3.8.1** The Chair or Company Secretary will convene an extra-ordinary meeting of the Council of Governors to be held in private

**3.8.2** The outcome of the Chair’s investigation will be shared with the Council of Governors.

**3.8.3** The Council of Governors will be asked to vote on the recommendation and must take account of NHSE guidance in its decision making, in particular the Council’s decision making must be reasoned and reasonable. If the Council of Governors disagrees with the recommendations, then there must be clear reasons given and any non-acceptance must be based on relevant matters and demonstrate reasonable discretion and due process.

**4 Stage 2: Independent Review**

**4.1** In line with the Code of governance for NHS provider trusts, where there is any disagreement as to whether the proposal for removal is justified, an independent assessor agreeable to both parties should be asked to consider the evidence and determine whether or not the proposed removal is reasonable.

**4.2** The governor concerned should confirm within 10 working days from receipt of the Chair’s letter whether they would like an independent assessor to be appointed to review the decision.

**4.3** The Trust may reasonably stipulate that the assessor must have appropriate corporate governance experience as the Chair or Senior Independent Director of an NHS Foundation Trust and will provide a shortlist of two potential independent assessors.

**4.4** If the governor is deemed by the Chair to unreasonably refuse to cooperate in agreeing an assessor, then the Trust may notify the governor that it will give effect to the Council of Governors removal decision.

**4.5** The Trust will prepare instructions to the assessor which will be provided to the governor for comment.

**4.6** Once the independent assessor has been agreed, the Chair will agree with the independent assessor the timeframe in which the matter is to be addressed. This will depend on the nature of the review and, where possible, should not exceed 28 days.

**4.7** During the period available for appeal the Governor will not be removed, but will be, or continue to be, suspended.

**4.8** The decision of the independent assessor will be final and the outcome will be based upon the following options:

* to rescind the recommendation that the governor is removed from office, or
* to agree with the outcome of the initial investigation that the governor is removed from office immediately