

TRUST BOARD PUBLIC – SEPTEMBER 2016

Agenda Item Number: 121/16  
Enclosure Number: (7)

<b>Subject:</b>	Trust Board Code of Conduct
<b>Prepared by / Sponsored by / Presented by:</b>	Peter Mellor, Director of Corporate Affairs
<b>Purpose of paper</b>	Trust Policy requiring updating
<b>Key points for Trust Board members</b> <i>Briefly summarise in bullet point format the main points and key issues that the Trust Board members should focus on including conclusions and proposals</i>	The Code of Conduct for the Trust Board was last ratified in November 2013. It has now been updated and requires ratification by the Trust Board. The document will not require updating again until September 2018 i.e. will remain in force for two years.
<b>Options and decisions required</b> <i>Clearly identify options that are to be considered and any decisions required</i>	Requires ratification
<b>Next steps / future actions:</b> <i>Clearly identify what will follow the Trust Board's discussion</i>	Once ratified the Code of Conduct will be placed on the Trust intranet site
<b>Consideration of legal issues (including Equality Impact Assessment)?</b>	Considered and reflected in the document
<b>Consideration of Public and Patient Involvement and Communications Implications?</b>	Considered, none appropriate

<b>Links to Portsmouth Hospitals NHS Trust Board Strategic Aims, Assurance Framework/Corporate Risk Register</b>	
<b>Strategic Aim</b>	<b>Strategic aim 1:</b> Deliver safe, high quality patient centred care <b>Strategic aim 4:</b> Staff would recommend the trust as a place to work and a place to receive treatment
<b>BAF/Corporate Risk Register Reference (if applicable)</b>	N/A
<b>Risk Description</b>	N/A
<b>CQC Reference</b>	N/A



## THE TRUST BOARD CODE OF CONDUCT

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Document Manager (job title)	Director of Corporate Affairs
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### Version Tracking

Version	Date Ratified	Brief Summary of Changes	Author
2.2	01/09/16	<ul style="list-style-type: none"> <li>• Changes to Job titles</li> <li>• Change to minimum sum for gifts/hospitality</li> </ul>	Peter Mellor
2.1	-	Amendment to page 7, paragraph 5.7 to read 'paragraphs 5.8 to 5.16 below'	-
2	28/11/13	Updated	Brian Courtney

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## **PREFACE**

In drawing up this Code of Conduct for the Board of Directors of Portsmouth Hospitals NHS Trust due regard has been taken of the provisions of the following:

**The NHS Foundation Trust: Code of Governance (July 2014)**

**The Code of Conduct for NHS Managers (2002)**

**Standards of Business Conduct for NHS Staff (1993)**

**UK Corporate Governance Code (September 2014)**

**The Bribery Act (2010)**

**The NHS Constitution for England (March 2013)**

# Portsmouth Hospitals NHS Trust (The Trust) Board Code of Conduct

## 1. Introduction

- 1.1 Public service values are and must remain at the heart of the National Health Service. High standards of corporate and personal conduct based on a recognition that patients come first, have been a requirement throughout the NHS since its inception. Moreover, since the NHS is publicly funded, it must be accountable to Parliament for the services it provides and for the effective and economical use of those public funds.
- 1.2 As an NHS Trust, Portsmouth Hospitals NHS Trust is required to comply with the principles of best practice applicable to corporate governance in the NHS/Health Sector and with any relevant code of practice.
- 1.3 The Trust aims to be an organisation where all patients and staff, whatever their background, are valued and have fair and equitable treatment. The conduct of Trust leaders plays a major part in leading by example and modelling professionalism for patients, staff and wider stakeholder communities. This Code of Conduct (“Code”) sets out the required standards.
- 1.4 This Code relates to the conduct of the members of the Trust Board. It is intended that those to whom this Code applies shall use their best endeavours to comply with it, act in good faith and in the best interests of the Trust at all times.
- 1.5 Members of the Trust Board agree to be subject to this Code of Conduct. Anyone who significantly or persistently fails to adhere to these rules may be judged as failing to carry out the duties of their office. Any actions arising from this shall be a matter for consideration by the Chairman and/or Chief Executive, who shall decide on any appropriate action that should be taken.
- 1.6 The highest standards of propriety, involving integrity, impartiality and objectivity shall be maintained in relation to the stewardship of public funds and the management of the Trust. Any conflict between personal interests and the discharge of public duties shall be avoided. Where this arises it shall be disclosed to the Chairman, Chief Executive or Director of Corporate Affairs so that decisions can be made in accordance with this Code. Individuals to whom this Code applies shall not seek to use their position to inappropriately or improperly gain material benefits for themselves, their families or their friends.
- 1.7 The Trust Board is responsible for ensuring that its members personally, and the Trust corporately, observe the seven principles of public life set out by the Committee on Standards in Public Life (“the Nolan Principles”):
- **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 other friends;
  - **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;
  - **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; and
  - **leadership:** holders of public office should promote and support these principles by leadership and example.
- 1.8 The Trust Board shall take collective responsibility for the decisions taken at Board meetings.

## 2. General Principles

### *Openness and Public Responsibilities*

- 2.1 Health needs and patterns of provision of health care do not stand still. There should be a willingness to be open with the public, patients and with staff as the need for change emerges. It is a requirement that major changes are consulted upon before decisions are reached. Information supporting those decisions should be made available, in a way that is understandable, and positive responses should be given to reasonable requests for information and in accordance with the Freedom of Information Act 2000 and other applicable legislation.
- 2.2 NHS business should be conducted in a way that is socially responsible. As a large employer in the local community, the Trust should forge an open and positive relationship with the local community and should work with staff and partners to set out a vision for the organisation in line with the expectations of patients, members and the public. The Trust will seek to demonstrate to the public that it is concerned with the wider health of the population including the impact of the Trust's activities on the environment.
- 2.3 The Trust has adopted policies and procedures to protect confidentiality of personal Information and to ensure compliance with the Data Protection Act, the Freedom of Information Act and other relevant legislation which will be followed at all times by Board directors and all staff.

### *Public Service Values in Management*

- 2.4 It is unacceptable for the board of any NHS organisation, or any individual within the organisation for which the board is responsible, to ignore public service values in achieving results. Members of the Board have a duty to ensure that public funds are properly safeguarded and that at all times the Board conducts its business as economically, efficiently and effectively as possible - as required by statute.
- 2.5 Accounting, tendering and employment practices within the Trust must therefore reflect the highest professional standards. Public statements and reports issued by or on behalf of the Board should be clear, comprehensive and balanced, and should fully represent the facts. Annual and other key reports should be issued in good time to all individuals and groups in the community who have a legitimate interest in health issues to allow full consideration by those wishing to attend public meetings on local health issues.
- 2.6 The standards of conduct expected by the Trust are set out in the Standing Financial Instructions and accompanying Scheme of Delegation which will be followed at all times by Board directors and all staff.

## 3. Equality and Diversity

- 3.1 The Trust employs and serves people from differing backgrounds and cultures and with different characteristics. This diversity is a source of richness and potential that benefits us all.
- 3.2 Treating everyone the same does not necessarily mean we are treating them fairly. It is our mission to provide fair and inclusive services and workplaces. We recognise our responsibility to observe equality legislation and the Trust's equal opportunities policies. This Code therefore requires that individually and collectively we:
- seek to understand the perspectives put forward by our patients and staff;
  - treat our patients, colleagues, employees and potential employees with respect and dignity;
  - support and implement measures introduced to ensure equality of opportunity and non discrimination;
  - take action to eliminate harassment or bullying of our patients, colleagues and employees; and
  - take action to eliminate any form of unlawful discrimination.
- 3.3 The Trust recognises that tension and challenge can be part of operational culture but also that good manners and respect are necessary at all times.

#### **4. Media and Public Relations**

- 4.1 A member of the Trust Board other than the Chairman and Chief Executive shall, as far as possible, obtain the prior approval of the Chairman and/or Chief Executive and the advice of the Associate Director of Communications, before responding to media enquiries with respect to the Trust. Special care shall be taken about any invitation to speak publicly, including speaking to journalists. Care shall also be taken in the publication of any articles apart from those written in a personal professional capacity. In any such instance, the Chief Executive shall be informed in good time before such an article is submitted, or, in his absence, the Associate Director of Communications, as appropriate, and in all cases views shall not be expressed that are at variance from agreed Trust policy. Neither shall any publication or public statement bring the Trust into disrepute. The Chairman and Board members are not, however, restricted from access to the media in their personal non-Trust capacity, or in pursuit of a professional interest, for example, as experts. In the event of any uncertainty, members of the Trust Board shall approach the Associate Director of Communications for advice.

#### **5. Conflicts of interest**

- 5.1 Suspicion that a decision might be influenced in the hope or expectation of contractual gain with a particular firm or organisation shall be avoided. Board members should be aware of the content, and definitions, of the Bribery Act 2010. Accordingly, during their term of office no-one to whom this code applies shall seek or accept without consent any consultancy contracts, directorships or other form of employment or engagement in a healthcare sector body, without the consent of the Trust. Those to whom this Code applies are required to maximise value for money through ensuring that the Trust operates in the most efficient and economical way, within available resources, and with independent validation of performance achieved wherever possible.
- 5.2 If a member of the Trust Board knowingly has any interest or duty which is material and relevant or the possibility of such an interest or duty, whether direct or indirect and whether pecuniary or not, that, in the opinion of a fair-minded and informed observer would suggest a real possibility of bias in any matter considered at a meeting, he shall disclose the nature of the interest or duty to the meeting. The declaration of interest or duty may be made at the meeting at the start of the discussion of the item to which it relates or in advance in writing

to the Director of Corporate Affairs. If an interest or duty has been declared in advance of the meeting, this shall be made known by the Chairman presiding at the meeting, prior to the discussion of the relevant agenda item.

- 5.3 In the event of the person not appreciating at the beginning of the discussion that an interest or duty exists, he shall declare such an interest as soon as he become aware of it.
- 5.4 If a member of the Trust Board has acted in accordance with the provisions of paragraph 5.2 above and has fully explained the nature of their interest or duty, the members of the Board present shall decide whether and to what extent that person shall participate in the discussion and determination of the issue and this shall be recorded in the minutes and the extent to which the person concerned had access to any written papers on the matter. If it is decided that he should leave the meeting, the Chairman may first allow them to make a statement on the item under discussion.
- 5.5 Where the Chairman presiding at the meeting has a relevant interest then he shall advise the Board accordingly, and with their agreement, and subject to the extent decided, participate in the discussion and the determination of the issue. This shall be recorded in the minutes and the extent to which he had access to any written papers on the matter. If it is decided that the Chairman presiding should leave the meeting because of a conflict of interest, another member shall be asked to chair the discussion of the relevant agenda item.
- 5.6 Trust employees, who are not members of the Board but who are in attendance at a meeting of the Board, shall declare interests in accordance with the same procedures as for those who are members of the Board. Where the Chairman presiding at a meeting rules that a potential conflict of interest exists, any Trust employee so concerned shall take no part in the discussion of the matter and may be asked to leave the meeting by the Chairman.
- 5.7 A member of the Board shall be subject to the procedural arrangements for dealing with conflicts of interest as set out in paragraphs 5.8 to 5.16 below.
- 5.8 In the interests of transparency and accountability, members of the Board shall register those interests that might conflict with their duties.
- 5.9 The Director of Corporate Affairs shall keep this Register. Members of the Board shall notify him of any changes and are responsible for keeping their entry in the Register up to date. The Register shall be made publicly available on the Trust's website.
- 5.10 Each year, the Director of Corporate Affairs shall confirm with members of the Board and senior employees that their interests have been registered. He may from time to time ask them to confirm that their registered interests are up-to-date and that they have complied with these procedural arrangements.
- 5.11 It shall be confirmed in the Trust's annual report that it has complied with these procedural arrangements.
- 5.12 Members of the Board and senior employees shall register the following interests:
  - i. remunerated employment, office or profession other than with the Trust where there is any kind of relationship with the National Health Service;
  - ii. other regular sources of remuneration with any connection to the National Health Service;
  - iii. directorships, whether remunerated or not of companies that have any kind of relationship with the National Health Service; and



- iv. membership of public bodies (hospital trusts, governing bodies of universities, colleges and schools, and local authorities), trusteeships (of museums, galleries and similar bodies) and acting as an office holder or trustee for pressure groups, trade unions and voluntary or not-for-profit organisations.
- 5.13 From time to time a member of the Board or employee may have, or become aware of, interests which do not have to be registered but which might, nonetheless, conflict with their Trust duties. As well as keeping their entry on the register up to date, they shall disclose to the Director of Corporate Affairs such interests as soon as they become aware that they may cause a conflict, for example, on receipt of an agenda or Board meeting papers. Such interests shall be disclosed whether or not they are entered on the Register.
- 5.14 The minutes of any Trust Board meeting shall note the disclosure of any such conflicts and subsequent withdrawals from discussions. In addition, the Director of Corporate Affairs shall keep a permanent record of all such disclosures of interests made by any member of the Board or employee. In considering whether to disclose such an interest, a member of the Board or employee shall ask whether, in the opinion of a fair-minded and informed observer, the interest would suggest a real possibility of conflict on that person's part.
- 5.15 The following questions shall act as a general guide:
1. Do they have, or recently had (i.e. within the past two years) any material business or other pecuniary relationships with a stakeholder?
  2. Do they have, or recently had any other relationships with another party, the existence of which might suggest a real possibility of bias on their part?
  3. Have they taken a public position that might be seen as compromising their ability to deal objectively with a matter that is relevant to the Trust?
  4. Whether, in the opinion of a fair-minded and informed observer, the interests of close family members would suggest a real possibility of bias on the part of the member of the Board or employee?
- 5.16 In the event that a member of the Board or employee receives a written paper on a matter on which they have a conflict of interest, they shall immediately return the paper to the Director of Corporate Affairs with an indication of the extent to which the paper has been read.
- 5.17 If a member of the Board or employee becomes aware of a conflict during the course of any discussion, their interest shall be disclosed immediately and they shall, if appropriate, withdraw from the discussion and any decision relating the matter. However, in some circumstances they may, if the Board permits, participate in such discussions as provided for elsewhere in this Code of Conduct.

## **6. Gifts and Hospitality**

- 6.1 Members of the Board of Directors should be aware of the content of the Bribery Act 2010.
- 6.2 All gifts or hospitality received or given to those to whom this code applies shall be recorded in the register of gifts and hospitality maintained by the Director of Corporate Affairs who shall keep a regular check on the register and advise the Chairman and Chief Executive accordingly in order to avoid any suggestion of actual or perceived bias towards any particular stakeholder. Individual gifts or hospitality amounting to a sum under £50 shall be exempt from registration.
- 6.3 In deciding whether to accept a gift or offer of hospitality, including at entertainment or sporting events, consideration shall be given as to whether acceptance can stand up to public scrutiny. The decision to accept hospitality or a gift is a matter of judgement and

personal integrity, and the advice of the Director of Corporate Affairs may be sought. The following broad guidelines may be of assistance in assessing the relative merits of accepting an invitation:

- i. event-based hospitality that presents networking opportunities with Trust stakeholders, and which might therefore inform or promote the work of the Trust, is generally acceptable;
- ii. work-related hospitality from a single stakeholder is acceptable where it can clearly be seen to be of value to the Trust's work and where there is no immediate commercial advantage to the party making the offer;
- iii. hospitality that benefits the recipient personally shall be avoided if it is difficult to justify as being of benefit to the Trust, or if there is a risk of perceived bias or malign comment. Care shall be taken that no extravagance is involved with working lunches and other social occasions.

## **7. Attendance**

- 7.1 A rolling yearly attendance record will be kept. Members of the Trust Board are expected to attend a minimum of 75% of meetings, within the rolling year. Apologies for non-attendance should be provided, where possible, to the Director of Corporate Affairs in advance of the meeting.

## **8. Requirements of Directors**

- 8.1 All members of the Trust Board must:
- Act in the best interests of the Trust and adhere to its values and this Code of Conduct.
  - Respect others and treat them with dignity and fairness.
  - Seek to ensure that no one is unlawfully discriminated against because of their religion, belief, race, colour, gender, marital status, disability, sexual orientation, age, social and economic status or national origin.
  - Promote equal opportunities and social inclusion.
  - Be honest and act with integrity and probity.
  - Contribute to the workings of the Board of Directors in order for it to fulfil its role and functions.
  - Recognise that the Board of Directors is collectively responsible for the exercise of its powers and the performance of the Trust, but raise concerns about the running of the Trust or a proposed action where appropriate.
  - Recognise the differing roles of the Chairman, Senior Independent Director, Chief Executive, Executive Directors and Non-Executive Directors.
  - Make every effort to attend meetings where practicable.
  - Adhere to good practice in respect of the conduct of meetings and respect the views of others.
  - Take and consider advice on issues where appropriate.
  - Acknowledge the responsibility of the Council of Governors to represent the interests of the Trust's members and partner organisations in the local health economy in the governance of the Trust, and to have regard to the views of the Members Council.
  - Respect the confidentiality of the information they are made privy to as a result of their role as a director.
  - Declare any conflict of interest to the Trust Board as soon as they become aware.
  - Not use their position for personal advantage or seek to gain preferential treatment.

- Comply with the Trust's Standards of Business Conduct Policy in relation to the acceptance of gifts and hospitality.
- Conduct themselves in such a manner as to reflect positively on the Trust, and be ambassadors of the Trust when attending events in their role as a director.
- To only speak or take action on behalf of the Trust Board or the Trust after agreement with the Chairman or the Trust Board.
- Accept responsibility for their performance, learning and development.

## 9. Compliance

- 9.1 The members of the Board will satisfy themselves that the actions of the Board and its Directors in conducting Board business fully reflect the values, general principles and provisions in this Code and, as far as is reasonably practicable, that concerns expressed by staff or others are fully investigated and acted upon.
- 9.2 All Board Directors, on appointment, will therefore be required to subscribe to this Code of Conduct.

### Declaration:

I, \_\_\_\_\_ (Print name) agree to abide by the Board of Directors Code of Conduct of the Portsmouth Hospitals NHS Trust.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_