

Council of Governors' meeting, Tuesday 25th March 2014

Agenda item 15/14: Recommendations from the Governance Group

For Council approval

Updated Governors' Code of Conduct

At its meeting on 22 January 2014, the Governance Group considered the new duty placed on the Foundation Trust to provide training to all Governors to ensure that they have the knowledge and experience to fulfil their duties.

It also considered the low level of attendance at the training sessions held to date, i.e. 20 November 2013 and 14 January 2014 - at the latter of which, only 13 out of 35 Governors had attended.

Three senior managers and other ancillary staff had given up their usual duties to prepare, and present, the session. And the Trust was able to evidence that only 13 of its Governors were able to properly interpret the monthly IPR (the subject of the training session).

As Council had already approved that each member of Council should undertake at least 12 hours training per annum, it was considered prudent to amend the Code of Conduct to make it clear that Governors should take some responsibility for attending training sessions that are provided, at a cost to the tax payer, by the Trust.

Governors are asked to approve the amendments to the attached Governors' Code of Conduct, which has been tracked for ease of reference.

Anna Milanec
For and on behalf of
Ron Kennedy, Chair
Governance Group.

18 March 2014

Council of Governors' Code of Conduct

Governors agree to abide by the following Code of Conduct to the best of their ability and understanding.

All Governors will

1. act in accordance with the Seven Principles of Public Life (Nolan) (see over);
2. agree to support and contribute to the on-going purpose of the Trust;
3. act in the best interests of the Trust at all times;
4. allow no political, religious, or sectarian affiliations to influence any decisions to which they are party;
5. refrain from actions or communications that could bring the Trust into disrepute;
6. recognise that the Council of Governors operates by collective decision making, and that individual Governors are bound to accept whatever decisions it takes.
7. declare all perceived conflicts of interest, and to refrain from discussions and votes thereon (subject to invitation from Chairman or committee chairman);
8. at all times maintain confidentiality of matters not in the public domain;
9. notwithstanding the duty to act in the best interests of the Trust at all times be free to express the interests of their constituents or partner organisations to the Trust;
10. act to ensure compliance with all ethical and legal requirements;
11. abide by the Constitution, Trust standing orders, policies and procedures;
12. attend meetings of the Council of Governors;
13. support and encourage involvement in committees;
14. undertake training and receive guidance in respect of their responsibilities in order that Governors are equipped with the skills and knowledge required for their role;
- 14-15. make every effort to attend any training that has been arranged for them by the Trust or otherwise paid for by the Trust¹
- 15-16. aim to work according to the role description (attached);
- 16-17. recognise that the Council of Governors does not exercise a managerial role, nor does it have any operational involvement in the day-to-day running of the Trust;
- 17-18. value and respect all colleagues and conduct oneself with courtesy and consideration to others at all times;

¹ Your Statutory Duties – a reference guide for NHS Foundation Trust Governors, page 25, Monitor, August 2013

~~18-19.~~ actively support the vision, values and objectives of Southend University Hospital NHS Foundation Trust;

~~19-20.~~ hold the non-executive directors individually and collectively to account for the performance of the board of directors, for the performance of the Trust, including having oversight for the Board of Directors' responsibilities for ensuring that the Trust does not breach the terms of its authorisation

*The Code will be reviewed annually by the Governance [Committee Group](#)

The Seven Principles of Public Life (Nolan)

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 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.

Council of Governors

The Role of Governors in Southend University Hospital NHS FT

Elected governors

Governors are elected by public, patient, carer or worker members of the FT, act in the best interests of the Trust and adhere to its values and its code of conduct and have responsibilities/obligations as follows:

1. To engage with members, and other stakeholders including the public as a whole, and represent their interests as a whole so that information is both given and received by way of 'Comments, concerns, changes, news and views.'
2. To be consulted by Directors on future plans, including any significant changes to the delivery of the Trust's business plan and the Board of Directors must have regard to the views of the Governors regarding those plans;~~and offer comment on those plans~~
3. To hold the non executive Directors individually and collectively to account for the effective and efficient running of the hospital and to have oversight performance of the Board of Directors;~~'responsibilities for ensuring that the Terms of Authorisation are not breached~~
4. Via the nominated Lead Governor, to inform Monitor when these terms are not complied with and the Directors have failed to address shortcomings in compliance
5. To appoint, dismiss and determine the remuneration, allowances and other terms and conditions of office of the Chair and NEDs
6. To appoint and / or if appropriate, remove the external Auditors
7. To receive the annual accounts and any report of the auditors on them, and the annual report at a general meeting of the Council of Governors
8. To approve (or not) the appointment of the Chief Executive
9. To approve "significant transactions", how so defined;
10. To approve the application by the Trust to enter into a merger, acquisition, separation or dissolution;
11. Decide whether the Trust's non-NHS work would significantly interfere with its principle purpose, which is to provide goods and services for the health service in England, or performing its other functions; and
- 8-12. Approve amendments to the Constitution.

Partner Governors

Share the above responsibilities with elected governors whilst recognising their relationship with their own organisation. They are expected to ensure their appointing organisation is kept informed and has the opportunity to express views when appropriate.

While partner Governors do not represent their own organisations on the Council of Governors, they are expected to offer the expertise arising from their knowledge of that organisation to enable the Council of Governors to make better informed decisions to benefit the Trust where possible through the relationship.-

Governance Processes

Governors may discharge their responsibilities in the following ways:

1. By attending meetings of the Council of Governors and participating fully in the business of the Council;
2. By paying careful attention to the information they receive and to asking for additional information when it is appropriate;
3. By attending committees and interest groups of the Council and making recommendations to the Council of Governors;
4. By learning of relevant matters, for example by attending education and training sessions provided by the Trust, taking part in seminars, attending directors' meetings, committee meetings, and voluntary involvement in a hospital activity;
5. Through challenging, constructively, the views of other governors and the directors;
6. By maintaining relationships with the Non-Executive Directors such that they are aware of Governors values and concerns;
7. By attending meetings with foundation trust members and members of the public and engaging with foundation trust members when the opportunity is presented;
8. To engage with members of the public when the opportunity arises so that they may actively represent the interests of the public;
9. By looking beyond the confines of Southend FT to learn from other FTs and to contribute to national debate and influence on the role of governors and the FT movement;
10. By encouraging members of the public to become FT members and stand for election as Governors;
11. By suggesting agenda items for the Council of Governors' business;
12. By making sure that comments made to the directors regarding future plans have been properly considered by the Governors and suitable comments submitted by Directors.
13. By participating in the self-evaluation of the Council of Governors, and the appraisal of the chair and the NEDs.

Sources:

Health and Social Care Act 2012

The NHS Foundation Trust Code of Governance, [December 2013](#)

~~Terms of Authorisation~~ [Provider Licence](#)

[Your Statutory Duties – a reference guide for NHS Foundation Trust Governors, Monitor, August 2013](#)

~~Monitor: Your Statutory Duties~~

Council of Governors – Southend University Hospital NHS Foundation Trust

~~This four page document was approved by the Council of Governors on 5th February 2013~~