

**COUNCIL OF GOVERNORS’
RESPONSIBILITIES AND CODE OF CONDUCT**
SEPTEMBER 2015

COUNCIL OF GOVERNORS' RESPONSIBILITIES AND CODE OF CONDUCT

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:

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

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

Appointed Governors means those Governors appointed by the appointing organisations.

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

the **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.

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

the **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.

Elected Governors means those Governors elected by the Public Constituency, the Service Users' Constituency (which includes Service Users and Service User Carers) and the Staff Constituency.

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 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 Council of Governors means a duly convened meeting of the Council of Governors.

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

Partnership Organisation means a partnership organisation for the purposes of Schedule 7 paragraph 9(7) of the 2006 Act.

Public Constituency means those who live in an area specified in Annex 1 of the Constitution as an area for any public constituency of the Trust as constituted in accordance with paragraph 7.2 of the Constitution.

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

Trust 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.

Service Users' Constituency means those who are referred to collectively as the service users' constituency, as constituted in accordance with paragraph 10.1 of the Constitution.

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.

Staff Constituency means those individuals who come within paragraph 8.1 of the Constitution and who are referred to collectively as the staff constituency, in accordance with paragraph 9.2 of the Constitution.

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

1 INTRODUCTION

- 1.1 The Trust is governed by the 2006 Act, the 2012 Act and its Constitution (the "**Regulatory Framework**"). The Regulatory Framework gives the Council of Governors various statutory roles and responsibilities. As the roles and responsibilities contained in the 2006 Act and the 2012 Act are legal, they are therefore mandatory. Members of the Council of Governors should therefore be familiar with the provisions of the Regulatory Framework to ensure they are aware of what it means to be a Governor of the Trust. Governors are required to act at all times in accordance with the Regulatory Framework and this Code of Conduct (the "**Code**").
- 1.2 Members of the Council of Governors are also required to adhere to any applicable guidance, including, but not limited to:
- 1.2.1 The NHS Foundation Trust Code of Governance ;
 - 1.2.2 Your Statutory duties: A Reference Guide for NHS foundation trust governors; and
 - 1.2.3 Your duties: a brief guide for NHS foundation trust governors.
- 1.3 Members of the Council of Governors should also adhere to other relevant Trust Policies. References in the policies to "staff" are to be taken as references to "Governors". Particular attention should be paid to the policies for Governors published on the Trust's website and provided in the Governors induction handbook although the provisions of this Code are to take precedence.
- 1.4 A copy of the documents listed at paragraph 1.2.1 to paragraph 1.2.3 and any other Trust Policies are available upon request to the Trust Secretary. Where there is a conflict between this Code and the documents listed at paragraph 1.2.1 to paragraph 1.2.3, or any other Trust Policy, this Code is to take precedence for Governors.

2 COMPOSITION

- 2.1 The Trust shall have a Council of Governors. It shall consist of both Elected Governors and Appointed Governors as set out in the Trust's Constitution.
- 2.2 The Council of Governors shall at all times be constituted so that more than half the Council of Governors shall consist of Governors who are elected by members of the Public Constituency and the Service Users' Constituency.

3 QUALIFICATION AND DISQUALIFICATION FROM OFFICE

- 3.1 Governors must continue to comply with the qualifications required to hold office throughout the period of their tenure as detailed within the Constitution. The Trust Secretary should be advised of any changes in circumstances which disqualify any Governor from continuing in office. Governors are required to pay particular attention to the disqualification provisions detailed within paragraph 17 (Council of Governors – disqualification and removal) of the Constitution and paragraph 1 of Annex 6 of the Constitution.
- 3.2 A Governor may resign from office at any time during the term of that office by giving notice in writing to the Trust Secretary.
- 3.3 All Governors are expected to understand, agree and promote the Trust's Equality and Diversity Policy (a copy of which shall be provided to all Governors), in every aspect of their work.
- 3.4 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 removal from the Council of Governors. The interests of the Council of Governors, and therefore the Trust as a whole should not be compromised by the interests of individual Governors.

4 GENERAL OBJECTIVES

4.1 The Trust shall seek to ensure, subject to the requirements of the 2006 Act (as amended by the 2012 Act), that the composition of the Council of Governors meets the following objectives:

4.1.1 the interests of the community served by the Trust are appropriately represented and the Trust values (set out in Annex 2 of this Code) are upheld; and

4.1.2 the level of representation of the Public Constituency, the Staff Constituency, the Service Users' Constituency, the Appointed Governors and Partnership Organisations strikes an appropriate balance having regard to their legitimate interest in the Trust's affairs and, to this end, the Council of Governors:

- (a) shall at all times maintain a policy for the composition of the Council of Governors;
- (b) shall from time to time, and not less than every three (3) years, review the policy for the composition of the Council of Governors;
- (c) when appropriate, shall propose amendments to the Constitution;
- (d) shall provide to the members relevant information concerning the performance and forward plan of the Trust;
- (e) shall act as an ambassador for the Trust at all times and act as guardians for the members by ensuring that the Trust acts in accordance with the Regulatory Framework; and
- (f) [shall act in an advisory capacity to the Board of Directors concerning the wishes of the members and the wider community and when the Directors have to make challenging or difficult decisions (including those that affect the strategic direction of the Trust).

- 4.2 The Governors as part of their objectives should also:
- 4.2.1 represent the interests of all the Trust's members, including stakeholder organisations within the local community, in the performance, governance and activities of the Trust;
 - 4.2.2 provide, as reasonably practicable and with support from the Trust, a link between local communities and the Board of Directors. The Governors will be expected to secure engagement with local communities to ensure a strong link between the views, needs and aspirations of those communities served by the Trust and the decisions made by the Board of Directors about services and how these may be delivered; and
 - 4.2.3 work collectively as a Council of Governors.

5 GENERAL OBLIGATIONS: CONDUCT OF GOVERNORS

- 5.1 This Code outlines the appropriate conduct for Governors 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 Governors, particularly those who are newly elected or appointed and should be read in conjunction with the Regulatory Framework.
- 5.2 As member representatives dealing with difficult and confidential issues, Governors are required to act with discretion and care in the performance of their roles. Governors are required to maintain confidentiality at all times with regard to any information gained via their involvement in the Trust (see paragraph 9 (Confidentiality) below).
- 5.3 This Code seeks to expand on and complement the Constitution of the Trust, copies of which will be provided to all Governors. The Constitution is the governance framework which details the way in which the Trust operates. It outlines the qualification and disqualification criteria for Governors together with detailing their roles and responsibilities and it is strongly recommended that Governors familiarise themselves with its content.

- 5.4 Governors (once elected or appointed) shall be required by the Chair to sign a declaration to confirm that they shall comply with the Code in all respects. A copy of the declaration is attached at Annex 3 of this Code.
- 5.5 All newly elected or appointed Governors are required to attend the Trust and complete a DBS checking form within one calendar month of their election/appointment.
- 5.6 Governors shall be required by the Chair to sign an annual declaration to confirm that there have been no changes to any declared interests, and that there has been no event or situation that would have cause for a change to their DBS status. A copy of this declaration is attached at Annex 4 of this Code.

6 ROLES AND RESPONSIBILITIES: GENERAL OVERVIEW

- 6.1 The roles and responsibilities of the Governors are set out below and should be considered alongside the limitations imposed on the Council of Governors set out in paragraph 7 (Limitations imposed on the Council of Governors) below:
- 6.2 Notwithstanding any statutory responsibilities and obligations imposed by Monitor, the general responsibilities of the Council of Governors shall be to:
 - 6.2.1 to hold the non-executive Directors individually and collectively to account for the performance of the Board of Directors; and
 - 6.2.2 to represent the interests of the members of the Trust as a whole and the interests of the public.
- 6.3 The Trust must take steps to secure that the Governors are equipped with the skills and knowledge they require in their capacity as such.
- 6.4 Additional general responsibilities of the Council of Governors are to:
 - 6.4.1 engage in dialogue with and provide advice to the Board of Directors with regard to the Trust's future vision and strategy and act as a source of ideas about how the Trust can provide its services in ways that meet the needs of the community it serves;

- 6.4.2 review annually the extent to which the Trust is meeting its objective of delivering high quality services; and
- 6.4.3 work with the Board of Directors on such other matters for the benefit of the Trust as may be agreed between them.
- 6.5 The specific rights and duties of the Council of Governors include, but are not limited to:
 - 6.5.1 appoint or remove the Chair and the other non-executive Directors of the Trust. The removal of any non-executive Director shall require the approval of three-quarters of the members of the Council of Governors;
 - 6.5.2 appoint one (1) of the non-executive Directors as a deputy Chair;
 - 6.5.3 appoint one (1) of the non-executive Directors (who may be the same person appointed as deputy Chair) as senior independent Director;
 - 6.5.4 approve the appointment of the Chief Executive of the Trust by non-executive Directors;
 - 6.5.5 decide the remuneration and allowances, and the other terms and conditions of office of the Chair and the other non-executive Directors;
 - 6.5.6 appoint or remove the Trust's auditor;
 - 6.5.7 receive and consider the Trust's annual accounts, any auditor's reports on those annual accounts and the annual report from the Board of Directors;
 - 6.5.8 where a forward plan contains a proposal that the Trust carry on an activity other than the provision of goods and services for the purposes of the health service in England, the Governors must determine whether they are satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the Trust of its principal purpose or the performance of its other functions, and notify the Directors of the Trust if its determination;

- 6.5.9 to be consulted by the Board of Directors regarding the information to be given to Monitor as to the Trust's forward planning in respect of each Financial Year and to give their views to the Board of Directors on any document containing such information which is to be given to Monitor;
- 6.5.10 approve any amendments made to the Constitution. Approval shall require half of the Council of Governors present and voting at a general Meeting of the Council of Governors;
- 6.5.11 approve the Trust entering into a significant transaction as defined by the Constitution. Approval shall require more than half of the Council of Governors present and voting at a general Meeting of the Council of Governors;
- 6.5.12 approve the Trust entering into a merger, acquisition, separation or dissolution. Approval shall require more than half of the members of the Council of Governors;
- 6.5.13 to undertake such functions as the Board of Directors shall from time to time reasonably request;
- 6.5.14 to prepare and from time to time review the Trust's policy for the composition of the Council of Governors and of the Trust, subject to any contrary provisions of the 2006 Act;
- 6.5.15 to remove a Governor from the Council of Governors by a resolution approved by not less than three-quarters of the remaining Governors present and voting on the grounds contained in paragraph 1.4 of Annex 6 of the Constitution;
- 6.5.16 to approve the appointment of the next highest polling unelected candidate for a constituency in the event of a vacancy in the Council of Governors, in accordance with paragraph 2.1 of Annex 6 of the Constitution; and
- 6.5.17 at a general meeting or otherwise give the views of the Council of Governors to the Directors for the purposes of the preparation, by the Directors, of the forward plan in respect of each Financial Year to be given to Monitor.

- 6.6 The Governors also have the specific role and function of:
- 6.6.1 providing views to the Board of Directors on the strategic direction of the Trust and targets for the Trust's performance and in monitoring the Trust's performance in terms of achieving those strategic aims and targets which have been set;
 - 6.6.2 developing and recruiting a representative membership; and
 - 6.6.3 representing the interests of the members.
- 6.7 notwithstanding the provisions of paragraphs 6.1 to 6.6 above, the Governors may exercise other functions at the request of the Board of Directors.
- 6.8 The Governors' main function therefore is to advise the Board of Directors to ensure the Trust acts in a way which is consistent with its objectives.
- 6.9 Governors shall bring their own individual skills and knowledge to bear in the exercise of these functions and shall, in their stewardship of the Trust's affairs, bring an appropriate perspective of the constituency or organisation by which they were elected or appointed, and act collectively and not in pursuit of sectional or personal interests.
- 6.10 Members of the Council of Governors of the Trust shall be required to confirm their commitment to:
- 6.10.1 actively supporting the agreed vision and aims of the Trust in developing a successful NHS foundation trust;
 - 6.10.2 acting in the best interests of the Trust at all times;
 - 6.10.3 contributing to the work of the Council of Governors in order for it to fulfil its role and objectives as outlined in the Constitution of the Trust;
 - 6.10.4 recognising that the Council of Governors exercises collective decision-making on behalf of local people, stakeholders and staff;
 - 6.10.5 acknowledging that, other than when attending meetings and events as Governors, Governors have no rights or privileges over and above those of any other member of the Trust;

- 6.10.6 valuing and respecting Governor colleagues, the Directors of the Trust and all members of staff that come into contact with Governors;
- 6.10.7 respecting the confidentiality of the information received in their role as Governors and acting with integrity and objectivity, and in the best interests of the Trust, without any expectation of personal benefit;
- 6.10.8 attending meetings of the Council of Governors and any committees, sub-committees or joint committees of which they are members, and any required training events on a regular basis in order to carry out the role of Governor;
- 6.10.9 conducting themselves in a manner that reflects positively on the Trust, and acting as ambassadors for the Trust; and
- 6.10.10 abiding by the Trust's policies and procedures.

7 LIMITATIONS IMPOSED ON THE COUNCIL OF GOVERNORS

- 7.1 Governors shall accept that:
 - 7.1.1 the powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust. These powers are subject to restrictions contained in the Constitution, the 2006 Act , the 2012 Act and the provider licence; and
 - 7.1.2 the Council of Governors are not responsible for the day to day management of the Trust, nor may they take decisions about the commitment or use of Trust resources (financial or otherwise).

Dealing with Information

8 DATA PROTECTION AND FREEDOM OF INFORMATION

- 8.1 Governors shall comply with principles and rules of the Data Protection Act 1998.
- 8.2 Governors shall comply with the Trust Publication Scheme and forward any Freedom of Information requests to the Freedom of Information Officer as soon as practicable. Where a Governor receives a Freedom of Information request he shall not reply to this request without forwarding the request to the Freedom of Information Officer and obtaining their advice.
- 8.3 If a Governor has any doubt as to whether information is Confidential Information, as a starting point he or she should consider that it is confidential and discuss this with the Trust Secretary.
- 8.4 If Governors fail to comply with the provisions of paragraph 8.1 above and/or paragraph 9 below, they will no longer be entitled to the indemnity set out at paragraphs 50.1 to 50.2 of the Constitution. For the avoidance of doubt, Governors will not be required to meet out of their personal resources any personal civil or criminal liability which is incurred in the execution of their functions, save where they have acted recklessly, in accordance with paragraph 50.1 to 50.2 of the Constitution (Indemnity).

9 CONFIDENTIALITY

- 9.1 Confidential Information is information of whatever nature which is obtained by a Governor by virtue of their role as a Governor. Information can be in written form or other permanent form, electronic form or provided orally.
- 9.2 The Governor shall:
- 9.2.1 hold such Confidential Information in strictest confidence;
- 9.2.2 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 9.3 to 9.6 below);

- 9.2.3 take all reasonable precautions in dealing with such Confidential Information so as to prevent any third party from having access to it;
- 9.2.4 use such Confidential Information solely for the purpose of discharging their duties as a Governor as set out in the Regulatory Framework and the Code; and
- 9.2.5 not take copies of such Confidential Information other than is strictly necessary.
- 9.3 Where a Governor is planning to permit access to Confidential Information to a third person in accordance with paragraph 9.2.2 above, other than in the ordinary course of conducting Trust business, he must notify the Trust Secretary.
- 9.4 If requested by the Trust, a Governor 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.
- 9.5 Whether or not the Trust makes a request under paragraph 9.4 above, a Governor shall ensure that any third party will observe the same restrictions on the use of the Confidential Information as are contained within this paragraph 9.
- 9.6 Further, prior to the sharing or disclosure of any Confidential Information to any third party as set out in paragraph 9.2.2 above, Governors must inform the third party of the confidential nature of the material and the provisions they must adhere to under this Code.

Information Ownership

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

Exception

9.8 The obligations of confidentiality do not apply where the Governor is required to disclose the Confidential Information by law or court order provided that, to the extent legally permitted, the Governor shall prior to disclosing the Confidential information:

9.8.1 notify the Trust Secretary of the requirement for disclosure; and

9.8.2 assist the Trust in taking reasonable steps to resist, avoid or minimise the disclosure.

10 CONFLICTS OF INTEREST

10.1 Governors shall act with the utmost integrity and objectivity and in the best interests of the Trust in performing their duties. They shall not use their position for personal advantage or seek to gain preferential treatment. Any Governor who has:

10.1.1 any pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any contract, proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, or which otherwise concerns the Trust; or

10.1.2 any interest which is relevant and material to the business of the Trust as set out in paragraphs 22 and paragraph 7 of Annex 7 of the Constitution (Council of Governors – conflicts of interest of Governors) shall disclose that interest in the prescribed form, to the members of the Council of Governors and the Trust Secretary at the time of the Governor's election or appointment or as soon thereafter as the interest arises. The Trust Secretary shall record this in the register of interests of the members of the Council of Governors.

10.2 Failure to declare a conflict of interest could result in dismissal from the Council of Governors. If a Governor is in doubt as to whether he has a conflict of interest he shall seek advice from the Trust Secretary. It is important that conflicts of interest are addressed and are actioned in the interests of the Trust and all individuals concerned.

10.3 Notwithstanding paragraph 10.2 above, if a Governor is present at a Meeting of the Council of Governors 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 withdraw from the meeting and play no part in the relevant discussion or decision, and shall not vote on the issue (and if by inadvertence they do remain and vote, their vote shall not be counted). At the time the interests are declared, they should 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 Governor to inform the Trust Secretary in writing of the existence of a pecuniary, personal, family, relevant or material interest. The Trust Secretary shall amend the register of interests of the members of the Council of Governors upon receipt of new or amended information as soon as is practical.

11 MEETINGS OF THE COUNCIL OF GOVERNORS

- 11.1 The Council of Governors shall meet at least four (4) times per year. At a general meeting the Council of Governors shall receive and consider the annual accounts and any report of the auditor on them, and the Board of Directors shall present to the Council of Governors the annual report.
- 11.2 Governors have a responsibility to attend meetings of the Council of Governors. When this is not possible they shall, so far as reasonably practicable, submit an apology to the Trust Secretary in advance of the meeting.
- 11.3 Absence from three (3) consecutive meetings of the Council of Governors without good reason established to the satisfaction of the members of the Council of Governors is a ground for disqualification.
- 11.4 Governors are required to participate in an induction programme and any subsequent training programmes offered by the Trust for Governors as set out in paragraph 14 (Training and Development) below.
- 11.5 Governors are expected to attend for the duration of meetings.
- 11.6 Governors are expected to attend meetings of those committees, sub-committees and joint committees of which they are members.

12 PERSONAL CONDUCT

12.1 Governors 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 to this Code.

12.2 The Council of Governors shall follow the principles set out within the NHS Trust Code of Governance and adhere to the following the Seven Principles of Public Life:

Selflessness

12.3 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

12.4 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

12.5 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

12.6 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

12.7 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

- 12.8 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

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

13 GOVERNOR ACCOUNTABILITY

- 13.1 Governors are accountable to the members of the Trust and shall demonstrate this by their communication (or in the case of partnership governors, with the relevant Partnership Organisation) with their electorate in order to best understand their views.

14 TRAINING AND DEVELOPMENT

- 14.1 Training and development are essential for Governors in respect of effective performance of their current roles and Governors shall attend any training session as reasonably required by the Trust in order to assist their roles and functions.

15 REIMBURSEMENT OF EXPENSES

- 15.1 Governors shall not receive payment for their roles, however they may receive reimbursement for travelling and other costs and expenses incurred and evidenced by receipts where appropriate, at such rates as the Board of Directors decides from time to time in its absolute discretion.

16 VISITS TO TRUST PREMISES

- 16.1 On such occasions as it is considered necessary for Governors to visit Trust premises in a formal capacity (as opposed to visiting Trust premises in a personal capacity i.e. to visit service users or as a service user themselves), requests to do so shall be forwarded to the Trust Secretary with clear reasoning behind the request outlined. Where such a request is approved, the Trust Secretary will make the necessary arrangements.

17 NON-COMPLIANCE WITH THE CODE OF CONDUCT

- 17.1 An alleged breach of the Code by a Governor shall be promptly investigated.
- 17.2 Non-compliance with this Code may result in the following action:
- 17.2.1 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 Governor concerned from a meeting so that the allegation can be investigated in accordance with Annex 5 of this Code;
- 17.2.2 where non-compliance or any misconduct is alleged, it shall be open to the Council of Governors to decide, by three-quarters majority of the members of the Council of Governors present and voting, to lay a formal charge of non-compliance or misconduct;
- 17.2.3 the Governor concerned 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;
- 17.2.4 the Governor concerned may be invited to address the Council of Governors in person if the matter cannot be resolved satisfactorily through correspondence;
- 17.2.5 the Governors, by three-quarters majority of the Council of Governors present and voting, can decide whether to uphold the charge of non-compliance or misconduct detrimental to the Trust; and
- 17.2.6 the Governors can impose such sanctions as they deem appropriate. Such sanctions may range from the issuing of a written warning as to the Governor's future conduct and consequences, non-payment of expenses, suspension and/or removal of the Governor from office.
- 17.3 Any investigation into alleged misconduct on the part of a Governor shall be reasonable, fair and impartial. Where possible, those undertaking the investigation should not be linked to the Governor in question.

- 17.4 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 accepted. The Chair reserves the right to ask any Governor who (in his opinion), fails to observe the Code to leave any Meeting of the Council of Governors.

ANNEX 1: Key Commitments

I acknowledge that the Trust is an apolitical organisation;

1. If I am a member of any trade union, political party or other organisation, I recognise that, should I be elected or appointed, I shall not be representing those organisations (or the views of those organisations) but shall be representing the constituency (public , service user, or staff) that elected me, or the organisation that appointed me;
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 to bring it into disrepute;
3. I understand that my role as Governor is to represent the interests and needs of the Trust and the community which it serves and that I should not be influenced by my membership of other bodies or areas of personal interest and that I shall 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 not seek to profit from my position as a Governor;
6. I will respect and treat with dignity and fairness, the public, patients, relatives, carers, fellow governors, NHS staff and partners in other agencies;
7. I will seek to ensure that my fellow Governors and Directors of the Trust are valued as colleagues and that judgements about colleagues are consistent, fair and unbiased and are properly founded;
8. I will accept responsibility for my actions;
9. I will show my commitment to working as a team member by working collectively with my fellow governors, my colleagues in the NHS and wider community;

10. I will share collective responsibility for all Council decisions regardless of personal opinion.
11. I will seek to ensure that the membership of the constituency I represent or the organisation that appointed me is properly informed;
12. I will seek to ensure that no one is discriminated against because of their age, disability, marriage and civil partnership, pregnancy and maternity, race, religion and belief, gender, sexual orientation, gender reassignment;
13. I will at all times comply with the Constitution and the standing orders for the Council of Governors;
14. I will respect the confidentiality of the individual service users and comply with the Information Governance Policy and any other relevant policies whilst also taking account of the provisions of the Trust's Raising Concerns Policy if applicable;
15. 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;
16. I will seek to ensure that the best interests of the public, service users, carers and staff are upheld in decision making and the decisions are not improperly influenced by gifts or inducements;
17. I will support and assist the Chief Executive of the Trust in his responsibility to answer to Monitor, commissioners and the public in terms of fully and faithfully declaring and explaining the use of resources and the performance of the total NHS in putting national policy into practice and delivering targets;
18. I will not make any public statement on behalf of the Trust or in my capacity as a Governor without the consent of the Chair;
19. I will at all times uphold the principles and values of the Trust as set out in the Constitution and Annex 2 of this Code; and
20. I will uphold the Seven Principles of Public Life, as set out in paragraph 12.3 - 12.9 of this Code.

- 21.** I will have due regard for the role of the Trust Chair and the Chair of other meetings I attend in my capacity as a Governor. This includes giving apologies for non-attendance or lateness and showing mutual respect to all those in attendance.

ANNEX 2: Trust Values



ANNEX 3: Declaration

Camden & Islington NHS Foundation Trust
Council of Governors Code of Conduct

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

Name of Governor.....

Address

.....

.....

Camden & Islington NHS Foundation Trust

Council of Governors Code of Conduct

Declaration

I, (Print name) agree to abide by the Code of Conduct of the Camden & Islington NHS Foundation Trust

Signature

Date.....

Please sign and return this information to the Trust Secretary

ANNEX 4: Governor's Annual Confirmation Declaration

Camden & Islington NHS Foundation Trust

Council of Governors Annual Confirmation

Declaration

I confirm that in the last 12 months:

- there have been no changes to my declared interests, other than those already notified to the Board Office and published in the Council of Governors Register of Interests;
- I have not received any gifts or hospitality, other than those already declared to the Board office in line with the Trust's Gifts and Hospitality Policy;
- I have completed the DBS certification process and the details on my most recent certificate remain up to date.
- that the details I have provided to the Trust remain correct and that, to the best of my knowledge and belief; I remain an eligible member of the constituency that I was elected to represent; and I am not otherwise disqualified from membership of the Trust or prevented from being a Foundation Trust Governor under paragraph 8 of Schedule 7 to the National Health Service Act 2006. **(Elected Governors only)**

Signature:

Name of Governor:

Address:

.....

.....

.....

Date:

Please sign and return this information to the Trust Secretary



ANNEX 5: Non-Compliance of the Code Requiring an Investigation

The Trust Chair reserves the right to refer a matter of misconduct or serious breach of this Code directly to the Council of Governors for a determination.

Any investigation into alleged misconduct on the part of a Governor shall be reasonable, fair and impartial. Where possible, those undertaking the investigation should not be linked to the Governor in question.

Summary of Investigation Process

