

## Code of Conduct for Directors and Governors

### 1. Introduction

- 1.1 This document sets out principles underlying the conduct expected of Directors and Governors of the Trust in the performance of their duties. It is intended to offer general guidance rather than to be an exhaustive list. It should be considered alongside the Trust's Constitution, its Standing Orders and policies, the Code of Conduct and Accountability for NHS Boards and any guidance issued by NHS England

### 2. High Standards of Business Conduct

- 2.1 The duties and responsibilities of Governors and Directors are clearly distinct. Their common objective must however be to act in such a way that they, in good faith, consider most likely to promote the success of the Trust and achievement of its Principal Purpose<sup>1</sup>. In doing so they should have regard to their contribution to the Trust having and maintaining a reputation for high standards of business conduct.
- 2.2 To this end, and in accordance with the Code of Governance for NHS Provider Trusts, governors and directors should promote values and standards of conduct in the Trust in accordance with accepted principles as listed below:
- i) **Selflessness** – in performing their duties they should not act in order to gain financial or other material benefit for themselves, their family or their friends.
  - ii) **Integrity** – they should not place themselves under any financial or other obligation to outside individuals or organisations such as to influence them in the performance of their official duties.
  - iii) **Objectivity** – in performing their duties, including where appropriate making appointments, awarding contracts or recommending individuals for reward and benefits, choices should be made on merit.
  - iv) **Accountability** – they must submit themselves to whatever scrutiny is appropriate to their office.
  - v) **Openness** – there should be transparency about the decisions and actions that they take such as to promote confidence between the Trust and its staff, patients and the public.
  - vi) **Honesty** – any relevant and material private interests should be declared and steps taken to resolve any conflicts that arise in accordance with principles of integrity and probity.
  - vii) **Leadership** – these principles should be promoted and supported by leadership and example.

### 3. Declarations of interests and register of interests

- 3.1 In accordance with good governance practice, members of the Board of Directors and Council of Governors are required to declare any interests that are 'relevant and material' to their role in the Trust. Both past and present interests may be 'relevant and material' and they may be considered to fall into six categories, as set out below.
- 3.2 It is essential that all such interests should be declared if they are thought likely to give rise to a conflict of interest, or any reasonable perception of such a conflict. If there is any doubt

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<sup>1</sup> The Trust is a public benefit corporation and its Principal Purpose is defined in its Constitution as "the provision of goods and services for the purposes of the health service in England".

about the relevance or materiality of an interest it should be discussed with the Chairman of the Trust.

### 3.3 Relevant and material interests are:

- i) Directorships, including non-executive directorships, held in private companies or PLCs (with the exception of those of dormant companies or subsidiaries) undertaking or likely to undertake business with the NHS whether relating to clinical or support services.
- ii) Ownership or part-ownership of private businesses or consultancies undertaking or likely to undertake business with the NHS.
- iii) Majority or controlling share-holdings in organisations undertaking or likely to undertake business with the NHS.
- iv) A position of authority in a charity or voluntary organisation in the field of health or social care or providing services to the NHS
- v) Membership of any relevant clubs, societies or organisations whose purposes include:
  - ❖ furthering the business or personal interests of their members; or
  - ❖ campaigning on behalf of any special interest group in relation to health or social care.
- vi) To the extent not covered above, any other commercial, family or personal interest likely to give rise to an actual, or reasonably perceived, conflict of interest or otherwise considered relevant and material (eg active participation in a political party).

### 3.4 Governors should seek clarification from the Membership Office if they have any questions about registering interests and should notify the membership office of any changes to their declared interests. Directors should notify the Board Secretary of any changes to their declared interests in accordance with the Standard Operating Procedure for Maintaining the Register of Interests.

## 4. **Confidentiality**

### 4.1 In the performance of their duties, governors and directors will become aware of confidential information. That information may relate to individual patients of the Trust or to the Trust itself.

### 4.2 It is imperative that the Trust's duty to protect the confidentiality of personal medical information should be respected and upheld. Directors and Governors are therefore expected to adhere to the NHS Code of Practice on Confidentiality and the Trust's policies in relation to the handling of patient-identifiable information. In particular, confidential information concerning individual patients must not be passed on to third parties unless appropriate procedures have been followed.

### 4.3 It is essential that confidential information relating to the Trust and the business of the Trust may be shared in confidence with governors and directors so that they may fulfil their roles in relation to overseeing the operation of the Trust and contributing to the development of its strategy. Governors and Directors are expected to use such confidential information in the best interests of the Trust and in order to promote its success and achievement of its Principal Purpose.

### 4.4 Guidance concerning the proper use or handling of confidential information is available to any Director or Governor through the Membership Office, the Board Secretary, or the Trust's Caldicott Guardian.

## 5. **Values and conduct**

### 5.1 Directors and Governors will be expected to uphold and role-model the Trust's PRIDE values:

**People Focussed : Respect : Integrity : Dedication : Excellence**