



**Camden and Islington**  
NHS Foundation Trust

**BOARD OF DIRECTORS' RESPONSIBILITIES  
AND CODE OF CONDUCT**  
APRIL 2020

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	Apr-Nov 2017	Updated document	General review and update
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<b>Membership of the policy development/ review team</b>	Christian Oribio, Trust Company Secretary Kirsty Clarke, Consultant – RSM UK Board Office		
<b>Consultation</b>	None		

DO NOT AMEND THIS DOCUMENT

**FURTHER COPIES OF THIS DOCUMENT CAN BE FOUND ON THE FOUNDATION TRUST INTRANET.**

**Associated Documentation:**

- Gifts, Hospitality and Interests Policy
- Anti-Fraud and Bribery Policy
- Raising Concerns at Work (Whistleblowing)
- Information Governance Policy
- Remuneration Policies for Non-Executive and Executive Directors
- Corporate Governance Manual
- Department of Health's Code of Conduct for Managers:  
([https://www.nhsemployers.org/~media/Employers/Documents/Recruit/Code\\_of\\_conduct\\_for\\_NHS\\_managers\\_2002.pdf](https://www.nhsemployers.org/~media/Employers/Documents/Recruit/Code_of_conduct_for_NHS_managers_2002.pdf))
- Delivering Equal Opportunities, Valuing Diversity and Inclusion Policy

## BOARD OF DIRECTORS' RESPONSIBILITIES AND CODE OF CONDUCT

### 1. Interpretation and Definitions

Unless otherwise stated, words or expressions contained in this Code of Conduct shall bear the same meaning as in the National Health Service Act 2006 (as amended by the Health and Social Care Act 2012) and the Constitution.

Words importing the masculine gender only shall include the feminine gender; words importing the singular shall import the plural and vice-versa.

In this Code of Conduct, the following words shall have the following meanings:

**2006 Act** means The National Health Service Act 2006.

**2012 Act** means The Health and Social Care Act 2012.

**Accounting Officer** is the person who from time to time discharges the functions specified in paragraph 25(5) of schedule 7 to the 2006 Act.

**Board of Directors** is the Board of Directors of the Trust as constituted in accordance with the Trust's Constitution.

**Chair** means the chair of the Trust, or, in relation to the function of presiding at or chairing a meeting where another person is carrying out that role as required by the Constitution.

**Chief Executive** means the chief officer of the Trust.

**Constitution** means the Trust's Constitution and all annexes to it.

**Code of Conduct/Code** means this code of conduct and all annexes to it.

**Council of Governors** is the Council of Governors of the Trust as constituted in accordance with the Trust's Constitution.

**Director** means a member of the Board of Directors.

**Equality and Diversity Policy** means the Trust's policy for equality and diversity, as amended or updated by the Trust from time to time, copies of which are to be made available to the Directors by the Trust Company Secretary.

**Financial Year** means:

- (a) the period beginning with the date on which the Trust is authorised and ending with the next 31 March; and
- (b) each successive period of twelve (12) months beginning with 1 April.

**Freedom of Information Officer** means the officer of the Trust responsible for handling any requests for information subject to the Trust's obligations under the Freedom of Information Act 2000.

**Governor** means a member of the Council of Governors.

**Meeting of the Board of Directors** means a duly convened meeting of the Board of Directors.

**NHS Improvement** is the body corporate previously known as Monitor, as provided by section 61 of the 2012 Act.

the **Regulations** means the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014.

**Risk Assessment Framework** means the risk assessment framework published by Monitor as may be amended or updated from time to time.

**Seven Principles of Public Life** means the seven principles of public life, as detailed in the report of the same name, also known as the 'Nolan principles', published by the Committee on Standards in Public Life.

the **Trust** means the Camden and Islington NHS Foundation Trust.

**Trust Company Secretary** is the person with responsibility or acting as the secretary or with responsibility for the corporate affairs of the Trust from time to time.

**Trust Policies** means any additional guidance or policies that the Trust may adopt from time to time.

**Trust Publication Scheme** means the publication scheme as published by the Trust from time to time.

## 2. Introduction

2.1. The Trust is governed by the 2006 Act, the 2012 Act and its Constitution (the "**Regulatory Framework**"). Members of the Board of Directors are required to act at all times in accordance with the Regulatory Framework and this Code of Conduct (the "**Code**").

2.2. Members of the Board of Directors are also required to adhere to any applicable guidance, including, but not limited to:

2.2.1. The Risk Assessment Framework;

2.2.2. The NHS Foundation Trust Code of Governance;

2.2.3. The NHS provider licence;

2.2.4. Developing strategy: what every trust board member should know;<sup>1</sup> and

2.2.5. NHS trust boards: quality governance framework.<sup>2</sup>

2.3. Members of the Board of Directors should also adhere to any other relevant Trust Policies. References in such policies to 'staff' are to be taken as references to Directors. Particular attention should be paid to the Gifts, Hospitality and Conflicts of Interest Policy.

2.4. A copy of the documents listed at paragraph 2.2.1 to paragraph 2.2.5 and any other Trust Policies are available upon request to the Trust Company Secretary. Where there is a conflict between this Code and the documents listed at paragraph 2.2.1 to paragraph 2.2.5, or any other Trust Policy, this Code is to take precedence for Directors.

### 3. Composition

3.1. The Trust is to have a Board of Directors, which shall comprise both executive and non-executive Directors, including the Chair. The non-executive Directors will always form the majority of the Board of Directors.

3.2. Subject to the requirements of paragraph 3.1 above, the Board of Directors is to comprise:

3.2.1. A non-executive Chair;

3.2.2. Not less than four (4) but no more than seven (7) other non-executive Directors; and

3.2.3. Not less than four (4) but no more than seven (7) executive Directors.

3.3. One (1) of the executive Directors shall be the Chief Executive.

3.4. The Chief Executive shall be the Accounting Officer.

3.5. One (1) of the executive Directors shall be the Finance Director.

3.6. One (1) of the executive Directors is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).

3.7. One (1) of the executive Directors is to be a registered nurse or a registered midwife.

3.8. The validity of any act of the Trust is not affected by any vacancy among the Directors or by any defect in the appointment of any Director.

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<sup>1</sup> Available via the following link:

[https://www.gov.uk/government/uploads/system/uploads/attachment\\_data/file/363273/Monitor\\_-\\_Developing\\_Strategy\\_-\\_a\\_guide\\_for\\_board\\_members.pdf](https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/363273/Monitor_-_Developing_Strategy_-_a_guide_for_board_members.pdf)

<sup>2</sup> Available via the following link:

[https://www.gov.uk/government/uploads/system/uploads/attachment\\_data/file/285025/Quality\\_Governance\\_Framework\\_July\\_2010.pdf](https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/285025/Quality_Governance_Framework_July_2010.pdf)

#### **4. Qualification and Disqualification from Office**

- 4.1. Directors must continue to comply with the qualifications required to hold office throughout the period of their tenure as detailed within the Constitution and this Code. The Trust Company Secretary should be advised of any changes in circumstances which disqualify any Director from continuing in office. Directors are required to pay particular attention to the disqualification provisions detailed within paragraph 32 of the Constitution (Board of Directors – disqualification).
- 4.2. A Director may resign from office at any time during the term of that office by giving notice in writing to the Trust Company Secretary or, in the case of an executive Director, in accordance with the terms of their contract.
- 4.3. Any person who is disqualified from becoming or continuing as a Director on any of the grounds set out in paragraph 32 of the Constitution (Board of Directors – disqualification) shall immediately resign as a Director of the Trust. In the event that they decline or fail to do so, in the case of the Chief Executive or other executive Director, the individual in question shall be removed in accordance with paragraph 30 of the Constitution (Board of Directors – appointment and removal of the Chief Executive and other executive Directors), and in the case of the Chair or a non-executive Director, the individual in question shall be removed in accordance with paragraph 28 (Board of Directors – appointment and removal of Chair and other non-executive Directors) and paragraph 3.2 of Annex 8 of the Constitution (Appointment and removal of the Chair and other non-executive Directors.)
- 4.4. All Directors are expected to understand, agree and promote the Trust's Equality and Diversity Policy in every aspect of their work.
- 4.5. One of the objectives of the Trust is to promote social inclusion and, as such, the development and delivery of initiatives should not prejudice any part of the community on the grounds of age, sex, disability, marital status, sexual orientation, ethnic origin or religious belief. The promotion of any personal or political views that undermine this prime objective of the Trust is grounds for dismissal from the Board of Directors. The interests of the Board of Directors, and therefore the Trust as a whole should not be compromised by the interests of individual Directors.

#### **5. General Obligations: Conduct of Directors**

- 5.1. This Code outlines the appropriate conduct for Directors of the Trust. It addresses both the requirements of office and of personal behaviour. Ideally any penalties for non-compliance would never need to be applied. However, the Trust reserves the right to impose such penalties and regards non-compliance with the Code as a serious matter. It is considered an essential guide for Directors and should be read in conjunction with the Regulatory Framework.
- 5.2. Directors are required to act with discretion and care in the performance of their role and to maintain confidentiality at all times with regard to any information gained via their involvement in the Trust (further provisions relating to Director confidentiality are set out in paragraph 8 below).
- 5.3. This Code seeks to expand upon and complement the Constitution of the Trust, copies of which will be provided to all Directors and is available on the Trust's webpage. The

Constitution is the governance framework which details the way in which the Trust operates. It outlines the qualification and disqualification criteria for Directors together with detailing their roles and responsibilities and Directors should familiarise themselves with its content.

- 5.4. Directors, once appointed, shall be required to sign a declaration to confirm that they will comply with this Code in all respects. A copy of the declaration is attached at Annex 3 of this Code.

## **6. The Directors' Roles and Responsibilities: General Overview**

- 6.1. The board and non-executive directors should provide clear and demonstrable support and strategic direction for counter fraud, bribery and corruption work. The board will review the proactive management, control and the evaluation of counter fraud, bribery and corruption work. The board and non-executive directors will scrutinise NHSCFA assessment reports, where applicable, and ensure that the recommendations are fully actioned.
- 6.2. All the powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.
- 6.3. The powers of the Trust are set out in the 2006 Act. All the powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust, and any of these powers may be delegated to a committee of Directors or to an executive Director.
- 6.4. 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.
- 6.5. In exercising the powers of the Trust, the Directors shall have regard to the values of the Trust as set out in Annex 2 of this Code.
- 6.6. The Directors of the Trust shall exercise Trust functions (including those social care functions of any local authority as specified by an agreement made under section 75 of the 2006 Act) effectively, efficiently and economically, and cooperate with other health service bodies (as defined in paragraph 9(4) of the 2006 Act), including any local authorities referred to above.
- 6.7. In conducting Trust affairs, the Directors shall respect the rights of the members of the communities they serve, Trust employees, members of the Trust and people dealing with the Trust, as set out in the Human Rights Act 1998.
- 6.8. A committee consisting of at least three (3) independent non-executive Directors established as an audit committee shall monitor, review and carry out such other functions as are appropriate.
- 6.9. A committee of non-executive Directors shall appoint or remove the Chief Executive. The appointment of the Chief Executive shall require the approval of a majority of the Council of Governors present and voting at a meeting of the Council of Governors.
- 6.10. It is for a committee consisting of the Chair, the Chief Executive (and Accounting Officer) and the other non-executive Directors to appoint or remove the executive Directors.
- 6.11. The Trust shall establish a committee of non-executive Directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other



executive Directors in accordance with the Constitution and the Remuneration Policy established by the committee.

- 6.12. The Directors, having regard to the views of the Council of Governors, shall prepare the Trust's forward plan in respect of each Financial Year to be given to NHS Improvement, the independent regulator.
- 6.13. The Directors shall present to the Council of Governors at a general meeting of the Council of Governors, the annual accounts, any report of the auditor on them and the annual report.
- 6.14. The annual accounts, any report of the auditor on the Directors and the annual report shall also be presented to the members of the Trust at the annual members' meeting by at least one (1) of the Directors in attendance.
- 6.15. The functions of the Trust with respect to the preparation of the annual accounts are delegated to the Chief Executive as the Accounting Officer.
- 6.16. Members of the Board of Directors of the Trust shall be required to confirm their commitment to:
  - 6.16.1. being collectively responsible for adding value to the Trust, for promoting the success of the Trust and directing and supervising the Trust's affairs;
  - 6.16.2. providing active leadership of the Trust within a framework of prudent and effective controls which enable risk to be assessed and managed appropriately;
  - 6.16.3. setting 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;
  - 6.16.4. setting the Trust's values and standards and ensuring that its obligations to service users, the local community and to the Monitor are understood and met;
  - 6.16.5. acting in the best interests of the Trust at all times;
  - 6.16.6. valuing and respecting Director colleagues, the governors of the Trust, all members of staff and the membership of the Trust as a whole;
  - 6.16.7. respecting the confidentiality of the information received in the role as a Director and acting with integrity and objectivity and in the best interests of the Trust, without any expectation of personal benefit;
  - 6.16.8. attending meetings of the Board of Directors and any committees, sub-committees, or joint committees of which they are a member, and training events on a regular basis in order to carry out the role of Director;
  - 6.16.9. conducting themselves in a manner that reflects positively on the Trust, and acting as an ambassador for the Trust; and
  - 6.16.10. abiding by the Trust's Policies, as amended or updated by the Trust from time to time.

6.17. The standing orders for the practice and procedure of the Board of Directors are set out in the Trust's Constitution. It is strongly recommended that Directors familiarise themselves with their content.

## **7. Director's Responsibilities: Fit and Proper Persons**

7.1. Directors and non-executive Directors of the Trust, as well as any other individual who performs functions equivalent or similar to the functions of a Director, must comply with the following provisions:

7.1.1. the appointment of Directors and non-executive Directors is subject to their meeting of the requirements of the Regulations; and

7.1.2. upon appointment and at all times during such employment with the Trust, the Trust will regularly review individual Directors' continuing fitness to hold a directorship, and a Director's appointment will be terminated with immediate effect in the event that the Trust determines on reasonable grounds that such a Director has ceased to be a "fit and proper person" within the meaning of the Regulations at any time.

7.2. When determining whether an individual is or continues to be a 'fit or proper person', in accordance with the Regulations, the Trust shall consider whether the individual satisfies all of the following requirements:

7.2.1. that the individual is of good character;

7.2.2. that the individual has the qualifications, competence, skills and experience which are necessary for the relevant office or position or the work for which they are employed;

7.2.3. that the individual is able by reason of their health, after reasonable adjustments are made, of properly performing tasks which are intrinsic to the office or position for which they are appointed or to the work for which they are employed;

7.2.4. that the individual has not been responsible for, been privy to, contributed to or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying on a regulated activity or providing a service elsewhere which, if provided in England, would be a regulated activity;

7.2.5. that none of the grounds of unfitness specified in paragraphs 32.1.1 - 32.1.3 of the Trust's Constitution apply to the individual;

7.2.6. that the person is not the subject of a bankruptcy restrictions order or an interim bankruptcy restrictions order to like effect made in Scotland or Northern Ireland;

7.2.7. that the person is not included in the children's barred list or the adults' barred list maintained under paragraph 2 of the Safeguarding Vulnerable Groups Act 2006, or in any corresponding list maintained under an equivalent enactment in force in Scotland or Northern Ireland; and/or

7.2.8. that the person is not prohibited from holding the relevant office or position, or in the case of an individual carrying on the regulated activity, by or under an enactment.

- 7.3. In assessing an individual's character for the purposes of paragraph 7.2.1 above, the matters considered must include:
- 7.3.1. whether the person has been convicted in the United Kingdom of any offence or been convicted elsewhere of any offence which, if committed in any part of the United Kingdom, would constitute an offence; and
  - 7.3.2. whether the person has been erased, removed or struck-off a register of professionals maintained by a regulator of health care or social work professionals.
- 7.4. In the event that a Director no longer meets the requirements set out in this paragraph 7, the Trust shall:
- 7.4.1. take such action as is necessary and proportionate to ensure that the office or position in question is held by an individual who meets such requirements; and
  - 7.4.2. if the individual is a health care professional, social worker or other professional registered with a health care or social care regulator, inform NHS Improvement.

## 8. Dealing with Information

### Data Protection and Freedom of Information

- 8.1. Directors shall comply with principles and rules of the Data Protection Act 1998, and the General Data Protection Regulation from May 2018.
- 8.2. Directors acknowledge that the Trust is subject to legal duties under the Freedom of Information Act 2000 (the "FOIA"), and shall comply with the Trust Publication Scheme and forward any Request for Information requests (as defined in the FOIA) to the Freedom of Information Officer as soon as practicable. Where a Director receives a Request for Information request he shall not reply to this request without forwarding the request to the Freedom of Information Officer and obtaining their advice.

### Confidentiality

- 8.3. Confidential information is any information as defined in the Trust Publication Scheme which is obtained by a Director by virtue of their role as a Director ("**Confidential Information**"). Information can be in written form or other permanent form, electronic form or provided orally.
- 8.4. The Director shall:
- 8.4.1. hold such Confidential Information in strictest confidence;
  - 8.4.2. permit access to such Confidential Information only to a third party who reasonably would need to know such Confidential Information for carrying out duties for the benefit of the Trust (in keeping with paragraph 8.5 to 8.8 below);
  - 8.4.3. take all reasonable precautions in dealing with such Confidential Information so as to prevent any other third party from having access to it;
  - 8.4.4. use such Confidential Information solely for the purpose of discharging their duties as a Director as set out in the Constitution and this Code; and

- 8.4.5. not take copies of such Confidential Information other than is strictly necessary.
- 8.5. Where a Director is planning to permit access to Confidential Information to a third person in accordance with paragraph 8.4.2 above, other than in the ordinary course of conducting Trust business, he must notify the Chief Executive or Trust Company Secretary.
- 8.6. If requested by the Trust, a Director shall obtain a written undertaking from the third party in favour of the Trust which should state they will abide by the duties of confidentiality established in this Code prior to disclosure.
- 8.7. Whether or not the Trust makes a request under paragraph 8.6 above a Director shall ensure that any third party will observe the same restrictions on the use of the Confidential Information as are contained within this paragraph 8.
- 8.8. Further, prior to the sharing or disclosure of any Confidential Information to any third party as set out in paragraph 8.4.2 above, Directors must inform the third party of the confidential nature of the material and the provisions they must adhere to under this Code.

### **Information Ownership**

- 8.9. Any Confidential Information disclosed shall remain the property of the Trust. Disclosure of any Confidential Information to a Director or by a Director to a third party does not imply or confer any licence or permission on the Director or the third party to use the relevant information for any purpose other than the purpose of fulfilling his or her duties as a Director.

### **Exception**

- 8.10. The obligations of confidentiality do not apply where the Director is required to disclose the Confidential Information by law or court order provided that, to the extent legally permitted, the Director shall where reasonably practicable prior to disclosing the Confidential Information:
- 8.10.1. notify the Trust Company Secretary or Chief Executive of the requirement for disclosure; and
- 8.10.2. assist the Trust in taking reasonable steps to resist, avoid or minimise the disclosure.

## **9. Conflicts of Interest**

- 9.1. The duties that a Director of the Trust has by virtue of being a Director include in particular:
- 9.1.1. a duty to avoid a situation in which the Director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the Trust; and
- 9.1.2. a duty not to accept a benefit from a third party by reason of being a Director or doing (or not doing) anything in that capacity.
- 9.2. The duty referred to in sub-paragraph 9.1.1 is not infringed if:
- 9.2.1. the situation cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- 9.2.2. the matter has been authorised in accordance with the Constitution.

- 9.3. The duty referred to in sub-paragraph 9.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 9.4. In sub-paragraph 9.1.2, “third party” means a person other than:
- 9.4.1. the Trust; or
  - 9.4.2. a person acting on its behalf.
- 9.5. Members of the Board of Directors shall disclose to the Board of Directors the nature and extent of any material interests whether direct or indirect (as defined below) held by a Director, their spouse or partner, which shall be recorded in the register of interests of the Directors. A direct or indirect interest is:
- 9.5.1. any interest (excluding a holding of shares in a company whose shares are listed on any public exchange where the holding is less than 2% of the total shares in issue) or position held by a Director in any firm, company or business which has or is likely to have a trading or commercial relationship with the Trust;
  - 9.5.2. any interest in an organisation providing health and social care services to the national health service;
  - 9.5.3. a position of authority in a charity or voluntary organisation in the field of health and social care;
  - 9.5.4. any connection with any organisation, entity or company considering entering into a financial arrangement with the Trust including but not limited to lenders or banks.
- 9.6. Any Director who has an interest either direct or indirect in a matter to be considered by the Board of Directors (whether because the matter involves a firm, company, business or organisation in which the Director or his/her spouse or partner has a direct or indirect interest or otherwise) shall declare the nature and extent of such interest to the Board of Directors and that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 9.7. If a declaration under this paragraph proves to be, or becomes, inaccurate, incomplete, a further declaration must be made.
- 9.8. Any declaration required by this paragraph must be made before the Trust enters into the transaction or arrangement.
- 9.9. This paragraph does not require a declaration of an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question.
- 9.10. A Director need not declare an interest:
- 9.10.1. if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
  - 9.10.2. if, or to the extent that, the Directors are already aware of it;
  - 9.10.3. if, or to the extent that, it concerns terms of the Director’s appointment that have been or are to be considered:
    - 9.10.3.1. by a Meeting of the Board of Directors; or

- 9.10.3.2. by a committee of the Directors appointed for the purpose under the Constitution.
- 9.11. However, if paragraph 9.13 applies, a Director who is interested in an actual or proposed matter to be considered by the Board of Directors is to be counted as participating in the decision making process for quorum and voting purposes.
- 9.12. A matter shall have been authorised for the purposes of paragraph 9.2.2 if:
- 9.12.1. the Board of Directors by majority disapplies the provision of the Constitution which would otherwise prevent a Director from being counted as participating in the decision-making process;
  - 9.12.2. the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - 9.12.3. the Director's conflict of interest arises from a permitted cause.
  - 9.12.4. For the purposes of this paragraph, the following is a permitted cause:
    - 9.12.4.1. A guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Trust or any of its subsidiaries.
- 9.13. For the purposes of this paragraph, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.
- 9.14. Subject to paragraph 9.16, if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair whose ruling in relation to any Director other than the Chair is to be final and conclusive.
- 9.15. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 9.16. This paragraph does not require a declaration of an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question.
- 9.17. Should an interest in a matter for consideration or decision at a board meeting or board committee meeting affect either all the non-executive Directors or all the executive Directors, the Directors present not affected by the interest will form the quorum for that item.
- 9.18. Failure to declare a conflict of interest could result in dismissal from the Board of Directors. If a Director is in doubt as to whether he has a conflict of interest he shall seek advice from the Trust Company Secretary. It is important that conflicts of interest are addressed and are actioned in the interests of the Trust and all individuals concerned.
- 9.19. Notwithstanding paragraph 9.17 above, if a Director is present at a Meeting of the Board of Directors and has an interest of any sort in any matter which is the subject of consideration, he shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not vote on any question with respect to the matter. If he has declared a pecuniary

interest, he shall not take part in the consideration or discussion of the matter. At the time the interests are declared, they shall be recorded in the meeting minutes. Any changes in interests shall be officially declared at the next relevant meeting following the change occurring. It is the obligation of the Director to inform the Trust Company Secretary in writing of the existence of a pecuniary, personal, family, relevant or material interest. The Trust Company Secretary shall amend the register of interests of the Directors upon receipt of new or amended information as soon as is practical.

9.20. The Bribery Act places specific responsibility on organisations to have in position sufficient and adequate procedures to prevent bribery and corruption taking place. To demonstrate that the Trust has sufficient and adequate procedures in place and to demonstrate openness and transparency, all members are required to comply with these requirements.

9.21. In line with the Gifts, Hospitality and Interests Policy, Directors should declare any outside employment and private practice to ensure that any potential conflicts are identified and managed accordingly. Sponsorship of attendance at meetings, which includes registration fees and the costs of accommodation and travel, both inside and outside the UK should also be declared. Sponsorship of events by appropriate external bodies will only be approved if a reasonable person would conclude that the event will result in clear benefit the organisations and the NHS.

## **10. Meetings of the Board of Directors**

10.1. Directors are expected to attend for the duration of meetings, and ordinary meetings of the Board of Directors shall be held at regular intervals, no less than four (4) times in each Financial Year, at such times and in such places as the Board of Directors may determine from time to time.

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

10.3. The standing orders for the practice and procedure of the Board of Directors are set out in the Trust's Constitution, and paragraph 33 of the Constitution provides further information regarding meetings of the Board of Directors. It is strongly recommended that Directors familiarise themselves with their content.

## **11. Personal Conduct**

11.1. Directors are required to adhere to the highest standard of conduct in the performance of their duties. In respect of their interaction with others, they are required to agree and adhere to the commitments set out in Annex 1 of this Code.

11.2. The Board of Directors of the Trust shall follow the principles set out within the NHS Trust Code of Governance and adhere to the following Seven Principles of Public Life:

### **Selflessness**

11.3. Holders of public office shall take decisions solely in terms of the public interest. They shall not do so in order to gain financial or other material benefits for themselves, their family, or their friends.



### **Integrity**

- 11.4. Holders of public office shall 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**

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

### **Accountability**

- 11.6. Holders of public office are accountable for their decisions and actions to the public and shall submit themselves to whatever scrutiny is appropriate to their office.

### **Openness**

- 11.7. Holders of public office shall be as open as possible about all the decisions and actions they take. They shall give reasons for their decisions and restrict information only when the wider public interest clearly demands.

### **Honesty**

- 11.8. 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.

### **Leadership**

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

## **12. Training and Development**

- 12.1. Training and development are essential for Directors in respect of effective performance of their current role, and Directors shall attend any training session as is reasonably required by the Trust in order to assist their role and functions.

## **13. Non-Compliance with the Code of Conduct**

- 13.1. An alleged breach of the Code by a Director shall be promptly considered. 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 should be considered in conjunction with the terms of the Director's employment.

- 13.3. Non-compliance with this Code may result in the following action:

- 13.3.1. where non-compliance or any misconduct is alleged, the Chair shall be authorised to take such action as may be immediately required, including the exclusion of the person concerned from a meeting so that the allegation can be appropriately



investigated;

- 13.3.2. 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;
  - 13.3.3. the Director may be invited to address the Board of Directors in person if the matter cannot be resolved satisfactorily through correspondence; and
  - 13.3.4. sanctions shall be imposed as deemed by the Board of Directors to be appropriate. 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.
- 13.4. Any 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.
- 13.5. 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.
- 13.6. 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 Chair shall reserve the right to require any Director who (in their opinion), fails to observe the Code to leave any meetings of the Board of Directors.

#### **14. Raising Concerns Regarding Breach or Suspected Breach of this Policy**

- 14.1 Staff who are aware about actual breaches of this policy, or who are concerned that there has been, or may be, a breach, should report these concerns to the Trust Company Secretary, The Guardian Service, Local Counter Fraud Specialist, NHS Counter Fraud Authority, or via their line manager:

Christian Oribio, Trust Company Secretary Email: <a href="mailto:trust.secretary@candi.nhs.uk">trust.secretary@candi.nhs.uk</a> Tel: 020 3317 7139
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The Guardian Service Email: <a href="mailto:contact@theguardianservice.co.uk">contact@theguardianservice.co.uk</a> Tel: 0333 577 2773
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Erin Sims, Local Counter Fraud Specialist Email: <a href="mailto:erin.sims@rsmuk.com">erin.sims@rsmuk.com</a> / <a href="mailto:erin.sims@nhs.net">erin.sims@nhs.net</a> Tel: 07800 617 456
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NHS Counter Fraud Authority (24-hour reporting line)  
Tel: 0800 028 4060  
[www.cfa.nhs.uk/reportfraud](http://www.cfa.nhs.uk/reportfraud)

## **15. Monitoring Effectiveness and Review**

- 15.1 The effectiveness of this policy will be monitored through an annual review of declarations completed by Directors and any concerns raised in relation to their adherence to the Code of Conduct. This will be led by the Trust Company Secretary and may involve, where relevant, collaboration with the Internal Audit and the Local Counter Fraud Service. The Trust may also check the veracity of declarations by reference to information held in the public domain or internally.
- 15.2 This policy will be viewed at least every three years unless an earlier review is required. This will be led by the Trust Company Secretary and will involve a review of legislation and best practice guidance.

**ANNEX 1: Key Commitments**

As a Director of the Trust I agree to adhere to the following commitments:

- 1 I do acknowledge that the Trust is an apolitical organisation;
- 2 I am not an active member of any body or organisation with policies or objectives such that my membership would be likely to cause the Trust to be in breach of its statutory obligations or bring it into disrepute;
- 3 I do understand that my role as Director is to represent the interests and needs of the Trust and the community which it serves. I will not be influenced by my membership of other bodies or areas of personal interest and I will not act as a representative for any such body or interest in my work with the Trust;
- 4 I will be honest and act with integrity and probity at all times;
- 5 I will respect and treat with dignity and fairness, the public, service users, relatives, carers, NHS staff and partners in other agencies;
- 6 I will seek to ensure that my fellow Directors and Governors of the Trust are valued as colleagues and that judgements about colleagues are consistent, fair and unbiased and are properly founded;
- 7 I will accept responsibility for my actions;
- 8 I will show my commitment to working as a team member by working with my colleagues in the NHS and wider community;
- 9 I will seek to ensure that no one is discriminated against because of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion and belief, gender, sexual orientation or any other protected characteristic as set out in law;
- 10 I will, at all times, comply with the Constitution, standing orders of the Board of Directors and the standing financial instructions of the Trust;
- 11 I will respect the confidentiality of the individual service users and comply with the Trust's Information Governance Policy, whilst also taking account of the provisions of the Trust's Raising Concerns policy if applicable;
- 12 I will not make, permit or knowingly allow to be made any untrue or misleading statement relating to my own duties or the functions of the Trust;

- 13** I will seek to ensure that the best interests of the public, service users, carers and staff are considered in decision making and the decisions are not improperly influenced by gifts or inducements;
- 14** I will support and assist the Chief Executive of the Trust in his responsibility to answer to NHS Improvement, 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;
- 15** I will at all times uphold the values of the Trust as set out in Annex 2 of this Code; and
- 16** I will uphold the Seven Principles of Public Life, set out in paragraphs 11.1 – 11.9 of this Code.

## ANNEX 2: Trust Values

<b>C&amp;I's Four Cultural Pillars</b>	
<b>1</b>	<b>We value each other</b> - This involves supporting each other's wellbeing and development
<b>2</b>	<b>We are empowered</b> - This means taking action and responsibility to do what is best for your services and team
<b>3</b>	<b>We keep things simple</b> - This means cutting out bureaucracy when it adds nothing
<b>4</b>	<b>We are connected</b> - This means working collaboratively across services and organisations, rather than in silos

ANNEX 3:

## DIRECTORS' CODE OF CONDUCT DECLARATION

**Confirmation of acknowledgement and acceptance of compliance with the Code of Conduct:**

**Name of Director:** .....

**Address:** .....

.....

.....

**Declaration**

I, ..... (PRINT NAME) agree to abide by the Code of Conduct of Camden and Islington NHS Foundation Trust.

\_\_\_\_\_  
**Director's Signature**

\_\_\_\_\_  
**Counter signed by Trust Company Secretary**

\_\_\_\_\_  
**Job Title**

\_\_\_\_\_  
**Name Printed**

\_\_\_\_\_  
**Date**

\_\_\_\_\_  
**Date**

***Please sign and return this information to the Trust Company Secretary***

The information submitted will be held by Camden and Islington NHS Foundation Trust for personnel or other reasons specified on this form and to comply with the organisation's policies. This information may be held in both manual and electronic form in accordance with the Data Protection Act 2018. Information may be disclosed to third parties in accordance with the Freedom of Information Act 2000 and published in registers that Camden and Islington NHS Foundation Trust holds.

ANNEX 4:

## DIRECTORS' ANNUAL DECLARATION FORM

Director's Name:  Declaration for the Financial Year:

The following declarations must be made annually by all Executive and Non-Executive Directors of the Board for the financial year most recently ending and returned to the Trust Company Secretary in compliance with the Board of Directors' Responsibilities and Code of Conduct.

	Declaration	Initials
<b>1.</b>	<p><b>Fit and Proper Person Declaration regarding Terms and Conditions of Appointment</b></p> <p>In accordance with the terms and conditions of my appointment as a Non-Executive Director or the terms and conditions of my employment as an Executive Director of the Camden and Islington NHS Foundation Trust, having given the matters due consideration, and having read the provisions of the Trust's constitution, and Provider Licence, and The Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 ("The Regulated Activities Regulations") I confirm that:</p> <ul style="list-style-type: none"> <li>• I am not subject to any restrictions which would prevent me from holding the office of director of the Trust, and in particular I am a member of a public or patient constituency of the Trust.</li> <li>• I do not fall within the definition of an "unfit person" as specified in the Trust's Provider Licence;</li> <li>• I satisfy the requirements of Regulation 5(3) of The Regulated Activities Regulations; and</li> <li>• I do not meet any of the criteria for disqualification as a director outlined within the Trust's constitution.</li> </ul>	
<b>2.</b>	<p><b>DBS Status</b></p> <p>I declare that I have not been involved in any event or situation that would have cause for my DBS status to have since my last DBS certificate was issued, and that I continue to be a 'fit and proper person', in accordance with the Regulations.</p>	
<b>3.</b>	<p><b>Declaration of Interest</b></p> <p>In accordance with the Trust's Gifts, Hospitality and Interests Policy, I confirm that my declarations as currently entered in the Trust's Register of Interests are correct and up-to-date. This includes interests of any close associations, and any perceived conflicts even if they are not actual conflicts at this time.</p>	
<b>4.</b>	<p><b>Gifts and Hospitality</b></p> <p>In accordance with the Trust's Gifts, Hospitality and Interests Policy, I confirm that over the past 12 months I have not been offered, accepted or declined any gifts, hospitality or sponsorship that I have not already declared within 28 days of the offer.</p>	

<b>5.</b>	<b>Shareholdings and Ownership Issues</b>	
	In accordance with the Trust's Gifts, Hospitality and Interests Policy, I confirm that over the past 12 months there have been no changes to my ownership of any shareholdings and other ownership interests in any publicly listed, private or not-for-profit company, business, partnership or consultancy which is doing, or might be reasonably expected to do, business with the Trust. This includes ownership and ownership interests by any close associations.	
<b>6.</b>	<b>Time Commitment</b>	
	In accordance with the terms and conditions of my appointment, I declare that there are no new significant commitments that I have not already declared or that have not already been agreed with the Trust Chair in writing.  I declare that there are no other commitments that conflict with my ability to commit the time required for this role and as stated in the terms of my appointment.	
<b>7.</b>	<b>General Declaration of Changes</b>	
	I confirm that all current entries in the Trust's Register of Interests and Register of Gifts & Hospitality are correct and up-to-date, and I declare that I will notify the Trust Company Secretary as soon as reasonably possible if the position changes in relation to any of the above declarations.	

**Confirmation of all above declarations and no outstanding concerns or conflicts:**

<b>Name of Director</b>	<b>Counter signed by Trust Company Secretary</b>
<b>Address</b>	<b>Name Printed</b>
<b>Signature</b>	<b>Date</b>
<b>Date</b>	

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I confirm that the information provided above is complete and correct. I acknowledge that any changes in these declarations must be notified to Camden and Islington NHS Foundation Trust as soon as practicable and no later than 28 days after the change arises. I am aware that if I do not make full, accurate and timely declarations then civil, criminal, internal disciplinary, or professional regulatory action may result.