



## **Information Pack**

# **Public, Non-Core Public and Staff Governor Vacancies October 2014**

# Contents

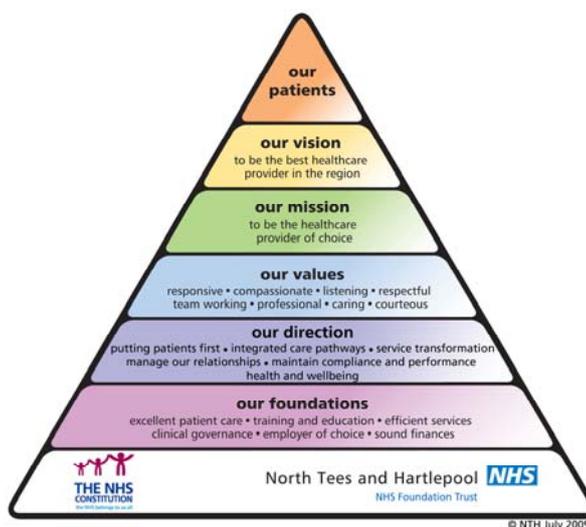
|  |    |
|--|----|
| About us – The Trust.....                                    | 1  |
| Governance Arrangements.....                                 | 3  |
| Who are our Governors .....                                  | 3  |
| Eligibility to be a Governor .....                           | 4  |
| Roles and Responsibilities of the Council of Governors ..... | 5  |
| The Work of the Council of Governors .....                   | 6  |
| Governors’ Communication with Members.....                   | 7  |
| Code of Conduct .....  | 7  |
| Election Process .....                                       | 8  |
| Terms of Appointment.....                                    | 9  |
| Appendix 1 .....   | 10 |
| Appendix 2 .....   | 11 |

## About us – The Trust

North Tees and Hartlepool NHS Foundation Trust is a vibrant and successful provider of hospital and community based health care services to the people of Stockton and Hartlepool in Teesside and parts of Easington and Sedgfield in Durham.

The Corporate Strategy provides the overarching direction for the Trust to 2015 and provides the framework by which the Trust plans, delivers, monitors and manages everything that it does.

The Corporate Strategy can be summarised in the following diagram:



Taking each of the areas in turn:

### Our Patients

Our patients are at the pinnacle of our triangle. It is for our patients that we are here.

### Our Vision

To be the best healthcare provider by delivering excellent services for our patients.

### Our Mission

North Tees and Hartlepool NHS Foundation Trust will become the healthcare provider of choice by putting patients first, delivering efficient, safe and reliable services, enabling excellence, encouraging innovation, embracing learning, knowledge and change.

We will achieve this by operating a LEAN performance focussed organisation that thrives on change and provides:

- Good patient care through safe, modern high quality health services
- Efficient services by recognising that waste in one area compromises patient care in another
- A good place to work by being a good employer, working together and valuing people
- Education and training to enable staff to deliver individual, professional, team and organisational objectives

## **Our Values**

Health care is a people business and therefore we place great emphasis on all the people associated with our business, namely, patients, public and our staff. All are key to what we do. This is recognised in our People First Values which underpin our service delivery. We expect our People First Values to drive our behaviour when we are delivering care to our patients and their families as well as in our dealings with colleagues and people in our own and other organisations. Our People First Values expect that we will:

- Be responsive to the needs of our patients as individuals;
- Be responsive to the needs of our stakeholders;
- Treat all people with compassion, care, courtesy and respect;
- Respect each person's right to privacy, dignity and individuality;
- Take time to be helpful;
- Respond quickly and effectively;
- Always give clear, concise explanations;
- Practise good listening skills;
- Develop and maintain an appropriate environment;
- Look the part;
- Deal effectively with difficult situations;
- Perform as a team.

Fundamentally, 'Putting Patients First' is what we stand for and believe in.

## **Our Direction**

We have identified six key strategic themes for the organisation as follows:

- Putting Patients First
- Integrated Care Pathways
- Service Transformation
- Manage our Relationships
- Maintain Compliance and Performance
- Health and Wellbeing

These have been translated into strategic aims as follows:

### **a) Putting Patients First**

To create a patient centred organisational culture by engaging and enabling all staff to add value to the patient experience which is demonstrated through patient safety, service quality and LEAN delivery.

### **b) Integrated Care Pathways**

To develop and expand the portfolio of services to provide integrated care pathways for the people of Easington, Hartlepool, Sedgefield and Stockton providing equal access to acute care and care as close to home as possible in line with Momentum: Pathways to Healthcare.

### **c) Service Transformation**

To improve and grow our healthcare services to continually review the needs of our healthcare community and transform services. In line with evidence based guidelines we will enhance quality, clinical effectiveness and patient experiences whilst improving clinical outcomes.

#### **d) Manage our Relationships**

To ensure our services, and the way we provide them, meet the needs of our patients, commissioners and other partners by proactively engaging with all appropriate stakeholders, including our staff, through communications, engagement and partnership working.

#### **e) Maintain Compliance and Performance**

To maintain our performance and compliance with required standards and continually strive for excellence by good governance and operational effectiveness in all parts of our business.

#### **f) Health and Wellbeing**

To embrace the health and wellbeing of the population we serve and ensure that the health needs of the people of Easington, Hartlepool, Sedgefield and Stockton are reflected and catered for in the commissioning of services from the Trust.

Strategic objectives underpin all of the strategic aims which identify outcomes to be delivered for the aims to be achieved. These in turn are underpinned by specific strategies and delivery plans.

### **Our Foundations**

Our vision, mission, values and direction are built upon the firm foundations and track record of:

- Excellent patient care
- Training and education
- Provision of efficient services
- Clinical governance
- Being a good employer
- Sound finances

These are encapsulated in a range of plans and strategies which support the delivery of the Corporate Strategy.

### **Governance Arrangements**

The governance arrangements for North Tees and Hartlepool NHS Foundation Trust were developed after a formal public consultation process which supported the Trust's application for NHS Foundation Trust status in 2007, together with the vision for the development of services and the Human Resources Strategy. The feedback from the consultation shaped the governance arrangements for the Foundation Trust, including the formation of its Constitution. The Constitution was approved by Monitor and the Trust was granted approval as a Foundation Trust with effect from 1 December 2007, and subsequent revisions were approved by Monitor with the new Health and Social Care Act 2012 changes applied and approved by both the Board of Directors and the Council of Governors in April 2013. The Constitution will be reviewed on a regular basis to ensure it is in line with regulatory requirements and best practice.

### **Who are our Governors**

A majority, (21 out of 33), of the Governors are elected by Public membership constituencies of North Tees and Hartlepool NHS Foundation Trust. The remaining Governors are elected by Staff membership, (6), and nominated by Partner Organisations (6) which include Local Authorities, and Universities. Elections to the Council of Governors take place under a system published by the NHS Foundation Trust and, consistent with the Election Rules of the NHS Foundation Trust

Constitution. The Constitution can be accessed via the Foundation Trust's website at [www.nth.nhs.uk](http://www.nth.nhs.uk) or Monitor's website: [www.monitor-nhsft.gov.uk](http://www.monitor-nhsft.gov.uk).

Our Governors are appointed from our members and members can be recruited via the following:

### Public

- **Public Membership** of North Tees and Hartlepool NHS Foundation Trust is open to people living in the constituency areas and aged 16 or over. Public constituencies are divided into four geographical areas, Stockton, Hartlepool, Easington (principally postcodes TS27-4, SR8 – 1, 2, 3, 4, and 5, DH6-2,3, and TS28-5) and Sedgefield (principally postcodes TS29-6, TS21-2, 3 and 4, DL17-9). Members in each geographical area have the ability to elect Governors for their constituency area.
- **Non-Core Public Constituency** was introduced to allow members of the public outside the Trust's constituent areas (Hartlepool, Stockton, Easington and Sedgefield) to join as a member. Members in this constituency have the ability to elect a Governor to represent the members who live outside the Trusts constituent areas.

### Staff

- **Staff Membership** is open to those who are directly employed by North Tees and Hartlepool NHS Foundation Trust, or hold an honorary contract, or are seconded to or carry out employment on the Trust premises but may be directly employed by another organisation. Staff members are eligible to elect Staff Governors to represent their constituency.

The Foundation Trust holds an Annual General meeting where members are encouraged to attend. All public meetings are set for the year ahead and this information is available through the Trust's website and the newsletter publications to members.

### Composition of the Council of Governors

|   |                                    |
|---|------------------------------------|
| <b>Chairman of the NHS Foundation Trust</b>   |                                    |
| <b>Public (elected) – 22 Governors</b>  | <b>Staff (elected) 6 Governors</b> |
| 11 – Stockton on Tees<br>6 – Hartlepool<br>3 – Easington (part)<br>1 – Sedgefield (part)<br>1 – Non-Core Public |                                    |
| <b>Stakeholders (nominated) 6 Governors</b>   |                                    |
| 3 – Local Authorities<br>3 – Universities   |                                    |

### Eligibility to be a Governor

If you are a member of the public and live in the Trust's constituent areas as described above and are aged 16 or over.

Staff Governors are elected by staff members of the Trust, individuals that are employed by the Trust. Those who hold an honorary contract, or are seconded to or carry out employment on the Trust premises but may be directly employed by another organisation as well as may stand for election in the staff constituency.

Public Governors are elected by Public Members of the Trust and must live in the geographical area that they represent.

Non-Core Public Governors are elected from the Non-Core Public constituency.

Appendix 1 provides a list of criteria where someone cannot be appointed as a governor.

### **Roles and Responsibilities of the Council of Governors**

The Council of Governors of North Tees and Hartlepool NHS Foundation NHS Trust holds statutory duties and responsibilities. The Trust acknowledges and respects the unique contribution that individual Governors and the Board as a whole contribute to the future development of our Foundation Trust.

The Council of Governors is a formal link between the Trust and its members and is responsible for representing the interests of the local community in general rather than specific groups or interests, and for sharing information about important decisions with other members or, in the case of appointed members, the organisation that appointed them.

The duties of Governors are laid down in the Trust's Constitution and in the National Health Services Act (2006).

These are to:

- Represent the interests of members of the Trust and stakeholder organisations in the governance of the Trust;
- Ensure that the Trust operates in accordance with the NHS Provider License conditions;
- Regularly feed back information regarding the Trust, its vision and performance to the constituency they represent;
- Be consulted and advised on future plans and priorities;
- Appoint or remove the Trust Chairman at a general meeting;
- Appoint or remove the Non-executive Directors at a general meeting;
- Agree the remuneration and allowances of the Non-executive Directors;
- Approve an appointment (by the Non-executive Directors) of the Chief Executive;
- Appoint or remove the Trust's Auditor at a general meeting;
- Receive at a public meeting the Annual Report, Annual Accounts and Auditor's Report;
- Hold the Board of Directors to Account.

*Governors must act in the best interests of the NHS Foundation Trust and abide by its values and Code of Conduct. Further information on the role of a NHS Foundation Trust Governor can be found on Monitor's website: [www.monitor-nhsft.gov.uk](http://www.monitor-nhsft.gov.uk).*

### **Methods for Governors to Provide Scrutiny and Assistance**

The standard methods for Governors to provide scrutiny and assistance include: receiving the Annual Report and Accounts; receiving the Quality Report and Accounts; receiving in-year information updates from the Board of Directors; receiving performance appraisal information for the Chair and Non-executive Directors; and inviting the Chief Executive or other Executive and Non-executive Directors to attend Council of Governor meetings as appropriate.

### **Governor Involvement**

Governors must be willing to attend the full public meetings of the Council of Governors. In addition to these meetings much activity takes place in Governor Committees and Working Groups which are described on page 6.

The main function of the Council of Governors is to advise the Board of Directors to ensure the Foundation Trust acts in a way which is consistent with its objectives and that it operates under the terms of its licence. They do this as **guardians** of the Foundation Trust and in an **advisory**

capacity by providing the stakeholder, public, patient and/or carer and staff representation to the **strategic** direction of the Foundation Trust.

The Foundation Trust has an Annual Plan and a Quality Report which is submitted each year to Monitor, the Independent Regulator of NHS Foundation Trusts. A copy can be found on the Trust's website [www.nth.nhs.uk](http://www.nth.nhs.uk) or Monitor's website: [www.monitor-nhsft.gov.uk](http://www.monitor-nhsft.gov.uk). These documents are prepared in consultation with the full Council of Governors.

*The overall responsibility for running an NHS Foundation Trust lies with the Board of Directors. The Council of Governors is the collective body through which the Directors explain and justify their actions.*

## **The Work of the Council of Governors**

The role of Governors at North Tees and Hartlepool NHS Foundation Trust has begun to develop since the Trust was authorised as a Foundation Trust in December 2007. This is reflected in the expanded Governor work programme which includes areas of activity where Governors can have an influence both within and outside of the Foundation Trust. All Governors meet regularly with the Chairman and are invited to visit the Trust's premises. It is recognised that Governors have varied time commitments. Although the Committees and Working Groups involve varied numbers of Governors it should be recognised that those who sit on them, *act as representatives for the full Council of Governors*. They regularly report back to the full Council at the scheduled Council of Governor meetings on activities undertaken and may bring recommendations for further actions back to the full Council for further discussion and agreement. It needs to be noted that any actions/recommendations brought to the full Council have been fully considered and discussed before their presentation. Further it needs to be noted that any actions/recommendations agreed at the Council of Governors meetings are not solely the responsibility of the Committee and Working Group members but apply to the full Council of Governors as a whole.

## **Committees and Working Groups:**

- **Nomination Committee**

It is a statutory requirement in order that Governors have the mechanism in place for the remuneration and allowances and other terms and conditions of office of the Chair and Non-executive Directors. In the past, this Committee has been involved with the recruitment campaign to appoint the Chairman and Non-executive Directors. These appointments were approved by the full Council of Governors following each interview.

- **Membership Strategy Sub-committee**

This working group is one of the key Governor groups. It has a remit to:

- establish and develop membership communications;
- develop membership recruitment initiatives and evaluate the membership profile for future targeted recruitment initiatives;
- maintain membership of approximately 6000 public members;
- establish and refresh a membership strategy;
- establish and develop membership activities.

- **Service Development and Quality Committee**

Governors will be encouraged to act as guardians to ensure the Trust operates in a way that fits with the Trust's vision and values to ensure it complies with its terms of license whilst acting in an ambassadorial role for the welfare of the organisation. The group will review and receive information on patient treatment pathways, service performance, compliance, patient experience and involvement and patient environment.

- **Strategy Committee**

This group aims to advise on the long term direction of the Trust and provide a steer on how the Trust carries out its business to assist the Board of Directors to effectively determine policies. This group will receive and review information on the strategic development, annual plan, and business development.

- **Travel and Transport Project Team**

This group aims to draft and implement a Travel and Transport Strategy to deliver appropriate cost improvements.

- **Induction Programme**

All Governors are required to undergo an induction which will incorporate a number of elements.

## **Governors' Communication with Members**

The Trust is committed to supporting communication between members and Governors which is carried out through the Foundation Trust Membership Office. Any member can communicate with any Governor by emailing [membership@nth.nhs.uk](mailto:membership@nth.nhs.uk) or via individual secure Governor email accounts contactable via the Trust's website ([www.nth.nhs.uk/governors](http://www.nth.nhs.uk/governors)), monitored by the Foundation Trust Membership Office (members are not given Governors' personal contact details and written replies and other secretarial support and information if required is given as indicated above via the Foundation Trust Membership Office).

Arrangements will be made for Governors to meet with members throughout the year giving members the opportunity to raise issues directly with Governors within their constituency area. These meetings will take place at various locations within the Trust's catchment area and will include Member Events (usually delivered by hospital staff on topics that members have requested with an opportunity for members to ask questions or express their points of view).

There is a dedicated membership telephone number and a dedicated email address which support communication between members, the Foundation Trust and Governors. The Chairman, in consultation with the Governors, communicates with the membership through the quarterly membership magazine and various letters from the Chairman throughout the year.

## **Staff Governors**

Staff Governors can communicate with their members through the membership magazine and via a dedicated area on the Trust website for staff to communicate with their Governors ([www.nth.nhs.uk/governors](http://www.nth.nhs.uk/governors)). Staff Governors are encouraged to attend meetings to hear concerns, issues and queries, report back on Council of Governor meetings, report back on events and activities and, raise their profile within the organisation. *Please note that the role of Staff Governor is not that of line management nor is it one of Union representation.*

## **Code of Conduct**

All Governors of North Tees and Hartlepool NHS Foundation Trust are required to sign up and abide to the Code of Conduct (attached at Appendix 2) prior to being accepted as a Governor. Specific issues relating to confidentiality will be adhered to as defined in the Code. Advice is available from the Foundation Trust Membership Office if Governors are unsure of the confidential boundaries within a particular situation or issue raised.

## Election Process

### Timetable for 2014 Elections

| <b>Event</b>                            | <b>Date</b>                |
|---|----------------------------|
| Publication of Notice of Election       | Friday, 26 September 2014  |
| Deadline for Receipt of Nominations     | Tuesday, 14 October 2014   |
| Publication of Statement of Nominations | Wednesday, 15 October 2014 |
| Deadline for Candidate Withdrawals      | Friday, 17 October 2014    |
| Notice of Poll                          | Friday, 31 October 2014    |
| Issue of Ballot Packs                   | Monday, 3 November 2014    |
| Close of Poll – 5pm                     | Friday, 21 November 2014   |
| Declaration of Result                   | Monday, 24 November 2014   |

## **Terms of Appointment**

We currently have the following vacancies:

7 Public Governors:  
Hartlepool (2 vacancies)  
Stockton (4 vacancies)  
Easington (1 vacancy)

2 Staff Governors

1 Non-Core Public Governor

## **Expenses**

These posts are not remunerated, however, expenses for approved Trust business, in line with the Trust Travel Policy, will be reimbursed.

## **Disclosure and Barring Service Check**

Upon being elected or appointed as a Governor you will be required to consent to a Disclosure and Barring Service (DBS) check. All organisations that have a responsibility for young and vulnerable people are required by law to carry out DBS checks. The DBS check is designed to confirm whether you have a criminal record.

A member will be disqualified if on the basis of checks of disclosures obtained through a DBS check, he or she is not considered suitable by the Foundation Trust.

Further information on DBS checks can be found at: [www.disclosure.gov.uk](http://www.disclosure.gov.uk).

## **Resignation from office**

A Governor may resign from office at any time during the Term of Office by giving notice in writing to the Company Secretary.

If a Governor fails to attend 3 consecutive meetings of the Council of the Governors his or her tenure of office is to be immediately terminated unless the Chairman and other Governors are satisfied that:

- the absence was due to a reasonable cause; and
- he or she will be able to start attending meetings of the Trust again within such a period as they consider reasonable.

### ***You may not become a Governor if:***

- You are an un-discharged bankrupt or have had your estate sequestrated;
- You have made a composition or arrangement with; or granted a Trust Deed for, your creditors and have not been discharged from it;
- You have been convicted of any offence within the last five years (whether suspended or not) for a period of at least three months;
- You have been dismissed within the last two years from paid employment with a health service body (other than by redundancy);
- You have had a tenure of office as the Chairman or a Member or a Director of an NHS body terminated on the grounds that the appointment is not in the interest of the health service or for not attending meetings or for not revealing a relevant pecuniary interest;
- You are an Executive or Non-executive Director of the Trust, or a Governor, Non-executive Director, Chairman, Chief Executive officer or employee of another NHS organisation;
- The Council of Governors' reasonably considers you unfit to discharge the functions of a Governor;
- You have been disqualified from membership of your profession by the Professional or Regulatory body;
- You are an elected member of a local authority that is eligible to appoint a Governor;
- You have been expelled from another NHS Foundation Trust for any reason;
- You have previously been a Governor and had to leave due to bringing the Trust into disrepute or failed to follow the Governor's Code of Conduct, this could have been activated by a formal Trust process or you had resigned prior to any formal process being undertaken/concluded;
- Monitor has removed or suspended you as a Member or disqualified you from holding office in this or any other NHS Foundation Trust;
- You are not considered suitable by the Chief Executive, on the basis of disclosure obtained through an application to the Criminal Records Bureau;
- You are the subject of a sex offender order;
- You are a vexatious or persistent litigant or complainant;
- You are a Member of Parliament;
- You are incapable by reason of mental disorder, illness or injury of managing and administering your property and affairs; or
- You are the spouse/partner or otherwise related to any member of the Board of Directors.



# **Council of Governors**

## **Roles and Responsibilities**

### **&**

## **Code of Conduct**

## 1. Introduction

The purpose of this Code is to make clear the requirements of the office of all individuals that occupy a position of Governor at North Tees and Hartlepool NHS Foundation Trust's Council of Governors. As an elected constituent or appointed representative it is important that Governors are in no doubt of the standards of conduct and personal behaviour expected of anyone that holds public office. Whilst it is fully anticipated that these standards will be complied with the Trust considers an explicit Code of Conduct to be an essential guide for all Governors, particularly those who are newly elected or appointed to the role.

It is essential that Governors recognise the Trust is an apolitical public benefit organisation that seeks to promote social inclusion. Therefore in the development and delivery of services to patients and the public, the Trust will not seek to discriminate against any part of the communities it serves, on any grounds. The promotion of any personal or political view that is at odds with this principle will be grounds for dismissal from the Council of Governors. Given the confidential and often sensitive nature of the issues considered by the Council, Governors both individually and collectively must always act with total discretion and integrity, and in the interests of the Trust and its patients in the execution of their role.

Elected Governors who are members or affiliates of any trade union body, political party, or other organisation that seeks to influence public opinion, must recognise that they will not be representing the views of such organisations: they are elected to represent views of their constituency members.

This Code is intended to support and complement the Trust's Constitution and will be included in candidate packs for prospective Governors. Prior to the selection process, all members seeking election to the Council of Governors will be required to personally sign the Code as confirmation that they fully comply with and be bound by its provisions.

## 2. Principles of the Code

The principles of the code include public service values that are integral to the success of the NHS Foundation Trust which can be grouped into four main areas:

1. **Accountability** – everything that is done by North Tees and Hartlepool NHS Foundation Trust employees must be able to stand the test of parliamentary and regulatory scrutiny, public judgements and propriety and professional Codes of Conduct.
2. **Probity** – honesty should be standard when dealing with the assets of North Tees and Hartlepool NHS Foundation Trust. Integrity should be the hallmark of all personal conduct in decisions affecting patients, staff and supplies and in the use of information acquired in the course of duties.
3. **Openness** – there should be adequate transparency within North Tees and Hartlepool NHS Foundation Trust's activities to promote confidence between the Trust and its employees, patients, public and partner organisations.
4. **Fairness** – the basic principle of fairness should be at the heart of all decisions and actions that are undertaken.

The principles that underpin the Code of Conduct are drawn from the 'Seven Principles of Public Life' as defined by The Nolan Committee report (1996). The seven principles are:

1. **Selflessness** – holders of public office should take decisions solely in terms of public interest. They should not do so 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 rewards and 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 that 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 interest relating to their public duties and take steps to resolve any conflicts arising in a way that protects the public interest.
7. **Leadership** - holders of public office should promote and support these principles by leadership and example.

### 3. **Qualifications for Office of Governor**

The qualifications for the office of Governor are detailed in the Trust's Constitution. All Governors are required to continue to comply with these qualifications throughout the period of their tenure.

The Company Secretary must be informed of any changes in circumstances that may preclude a Governor from continuing in office.

### 4. **Roles and Responsibilities**

Roles and responsibilities of the Council of Governors, which are to be carried out in accordance with the terms of Authorisation, are detailed in the Trust's Constitution. Prior to seeking election or appointment to office, Governors must agree to support the fulfilment of these roles and responsibilities. Whilst doing so they must:

- 4.1 At all times, act in the best interest of the Trust;
- 4.2 Actively support the Trust's vision and aims in developing as a successful Foundation Trust;
- 4.3 Abide by any appropriate legislation, the Trust's Constitution, Trust's Standing Orders, Standing Financial Instructions and any such policies and procedures that are deemed relevant to Governors;
- 4.4 Contribute to the working of the Council of Governors in order that it fulfils its functions, as detailed in the Trust's Constitution;
- 4.5 Recognise that their role is not to manage the operations of the Trust; rather, they challenge the board of directors and hold the non-executive directors to account for the performance of the board;
- 4.6 Recognise that their role is a collective one, whereby they exercise collective decision-making at Council of Governor meetings and Sub-committees, the outcome of which are formally recorded in the minutes;

- 4.7 Ensure that no one is discriminated against because of their race, religion, beliefs, colour, gender, marital status, disability, sexual orientation, age, social and economic status or nation origin or any other reason;
- 4.8 Recognise that, outside of the Council meetings, a Governor has no more rights or privileges than any other member of the Trust;
- 4.9 Recognise that the Council of Governors does not exercise a managerial role nor does it have any operational involvement in the day to day management of the Trust;
- 4.10 Support and assist the Trust's Chief Executive in their responsibility to answer to Monitor, Commissioners and the general public in terms of:
  - Fully and faithfully declaring and explaining the use of the resources
  - The performance of the Trust, in enacting national policy and delivering national targets;
- 4.11 Undertake the Trust's Induction and engage in any development required to support their role. To be aware of any changes in the duties of Governors and such changes will be provided by the Company Secretary and may be identified in legislation, the constitution, or other Trust documents.

## **5. Visits to Trust Premises**

Governors will, as part of their role, visit Trust premises. However, Governors will recognise that as the Trust buildings are very busy facilities it is important that visits are planned to coincide with operational requirements and may require to be conducted in groups to maximise staff availability.

When Governors wish to visit the premises of the Trust in a formal capacity as opposed to individuals in a personal capacity, they should liaise with the Company Secretary to make the necessary arrangements.

## **6. Accountability**

Governors are accountable to the membership and should demonstrate this. They should attend events and provide opportunities to interface with members or partner organisations they represent in order to best understand their views.

## **7. Confidentiality**

All Governors must at all times recognise and respect the confidentiality of the information they are privy to by way of their office.

## **8. Personal Conduct and Behaviour**

Whilst performing their duties Governors are expected to abide by the highest standards of personal conduct and behaviour. In particular, as holders of public office, Governors will:

- 8.1 Conduct themselves in a manner that reflects their role as ambassadors of the Trust, and which supports its vision and objectives;
- 8.2 Value and respect their fellow Governors, the Trust's Board of Directors and all members of staff with whom they have contact;
- 8.3 Value and respect the views of their constituent members and accurately represent these views at meetings of the Council of Governors;

- 8.4 Value and respect the views of the Council of Governors, the Trust and accurately represent these views at meetings or in other public or Trust forums;
- 8.5 Adhere to good practice with regard to the conduct of meetings, respecting the views of their fellow Governors, ensuring that judgements relating to colleagues are consistent, fair, unbiased and are properly founded;
- 8.6 Be mindful of behaviour that could be deemed to be unfair, discriminatory or against the best interest of the Trust and its membership;
- 8.7 Recognise that the Council of Governors and management have a common purpose in ensuring the continued success of the Trust and therefore demonstrate their commitment to working and contributing effectively as a team member.

## **9. Termination and Removal from Office**

The grounds on which a person holding the office of Governor shall cease to do so are set out below and other reasons can be found in the Constitution at paragraph 12 and Annex 5, it should be noted that these lists are not exhaustive:

- 9.1 They resign by giving notice in writing to the Company Secretary;
- 9.2 It otherwise comes to the notice of the Company Secretary at the time that the member of the Council of Governors takes office or later that the member is disqualified in accordance with paragraph 12 of the Constitution;
- 9.3 They fail to attend three consecutive meetings in any financial year unless the members of the Council of Governors are satisfied that:
  - 9.3.1 The absences were due to reasonable causes; and
  - 9.3.2 They will be able to start attending meetings of the Council of Governors again within such a period as they consider reasonable.
- 9.4 In the case of an elected member of the Council, they cease to be a member of the Trust;
- 9.5 In the case of an appointed member of the Council the appointing organisation terminates the appointment;
- 9.6 They have failed to undertake training that the Council of Governors require all members to undertake, unless the Council is satisfied that:
  - 9.6.1 The failure to undertake training was due to a reasonable cause; and
  - 9.6.2 They will be able to undertake the required training within such a period as the Council considers reasonable.
- 9.7 They have failed to sign or deliver to the Company Secretary a statement in the form required by the Council of Governors confirming acceptance of this Code of Conduct;
- 9.8 They are removed from the Council of Governors by a resolution approved by the majority of the remaining members of the Council present and voting at a General Meeting of the Council on the grounds that:
  - 9.8.1 They have committed a serious breach of this Code; or
  - 9.8.2 They have acted in a matter detrimental to the interests of the Trust; or

9.8.3 They have failed to discharge their responsibilities as a member of the Council of Governors; or

9.8.4 They have brought the Trust into disrepute.

## **10. Conflicts of Interest**

Governors must in the course of their duties be honest and act with the utmost integrity, probity and objectivity. The office of Governor must not be used to seek any form of personal advantage or preferential treatment.

Governors have a duty to openly declare any potential conflict of interest that may arise and must not vote on any such matters. This includes any involvement a Governor may have in any organisation with which the Trust may be considering entering into a contract. Where there is any doubt in this respect, Governors must seek advice and guidance from the Chairman or the Company Secretary.

Governors must be committed to ensuring that any conflicts of interest whether potential or actual are properly addressed and are seen to be actioned in the best interests of the Trust and its members.

A Register of Interests is maintained by the Company Secretary in which Governors must enter any pecuniary and non-pecuniary interests that may give rise to a conflict of interests. Failure to disclose such interests may result in dismissal from the Council of Governors. The Register of Interests is a public document, the contents of which will be publicly accessible to anyone who wishes to examine it.

## **11. Breach of Code of Conduct**

Non-compliance of this Code of Conduct may result in action being taken as follows:

11.1 Where a clear case of misconduct occurs, the Chair of the Council of Governors is authorised to take such action as may be immediately required, including the exclusion of the Governor from a meeting.

11.2 Where misconduct is alleged, it will be open to the Council of Governors to determine by simple majority decision, to lay a formal charge of misconduct, whereupon it will be the responsibility of the Council to take the following actions:

11.2.1 Notify the Governor in writing of the charges, detailing the nature of the alleged misconduct and inviting and considering their response within a prescribed timescale;

11.2.2 Inviting the Governor to address the Council of Governors in person if the matter cannot be resolved in a satisfactory manner through correspondence;

11.2.3 Deciding by simple majority of those present and voting, whether to uphold the charge of conduct detrimental to the Trust;

11.2.4 Impose such sanctions as shall be deemed appropriate. Sanctions will range from, but not be limited to, the issuing of a written warning as to the Governor's future conduct and consequences, non payment of expenses and the removal of the Governor from office.

In order to aid participation of all parties, it is imperative that all Governors observe the points of view of others and conduct likely to give offence will not be permitted. The Chairman will reserve the right to ask any member of the Council of Governors who, in their opinion fails to observe the Code, to leave the meeting.

This Code of Conduct does not limit or invalidate the right of the Governors or the Trust to act under the Constitution.

**12. Personal Declaration**

The following declaration must be signed as a requirement of an individual's election or appointment to the Council of Governors. Failure to do so will preclude a prospective Governor from taking office.

**Declaration:**

I ..... (full name) have read, understood, and agree to abide by this Code of Conduct for the Council of Governors of North Tees and Hartlepool NHS Foundation Trust.

**Signature:** .....

**Date:** .....