

**Code of Conduct**  
**For**  
**Directors, Other Very Senior Managers and Governors of the**  
**Trust**

**Introduction**

This document outlines the standards of conduct which the Directors, other very senior managers and Governors of the Trust shall adhere to in the course of their duties.

**Who this Code applies to**

For the avoidance of doubt, this Code shall apply to:

- The Chairman
- The Chief Executive Officer
- Non- Executive Directors
- Associate Non-Executive Directors
- Executive Directors
- Other board level directors reporting directly to the Chief Executive Officer
- The Company Secretary
- Other very senior managers, reporting directly to any , Executive , or other board level director
- All Governors

**The Constitution of the Trust**

The Constitution of the Trust provides that members of the Board of Directors and Assembly of Governors abide by this Code of Conduct. For the avoidance of doubt, if there is a conflict between this Code and the Constitution, the Constitution shall prevail.

**The Code of Conduct**

The Code of Conduct comprises two elements; the overarching principles and general obligations, and these are discussed in more detail below.

**Overarching principles**

Directors, other very senior managers and Governors will adhere to the following overarching principles:

- “Selflessness” – they will act in the interest of the service, the members and general public. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.
- “Integrity” – they 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 their duties, which may include making public appointments, awarding contracts, or recommending individuals for rewards and benefits, they should make choices against objective criteria.
- “Accountability” – they are ultimately accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- “Openness” – they 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 it is determined that the wider public interest clearly demands.
- “Honesty” – they 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” – they should promote and support these principles by leadership and example.

### **General Obligations**

Directors, other very senior managers and Governors are also obliged to:

- Promote equality by not discriminating against any person or body
- Not act in an unlawful way
- Treat others with respect
- Not use undue influence
- Maintain and protect the confidentiality of personal sensitive information, unless legally required to do otherwise.
- Maintain and protect the confidentiality of commercially sensitive information about the Trust and the environment it operates within
- Act in such a way that does not bring either him/her or the Trust into disrepute
- Not offer unauthorised disclosure on any aspect of their duties or the business of the Trust to any media company or agent thereof

It should be noted that none of these obligations override the right to inform appropriate regulatory bodies of any concerns that emerge about the quality of services provided by the Trust, irrespective of whether such concerns have been reported and as necessary escalated within the Trust.

### **Complying with the Code**

#### **Declaration of Interests**

Directors, other very senior managers and Governors who have personal and/or financial interests that may compromise or prejudice any matter under

consideration must declare such interests, in accordance with the relevant Standing Orders of the Trust. (Examples of potential interests are referred to in the Standing Orders of the Trust and are reproduced at Appendix 1)

### **Managing Conflicts of Interest**

When a Director, other very senior manager or Governor declares an interest, then they may be excluded from that part of the meeting and shall not take part in any consideration, motion, question discussion or vote with respect to it.

Registering an interest and consequent exclusion from proceedings are, in the majority of circumstances, the options most likely to be adopted in satisfactorily managing a potential conflict in interest. However, where the interests persist and have the potential to compromise the ability to abide by the Code of Conduct, then further options should be pursued. These options are attached at Appendix 2.

### **Gifts and Hospitality**

Directors, other very senior managers and Governors who in the course of their duties are offered, or themselves offer gifts and/or hospitality should consider carefully whether their acceptance or offering might be considered to be a bribe.

A bribe is defined as a financial or other inducement offered to a person to act improperly, in order to gain financial, contractual, personal or any other advantage. Offering and accepting a bribe are both illegal acts under the Bribery Act 2010. An individual found guilty of an offence under this act may be subject to imprisonment and if subsequently found to have been complicit in the illegal act, the Trust may face an unlimited fine, exclusion from business tender opportunities and severe reputational damage.

Gifts and hospitality may be offered and accepted provided that the following conditions are satisfied:

- they are made in the name of the Trust and not the individual
- there is no intention to secure any gain for the Trust or the individual or any third party associated with an individual
- they are not made in exchange for any type of favour or benefit, including an intent to facilitate or expedite normal procedures
- no cash, nor cash equivalents (i.e. gift vouchers) are involved
- any offer of gifts or hospitality are firstly approved by the Chief Executive or his/her designated officer

Irrespective, the acceptance and offering of gifts and/or hospitality of a value of £25.00 and over must be declared within one month of the date of receipt. Any culmination of small gifts and/or hospitality adding up to £25.00 and over must also be declared.

### **Disclosures**

Declarations of Interests will be recorded in the minutes of meetings where any discussion took place, and these minutes may be made public, and/or accessed by the public.

Registers of Interests declared by members of the Board of Directors and all Governors will be maintained and made available to the public.

Registers of Gifts and Hospitality received and offered shall also be maintained and made available to the public.

The Trust is mandated to disclose information concerning the remuneration of members of the Board of Directors as part of their submission of statutory accounts and annual report. Members will be required to confirm such disclosures through the completion of a "Directors Representation Form", as issued by the offices of the Director of Resources.

Such disclosure may, by either decision of the Board of Directors or mandated elsewhere, be extended to other very senior managers, and where this is the case those staff will be required to confirm such disclosure by a process to be issued by the offices of the Director of Resources

### **Complaints and Investigations**

Anyone who believes that a Director, other very senior manager or Governor has breached this Code of Conduct will be able to make a written complaint to the Company Secretary (except where the complaint is about the conduct of the Company Secretary, it should be directed to the Chairman)

The Company Secretary shall liaise with the Chairman and Chief Executive Officer (or Senior Independent Director and Chief Executive Officer when the complaint is about the Chairman, or Chairman and Senior Independent Director when the complaint is about the Chief Executive Officer) in determining any subsequent investigations.

Such investigations and action will concur with relevant policies of the Trust, though every effort will be made to complete the investigation and report upon it within two months of the complaint being lodged.

*Approved October 2014*

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**Conflicts of Interest**  
**(Based on extracts from Standing Orders)**

Interests which should be regarded as relevant and material are

- a: Directorships, including Non-Executive Directorships held in private companies or Public Limited Companies (with the exception of those of dormant companies);
- b: Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;
- c: Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS;
- d: A position of Authority in a charity or voluntary organisation in the field of health and social care;
- e: Any connection with a voluntary or other organisation contracting for NHS services;
- f: Research funding/grants that may be received by an individual or their department;
- g: Interests in pooled funds that are under separate management.

Anyone covered by this Code of Conduct who comes to know that the Trust has entered into, or proposes to enter into a contract in which he/she or any person connected with him/her has any pecuniary interest (as defined below), direct or indirect, the member shall declare his/her interest by giving notice in writing of such fact to the Trust as soon as practicable.

For the sake of clarity, the following definition of terms is to be used in interpreting this requirement:

- (i) "spouse" shall include any person who lives with another person in the same household (and any pecuniary interest of one

spouse shall, if known to the other spouse, be deemed to be an interest of that other spouse);

(ii) "contract" shall include any proposed contract or other course of dealing.

(iii) "Pecuniary interest": subject to the exceptions set out below, a person shall be treated as having an indirect pecuniary interest in a contract if:-

- a) he/she, or a nominee of his/her, is a member of a company or other body (not being a public body), with which the contract is made, or to be made or which has a direct pecuniary interest in the same, or
- b) he/she is a partner, associate or employee of any person with whom the contract is made or to be made or who has a direct pecuniary interest in the same.

Exception to Pecuniary interests: a person shall not be regarded as having a pecuniary interest in any contract if: -

- a) neither he/she or any person connected with him/her has any beneficial interest in the securities of a company of which he/she or such person appears as a member, or
- b) any interest that he/she or any person connected with him/her may have in the contract is so remote or insignificant that it cannot reasonably be regarded as likely to influence him/her in relation to considering or voting on that contract, or
- c) those securities of any company in which he/she (or any person connected with him/her) has a beneficial interest do not exceed £5,000 in nominal value or one per cent of the total issued share capital of the company or of the relevant class of such capital, whichever is the less. However where this applies, the person shall nevertheless be obliged to disclose/declare their interest.

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**Options for Managing Conflicts of Interest**

<b>Action</b>	<b>When Suitable</b>	<b>What it means</b>
Register	<ul style="list-style-type: none"> <li>• For very low risk conflicts of interest and potential conflicts of interest.</li> <li>• Where recording the conflict of interest is sufficient to maintain transparency.</li> </ul>	When you formally register details of the existence of a possible or potential conflict of interest.
Restrict (Exclude)	<ul style="list-style-type: none"> <li>• You can be effectively separated from the activity or process.</li> <li>• The conflict of interest is not likely to arise frequently.</li> </ul>	When restrictions are placed on your involvement in the matter.
Recruit	<ul style="list-style-type: none"> <li>• It is not feasible or desirable to remove yourself from the decision making process.</li> <li>• In small or isolated communities where your particular expertise is necessary and genuinely not easily replaced.</li> </ul>	When a disinterested third party is used to oversee part of the process that deals with the matter.
Remove	<ul style="list-style-type: none"> <li>• For ongoing serious conflicts of interest, where ad hoc restriction or recruitment of others is not appropriate.</li> </ul>	When you choose to remove yourself completely from the matter.
Relinquish	<ul style="list-style-type: none"> <li>• When your commitment to public duty outweighs your attachment to your private interest.</li> </ul>	When you relinquish the private interest that is creating the conflict.
Resign	<ul style="list-style-type: none"> <li>• No other options are workable.</li> <li>• Where you cannot or will not relinquish your conflicting private interest, and changes to your work responsibilities or environment are not feasible.</li> <li>• Where you prefer this course as a matter of personal principle.</li> </ul>	When you resign from your position with the Trust.