

DIRECTORS CODE OF CONDUCT 2019-2021

1. Introduction

High standards of corporate and personal conduct are an essential component of public services. As an NHS Foundation Trust, the Great Western Hospitals NHS Foundation Trust is required to comply with the principles of best practice applicable to corporate governance in the NHS/health sector and with any relevant code of practice. The purpose of this code is to provide clear guidance on the standards of conduct and behaviour expected of all directors. This is in addition to the Trust's STAR Values (Service, Teamwork, Ambition, Respect).

This Code, and the Code of Conduct for Governors and the NHS Constitution, form part of the framework designed to promote the highest possible standards of conduct and behaviour within the NHS Foundation Trust. The Code is intended to operate in conjunction with NHS Improvement's Code of Governance, The NHS Trust's Provider Licence, the NHS Foundation Trust's Constitution and Standing Orders and with the Care Quality Commission's Regulations relating to Fit and Proper Persons.

The Code applies at all times when Directors are carrying out the business of the Trust or representing the Trust.

2. Principles of Public Life

All Directors are expected to abide by the Nolan principles of selflessness, integrity, objectivity, accountability, honesty, transparency and leadership.

- **Selflessness**
Directors should act solely in the public interest; they should not act so as to gain financial or other benefits for themselves, their family or their friends.
- **Integrity**
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 their official duties.
- **Objectivity**
In carrying out public business including making public appointments, awarding contracts or recommending individuals for rewards and benefits, directors should make choices based on merit alone.
- **Accountability**
Directors are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- **Openness**
Directors should be as open as possible about all the decisions and actions they take: they should give reasons for their decisions and restrict information only 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 of interests so that the public interest is protected.
- **Leadership**
Directors should promote and support these principles by leadership and example.

3. General Principles

Foundation Trust Boards of Directors have a duty to conduct business with probity, to respond to staff, patients and suppliers impartially, to achieve value for money from public funds to which they are entrusted and to demonstrate high ethical standards of personal conduct.

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 to the wider public. The Board of Directors therefore undertakes to set an example in the conduct of its business and to promote the highest corporate standards of ethical conduct. The Board of Directors will lead in ensuring the provisions of the Constitution, the Standing Orders, Standing Financial Instructions and accompanying Scheme of Delegation conform to best practice and serve to enhance standards of conduct. The Board of Directors expects that this Code of Conduct will inform and govern the decisions and conduct of all directors.

4. Bribery and Corruption

Directors should be aware that under the Bribery Act 2010 it is an offence to accept any inducement or reward for doing or refraining from doing anything in an official capacity or corruptly showing favour or disfavour in the handling of contracts. Breaches of these provisions will be reported to the Local Counter Fraud Specialist and could give rise to liability to criminal prosecution and may lead to loss of employment and superannuation rights.

5. Fit and Proper Person

It is a condition of the Provider Licence that every director serving on the Board of Directors is a 'fit and proper person' as defined in the Provider Licence and by the Care Quality Commission. Directors must certify on appointment, and each year, 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, their Board membership will be terminated pending confirmation and the outcome of any appeals process.

6. Duty of Candour

Directors are required to comply with the Duty of Candour in term of complying with statutory requirements to inform and apologise to patients if there have been mistakes in their care that have led to significant harm noting that the aim of the Duty of Candour is to help patients receive accurate, truthful information from health providers.

7. Confidentiality and Access to Information

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

Information on decisions made by the Board of Directors 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.

The Trust has adopted policies and procedures to protect the confidentiality of personal information and to ensure compliance with the Data Protection Act, the freedom of information act and other relevant legislation which will be followed at all times by the Directors.

8. Register of Interests

Directors are required to register all relevant interests on the Trust's register of interests in accordance with the provisions of the Constitution. It is the responsibility of each director to update register entries where their interests change. A pro forma is available from the Company Secretary. Failure to register an interest when it comes to light within a reasonable time may constitute a breach of this Code. Any declarations will be transposed onto the Trust's register which will be available on the Trust's website.

9. Conflicts of Interest

Directors have a statutory duty to avoid situations where they have direct or indirect interests that conflict or may conflict with those of the Trust. Directors must not accept a benefit from a third party by reason of being a director or for doing (or not doing) anything in that capacity.

If a director has in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust the Director must declare the nature and extent of that interest to the other directors. If such a declaration

proves to be or becomes inaccurate or incomplete, a further declaration must be made. Any such declaration must be made at the earliest opportunity and before the Trust enters into the transaction or arrangement. The Company Secretary will provide advice on declaring interests.

10. Gifts and Hospitality

The Board of Directors will set an example in the use of public funds and the need for good value in incurring public expenditure. The use of the Trust for hospitality and entertainment, including hospitality at conferences or seminars will be carefully considered. All expenditure on these items should be capable of justification as reasonable in the light of the general practice in the public sector.

The Board of Directors 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 the reputation of the Trust in the eyes of the community. Directors must not accept gifts or hospitality other than in compliance with the Management of Conflicts of Interests in the NHS Policy.

11. Raising Matters of Concern (Freedom to Speak Up or Whistle-Blowing)

The Board of Directors acknowledges that staff must have a proper and widely publicised procedure for voicing concerns or complaints about maladministration; malpractice breaches of this Code and other concerns of an ethical nature. The Trust has adopted a Freedom to Speak Up / Whistle-Blowing Policy on raising matters of concern which will be followed at all times by Directors.

12. Personal Conduct

Directors are expected to conduct themselves in a manner that reflects positively on the Trust and not to conduct themselves in a manner that could reasonably be regarded as bringing their office or the Trust into disrepute. Specific provisions are included in the Constitution which are reflected below: -

- 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 of Directors in order for it to fulfil its role and functions;
- Recognise that the Board of Directors is collectively responsible for the exercise of its powers and the performance of the NHS Foundation Trust;
- Raise concerns and provide appropriate challenge regarding the running of the NHS Foundation Trust or a proposed action where appropriate;
- Recognise the differing roles of the Chair, Senior Independent Director, Chief Executive, Executive Directors, Non-Voting Directors and Non-Executive Directors;
- Make every effort to attend meetings where practicable;
- Adhere to good practice in respect of the conduct of meetings and respect the views of others;
- Take and consider advice on issues where appropriate;
- Acknowledge the responsibility of the Council of Governors to represent the interests of the NHS Foundation Trust's members and partner organisations in the governance and performance of the NHS Foundation 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;
- Accept responsibility for their performance, learning and development.

13. Compliance

Directors will satisfy themselves that the actions of the Board and individual Directors in conducting business fully reflects the values, general principles and provisions in this Code and as far as is reasonably practicable, that concerns expressed by staff or others are fully investigated and acted upon. All Directors will be required to give an undertaking to abide by the provisions of this code of conduct in their capacity as a Board Director for this Trust.

Approved by the Board of Directors - December 2018

Date of next Review – December 2021

**DECLARATION OF ACCEPTANCE OF THE PROVISIONS OF THE
DIRECTORS CODE OF CONDUCT**

Name of Director.....

For the attention of the Company Secretary
Great Western Hospitals NHS Foundation Trust

DECLARATION

I, (PRINT NAME)

agree to abide by the Code of Conduct for the Board of Directors of Great Western Hospitals
NHS Foundation Trust

Signature.....

Date.....

Please return this form to the Company Secretary