

Code of Conduct for Governors

1. Introduction

The purpose of this code is to provide clear guidance on the standards of conduct and behaviour expected of all Governors.

The code, with the Standards of Personal & Business Conduct for all Employees and the NHS Constitution, forms part of the framework designed to promote the highest possible standards of conduct and behaviour within the Trust. The code is intended to operate in conjunction with the Code of Governance, the constitution, with standing orders and Your Statutory Duties, A reference guide for Foundation Trust Governors, *Monitor August 2013*.

2. Principles of Public Life

The principles underpinning this code of conduct are drawn from the 'Seven Principles of Public Life'. (*Appendix 1*)

3. Corporate Vision & Values & Behaviours

The vision of LUH is aligned to the city wide One Liverpool strategy across health and social care services and translates for LUHFT as:

Happier, Healthier, Fairer Lives

Governors will support the Trust in working towards the vision and adhere to the Trusts values and behaviours (*Appendix 2*) at all times.

The values and behaviours align strategically to the Trust's vision and will underpin the Trust's corporate objectives of:

Great Care, Great People, Great Research and Great Ambition

4. The Role of the Council of Governors

The role of the Council of Governors is to hold the non-executive directors individually and collectively to account for the performance of the Board of Directors and represent the interests of the members of the trust as a whole and the interests of the public. The role is set out in detail in the constitution, standing orders, the NHS Trust Code of Governance and is further addressed in NHS Improvement's (formerly Monitor) guide for NHS Trust Governors. In carrying out its work, the Council of Governors needs to take account of and respect the statutory duties and liabilities of the Board of Directors and individual directors.

5. Confidentiality

Governors must comply with the FT's confidentiality policies and procedures. Governors must not disclose any confidential information, except in specified lawful circumstances, and must not seek to prevent a person from gaining access to information to which they are legally entitled.

6. Register of Interests

Governors are required to register all relevant interests on the Trust's register of interests in accordance with the provisions of the constitution. It is the responsibility of each governor to update their register entry if their interests change following initial completion at induction. A pro forma is available from the FT Secretary.

7. Conflicts of interest

Governors have a duty to avoid a situation in which they have a direct or indirect interest that conflicts or may conflict with the interests of the Trust. Governors have a further duty not to accept a benefit from a third party by reason of being a governor or for doing (or not doing) anything in that capacity.

Governors must declare the nature and extent of any interest at the earliest opportunity. If such a declaration proves to be, or becomes, inaccurate or incomplete, a further declaration must be made. It is then for the Chair to advise whether it is necessary for the governor to refrain from participating in discussion of the item or withdraw from the meeting.

8. DBS Checks

Governors are required to undertake a 'Standard' DBS check. The Trust will provide all Governor DBS checks following initial election and for repeat checks if re-elected.

Governors who fail to complete a DBS form within a 2 month period may not be permitted or eligible to continue as a Governor of the Trust.

Trust cannot accept a DBS check undertaken by another organisation. However, if an individual is signed up to the DBS Auto-update Service, the Trust would find it acceptable to use this service to check their current DBS status.

9. Meetings

Governors have a responsibility to attend all Council of Governors meetings. When this is not possible, apologies should be submitted to the Corporate Governance Team, in advance of the meeting. Failure to attend three meetings of the Council of Governors in any period of 12 months may result in dismissal, unless:

- The absences were due to reasonable causes; and
- The Governor will be able to start attending meetings of the Trust again within such a period considered reasonable by the Council.

10. Personal conduct

Governors are expected to conduct themselves in a manner that reflects positively on the Trust and not to conduct themselves in a manner that could reasonably be regarded as bringing the Trust into disrepute. Specifically, Governors must treat others with respect, not breach the equality enactments and not bully any person. Governors must not seek to use their position improperly to confer an advantage or disadvantage on any person and must comply with the Trust's rules on the use of its resources. Finally, Governors must have regard to advice provided by the Chair and Company Secretary pursuant to their statutory duties.

11. Training & Development

Liverpool University Hospitals NHS Foundation Trust is committed to providing appropriate training and development opportunities for Governors to enable them to carry out their role effectively. Governors will be expected to have the skills required to fully carry out their role, the Trust will seek to identify and offer training and development opportunities as appropriate. To this end, Governors will be invited to an annual collective appraisal process where training needs can be identified together and development opportunities agreed with the Trust.

12. Interpretation, Concerns & Compliance

Questions and concerns about the application of the code should be raised with the Company Secretary. At meetings, the Chair will be the final arbiter of interpretation of the Code.

It is expected that all Governors' comply with each of the points within the code. Where they are unable to they can raise issues in the first instance with The Company Secretary. If unresolved the Governor may be asked to stand down if deemed in breach of the conduct and/or the Trust Constitution (see Annex 4 - Additional Provisions: Council of Governors; Termination of Office & Removal of Governors).

13. Non-Compliance with the Code of Conduct

A fair and rigorous process will be followed for the removal of a Governor who is unable to comply with the code and its associated documents (as given in paragraph 1). This process is outlined in Appendix 3

14. Review and revision of the Code

This code has been agreed by the Council of Governors. The Company Secretary will lead a periodic review of the code. It is for Governors to agree to any amendments or revisions to the code.

Signed:

Name:

Date:

Principles of Public Life

Selflessness

Holders of public office should act solely in terms of the public interest.

Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

Accountability

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

Honesty

Holders of public office should be truthful.

Leadership

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

LUH Values & Behaviours

Value	Behaviours
<p>We are Caring</p> <p>We treat people equitably and value their different experiences</p>	<p>We know we are doing this when :</p> <p>We value everyone for their unique contribution to our Trust whatever their diverse backgrounds;</p> <p>We are kind, always showing compassion,</p> <p>We praise good effort and good results, always showing appreciation</p>
<p>We act Fairly</p> <p>We are good role models (to each other and the public we serve), being accountable for what we do and how we behave</p>	<p>We know we are doing this when :</p> <p>We are confident in presenting new ideas – we speak up and we support our colleagues to do the same, particularly those colleagues from diverse backgrounds</p> <p>We are open and honest</p> <p>We learn from mistakes, aiming to get things right first time, exploring new ideas when we can</p>
<p>We are Innovative</p> <p>We work as one team to deliver, improve and transform care through continuous improvement</p>	<p>We know we are doing this when :</p> <p>We are professional, always seeking to do the right thing</p> <p>We create and share knowledge with patients, each other and our professional communities</p> <p>We continuously strive to make things better and to pioneer new ways of doing things</p>

Non Compliance with the Code of Conduct

Introduction

1. This section should be read in conjunction with Annex 4 of the LUHT Constitution, as it provides further clarification on the mechanism for dealing with concerns which may lead to the termination of office for a Governor.
2. It lays out the formal steps associated with non-compliance with this Code of Conduct and acknowledges that appropriate informal steps facilitated by the Company Secretary must have been utilised previously.
3. Steps
 - i. Any complaint or concern relating to the conduct of a Governor should be presented, in writing, to the Chair.
 - ii. If the chair considers the complaint be made in good faith, the chair will appoint an investigator to carry out an investigation into the complaint. The investigator will present the written complaint to the Governor concerned and will invite the Governor to comment on it in writing. The investigator's findings will be presented in writing to the Chair and to the Governor concerned.
 - iii. The Chair will review the findings. If the Chair concludes that there are reasonable grounds for presenting a proposal for the removal from office to the full Council of Governors, a written case will be presented to the full Council of Governors.
 - iv. The investigation findings, the written case and the recommendation to the Council for the Governor's removal will be served on the Governor concerned, clearly setting out the grounds for the proposed removal and the recommendation for action to the Council.
 - v. The Governor will be given sufficient time to prepare their written response to the case made against them. Prior to the meeting the Council will receive the written case and recommendation for the removal of the Governor as well as the Governor's written response.
 - vi. Where there is any disagreement as to whether the proposal for removal is justified, an independent assessor agreeable to both parties shall consider the evidence and determine whether the proposed removal is reasonable. If the independent assessor concludes that the case was unreasonably brought and not justified, the proposal will not be presented to the Council and will be withdrawn. If the independent assessor concludes the case to have been reasonably brought and justified, then the presentation will proceed, as set out below.
 - vii. The Chair will present the proposal for the Governor's removal and the Governor will have the opportunity to present his/her case to all the members of the Council present at the meeting.
 - viii. After hearing both cases, the Council of Governors will then vote on the recommendation. If three quarters of the Governors present vote in favour of the recommendation, then the Governor's term of office shall be terminated forthwith. If less than three quarters of Governors present vote in favour of the recommendation, then the Governor shall continue in office.