



South Warwickshire
NHS Foundation Trust

**Code of Conduct for the Governors of
South Warwickshire NHS Foundation Trust**
(February 2022 version 2)

Introduction

1. This Code is adopted by the Council of Governors (CoG) to affirm the conduct that is expected of Governors, whether Elected or Appointed, regarding both personal behaviour and the obligations of office. It is an essential reference for Governors, particularly as guidance and advice for those who are newly elected or appointed.
2. The powers and duties of Governors are defined by the Trust's Constitution. This Code complements the Constitution, and in particular it should be read in conjunction with Annex 6 – Standing Orders for the Practice and Procedure of the CoG. If an instance of conflict arises between this Code and the Constitution, the Constitution always takes precedence.
3. Standing Order 3.2 requires Governors to have regard to The NHS Foundation Trust Code of Governance (published by NHSI/Monitor) in the performance of their roles and responsibilities.
4. The Constitution (Annex 5, paragraph 4.3 (b)) requires each Governor to sign a statement confirming acceptance of this Code of Conduct, and Standing Order 6.2 requires Governors to comply with the Code.

General Principles

5. The primary duties of Governors are ;-
 - (a) to hold the non-executive directors individually and collectively to account for the performance of the Board of Directors, and
 - (b) to represent the interests of the members of the Trust as a whole and the interests of the public.
6. Governors are expected, in fulfilling their responsibilities, to actively engage with the Non-Executive Directors in order to better understand the work of the Non-Executive Directors.
7. Elected Governors who are members of trade unions, political parties or other organisations must recognise that in the role of Governor they are not representing those organisations (or the views of those organisations) but are representing the constituencies of Public or Staff Members by which they were elected. Appointed Governors are however chosen by their respective organisations to represent the views of those organisations.
8. The CoG is expected to promote social inclusion and encourage diversity. The activities of the CoG must be conducted in a manner that does not disadvantage any section of the community on the basis of any characteristic consistent with the Equality Act 2010.
9. Governors sometimes deal with difficult and sensitive issues and are expected to act with care, discretion and to uphold confidentiality in the performance of their role, particularly having regard to the reputation of the Trust and the potential to cause anxiety or distress to patients or citizens.
10. Governors must not talk to members of the press or social media outlets, without first agreeing so to do with the Communications Department.

11. Governors are expected to uphold the principles of public life as identified by the Nolan Committee (attached at appendix 1) and should not act in a manner which raises the appearance of either a conflict of interest or a breach of the Nolan Committee principles, whether or not such conduct is actually in breach of this Code.

Qualification for Office

12. Every Elected Governor must sign a formal Declaration of Qualification for Office upon election, and may not vote at a meeting of the CoG until the Trust Secretary has received this declaration.
13. Governors must continue to meet the qualifications for office throughout their period of tenure. The Trust Secretary must be promptly advised of any change in circumstance which may disqualify a Governor from continuing in office.

Conflicts of Interest

14. Governors must not use their position for personal advantage. They must declare any conflict of interest that may arise in the conduct of their duties, and must not vote on any such matter. If in doubt they should seek advice from the Trust Secretary and/or Trust Chair. Such declarations of interests must be made by Governors at the beginning of their tenure and it is the responsibility of all Governors to promptly notify the Trust Secretary of any changes thereafter.
15. There will be a Register of Interests in which Governors must declare any pecuniary or non-pecuniary interest in relation to the Trust. Failure to do so may result in removal from office. The Register of Governors' Interests is a public document that will be published on the Trust's web site and available to any person by request to the Trust Secretary.

Attendance at Meetings of the Council of Governors, Annual Members Meeting and Sub-Committees

16. Governors are expected to attend all formal meetings of the Council of Governors, the Annual Members' Meeting and Sub-Committee meetings of which they are a member. When unable to attend they should submit an apology to the Trust Secretary in advance of the meeting.
17. Annex 5, paragraph 4.4 (a) of the Constitution makes provision for the CoG to remove a Governor from office if they fail to attend two consecutive meetings of the Council, unless the Trust Chair is satisfied that the absences were due to reasonable causes and that the Governor will be able to start attending meetings again within a reasonable period.
18. Governors are expected to attend for the duration of each timetabled meeting.

Accountability

19. Elected Governors are accountable to the Members and are expected to demonstrate this. They should attend events and provide opportunities for communication with the members they represent and the broader citizens of their geography, in order to gain an appreciation of their views.

Confidentiality

20. The Board of Directors has a duty to send to Governors the agendas and minutes of Board meetings, including confidential minutes that the Board is entitled to withhold from general access. The receipt of such content places a duty of confidentiality upon Governors. Governors must not disclose or make available to other parties the confidential proceedings of the Board and its committees.
21. More generally and informally, members of the Board of Directors may share privileged information and discuss sensitive matters candidly with Governors to assist them in the performance of their duties. Governors are expected to maintain the confidentiality of privileged information they receive through their position as Governors, in order to maintain a relationship of trust between the CoG and the Board.

Personal Conduct

22. Governors are expected to adhere to the highest standards of conduct in the performance of their duties. In respect of their interaction with others they should:
 - Show courtesy and respect for fellow Governors, and recognise that all have a right to be heard. Including through all forms of communication (verbal, written, email etc).
 - Acknowledge that there will be times when Governors encounter opposing views to the ones they themselves hold but should continue to show courtesy and respect to all they meet.
 - Adhere to good practice in the conduct of meetings, and avoid conduct which could be seen as unreasonable or prejudicial to open debate.
 - Treat the Trust's Directors and other employees with respect and with due regard for their responsibilities.
 - Uphold the values and principles of the Trust and demonstrate a commitment to the NHS.
 - Recognise that the Council of Governors and the Trust's management have a common purpose, i.e. the provision of excellent healthcare services, and demonstrate their commitment to working as a team with their colleagues in the CoG, the Trust and the wider community.
 - Conduct themselves in a manner which reflects positively on the Trust. When attending external meetings or other events in their capacity as Governors they are expected to act as ambassadors for the Trust.

Communication

23. Governors are expected to use best endeavours to ensure that the constituencies or partner organisations they represent are properly informed concerning the Trust and that their views are fed back to the Trust.

24. Governors must not make statements to the media that breach the confidentiality of sensitive information or that are damaging to the interests of the Trust and the community it serves. Governors receiving enquiries from the media should seek the advice of the Communications Department before responding.
25. Governors must comply with Standing Orders when submitting matters for consideration by the Council.
26. Matters of an important or sensitive nature should be discussed with the Chair or Trust Secretary before submission to the Council.

Access to Trust Premises

27. Governors may visit Trust premises by prior arrangement for general familiarisation or in fulfilment of their duties. Governors may also participate in planned programmes of inspection or a specific investigation by arrangement with the Trust.
28. When Governors wish to visit Trust premises in their official capacity (rather than as individuals in a personal capacity) they must arrange this through the Trust Secretary, or local Manager if contact has already been established.

Training and Development

29. Training and development are essential to enable Governors to perform effectively in their role. Governors are expected to participate in induction, training, other training opportunities and development activities arranged by the Trust. They are also expected to provide feedback from their training to the Trust Secretary, for the benefit of other Governors.
30. Members of the Nominations and Remuneration Committee are expected to participate in the Trust's equality, diversity and inclusion training.

Raising Concerns

31. A Governor who has a serious concern about the status or conduct of another Governor or a Member of the Trust must raise the matter with the Trust Secretary. In order to proceed formally against a Governor or Member, the Trust Secretary will require a written complaint.
32. A Governor who has a concern about the proceedings, decisions or activities of the CoG, should in the first instance voice the concern at a meeting of the Council. If this fails to resolve the matter, or if this approach is judged inappropriate, the Governor should raise the concern with the Trust Chair.
33. A Governor who wishes to make a personal representation about the activities, performance or policies of the Trust, where it is judged inappropriate to raise the matter openly at a CoG meeting, should raise the matter privately with the Trust Chair.
34. A Governor who has a serious concern about the status, conduct or performance of the Trust Chair, an Executive Director or the Board of Directors as a whole should raise the matter with the Senior Independent Director.

Non-Compliance with the Code of Conduct

35. Non-compliance with this Code of Conduct may result in action to remove the offending Governor from office in accordance with the Constitution (Annex 5, paragraph 4).
36. This Code of Conduct does not limit or vary the right of any Governor or the Trust to act in accordance with the Constitution.

Revision of the Code of Conduct

37. The Code of Conduct is to be reviewed by the CoG during each three-yearly ordinary election, and re-adopted by resolution of the Council with such amendments as the Council may approve.
38. Any Governor, or the Trust Chair on behalf of the Trust, may submit a formal proposal for amendment of the Code of Conduct to a meeting of the CoG in accordance with Standing Order 4.5.3.

The Seven Principles of Public Life

From the Report of the Committee on Standards in Public Life (the 'Nolan' Committee), May 1995

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.

Statement of Acceptance of the Code of Conduct for the Governors of South Warwickshire NHS Foundation Trust

I (print name)

confirm that I have read and agree to comply with the Code of Conduct for the Governors of South Warwickshire NHS Foundation Trust.

Signature

Date