

## GOVERNORS' CODE OF CONDUCT

**As a member of the Frimley Health NHS Foundation Trust's Council of Governors, throughout my term of office, I will:**

- Actively support the vision and aims of the Frimley Health NHS Foundation Trust in developing as a successful NHS Foundation Trust.
- Act in the best interests of the Trust at all times.
- Contribute to the work of the Council of Governors in order to fulfil its role as defined in the Trust's Constitution.
- Recognise that the Council of Governors will not be involved in matters of day to day management, such as setting budgets, staff pay and other operational matters.
- Value and respect Governor Colleagues and all members of staff I come in to contact with.
- Respect the confidentiality of information I receive in my role as a Governor.
- Honestly declare any interests that I may have with relevant external organisations (Appendix 1)
- Act with integrity and objectivity and in the best interests of the Frimley Health NHS Foundation Trust without personal benefit.
- Attend the Council of Governors meetings and workshops, Members meetings and training events on a regular basis in order to carry out my role. I will also attend and observe Board meetings where possible.
- Conduct myself in a manner that reflects positively on the Frimley Health NHS Foundation Trust, acting as an ambassador for the Trust.
- Abide by the Trust's policies and procedures and uphold the Trust's Values: Committed to Excellence; Working Together and Facing the Future.

**In undertaking the role of Governor of Frimley Health NHS Foundation Trust:**

- I note Frimley Health NHS Foundation Trust is an apolitical organisation.
- If I am a member of any trade union, political party or other organisation, I recognise that should I be elected, I will not be representing those organisations (or the views of those organisations) but will be representing the constituency (patient, public or staff) that elect me.
- I will be honest and act with integrity and probity at all times.
- I will respect and treat with dignity and fairness, the public, patients, relatives, carers, NHS Staff and partners in other agencies.
- I will seek to ensure that my fellow Governors are valued as colleagues and that judgements about colleagues are consistent, fair and unbiased and are properly founded.
- I will show commitment to working as a team member by working with all my colleagues in the NHS and the wider community.
- I will seek to ensure that members of the constituency I represent are properly informed and are able to influence services.
- I will seek to ensure that no one is discriminated against because of their religion, belief, race, colour, gender, marital status, disability, sexual orientation, age, social and economic status or national origin.
- I will at all times comply with the Trust's Constitution, Standing Orders and Standing Financial Instructions of the Trust.
- I will respect the confidentiality of individual patients and comply with the confidentiality policies of the NHS Foundation Trust.
- I will not make, permit or knowingly allow to be made, any untrue or misleading statement relating to my own duties or the functions of the NHS Foundation Trust.
- I will deal with any media enquiries in line with attached guidance (Appendix 2)
- I will seek to ensure that the best interests of the public and patients are upheld in decision-making and that decisions are not improperly influenced by gifts or inducements.
- I will support and assist the Accountable Officer (Chief Executive) of the Foundation Trust in his/her responsibility to answer to the Regulator, Commissioners and the Public in terms of fully and faithfully declaring and explaining the use of resources and the performance of the local NHS in putting national and local policy into practice and delivering targets.
- I will uphold the Standards the Principles of Public Life (see below).

## The Seven Principles of Public Life

“Second Report of the Committee on Standards in Public Life” The Nolan Committee 1996”

**Selflessness** - Holders of public office should act 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 seek to 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.

## Governor’s Exclusion and Disqualification Criteria

The following may not become or continue as a member of the Council of Governors:

1. a director of the Trust or a director of an NHS trust or another foundation trust;
2. a spouse, Partner, parent or child of a member of the Board of Directors of the Trust;
3. being a member of the Public or Patient/Carer Constituency, a person who refuses to sign a declaration in the form specified by the Company Secretary of Particulars of their qualification to vote as a member of the Trust and that they are not prevented from being a member of the Council of Governors;
4. a vexatious complainant as determined in accordance with the Trust's complaints procedure;
5. a person who is required to notify the police of his name and address as a result of being convicted or cautioned for relevant sex offences pursuant to the Sex Offenders' Act 1997 or other relevant legislation;
6. a person who has been disqualified from being a member of a relevant authority under the provisions of the Local Government Act 2000;
7. a person who, on the basis of disclosures obtained through an application to the Criminal Records Bureau, is considered unsuitable by the Trust's executive director responsible for Human Resources;
8. a person who within the preceding two years has been dismissed, otherwise than by reason of redundancy, from any paid employment with the Trust or with a health service body;
9. a person whose tenure of office as the chair or as a member or director of a health service body has been terminated on the grounds that his appointment is not in the interests of the health service, or for non-attendance at meetings, or for nondisclosure of a pecuniary interest;
10. a person who has refused without reasonable cause to undertake any training which the Trust requires all governors to undertake;
11. a person who has failed to sign and deliver to the Company Secretary a statement in the form required by the Company Secretary confirming acceptance of the code of conduct for Governors;
12. a person who has had his name removed or been suspended from any list prepared under the 2006 Act or under any related subordinate legislation or who has otherwise been suspended or disqualified from any healthcare profession, and has not subsequently had his name included in such a list or had his suspension lifted or qualification reinstated;
13. a person who has failed to pay monies properly due to Trust; or
14. a person who is the subject of a disqualification order made under the Company Directors Disqualification Act 1986.

If a person has been elected or appointed to be a governor and he becomes disqualified or is removed from office, the Company Secretary shall immediately declare that the person in question is disqualified and notify him writing to that effect. Upon despatch of any such notification that person's tenure of office shall be terminated and he shall cease to act as a governor; and as such the Company Secretary shall inform the Chairman of the actions taken in respect of the person in question and the reasons for such action.

Subject to Annex 6 Paragraph 3 of the Constitution, a governor may be removed from the Council of Governors by a resolution approved by the majority of the remaining governors present on the grounds that: (a) he has committed a serious breach of the code of conduct (b) he has acted in a manner which is detrimental to the interests of the Trust (c) the Council of Governors consider that it is not in the best interests of the Trust for him to continue as a governor (d) he fails to attend at least two formal meetings of the Council of Governors or (e) he fails to attend at least two workshop meetings of the Council of Governors.

I agree to adhere to the terms of the code of conduct:

Name:	
Signed:	
Date:	

**APPENDIX 1**

**COUNCIL OF GOVERNORS - DECLARATION OF INTERESTS**

I wish to declare the following interests that I (or my spouse, partner or close relatives) have with external organisations. Please detail the following information:

- The name of the organisation and nature of interest
- Details of who holds the interest (you/associate/partner/family member)
- Date the interest was acquired
- Details of the organisation’s dealings (or potential dealings) with the Trust

Relevant and material interests include:

- Directorships including Non-Executive Directorships held in private companies or PLC’s (including dormant companies and Social Enterprise companies).
  - Ownership or part ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS
  - Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS
  - A position of authority in a charity or voluntary organisation in the field of health and social care
  - Any connection with a voluntary or other organisation contracting for NHS services.
  - Membership of a political party
  - Any other relevant and material interest
- This list is not exhaustive and constitutes key examples; if there is any doubt with regard to the declaration of interests, these should be discussed with the Company Secretary or Chairman

---

---

---

---

---

---

---

---

---

---

I can confirm that none of the transactions, relationships or roles above involve my disclosure of any information of a confidential nature concerning patients, employees, contractors or the confidential business of the Trust. I further declare that I will immediately inform the Trust of any changes in my circumstances which may affect this declaration.

Name:	
Signed:	
Date:	

## APPENDIX 2

### **Guidance Notes on Dealing with Media Enquiries approved by the Council of Governors.**

As a Governor of the Trust, you will be open to enquiry from the Media, and you may receive requests to provide information, submit to an interview or provide comment on issues pertaining to any number of issues at the Trust. The Media's agenda can be a complex one and often the presenting request obscures or only communicates in part the real reason for their interest. This is not to say that you should view the Media with suspicion; journalists and reporters have their job to do. The Media's approach will always be motivated by the concept of 'public interest'. The NHS is publicly accountable and pledged to operating its communication agenda in a spirit of openness and honesty. Frimley Health NHS Foundation Trust upholds this principle and receives media attention enthusiastically and views the Media as partners in a common communication enterprise. Listed below is a guideline for dealing with the Media, which you may find useful.

- Ask for the journalist's name, the organisation they are working for and a telephone number.
- Write down the enquiry/question and clarify any points before ending the call.
- **Most important:** Never answer any questions or make any statements straight away. Tell the journalist that you will call them back and set a time.
- Make the Media and Communications Manager at the Trust aware of the enquiry (see below). This is important as the Trust may have already been approached and it is essential that contact with the Media be managed. While you may wish to make a wholly different comment it is important that it is in context with any other statements.
- If you have been asked to give a broadcast/interview, ask if anyone else will be involved. Often journalists will omit details of other interviewees and you can find yourself in a head to head situation and unprepared. Again seek guidance from the Media and Communications Manager.
- When formulating your reply remember that the Media may be interested in your opinion but that as a Governor you must represent the facts for your constituents and the wider community. You are also asked to be mindful of the 'Code of Conduct' that you have agreed to abide by when applying to be a Governor.
- If you have been unable to inform the Trust of a request from the Media before you comment, please provide it with details as soon as possible.
- If you intend to write a press release on any matter relating to your work as a Governor, please share it with the Media and Communications Manager before it is issued.
- The local Media may not appreciate the nature of the relationship of a Governor with the Trust. In any statements/correspondence with the Media you should make it clear that the views expressed are your own and do not necessarily reflect the views of the Trust or of the other Governors.

If you would like any advice on dealing with the Media please call:

James Taylor Media and Communications Manager Desk 01276 604313 Mobile 07805 175523 Email <a href="mailto:james.taylor@fph-tr.nhs.uk">james.taylor@fph-tr.nhs.uk</a>	Mary Dewdney Communications and Marketing Manager Desk 01276 526461 Email <a href="mailto:mary.dewdney@fph-tr.nhs.uk">mary.dewdney@fph-tr.nhs.uk</a>
----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------