



# Code of Conduct for Governors

## Document Control Sheet

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This policy supersedes all previous issues.

## Version Control - Table of Revisions

All changes to the document must be recorded within the 'Table of Revisions'.

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This page should not be longer than one single page.

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## 1. Introduction

This Code of Conduct sets out how Governors are expected to act whilst carrying out duties for the Trust.

Governors have a particular duty to observe the highest standards of corporate governance. This includes ensuring and demonstrating integrity and objectivity in the transaction of business and wherever possible, following a policy of openness and transparency in the dissemination of the collective decisions of the Council of Governors.

The Code complements the requirements of the Trust's Constitution and Standing Orders and should be read in conjunction with these documents.

## 2. Purpose – Proper Conduct of Business

The purpose of this Code is to provide clear guidance on the standards of conduct and behaviour expected of all Governors. The existence of a robust and clear Code of Conduct should ensure that all Governors:

- Act with honesty and integrity;
- Adhere to the role of the Governor;
- Treat everyone fairly and equally;
- Take responsibility for actions;
- Act in the best interests of patients and the Trust;
- Demonstrate commitment to the Governor role; and
- Recognise the collective responsibility of the Council of Governors.

The Code, with the Code of Conduct for Directors and employees, the Trust's Standards of Business Conduct policy and the NHS Constitution, forms part of the framework designed to promote the highest possible standards of conduct and behaviours within the Trust. The Code is intended to operate in conjunction with the NHS Foundation Trust Code of Governance, the Constitution and with Standing Orders. The Code applies at all times when Governors are carrying out the business of the Trust or representing the Trust.

The principles underpinning this Code of Conduct are drawn from the 'Seven Principles of Public Life', as defined by The Nolan Committee Report and are as follows:

**Selflessness:** Holders of public office 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:** Holders of public office should not place themselves under any financial or other obligations to outside individuals or organisation 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, holders of public office should make choices on merit alone.

**Accountability:** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

**Openness:** Holders of public office should be as open as possible about all the decisions and actions they take: they should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

**Honesty:** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest

**Leadership:** Holders of public office should promote and support these principles by leadership and example.

### 3. Scope

The policy applies to all Governors at all times on appointment and throughout the duration of their term. It outlines the general obligations for Governors and the purpose of the Code of Conduct for Governors wherever they:

- Conduct the business of the Trust;
- Conduct the business of the Council of Governors;
- Act as a representative of the Council of Governors; or
- Act as a representative of the Trust and its Foundation Trust Members.

Governors are required to give an undertaking that they will comply with the provisions of this Code. Failure to comply with the Code may result in disciplinary action in accordance with agreed procedure, including the removal of the Governor in question from office.

## 4. Duties - Roles & Responsibilities

### 4.1 Chairman of the Board of Directors and Council of Governors

The Trust's Chairman is ultimately responsible for ensuring that Governors are provided with a copy of the Code. The Chairman is also responsible for addressing

instances of non-compliance with the content of the Code of Conduct and seeking assurance over Governor understanding and compliance with the Code.

## 4.2 Governors

Governors are responsible for adhering to the Code and ensuring that any changes in circumstances or emerging issues are immediately brought to the attention of the Chairman and Trust Secretary.

## 4.3 Trust Secretary

The Trust Secretary is responsible for ensuring that all Governors receive a copy of the latest Code of Conduct and monitoring compliance with the Code, including the return of signed confirmations and declarations of interest. The Trust Secretary is also responsible for updating the Code in line with good practice at least every three years.

# 5. Glossary of Terms

This policy uses the following terms:

Term	Description
<b>Confidential information</b>	<p>Any information held, both personal and non-personal, that when provided was done so in the expectation it would not be disclosed without relevant authority. It can be anything that relates to patients, staff, their family and friends and also to Trust information that is protected from release under the Freedom of Information Act 2000 (FOI).</p> <p>Confidential information includes but is not limited to:</p> <ul style="list-style-type: none"> <li>• Personal details of any patient.</li> <li>• Information pertaining to diagnosis, prognosis or treatment where this is linked to an identifiable individual.</li> <li>• Information contained within the personnel records of any employee.</li> </ul> <p>This class of information may be stored in any manner e.g. on paper, electronically, video, photograph, and could be stored on any device, including portable devices such as laptops, mobile phones, palmtops and digital cameras. Confidential information may also be passed by word of mouth.</p>
<b>Conflict of interest</b>	<p>Occurs when a member of staff, a volunteer, or an organisation has an interest in another organisation or person, which could possibly corrupt or influence the motivation in an act connected to the Trust.</p>
<b>Constitution</b>	<p>A set of rules that define the operating principles for each NHS Foundation Trust. It defines the structure, principles,</p>

Term	Description
	powers and duties of the Trust.
<b>Governors</b>	Elected or appointed individuals who represent Foundation Trust members or stakeholders through a Council of Governors.
<b>Lead Governor</b>	Governors will generally communicate with NHS Improvement through the Trust's Chair. However, there may be instances where it would not be appropriate for the Chair to contact NHS Improvement, or for NHS Improvement to contact the Chair (for example, in relation to the appointment of the Chair). In such situations, we advise that the Lead Governor should communicate with NHS Improvement. The role of Lead Governor is set out in the NHS Foundation Trust Code of Governance.
<b>Licence</b>	The NHS provider licence contains obligations for providers of NHS services that will allow NHS Improvement to fulfil its duties in relation to: setting prices for NHS-funded care in partnership with NHS England; enabling integrated care; preventing anti-competitive behaviour which is against the interests of patients; supporting commissioners in maintaining service continuity; and enabling NHS Improvement to continue to oversee the way that NHS Foundation Trusts are governed. It replaces the Terms of Authorisation.
<b>NHS Improvement</b>	NHS Improvement (formally known as Monitor) is the sector regulator of health care services in England.

## 6. Policy Content

### 6.1 Legislation and Guidance

The Trust is committed to the prevention of bribery and demonstrating the importance of transparency and openness at all times.

It is an offence under the Bribery Act 2010 both for anyone to receive, be offered or to offer any financial or other advantage to another person in order to induce a person to perform improperly or reward any person for improper performance of a function or activity.

In accordance with the details set out in this policy, the Trust expects all Governors to act with honesty and probity. Failure to comply with the policy could be considered as a breach of duty which may result in removal from office and may also lead to criminal prosecution.

Where the allegation is serious the matter should be referred to the Local Counter Fraud Specialist or Director of Finance & Resources. The contact details are contained within the Trust's Anti-Fraud, Bribery and Corruption Policy. Governors can alternatively report fraud by calling the confidential NHS Fraud & Corruption Reporting Line on: 0800 028 40 60 or at [www.reportnhsfraud.nhs.uk](http://www.reportnhsfraud.nhs.uk)

## 6.2 Qualification for Office – Fit & Proper Persons

Detailed descriptions of the roles, responsibilities and qualifications required to hold office are set out in the Constitution and Standing Orders of the Trust.

Governors must continue to comply with the qualifications required to hold office throughout their period of tenure, as detailed within the Constitution. The Trust Secretary must be advised of any changes in circumstances that may disqualify a Governor from continuing in office. Examples of this would include a Public Governor becoming an employee of the Trust, a Staff Governor leaving the employment of the Trust, or a Governor obtaining a Governor position at another Trust.

It is a condition of the Trust's licence that each Governor serving on the Council of Governors is a 'fit and proper person'. The licence defines 'unfit persons' as: undischarged bankrupts, individuals who have served a prison sentence of three months or longer during the previous five years, and disqualified directors. A company may also be an unfit person.

A person may not continue as a member of the Council if they are:

- a) a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
- b) a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it;
- c) a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him/her; or
- d) subject to an unexpired disqualification order made under the Company Directors' Disqualification Act 1986.

Governors must certify on appointment, and each year, that they are/remain a fit and proper person. If circumstances change so that a Governor can no longer be regarded as a fit and proper person or if it comes to light that a Governor is not a fit and proper person they are suspended from being a Governor with immediate effect pending confirmation and any appeal. Where it is confirmed that a Governor is no longer a fit and proper person their membership of the Council of Governors is terminated in accordance with the Constitution.

## 6.3 Corporate Mission, Vision and Values

Governors are expected to adopt and promote the values of the Trust and the NHS and contribute towards the achievement of the Trust's mission and vision.

Our Mission is: Safe, effective and responsive care for all.

Our Vision is: Unmatched quality of care every time we touch lives.

Our Values are:

- Pride
- Strive for excellence and innovation
- Respect
- Compassion
- Take responsibility and be accountable
- Make a difference day in day out

#### **6.4 Directors' Duties and Liabilities & the Council of Governors**

One role of the Council of Governors is to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors and represent the interests of the Members of the Foundation Trust as a whole and the interests of the public. The role is set out in detail in the Constitution, Standing Orders, the NHS Foundation Trust Code of Governance and is further addressed in NHS Improvement's guide for NHS Foundation Trust Governors.

In carrying out its work, the Council of Governors needs to take account of, and respect, the statutory duties and liabilities of the Board of Directors and individual Directors.

#### **6.5 Confidentiality**

Maintaining confidentiality is a crucial part of a Governor's role. The Trust will want, at times, to discuss information with the Council that is not yet in the public domain or is not required to be made public. It is vitally important to the work of the Council and the Trust that this confidentiality is respected.

There will be occasions when Governors will have access to information which should only be disclosed to others who have a right to know. Governors must regard all such information as belonging to the Trust. When the Trust releases information into the public domain the information is no longer confidential.

Governors must comply with the Trust's confidentiality policies and procedures. Governors must not disclose any confidential information, except in specified lawful circumstances. Governors must complete a declaration to confirm they understand the principles behind confidentiality.

If Governors are unsure whether information is confidential, then advice should be sought from the Trust Secretary. Any unauthorised disclosure or attempts to access confidential information without authority will be treated as a serious breach of confidentiality, which may result in disciplinary action being taken under the terms of the Constitution.

Nothing said in this Code precludes Governors from making a protected disclosure within the meaning of the Public Disclosure Act 1998. The Trust Secretary should be consulted for guidance.

## 6.6 Conflicts of Interest and Register of Interests

Governors have a duty to avoid a situation in which they have a direct or indirect interest that conflicts or may conflict with the interests of the Trust. Governors have a further duty not to accept a benefit from a third party by reason of being a Governor or for doing (or not doing) anything in that capacity.

Governors must declare the nature and extent of any interest at the earliest opportunity and remove themselves from Trust discussions where the conflict may apply. If such a declaration proves to be or becomes, inaccurate or incomplete, a further declaration must be made.

The Chairman will determine whether the declared interest prevents particular Governors from participating in discussions on specific items at Council of Governors' meetings.

Failure to comply is likely to constitute a breach of this Code and could result in dismissal from the Council of Governors.

Governors are required to register all relevant interests in the Trust's register of interests. It is the responsibility of each Governor to provide an up-to-date register entry if their interests change. The pro-forma is included in the Trust's Standards of Business Conduct policy. Failure to register a relevant interest in a timely manner may constitute a breach of this Code.

Further information on what interests are regarded as relevant and material are included in the Trust's Standing Orders and the Trust's Standards of Business Conduct policy. Governors are required to comply with the requirements of these documents at all times. The latest versions of these documents are available on the Trust's website.

## 6.7 Meetings

Governors have a responsibility to attend meetings of the Council of Governors and of any committees to which they are appointed. When this is not possible apologies should be submitted to the Governor Support Officers in advance of the meeting.

The Council of Governors will meet at least four times a year. Governors are expected to attend 75% of Council of Governors' meetings and 75% of committee meetings for which they are a member. Failure to comply may result in a breach of the Code.

The Governor Governance Committee, in conjunction with the Trust Secretary, is responsible for monitoring attendance rates. Persistent non-attendance and breaching of the 75% attendance rate without good reason will constitute a breach of the Code, and a meeting with the Chairman will be held to determine the next steps.

A Governor may resign from office at any time during the term of that office by giving notice in writing to the Trust Secretary.

## 6.6 Personal conduct

Governors are expected to adopt and promote the values of the Trust and the NHS. Governors 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. Specifically Governors must treat each other, Directors and Trust staff with respect and in accordance with equality and diversity requirements.

Governors must not seek to use their position improperly to confer an advantage or disadvantage on any person and must comply with the Trust's rules on the use of its resources. Finally Governors must have regard to advice provided by the Chair and Trust Secretary pursuant to their duties.

## 6.7 Training and development

The Trust is committed to providing appropriate training and development opportunities for Governors to enable them to carry out their role effectively. Governors are expected to participate in training and development opportunities that have been identified as appropriate to them. To that end Governors will participate in the appraisal process and any skills audits carried out by the Trust.

## 6.8 Media communications

Media and news management is an important part of the management and leadership of most modern public sector organisations. All media enquiries should be referred to the Communications and Engagement Team. Governors must not speak directly to the media unless this has been arranged through and approved by the Communications and Engagement Team. If there are issues that should be more widely known there are specific provisions that Governors can use for legitimate whistleblowing inside and beyond the Trust. Please refer to the Trust's *Freedom to speak up: raising concerns (whistleblowing) policy for the NHS*.

## 6.9 Corporate Decision-Making

The Council of Governors should exercise its responsibilities in a corporate manner. That is to say, decisions should be taken collectively by Governors acting as a body. Governors should not act individually or in informal groupings to take decisions on Council of Governor business on an ad hoc basis outside the constitutional framework of the meetings of the Council of Governors and its committees.

## 6.10 Interpretation & Concerns

Questions and concerns about the application of the Code should be raised with the Trust Secretary or the Chairman. At meetings, the Chairman will be the final arbiter of interpretation of this Code.

# 7. Training Required for Compliance with this Policy

No other formal training is required in relation to this policy. Governors are advised to contact the Trust Secretary or the Chairman for advice in relation to the

implementation of this policy.

## **8. Equality and Diversity**

The Trust is committed to ensuring that, as far as is reasonably practicable, the way we provide services to the public and the way we treat our staff and volunteers reflects their individual needs and does not discriminate against individuals or groups on the grounds of any protected characteristic (Equality Act 2010). An equality analysis has been undertaken for this policy, in accordance with the Equality Act (2010).

Details of this assessment are stored within the central register for Equality Analysis Assessments maintained within the Equality and Diversity team within the Communications and Engagement department.

## **9. Monitoring Compliance with and Effectiveness of this Policy**

### **9.1 Compliance and Effectiveness Monitoring**

Governors must advise the Trust Secretary immediately of any situation they find themselves in which affects their ability to comply with the Trust's Code of Conduct. In addition, if Governors become aware of any conduct by any other Governors which they reasonable believe involves a failure to comply with the Trust's Code of Conduct, they must make a written statement to that effect to the Trust Secretary as soon as it is practicable for them to do so. Arrangements for the monitoring of compliance with this policy and of the effectiveness of the policy are detailed overleaf.

## 9.2 Compliance and Effectiveness Monitoring Table for this policy

Process in the policy	Monitoring and audit					
	Key Performance Indicators (KPI)/ Criteria	Method	Who By	Committee	Frequency	Learning/ Action Plan
Confirmation of compliance through self-declaration	All Governors must return a signed copy of the Code's declaration.	Copies of the Code to be distributed to all new Governors upon appointment. File of returns maintained and checked for completeness annually.	Trust Secretary	Governor Governance Committee	Annually	Instances of continued non-declaration will be immediately referred to the Chairman for urgent action.
Regular attendance at key Governor meetings.	75% expected attendance rate for the Council and its committees.	Standing agenda item at every Governor Governance Committee.	Lead Governor	Governor Governance Committee	Quarterly	Persistent non-attendance without a clear rationale will be referred to the Chairman for further action.
On-going compliance with the fit and proper persons requirements	Completed declaration. No matching records on public registers for disqualification or bankruptcy.	Annual review of declarations. Annual review of public registers.	Trust Secretary	Governor Governance Committee	Annually	Instances of non-compliance will be immediately referred to the Chairman for urgent action.
Requirement to declare interests annually and when changes arise.	Completed declaration.	Annual review of declarations and presentation to the Council of Governors.	Trust Secretary	Council of Governors	Annually	The register of interests will be presented to the full Council annually. Any identified interests which are not declared will be communicated to the Chairman and affected Governors for further action.

## 10. Consultation and Review of this Policy

This Code has been agreed by the Council of Governors. The Trust Secretary will lead periodically, a review of the Code. It is for Governors to agree to any amendments or revisions to the Code.

This policy has been reviewed in consultation with the members of the Governor Governance Committee and the Chairman.

## 11. Implementation of this Policy

This Code will be circulated to all Governors. All new Governors will receive a copy of the Code in their induction material.

Further copies of the Code are available from the Trust Secretary.

## 12. References

This document refers to the following guidance, including national and international standards:

- Seven Principles of Public Life, as defined by The Nolan Committee Report
- NHS Provider Licence
- Bribery Act 2010

## 13. Associated Documentation

This document refers to the following Trust documents, which should be referred to in conjunction with the requirements of this Code:

- Confidentiality Policy
- Standing Orders
- Standing Financial Instructions
- Trust's Constitution
- Standards of Business Conduct Policy Including Gifts and Hospitality
- Freedom to speak up: raising concerns (whistleblowing) policy for the NHS

- Anti-Fraud, Bribery and Corruption Policy

## **14. Appendices**

Appendix A The Role of the Governor

Appendix B Declaration

Appendix C Non-Compliance with the Code of Conduct

Appendix D Fit and Proper Persons Declaration

## 14.1 Appendix A: The Role of the Governor

The following list describes the main roles and responsibilities of Governors:

- To hold the Non-Executive Directors, individually and collectively to account, for the performance of the Board of Directors.
- To represent the interests of the members and of the public.
- To appoint the Chairman and the Non-Executive Directors and, as appropriate, remove.
- Decide the remuneration and allowances and other terms and conditions of the Chair and other Non-Executive Directors
- To approve the appointment of the Chief Executive.
- To appoint and, if appropriate, remove the auditors.
- To receive the Annual Accounts, any report of the auditors on them, and the Annual Report.
- In preparing the Trust's Forward Plan, the Board of Directors must have regard to the views of the Council of Governors.
- To determine whether private patient work would significantly interfere with the Trust's primary purpose. The Council must approve an increase of 5% or more in non-NHS income in any one financial year.
- To approve all "significant transactions" as defined by the Trust's Constitution.
- To approve amendments to the Trust's Constitution.
- To approve an application by the Trust to enter into a merger, acquisition, separation or dissolution.
- To understand that the role of the Governor is distinct from the role of the Non-Executive Directors.

## 14.2 Appendix B: Declaration

In undertaking the role of Governor of the North East Ambulance Service NHS Foundation Trust, I declare that:

### **As a Governor:**

1. I will actively support the mission, vision and values of the Trust
2. I will discharge my roles and responsibilities as a member of the Council of Governors in order for it to fulfil its role as defined in the Trust's Constitution
3. I recognise that the Council of Governors has no managerial role within the Foundation Trust
4. I acknowledge that, other than attending meetings, events and in my role as a Governor, I have no greater rights or special privileges that any other member of the Trust
5. I will observe the Trust's policies on confidentiality
6. I will act with integrity and objectivity and in the best interests of my constituency and the Trust, without any expectation of personal benefit
7. I will conduct myself in a manner that reflects positively on the Trust, acting as an ambassador as appropriate
8. I will accept responsibility for my actions
9. I will abide by the Trust's policies and procedures and will consult appropriately (e.g., with the Chairman, the Trust Secretary, Trust staff or fellow Governors) if I require clarification on any policy or procedure

### **Conflict of Interest**

10. I will be honest and act with integrity and probity at all times
11. I will comply with the fit and proper persons requirements defined within this Code and within the Trust's provider licence.
12. I will declare all relevant interests and update my register of interest declaration if my circumstances change
13. I understand that the Register of Governors' interests is a public document that will be available on the Trust's website
14. If I am a member of any trade union, political party or other organisation, I recognise that, as a Governor, I will not be representing those organisations (or

the views of those organisations) but will be representing the constituency (public or staff) that elected me, or the organisation that nominated me.

### **Attendance at meetings of the Council of Governors**

15. I will try to attend all full meetings of the Council of Governors. When this is not possible, I will submit an apology to the Trust Secretary or Chairman in advance of the meeting. I will endeavour to attend for the duration of the meeting. I am aware that continued absence at meetings (less than 75%) could result in my dismissal as a Governor unless the grounds for absence are deemed to be satisfactory by the Council of Governors

### **Dealing with Others**

16. I will respect the views of my fellow Governors and value them as colleagues. I will endeavour to be consistent, fair and unbiased

17. I will treat the Trust's Directors and other employees with respect and in accordance with the Trust's policies

18. I recognise that the Council of Governors and management have a common purpose i.e., the success of the Trust and will demonstrate my commitment to working as a team member

19. I will adhere to good practice in respect of conduct in all internal and external meetings and act as an ambassador for the Trust

20. I will seek to ensure that no one is discriminated against because of their religion, belief, race, colour, gender, marital status, disability, sexual orientation, age, social and economic status or national origin

### **Communication**

21. I understand that all media contact should be co-ordinated through the Communications and Engagement team, and I will not speak to the media without the express approval of the Trust.

## **Training and Development**

22. I will participate in induction events and on-going training and development. I will attend events for which I have signed-up or give sufficient notice of my inability to attend.

## **Visit to Trust Premises**

23. I will not make unannounced visits to Trust property in my formal capacity as a Governor and I will ensure that appropriate authorisation is obtained prior to any visit. All visits must be pre-arranged, authorised and accompanied by a nominated member of Trust staff.

24. I understand that for health, safety and security reasons I must not be left unattended with service users.

## **Compliance**

25. I will comply at all times with the Constitution, Standing Orders, Standing Financial Instructions and the Standards of Business Conduct and Confidentiality policy of the Trust.

26. I understand that non-compliance with this Code may result in action being taken against me which potentially includes my dismissal as a Governor. Dismissal will be considered only in the most serious cases of improper personal conduct or where there is improper personal conduct over a sustained period of time.

27. I understand that potential termination of my tenure as a Governor will be considered if I have been given the opportunity but not signed the Code of Conduct for Governors; or that I breach the Code; or otherwise bring the Trust into disrepute either in acting as a Governor or in my wider life

28. I have read and commit to uphold the seven principles of Public Life as set out by the Nolan Committee.

29. I understand that I must re-confirm my compliance with the Code of Conduct upon re-appointment (if applicable), and re-confirm my compliance with the fit and proper person requirements on an annual basis.

**Personal Declaration**

**Declaration:**

I, ..... (please print full name), have read, understood, and agree to abide by the Code of Conduct for the Council of Governors of the North East Ambulance Service NHS Foundation Trust.

Signature: .....

Date: .....

Please sign and return this form to the Trust Secretary (and sign and retain the second copy for your records).

### 14.3 Appendix C: Non-Compliance with the Code of Conduct

Governors who do not comply with the Code of Conduct may face any or all of the following actions:

- The Chair of the Trust shall be authorised to take such action as may be immediately required, including the temporary exclusion of the Governor concerned from any meeting or temporary suspension from their role (terminations of Governor appointments can only be implemented through the Council of Governors).
- Where misconduct is alleged the Council of Governors shall decide at a formal meeting, by majority of those in attendance, how to proceed. Removal of a Governor will require the approval of a majority of the Governors present at a General meeting of the Council of Governors.
- The Trust must notify in writing the Governor concerned, with the specific details of their conduct which is deemed to be detrimental to the Trust, and invite and consider their written response within a defined period of time which may include any mitigation.
- An invitation may be sent to the Governor inviting them to address the Council of Governors in person if the matter cannot be resolved satisfactorily through correspondence. The Governor may not vote on any resolution relating to his / her removal or any associated issues.
- The Council of Governors shall decide whether to uphold the charge of conduct detrimental to the Trust by the majority decision through a vote.
- The Council of Governors may impose such sanctions as may be deemed appropriate. These are to range from a verbal warning as to the Governor's conduct, to a written warning and ultimately dismissal.
- Where there is disagreement about whether a proposal to remove a Governor is justified, it shall be referred to an independent assessor agreeable to both parties who will be requested to consider the evidence and conclude upon the matter.

Note that paragraph 8.8 and Annex 5 of the Constitution provide further provisions for the termination of office and removal of Governors which are broader than non-compliance with this Code. The Constitution should therefore be read in conjunction with the Code.

## 14.4 Appendix D Fit and Proper Persons Declaration

NAME.....

I the undersigned declare that:

I am a fit and proper person and are not/have not been subject to any restrictions which would prevent me from continuing to hold my current position with the Trust and I will not do anything which will cause me to fail to meet the requirements of the NHS Provider licence (fit and proper person test).

The licence defines 'unfit persons' as: undischarged bankrupts, individuals who have served a prison sentence of three months or longer during the previous five years, and disqualified directors. A company may also be an unfit person.

In particular I confirm that I am not:

- a) a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
- b) a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it;
- c) a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him/her; or
- d) subject to an unexpired disqualification order made under the Company Directors' Disqualification Act 1986.

Note: A Governor who meets any of the above criteria is prevented from holding office except in very exceptional circumstances, where approval from the independent regulator is sought. Approval will only be granted by the regulator in very exceptional circumstances.

In addition, I confirm that:

- I am not included in the children's barred list or the adults barred list maintained under Section 2 of the Safeguarding Vulnerable Groups Act 2006 (or any corresponding group maintained in Scotland or Northern Ireland)
- I have not 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.
- I have not been erased, removed, struck off a register of professionals maintained by a regulator of health care or social work professionals
- I have the qualifications, skills, competence and experience for my current role.

- I have not been responsible for, 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

SIGNED.....

PRINT NAME.....

DATE.....