

**SHERWOOD FOREST HOSPITALS NHS FOUNDATION TRUST
(A PUBLIC BENEFIT CORPORATION)**

CODE OF CONDUCT

Code of Conduct for Directors of Sherwood Forest Hospitals NHS Foundation Trust (the “Code”)

1 Introduction

1.1 This Code expands on and complements the Trust’s Constitution (a copy of which can be obtained from <http://www.monitor.gov.uk/about-your-local-nhs-foundation-trust/nhs-foundation-trust-directory-and-register-licence-holders/sherwood-forest-hospitals-nhs->). The Constitution is the primary document within the Trust’s governance framework and details the way in which the Trust operates. In addition to the Constitution this Code should be read in conjunction with:

1.1.1 the Trust’s Standing Orders for the Board of Directors;

1.1.2 the Trust’s Standing Financial Instructions; and

1.1.3 Monitor’s NHS Foundation Trust Code of Governance code (which is available at <http://www.monitor.gov.uk/FTcode>)

and Directors should familiarise themselves with these documents.

1.2 This Code sets out the required standard of behaviour and conduct for Directors. Compliance with this Code is mandatory as set out in the Constitution.

1.3 Any comments or queries regarding the meaning, interpretation or application of this Code should be raised with the Trust Secretary.

1.4 Unless otherwise stated terms in this Code shall have the same meaning as set out in the Constitution.

2 Eligibility for, termination of and disqualification from the Office of Director

2.1 Directors must continue to meet the eligibility criteria and qualification requirements as set out in the Constitution at paragraph 8 to hold the office of Director throughout their period of tenure.

2.2 Directors must notify the Secretary in writing immediately upon becoming aware of any changes in their circumstances which means that the Director is no longer eligible to hold the office of Director. Such notice should include the nature of the change in circumstance and why the Director believes it affects his eligibility to hold the office of Director. Directors are reminded that the detailed termination of tenure and disqualification provisions for Directors are set out in the Constitution at paragraphs 8.5 and 8.7 respectively.

- 2.3 A Director may resign at any time from office during the term of that office by giving notice in writing to the Secretary, or in the case of an Executive Director, in accordance with the terms of his contract. Such notice shall take effect immediately upon receipt by the Secretary or at such later date as may be specified in the notice in the case of a Non-Executive Director or in accordance with his contractual terms in the case of an Executive Director.
- 2.4 Where a Director has resigned from office that Director shall:
- 2.4.1 co-operate with the Secretary and Chairman so as to effect a timely and orderly handover of any matters with which the Director is involved;
- 2.4.2 promptly return to the Secretary or destroy at the Secretary's request such paperwork relating to the Trust and the work of the Board of Directors as the Director may have in his possession and subject to the provisions of his contract of employment in the case of an Executive Director; and
- 2.4.3 continue to comply with the requirements of the Constitution, this Code and the Standing Orders for the Board of Directors until such time as this resignation takes effect.

3 Duties of the Board of Directors

- 3.1 The general duty of the Board of Directors, and of each director individually, is to act with a view to promoting the success of the Trust so as to maximise the benefits for the Members of the Trust as a whole and for the public.
- 3.2 The Board of Directors and each Director individually shall also carry out its statutory duties under National Health Service Act 2006 as referred in the Constitution.
- 3.3 The Directors shall carry out these duties in good faith and to the best of their abilities at all times.

4 Trust policies

- 4.1 The Directors shall comply with and promote within the Trust the following:
- 4.1.1 the Trust's whistleblowing policy;
- 4.1.2 the Trust's confidentiality policy;
- 4.1.3 the Trust's zero tolerance policy
- 4.1.4 the Trust's equal opportunities policy;
- 4.1.5 the Trust's Standards of Business Conduct Policy;
- 4.1.6 such other reasonable Trust policies as are notified to the Directors in writing from time to time;
- 4.1.7 Monitor's Code of Governance for Foundation Trusts.
- 4.2 The policies referred to at paragraph 4.1 are available on request from the Trust Secretary. The Trust Secretary shall notify the Directors if any changes are made to

the policies referred to at paragraph 4.1.

5 Social Inclusion

- 5.1 The Directors shall ensure that they do not conduct themselves in their role as Directors in such a way as to:
 - 5.1.1 prejudice any part of the community on the grounds of age, sex, disability, marital status, sexual orientation, ethnic origin or religious belief; or
 - 5.1.2 promote any personal or political view that undermines the objective of this clause 5.1.

6 Director Obligations

- 6.1 In carrying out their role as Directors, the Directors shall:
 - 6.1.1 comply with the Constitution, the Standing Orders for the Board of Directors and this Code;
 - 6.1.2 set the Trust's strategic aims, ensuring that the necessary financial and human resources are in place for the Trust to meet its objectives and reviewing management performance;
 - 6.1.3 actively support the agreed vision and aims of the Trust in developing a successful Trust for the people of Mansfield, Ashfield, and Newark and Sherwood, and the surrounding districts;
 - 6.1.4 provide active leadership of the Trust within a framework of prudent and effective controls which enable risk to be assessed and managed appropriately;
 - 6.1.5 be collectively responsible for adding value to the Trust for promoting the success of the Trust and directing and supervising the Trust's affairs;
 - 6.1.6 set the Trust's values and standards and ensure that its obligations to patients, the local community and to Monitor are understood and met;
 - 6.1.7 act in the best interests of the Trust at all times;
 - 6.1.8 act with discretion and care;
 - 6.1.9 seek to understand the views of the Members so as to be responsive to service users' needs;
 - 6.1.10 contribute to the work of the Board of Directors in order for it to fulfil its role as defined in the Constitution;
 - 6.1.11 recognise that the Board of Directors exercises collective decision-making and abide by such decisions as are made within that forum;
 - 6.1.12 value and respect all other Directors, the Trust's Governors and the Trust's staff and officers and membership of the Trust;

- 6.1.13 respect the confidentiality of the information received in the role as a Director;
- 6.1.14 act with integrity and objectivity and in the best interests of the Trust, without any expectation of personal benefit;
- 6.1.15 attend meetings of the Board of Directors, any committees, sub-committees or joint committees of which they are a member and training events on a regular basis and in accordance with the requirements of this Code, the Constitution and in the case of Executive Directors in accordance with their contract of employment in order to carry out the role;
- 6.1.16 conduct themselves in a manner that reflects positively on the Trust, and act as an ambassador for the Trust;
- 6.1.17 co-operate with other Health Service Bodies (including any local authorities).

7 Personal conduct of Directors

- 7.1 Directors must adhere to the highest standard of conduct in the performance of their role of Director.
- 7.2 Directors must, whilst carrying out their role of Director:
 - 7.2.1 acknowledge that the Trust is an apolitical organisation;
 - 7.2.2 recognise that it is not acceptable or appropriate to represent any trade union, political party or other organisation of which they are a member or represent their views whilst conducting themselves as a Director;
 - 7.2.3 be honest and act with integrity and probity at all times;
 - 7.2.4 respect and treat with dignity and fairness, the public, patients, relatives, carers, NHS staff and partners in other agencies;
 - 7.2.5 seek to ensure that fellow Directors are valued as colleagues and that judgements about colleagues are consistent, fair and unbiased and are properly founded;
 - 7.2.6 accept responsibility for their actions;
 - 7.2.7 show their commitment to working as a team member by working with colleagues in the NHS and wider community;
 - 7.2.8 seek to ensure that no one is discriminated against because of their religion, belief, race, colour, gender, marital status, disability, sexual orientation, age, social or economic status or national origin;
 - 7.2.9 comply with the Constitution, the Standing Orders for the Board of Directors, this Code and Standing Financial Instructions of the Trust;
 - 7.2.10 respect the confidentiality of the individual patients;
 - 7.2.11 not make, permit or knowingly allow to be made any untrue or misleading statement relating to their own duties or the functions of the Trust;

7.2.12 seek to ensure that the best interests of the public, patients, carers and staff are upheld in decision making and the decisions are not improperly influenced by gifts or inducements;

7.2.13 support and assist the Chief Executive of the Trust in his responsibility to answer to Monitor, commissioners and the public in terms of fully and faithfully declaring and explaining the use of resources and the performance of the total NHS in putting national policy into practice and delivering targets; and

7.2.14 uphold the seven principles of public life as detailed by the Nolan Committee, now the Wicks Committee as set out in Annex 1.

8 Board of Director Meetings

8.1 Directors should familiarise themselves with the provisions of the:

8.1.1 Constitution relating to attendance at Board of Director meetings (paragraph 9 of the Constitution); and

8.1.2 Standing Orders for the Board of Directors relating to the conduct of Board of Directors meetings (paragraph 8.6.4.2 of the Constitution).

8.2 Directors are expected to attend for the duration of meetings.

8.3 Directors are expected to attend meetings of those committees, sub-committees and joint committees of which they are members.

9 Conflicts of Interest

9.1 Directors obligations in relation to the declaration of conflicts of interest and the management of such conflicts of interest are set out in paragraph 10 of the Constitution and standing order 8 of the Standing Orders for the Board of Directors.

10 Training and Development

10.1 In order to ensure Directors have appropriate skills and knowledge to undertake the role of Directors and to assist them to effectively perform their role and carry out their functions, the Trust shall provide a programme of training. Directors should attend any training session as reasonably required by the Trust.

10.2 Directors must participate in the Trust's induction programme for Directors.

11 Media engagement

11.1 Directors will act responsibly and in a manner reflective of their duties within this Code when making any statement to, or otherwise communicating with, the media.

11.2 Directors should not make any statement to, or otherwise communicate with, the media in their capacity as Director where such statement or communication might constitute a breach of any provision within this Code.

11.3 If Directors are in any doubt as to whether in making any statement to, or otherwise communicating with, the media they should seek the advice of the Chairman or the Trust Secretary prior to making such statement, where practicable.

12 Reimbursement of Expenses

- 12.1 Non-Executive Directors are not entitled to receive remuneration for their role.
- 12.2 Directors are entitled to receive reimbursement for travelling and other expenses incurred and evidenced by receipts in accordance with the Trust's expenses policy at such rates as the Trust decides from time to time.
- 12.3 The Trust shall publish the rates for the expenses referred to in paragraph 12.2 in the Annual Report.

13 Non-compliance with the Code of Conduct

- 13.1 Where a Director has or is alleged to have breached this Code, the matter shall be promptly considered and Directors shall be held to account for their own performance.
- 13.2 Where a Director is also an employee of the Trust, the conditions of the Director's employment shall be considered in relation to the non-compliance and any action taken in line with this paragraph 13 or 14 should be considered in conjunction with the terms of the Director's appointment.
- 13.3 Where the Chairman is made aware of an alleged breach of the Code of Conduct he may where he considers it is appropriate given the nature of the alleged breach or the alleged circumstances giving rise to it:
 - 13.3.1 take such immediate action as may be required;
 - 13.3.2 exclude the Director concerned from the whole or any part of any or all Board of Directors meetings so that the allegation can be properly investigated;
 - 13.3.3 suspend the Director concerned from office pending conclusion of the matter provided that any such action is not taken before appropriate consultation with the Trust's human resources department;
 - 13.3.4 take such other action as he considers appropriate.
- 13.4 Subject to the provisions of paragraph 8.5 of the Constitution, non-compliance with this Code may result in the following action:
 - 13.4.1 where non-compliance or any misconduct is alleged, the Director shall be notified in writing of the allegations, detailing the specific behaviour which is considered to be detrimental to the Trust; and inviting and considering his response within a defined timescale;
 - 13.4.2 where non-compliance or any misconduct is alleged those allegations will be assessed by the Chairman, the Chief Executive and the Senior Independent Director. If, following an initial review of the prima facie evidence, the alleged misconduct on the part of an Executive Director is considered to be serious the Trust's disciplinary procedures will be instigated. If, following an initial review of the prima facie evidence, the alleged misconduct on the part of a Non-Executive Director is considered to be serious a referral will be made to the Council of Governors who shall determine what further action/investigation shall be. In the case of the Chairman, Chief Executive or

Senior Independent Director being the subject(s) of the allegations alternative directors would be identified by the Trust Secretary;

13.4.3 the Director may be invited to address the Board of Directors in person where the matter cannot be resolved satisfactorily through correspondence; and

13.4.4 the Directors, by two thirds majority can decide whether to uphold the charge;

13.4.5 Subject to paragraph 13.4.4, the Directors can impose such sanctions as shall be deemed to be appropriate by the Board of Directors. Such sanctions shall range from the issuing of a written warning as to the Director's future conduct and consequences to suspension and/or removal of the Director from office. In the case of Executive Directors, any sanctions imposed shall be in accordance with the Trust's disciplinary procedures.

13.5 An investigation into alleged misconduct on the part of a Director shall be reasonable, fair and impartial. Where possible, those undertaking the investigation should not be linked to the Director under investigation.

13.6 Where any investigation into alleged misconduct is carried out, those undertaking the investigation shall consider whether there are wider system failures within the Trust, or whether there are organisational issues which have contributed to the problem/alleged misconduct.

13.7 In order to aid participation of all parties, it is imperative that all Directors observe the points of view of others, and conduct likely to cause offence will not be permitted. The Chairman shall reserve the right to require any Director who (in his opinion), fails to observe the Code to leave any meetings of the Board of Directors.

14 **Amendment**

Amendments by the Trust to this Code of Conduct are to be made with the approval of three-quarters of the Board of Directors present and voting at a meeting of the Board of Directors.

15 **Constitutional documents**

15.1 In the event of any conflict between the provisions of this Code, the Constitution and/or the Standing Orders for the Board of Directors such conflict shall be resolved in the following order of precedence the terms of the:

15.1.1 Constitution;

15.1.2 the Standing Orders for the Board of Directors; and

15.1.3 this Code.

Annex 1 – The principles set out by the Committee on Standards in Public Life

1 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.

2 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.

3 Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for awards or benefits, holders of public office should make choices on merit.

4 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.

5 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.

6 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.

7 Leadership

Holders of public office shall promote and support these principles by leadership and example.