



Code of conduct for trust board members

1. Introduction

- 1.1 High standards of corporate and personal conduct are an essential component of public service. The purpose of this code is to provide clear guidance of the standards of conduct and behaviour expected of all directors.
- 1.2 This code of conduct applies to all voting members of the trust board, namely the chairman, non-executive and group executive directors and other directors who participate in Board meetings. These are all referred to as directors. These standards also apply to the local hospital leadership teams and will apply to the directors of any wholly owned subsidiary of the Royal Free London group.
- 1.3 This code, together with the NHS constitution, forms part of the framework designed to promote the highest possible standards of conduct and behaviour within the trust. The code is designed to operate in conjunction with the NHS Improvement code of governance, the trust's constitution and standing orders and other relevant codes of practice.
- 1.4 This code is complementary to the trust's world class care values: consistently welcoming, respectful, communicating, reassuring.
- 1.5 Directors are responsible for complying with the provisions of this code whenever they conduct business of the trust or act as its representative.

2. Principles of public life and public service values

- 2.1 In 1995, the Committee on Standards in Public Life (the Nolan Committee) identified three public service values and seven principles of conduct underpinning public life "for the benefit of those who serve the public in any way". These are as follows:
- 2.2 There are three crucial public service values that underpin the work of the trust.
 - *Accountability* – everything done by the trust must be able to stand the test of external scrutiny, public judgements on propriety and professional codes of conduct.
 - *Probity* – there should be an absolute standard of honesty in dealing with the assets of the trust; integrity should be the hallmark of all personal conduct in decisions affecting patients, staff and others, and in the use of information acquired in the course of NHS duties.
 - *Openness*- there should be sufficient transparency about the activities of the trust to promote confidence in the organisation, by its key stakeholders and the public.

- 2.3 These three public service values are underpinned by seven principles of public life applied to members of the trust board, as holders of public office:
- *Selflessness*
Directors should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.
 - *Integrity*
The trust board and its individual directors should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of official duties.
 - *Objectivity*
In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards or benefits, the trust board should make choices on merit.
 - *Accountability*
The trust board is accountable for its decisions and actions to the public and must submit itself to whatever scrutiny is appropriate.
 - *Openness*
The trust board should be as open as possible about all the decisions and actions that it takes. The board should give reasons for its decisions and only restrict information when the wider public interest clearly demands.
 - *Honesty*
Directors 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*
Directors should promote and support these principles by leadership and example.

3. **General principles**

- 3.1 Public sector values matter in the trust and directors have a duty to conduct trust business with probity. They have a responsibility to respond to staff, patients and their families, and other stakeholders impartially, to achieve value for money from the public funds with which they are entrusted and to demonstrate high ethical standards of personal conduct.
- 3.2 The success of this code depends on a vigorous and visible example from the trust board and the consequential behaviour of all those who work within the organisation. The trust board therefore undertakes to set an example in the conduct of its business and to promote the highest corporate standards of conduct. The trust board will lead in ensuring that the provisions of the NHS constitution, the standing orders, financial standing instructions and accompanying scheme of delegation, conform to best practice and serve to enhance standards of conduct. The trust board expects that this code will inform and govern the decisions and conduct of all directors.

- 3.3 The board has confirmed its commitment to compliance with the Bribery Act and to ensure that all staff are aware of their responsibilities in relation to the prevention of bribery and corruption and that the risk of trust exposure to acts of bribery is mitigated. Directors must ensure that they are aware of the implications of the Bribery Act 2010, and of its underpinning principles, and will support related initiatives.

4. Public service values in management

- 4.1 The trust board will ensure that public service values guide the organisation in achieving its results. The trust board has a duty to ensure that public funds are properly safeguarded and that at all times the board conducts its business as efficiently and effectively as possible. Proper stewardship of public monies requires value for money to be high on the agenda for the trust board.
- 4.2 Accounting, tendering and employment practices will reflect the highest professional standards. Public statements and reports by the trust board will be clear, comprehensive, understandable and balanced, and fully represent the facts. Annual and other key reports will be issued in good time to all stakeholders 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.
- 4.3 The trust board will maintain a sound system of internal control and establish formal and transparent arrangements for considering how they should apply the financial reporting and internal control principles and for maintaining an appropriate relationship with all its stakeholders.

5. Declaration of interest and conflicts of interest

- 5.1 Directors will act impartially and will not be influenced by social, family or business relationships. They will not use their public position to further their private interest.
- 5.2 Directors have a statutory duty to avoid a situation in which they have (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the trust. Directors have a further statutory 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. Directors must make a declaration of interests in accordance with the trust's conflicts of interests policy on appointment, as changes arise and annually. These will be formally recorded in the minutes of the trust board and entered into a register, which is published on the trust's website. Failure to register a relevant interest in a timely manner may constitute a breach of this code.
- 5.3 If directors acquire any relevant interest subsequent to their appointment, they must declare this at the next board meeting so that it is formally recorded in the minutes, and entered into the register.
- 5.4 Declaration of interests is a standing item at the beginning of every meeting of the trust board or its committees, to ensure that any change in interests is declared and that board or committee members declare any interest they have that is relevant to a matter on the agenda. Their subsequent participation at the meeting will be at the chair's discretion.

6. **Hospitality and other expenditure**

- 6.1 Directors will set an example to the trust in the use of public funds and the need for good value in incurring public expenditure. All expenditure on these items should be capable of justification as reasonable in the light of general practice in the public sector.
- 6.2 The trust board is conscious of the fact that expenditure on hospitality or entertainment is the responsibility of management and is open to be challenged by the internal and external auditors and that ill-considered actions can damage respect for the organisation in the eyes of the immediate community and its wider stakeholders.
- 6.3 The trust has adopted a conflict of interests policy, which covers gifts and hospitality, and which will be followed at all times by directors and all employees. Directors must not accept gifts or hospitality other than in compliance with this policy and must make disclosures in accordance it. Advice on the acceptance of gifts and hospitality should be sought from the Director of corporate affairs and communications trust secretary
- 6.4 The board should also take cognisance of the trust's Fraud, Corruption and Bribery Policy and is legally bound by the Bribery Act 2010, under which it is an offence for employees to pay or receive bribes.

7. **Relations with suppliers**

- 7.1 The conflict of interests policy includes provisions relating to the declaration of hospitality and sponsorship offered by, for example, suppliers. Their authorisation must be carefully considered and the decision recorded. The trust board should be aware of the risks of incurring obligations to suppliers at any stage of a contracting relationship. Suppliers will be selected on the basis of quality, suitability, reliability and value for money.

8. **Fit and proper person**

- 8.1 All directors are required to comply with Care Quality Commission Regulation 5: fit and proper persons: directors. Directors must certify on appointment, and each year within the appraisal process, that they are/remain a fit and proper person. If circumstances change so that a director can no longer be regarded as a fit and proper person or if it comes to light that a director is not a fit and proper person, they are suspended from being a director with immediate effect pending confirmation and any appeal. Where it is confirmed that a director is no longer a fit and proper person, their board membership is terminated.

9. **Personal conduct**

- 9.1 Directors must conduct themselves in a manner which maintains the integrity of the organisation and its standing in the NHS and the wider community.

Specifically directors 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 and promote equal opportunities and social inclusion;
- be honest and act with integrity and probity;
- contribute to the workings of the board in order for it to fulfil its role and functions;
- recognise that the board is collectively responsible for the exercise of its powers and the performance of the trust;
- raise concerns and provide appropriate challenge regarding the running of the trust or a proposed action where appropriate;
- recognise the differing roles of the chair, 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 hold the non-executive directors individually and collectively to account for the performance of the board;
- represent the interests of the trust's members, public and partner organisations in the governance and performance of the trust; and to have regard to the views of the council of governors;
- not use their position for personal advantage or seek to gain preferential treatment; nor seek improperly to confer an advantage or disadvantage on any other person; and
- accept responsibility for their performance, learning and development.

10. **Openness and public responsibilities**

- 10.1 The trust board will make its decisions in public unless there is a justifiable and properly documented reason for not doing so.
- 10.2 The needs of the population that the trust serves and the resulting provision of services are subject to constant change. The trust board will be open with the public, patients and staff as the need for change emerges. Major changes will be consulted upon before decisions are reached in accordance with statute, guidelines and best practice. Clear and understandable information supporting those decisions will be made available and positive responses will be given to reasonable requests for information.
- 10.3 The trust will act in a socially responsible and inclusive manner. The trust board will forge an open relationship with the communities it serves. The trust board will actively involve staff, the council of governors and other key stakeholders and partners in setting out a vision for the organisation, which demonstrates concern for the wider health of the population and best use of public resources allocated to the trust. The trust will work in partnership and co-operate with local and national bodies to support the delivery of safe, high quality care.

11. **Confidentiality and access to information**

- 11.1 Directors must comply with the trust's confidentiality policies and procedures. Directors must not disclose any confidential information, except in specified lawful circumstances.

- 11.2 Information on decisions made by the trust board and information supporting those decisions should be made available in a way that is understandable. Positive responses should be given to reasonable requests for information and in accordance with the Freedom of Information Act 2000 and other applicable legislation, and directors must not seek to prevent a person from gaining access to information to which they are legally entitled.
- 11.3 The trust has adopted policies and procedures to protect confidentiality of personal information and to ensure compliance with the Data Protection Act (now replaced by the General Data Protection Regulation - GDPR), the Freedom of Information Act and other relevant legislation which will be followed at all times by the trust board.
- 11.4 Nothing said in this code precludes directors from making a protected disclosure within the meaning of the Public Disclosure Act 1998.
- 12. Raising matters of concern – “speaking up” or “whistle-blowing”**
- 12.1 The trust board acknowledges that directors and staff must have a proper and widely publicised procedure for voicing complaints or concerns about maladministration, malpractice, breaches of this code and other concerns of an ethical nature. The trust board has adopted a policy (speaking up policy and procedure ((incorporating whistleblowing/raising concerns policy and procedure)) which should be followed at all times by directors and all staff.
- 12.2 Where a director believes that a board colleague is non-compliant with all or part of this code, they should raise the matter with the chairman of the board. Where the chairman is the person who is alleged to have contravened the code, the concerns should be raised with the senior independent director.
- 12.3 The trust board will seek to ensure that NHS resources are protected from fraud, corruption and bribery and that any incident of this kind is reported to the Local Counter Fraud Specialist in line with the counter fraud policy.
- 13. External communications**
- 13.1 The trust has a guideline for communicating with the media. Directors will be familiar with, and abide by, this policy. All press enquiries must be referred to the communications team.
- 13.2 When speaking as a director of the board, whether in a public forum or in a private or informal discussion, directors should ensure that they reflect the current policies or view of the trust. They should do so only with the prior knowledge and approval of the director of corporate affairs and communications, and in accordance with the trust’s policy. Where this is not practicable, they should report their action to the director of corporate affairs and communications or their nominated deputies as soon as possible.
- 13.3 Directors must ensure that their comments are well considered, sensible, well informed, made in good faith, in the public interest and without malice and that they enhance the reputation and status of the trust.

14. **Compliance**

- 14.1 Directors must satisfy themselves that the actions of the board and its members in conducting business fully reflect the values in this code and, as far as is reasonably practicable, that concerns expressed by staff and others are fully investigated and acted upon. All directors are required, on appointment, to subscribe to the code of conduct.
- 14.2 The chairman and non-executive directors of the board are responsible for taking firm, prompt and fair disciplinary action against any executive or other director in breach of the code of conduct.
- 14.3 The corporate nature of the organisation will mean that, in most cases, if a decision is open to criticism individual directors will not be legally liable due to the specific statutory protections where they are acting in good faith. However directors who commit a criminal offence will carry personal responsibility for any liability.
- 14.4 Directors will be cognisant of their responsibilities and appropriate conduct relating to equality and human rights and the related legislation. Non-executive directors have a key role in applying proper scrutiny to equality and human rights in NHS organisations.
- 14.5 All directors, on appointment, will be required to give an undertaking to abide by the provisions of this Code (appendix A). In addition, directors are required to sign up, on an annual basis, to the Professional Standards Authority 'Standards for members of NHS boards and Clinical Commissioning Group governing bodies in England' (Appendix B – declaration; appendix C – standards). <http://www.professionalstandards.org.uk/docs/default-source/publications/standards/standards-for-members-of-nhs-boards-and-ccgs-2013.pdf?sfvrsn=2>

15. **Review**

The code of conduct will be reviewed in April 2019.



**CODE OF CONDUCT TRUST BOARD MEMBERS
DECLARATION**

I (full name).....have read,
understood and agree to comply with the Royal Free London NHS Foundation
Trust's code of conduct for trust board members.

Signature

Date

Please return this completed, signed form to:

Duncan Gordon-Smith
Trust secretary
Royal Free London NHS Foundation Trust

**STANDARDS FOR MEMBERS OF NHS BOARDS AND CCG
GOVERNING BODIES IN ENGLAND**

To justify the trust placed in me by patients, service users, and the public, I will abide by these standards at all times when at the service of the NHS.

I understand that care, compassion and respect for others are central to quality in healthcare; and that the purpose of the NHS is to improve the health and well-being of patients and service users, supporting them to keep mentally and physically well, to get better when they are ill and, when they cannot fully recover, to stay as well as they can to the end of their lives.

I understand that I must act in the interests of patients, service users and the community I serve, and that I must uphold the law and be fair and honest in all my dealings.

Signature

Date

Please return this completed, signed form to:

Duncan Gordon-Smith
Trust secretary
Royal Free London NHS Foundation Trust



Standards for members of NHS boards and Clinical Commissioning Group governing bodies in England

All members of NHS boards and CCG governing bodies should understand and be committed to the practice of good governance and to the legal and regulatory frameworks in which they operate. As individuals they must understand both the extent and limitations of their personal responsibilities.

To justify the trust placed in me by patients, service users, and the public, I will abide by these Standards at all times when at the service of the NHS.

I understand that care, compassion and respect for others are central to quality in healthcare; and that the purpose of the NHS is to improve the health and well-being of patients and service users, supporting them to keep mentally and physically well, to get better when they are ill and, when they cannot fully recover, to stay as well as they can to the end of their lives.

I understand that I must act in the interests of patients, service users and the community I serve, and that I must uphold the law and be fair and honest in all my dealings.

Professional Standards Authority
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Web: www.professionalstandards.org.uk
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The Professional Standards Authority for Health and Social Care is the new name for the Council for Healthcare Regulatory Excellence.

Technical competence

3. **As a Member, for myself, my organisation, and the NHS, I will seek:**
Excellence in clinical care, patient safety, patient experience, and the accessibility of services
To make sound decisions individually and collectively
Long term financial stability and the best value for the benefit of patients, service users and the community.
4. **I will do this by:**
 - Always putting the safety of patients and service users, the quality of care and patient experience first, and enabling colleagues to do the same
 - Demonstrating the skills, competencies, and judgement necessary to fulfil my role, and engaging in training, learning and continuing professional development
 - Having a clear understanding of the business and financial aspects of my organisation's work and of the business, financial and legal contexts in which it operates
 - Making the best use of my expertise and that of my colleagues while working within the limits of my competence and knowledge
 - Understanding my role and powers, the legal, regulatory, and accountability frameworks and guidance within which I operate, and the boundaries between the executive and the non-executive
 - Working collaboratively and constructively with others, contributing to discussions, challenging decisions, and raising concerns effectively
 - Publicly upholding all decisions taken by the board under due process for as long as I am a member of the board
 - Thinking strategically and developmentally
 - Seeking and using evidence as the basis for decisions and actions
 - Understanding the health needs of the population I serve
 - Reflecting on personal, board, and organisational performance, and on how my behaviour affects those around me; and supporting colleagues to do the same
 - Looking for the impact of decisions on the services we and others provide, on the people who use them, and on staff
 - Listening to patients and service users, their families and carers, the community, colleagues, and staff, and making sure people are involved in decisions that affect them
 - Communicating clearly, consistently and honestly with patients and service users, their families and carers, the community, colleagues, and staff, and ensuring that messages have been understood
 - Respecting patients' rights to consent, privacy and confidentiality, and access to information, as enshrined in data protection and freedom of information law and guidance.

Business practices

5. As a Member, for myself and my organisation, I will seek:

To ensure my organisation is fit to serve its patients and service users, and the community

To be fair, transparent, measured, and thorough in decision-making and in the management of public money

To be ready to be held publicly to account for my organisation's decisions and for its use of public money.

6. I will do this by:

- Declaring any personal, professional or financial interests and ensuring that they do not interfere with my actions, transactions, communications, behaviours or decision-making, and removing myself from decision-making when they might be perceived to do so
- Taking responsibility for ensuring that any harmful behaviour, misconduct, or systems weaknesses are addressed and learnt from, and taking action to raise any such concerns that I identify
- Ensuring that effective complaints and whistleblowing procedures are in place and in use
- Condemning any practices that could inhibit or prohibit the reporting of concerns by members of the public, staff, or board members about standards of care or conduct
- Ensuring that patients and service users and their families have clear and accessible information about the choices available to them so that they can make their own decisions
- Being open about the evidence, reasoning and reasons behind decisions about budget, resource, and contract allocation
- Seeking assurance that my organisation's financial, operational, and risk management frameworks are sound, effective and properly used, and that the values in these Standards are put into action in the design and delivery of services
- Ensuring that my organisation's contractual and commercial relationships are honest, legal, regularly monitored, and compliant with best practice in the management of public money
- Working in partnership and co-operating with local and national bodies to support the delivery of safe, high quality care
- Ensuring that my organisation's dealings are made public, unless there is a justifiable and properly documented reason for not doing so.