



## **Governors' Code of Conduct**

The Trust is governed and managed by a wide set of checks and balances. These include management on the ground, statutory and regulatory requirements, Non-Executive Directors on the Board and the Council of Governors. The role of the Council of Governors in this system is to provide assurance by:

- Representing the interests of the trusts members; to be a voice of the communities served by the trust;
- Providing input on the performance of the trust board, in particular by holding its Chairman and Non-Executive directors to account;
- Appointing the Non-Executive Directors, including the Chairman, and the external auditors;
- Approving the appointment of the Chief Executive;
- Receiving the annual accounts, any report of the auditor on them, and the annual report at a general meeting of the council of governors;
- Providing in-put on the Trust's forward plan.
- Approving significant transactions (eg mergers)

Members of the Council of Governors (Governors) are public servants making a vital contribution to Chelsea and Westminster NHS Foundation Trust (the Trust) and agree to abide to this Governors' Code of Conduct during their service:

### **General**

1. Act in accordance with the seven 'Guiding Principles of Public Life' (attached as Annex 1, The Nolan Principles);
2. Be honest and act with integrity and probity at all times without any expectation of personal benefit;
3. Actively support the agreed objectives and values of the Trust to deliver high quality patient centred care. (attached as Annex 2, The Trust values);
4. Act in the best interests of the Trust at all times, conducting themselves in a manner that reflects positively on the Trust, and acting as an ambassador for the Trust;
5. Only use the title of Trust Governor when on official Trust business;
6. Actively support other Governors in adhering to this code. This support will include reporting, as quickly as possible, to the Company Secretary or equivalent any potential breach that they observe or which is brought to their notice, and by actively encouraging fellow governors to desist from any behaviour which falls outside this code; and
7. Undertake training and receive guidance in respect of their roles and responsibilities;

### **Confidentiality**

8. Respect the confidentiality of the information received in the role as a Governor. As a Governor you will have access to confidential as well as commercially sensitive information, which should not be disclosed to any third party but should be used only for the purposes of

the Trust's business. Confidentiality is a core requisite of a Governor and underpins the Code of Conduct.

### **Working within the trust**

9. Contribute to the work of the Council of Governors in order for it to fulfil its role as defined in the Constitution of the Trust, attending meetings of the Council of Governors and training events on a regular basis in order to carry out the role;
10. Recognise that the Council of Governors exercises collective decision-making on behalf of patients, local people, stakeholders and staff;
11. Recognise that Governors do not play an <sup>1</sup>operational role within the Trust, and neither does the Council of Governors.
12. Recognise that when Governors wish to visit the Trust's premises in a formal capacity, as opposed to visiting individuals in a personal capacity, they will not attend clinical areas unless as part of the ward accreditation programme or otherwise by invitation of the one of the Trust's Directors or of the Company Secretary or equivalent.

### **Respect and truthfulness**

13. Respect and treat with dignity and fairness, the public, patients, relatives, carers, NHS staff and partners in other agencies;
14. Seek to ensure that no one is subject to unfair discrimination because of their religion, belief, race, colour, gender, marital status, disability, sexual orientation, age, social or economic status or national origin; and
15. Never make, permit or knowingly allow to be made any untrue or misleading statement relating to the duties as a Governor or the functions of the Trust
16. Never make unauthorised statements to the press.

### **Compliance**

17. Comply with the Constitution and the Standing Orders of Governors, all of which are available on the Trust's website under corporate publications; and
18. Abide by relevant policies and procedures where publicly available on the Trust's website or where provided directly to Governors.

### **Conflicts of interest**

19. Any Governor who has:
  - any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter concerning the Trust; or
  - any interest which is relevant to the business of the Trust;should declare such an interest to the Company Secretary or equivalent.
20. In addition, if a Governor is present at a meeting and has an interest of any sort in any matter which is the subject of consideration, s/he shall at the meeting and as soon as

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<sup>1</sup> National Health Service Act 2006 (paragraph 7 of Schedule 7), Health and Social Care Act 2012 (Part 4 s151), 'Your statutory duties: A reference guide for NHS foundation trust governors': Monitor August 2013 (Chapter 3)

practicable after its commencement disclose the fact and shall not vote on any question with respect to the matter.

21. If a Governor is in doubt as to whether s/he has a conflict of interest s/he should seek advice from the Company Secretary or equivalent.

### **Non-compliance with the Code of Conduct**

22. Non-compliance with this Code of Conduct may result in the following action:

22.1 Where non-compliance or any misconduct is alleged, the Chairman shall be authorised to take such action as may be immediately required, including the exclusion of the person concerned from a meeting, or the temporary suspension of the person, so that the allegation can be investigated; and

22.2 Where non-compliance with this Code or any misconduct is alleged, the Chairman or Chief Executive shall investigate the matter and report back to the Council of Governors in accordance with the agreed process and the Constitution.

22.3 Where non-compliance or any misconduct is alleged or suspected, the Chairman or Chief Executive will endeavour to alert the Governor(s) concerned to this as soon as possible, confirming the same in writing.

### **Sanctions**

23. Failure to comply with the Code may, at the discretion of the Council of Governors, result in such sanction as may be determined by the Council of Governors. In particular, the following are likely to result in someone's removal as Governor:

- The promotion of any personal or political view that runs contrary to the Trust's duty to eliminate unlawful discrimination on the grounds of people's protected characteristic and to advance equality of opportunity for patients, staff and our wider community;
- Disclosure of confidential information;
- Failure to declare a conflict of interest;
- Absence from Council of Governor for two consecutive meetings without good reason (established to the satisfaction of the Chairman and the Council of Governors); and
- Any act that brings the Council of Governors or the Trust into disrepute.

### **Qualification for Office**

24. Governors must continue to comply with the qualifications required to hold elected office throughout their period of tenure, as detailed within the Constitution. The Company Secretary or equivalent should be advised of any changes in circumstances, which may disqualify the Governor from continuing in office.

### **Disqualification from Office**

25. Where an individual has been elected or appointed to be a Governor and s/he becomes disqualified for appointment s/he shall notify the Secretary in writing of such disqualification as soon as practicable and in any event within 14 days of first becoming aware of those matters which render him/her disqualified.

26. If it comes to the notice of the Company Secretary or equivalent that the Governor is disqualified, whether at the time of the Governor's appointment or later, the Company Secretary or equivalent shall immediately declare that the individual in question is disqualified and give notice to the individual in writing to that effect as soon as practicable and in any event within 14 days of the date of the said declaration.
27. Upon the giving of notice under paragraph 25 or 26, that individual's tenure of office, if any, shall be terminated forthwith and s/he shall cease to be a Governor and removed from the Register of Governors.
28. Where a Governor has been removed from office, s/he shall not be eligible for election as a Governor of the Trust in the future.

## **Annex 1 – The Nolan Principles: Guiding Principles of Public Life**

### **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.

## ***Annex 2 - The Trust Values***

### **PROUD:**

- **P**utting patients first
- **R**esponsive to, and supportive of, patients and staff
- **O**pen, welcoming and honest
- **U**nfailingly kind, treating everyone with respect, compassion and dignity
- **D**etermined to develop our skills and continuously improve the quality of care