



Council of Governors Meeting: Tuesday 20 November 2018
CoG2018.32

Title	Governor Attendance Requirements and the Code of Conduct
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Purpose	For information.
History	

Governor Attendance Requirements and the Code of Conduct

1. Purpose

- 1.1. In the context of changes in the membership of the Council of Governors, this paper highlights for the information of all governors their responsibilities under the Code of Conduct and the requirements in relation to attendance that are stipulated in the Trust's Constitution.

2. Governor Attendance at Council Meetings and Seminars

- 2.1. Concerns have been raised by governors over a period of time regarding the attendance records of some of their fellow governors on the Council.
- 2.2. It is noted that this has in the past been a particular issue for nominated governors who often have other busy roles and many commitments on their time. The Trust has also recognised that, in order to encourage those who are employed or who have family commitments to be able to participate as fully as possible as governors, there is a need for sessions to be scheduled appropriately. For this reason, these continue to be divided between afternoons and evenings to balance the differing requirements of members of the Council.
- 2.3. Governors are reminded, however, that the Constitution allows for the removal of a governor who fails to attend two (successive) meetings of the Council of Governors in any financial year. (See Appendix 1 below which is an extract from Annex 5 of the Constitution.) The Constitution permits this where governors are not assured that the absences were due to a reasonable cause and that the governor in question would be able to attend meetings within a reasonable period. Such removal would be a decision for the Council of Governors.
- 2.4. There is no requirement under the Constitution for attendance the seminar sessions that are also arranged between regular meetings of the Council. Governors are nonetheless strongly encouraged to attend these as they are regarded as a valuable opportunity for governor development, allowing particular issues to be explored in greater detail than is possible within the more formal meetings of the Council.

3. Code of Conduct

- 3.1. Governors are also reminded of the contents of the Governors' Code of Conduct which was approved by the Council of Governors and which is attached at Appendix 2. Under the provisions included at Appendix 1 a governor may be removed should they breach the Code of Conduct. Again this would be a decision for the Council of Governors itself.

4. Recommendations

- 4.1. The Council of Governors is asked to **note**:
 - the requirements of the Constitution in relation to governor attendance; and
 - the obligations of governors under the Code of Conduct.

Paper prepared by Neil Scotchmer
Deputy Head of Corporate Governance

November 2018

Appendix 1**5. Termination of Office of a governor**

- 5.1 A governor may resign from office by giving notice in writing to the Head of Corporate Governance.
- 5.2 If a governor fails to attend two (successive) meetings of the Council of Governors in any financial year, his tenure of office is to be immediately terminated by the Council of Governors unless the Council is satisfied that:
- (a) the absences were due to reasonable cause; and
 - (b) he will be able to attend meetings of the Council of Governors within such a period as the Council of Governors consider reasonable.
- 5.3 The Council of Governors may by a resolution approved by a majority of Governors present and entitled to vote at a properly constituted meeting of the Council of Governors terminate a Governor's tenure of office if for a reasonable cause it considers:
- (a) he has failed to undertake any training which the Council of Governors requires all Governors to undertake;
 - (b) he has committed a serious breach of the trust's Code of Conduct, or
 - (c) he has acted in a manner detrimental to the interests of the trust.

Appendix 2

Code of Conduct for Governors

Introduction

1. This document sets out standards of conduct and personal behaviour for governors of Oxford University Hospitals NHS Foundation Trust.
2. It expands upon some matters covered in the Trust's Constitution and is written for existing governors and for those considering standing for election as governors.

General overview

3. The Council of Governors is constituted in accordance with the Trust's Constitution.
4. Governors have key roles in the governance of the Foundation Trust, as decision makers and as the primary means of ensuring that the views of Members are articulated within the Trust. Governors must therefore uphold the highest standards of integrity, probity and accountability.
5. Whilst it is fully anticipated that the standards contained in this Code will be complied with, the Trust considers a clear Code of Conduct to be an essential guide for all governors, particularly those recently elected or appointed to the role.
6. The Trust's Constitution requires governors to commit to complying with this Code of Conduct. Failure to comply with the requirements of the Constitution may result in the Council of Governors disqualifying a governor from their position.

Scope

7. A governor must observe and abide by this Code whenever s/he is acting in their 'official capacity' as a governor, i.e. whenever s/he is:
 - Conducting any business of the Trust;
 - Conducting any business of the Council of Governors;
 - Acting as a representative of the Council of Governors; or
 - Acting as a representative of the Trust.
8. This Code of Conduct does not relate to activities undertaken by governors in a personal capacity, except where a governor's personal conduct could reasonably be regarded as bringing her/his office as a governor, the Council of Governors, or the Trust into disrepute.

Guiding principles and values

9. Values for the Trust to operate by have been agreed by the Board of Directors after listening to



patients and staff. Governors are expected to act in accordance with these values in their interaction with other governors, with staff and with everyone they come into contact with in their governor role.

10. Governors hold a public office and must therefore abide by the 7 principles of public life set out by the Committee on Standards in Public Life (known as the **Nolan Principles**)¹:

- **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.

11. Governors must also support the **Core Principles of the NHS** as set out in the NHS Constitution², summarised below:

- The NHS provides a comprehensive service, available to all.
- Access to NHS services is based on clinical need, not an individual's ability to pay.
- The NHS aspires to the highest standards of excellence and professionalism.
- The NHS aspires to put patients at the heart of everything it does.
- The NHS works across organisational boundaries and in partnership with other organisations in the interest of patients, local communities and the wider population.
- The NHS is committed to providing best value for taxpayers' money and the most

¹ Committee on Standards in Public Life, HM Government, 31 May 1995.

² *The NHS Constitution for England*, Department of Health, 26 March 2013.

effective, fair and sustainable use of finite resources.

- The NHS is accountable to the public, communities and patients that it serves.

Principal obligations

12. When acting in an official capacity and at other relevant times, governors must:

- Actively support the vision and aims of the Trust in developing as a successful Foundation Trust;
- Act in the best interests of the Trust, of those who use its services and of the communities it serves;
- Abide by the Trust's Constitution, Standing Orders and other relevant policies adopted by the Board of Directors and Council of Governors;
- Value and respect governor colleagues, directors and Trust employees;
- Attend meetings of the Council of Governors, its committees and development sessions as required;
- Act on behalf of and represent the constituency that elected them and not use the role to raise personal issues, or use the position of Governor to secure any advantage or privilege.

Supporting principles

13. Governors must also comply with the following supporting principles when acting in an official capacity and at other relevant times:

Accountability

13.1. Collectively, the Council of Governors is accountable to the Trust's membership. Individually, Governors are accountable to their constituents or their appointing organisations. In demonstrating this accountability, governors should seek every opportunity to effectively engage with those they represent (for example, by attending local meetings) in order to understand the views and concerns of the membership and be able to provide feedback to the Council of Governors.

13.2. Governors who are members or affiliates of any political party, trade union body or other organisation that seeks to influence public opinion should recognise that they will not be presenting the views of such organisations on the Council of Governors.

Access

13.3. The Trust may from time to time offer invitations to governors to access Trust facilities that are not usually open to the general public. However, governors have no right to issue orders to staff of the Trust, and have no right to access Trust premises beyond those which are available to the general public.

Treating others with respect

13.4. Governors must treat others with dignity and respect and be mindful of behaviour that could be deemed to be unfair, discriminatory or against the best interests of the Trust and its members and staff.

13.5. Governors must not:

- Do anything which may cause the Trust to breach any equality legislation.
- Bully, intimidate or attempt to intimidate any person.
- Do anything which compromises or is likely to compromise the impartiality of those who work for, or on behalf of, the Trust.

Advice and assistance

14. The Chairman and the Head of Corporate Governance will be available to provide advice on this Code of Conduct and on the role and conduct of governors generally.

Attendance at meetings

15. Governors are expected to attend meetings of the Council of Governors and its committees. The Council of Governors is to meet a minimum of four times in each financial year and governors should make every possible effort to attend these and other meetings or events at which their attendance is required. Should a governor not be able to attend such meetings, apologies should be given to the Head of Corporate Governance in advance.

16. A record of individual governors' attendance at Council of Governors meetings (including committees of which the governor is a member) will be available to members of the Trust and may be presented to members if a governor stands for re-election.

17. Failure to attend two consecutive meetings of the Council of Governors without reasonable cause may lead to a governor's period of office being terminated by the Council of Governors.

Confidentiality

18. Governors shall not disclose outside the Council of Governors the contents of the papers, discussions or minutes of any items discussed in a meeting that is not held in public.

Conflicts of interest

19. Governors have a duty to openly declare any potential conflict of interest that may arise and must absent themselves from any vote on such matters.

20. Governors must be committed to ensuring that any conflict of interest, whether potential or actual, is properly addressed and is seen to be managed in the best

interests of the Trust and its members.

21. The Constitution requires governors to register all relevant interests with the Head of Corporate Governance and to inform the Head of Corporate Governance of any changes to their relevant interests. Where there is any doubt, advice and guidance should be sought from the Chairman or Head of Corporate Governance.

Decision-making

22. The Council of Governors will exercise its responsibilities in a corporate manner. This means that decisions will be taken collectively by governors acting as a body.

23. Governors must not act individually, or in informal groupings, to take decisions on Council of Governors business outside the constitutional framework of the meetings of the Council of Governors and its committees.

24. When making decisions governors must:

- Abide by the Trust's Constitution, Standing Orders, relevant policies and procedures and the rulings of the Chairman.
- Have regard to any relevant advice from the Chief Executive, Executive Directors or the Head of Corporate Governance.
- Give reasons for making those decisions.
- Not take a firm and absolute position on an issue before receiving any relevant information or advice that might be presented at the meeting.

Development and training

25. The Trust recognises that the provision of appropriate training and development is essential to allow governors to make a full contribution to the work of the Trust.

26. Governors are expected to participate in such training and development activity.

Disputes

27. The Head of Corporate Governance shall in the first instance arbitrate in any dispute concerning the interpretation of or arising out of these procedures and shall enforce any code of conduct approved by the Council of Governors.

28. Any unresolved dispute shall be determined in accordance with the Constitution.

Media enquiries

29. Only the Trust Chairman may respond to a media enquiry on behalf of the Council of Governors.

30. If the media approach an individual governor for their personal views on any matter concerning the Trust's affairs then the governor must make it clear that the views expressed are personal views and do not represent the views of the Trust or the Council of Governors. Even when expressing a personal view, s/he must not compromise confidentiality or make statements which would bring the Trust or the

Council of Governors into disrepute.

31. Any governor approached by the media for comment should immediately notify the Trust’s Head of Communications and/or the Head of Corporate Governance.

Resources

32. A governor must ensure that any resources provided to them by the Trust are used in accordance with relevant policies approved by the Trust.

Validity and amendment

33. This Code of Conduct is made in accordance with the Trust’s Constitution. Where there is any inconsistency between it and the Constitution, the Constitution shall prevail.

34. The Code of Conduct may be altered only by decision of the Council of Governors.

35. No change shall be recommended which would make the Code of Conduct inconsistent with the Constitution or relevant legislation.

Acceptance of the Code of Conduct

36. Each governor must sign the following declaration of acceptance of this Code of Conduct within six weeks of being elected or appointed.

Declaration:

I (full name) have read, understood and agree to abide by the Code of Conduct for the Council of Governors of Oxford University Hospitals NHS Foundation Trust.

Signature: Date: