

**TRUST-WIDE POLICY DOCUMENT**

# STANDARDS OF BUSINESS CONDUCT

*incorporating the model conflicts of interest guidance  
issued by NHS England and the Governors Code of  
Conduct*

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Lead Author:	Trust Secretary

**TRUST-WIDE POLICY DOCUMENT**

Version 3

Quality, recovery and  
wellbeing at the heart  
of everything we do

## TRUST-WIDE POLICY DOCUMENT

# STANDARDS OF BUSINESS CONDUCT

### Further information about this document:

Document name	<b>Standards of Business Conduct (F04)</b>
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To be read in conjunction with	<b>Please see section 3 of this policy</b>
<b>This document can be made available in a range of alternative formats including various languages, large print and braille etc</b>	
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### Version Control:

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1	Complete review of Standards of Business Conduct	March 2013
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Version 3	Comprehensive review and update in light of NHS England's <i>Managing Conflicts of Interest in the NHS</i>	June 2017

### Use of Terminology:

Within the *Standards of Business Conduct* the following terminology is used as follows:

- **Director** - should be taken to include all members of the Board of Directors;
- **Governors** – should be taken to include all elected and appointed members of the Council of Governors
- **Staff** - should be taken to include permanent, seconded and temporary staff and those undergoing training and work experience;
- **Those acting on behalf of the organisation** - should be taken to include contractors, agents, external consultants and representatives, Service Users and Carers, Volunteers and representatives sitting on the Council of Governors or other committees.

**SUPPORTING STATEMENTS** – this document should be read in conjunction with the following statements:

### **SAFEGUARDING IS EVERYBODY'S BUSINESS**

All Mersey Care NHS Foundation Trust employees have a statutory duty to safeguard and promote the welfare of children and vulnerable adults, including:

- being alert to the possibility of child/vulnerable adult abuse and neglect through their observation of abuse, or by professional judgement made as a result of information gathered about the child/vulnerable adult;
- knowing how to deal with a disclosure or allegation of child/adult abuse;
- undertaking training as appropriate for their role and keeping themselves updated;
- being aware of and following the local policies and procedures they need to follow if they have a child/vulnerable adult concern;
- ensuring appropriate advice and support is accessed either from managers, *Safeguarding Ambassadors* or the trust's safeguarding team;
- participating in multi-agency working to safeguard the child or vulnerable adult (if appropriate to your role);
- ensuring contemporaneous records are kept at all times and record keeping is in strict adherence to Mersey Care NHS Foundation Trust policy and procedures and professional guidelines. Roles, responsibilities and accountabilities, will differ depending on the post you hold within the organisation;
- ensuring that all staff and their managers discuss and record any safeguarding issues that arise at each supervision session

### **EQUALITY AND HUMAN RIGHTS**

Mersey Care NHS Foundation Trust recognises that some sections of society experience prejudice and discrimination. The Equality Act 2010 specifically recognises the *protected characteristics* of age, disability, gender, race, religion or belief, sexual orientation and transgender. The Equality Act also requires regard to socio-economic factors including pregnancy / maternity and marriage/civil partnership.

The trust is committed to equality of opportunity and anti-discriminatory practice both in the provision of services and in our role as a major employer. The trust believes that all people have the right to be treated with dignity and respect and is committed to the elimination of unfair and unlawful discriminatory practices.

Mersey Care NHS Foundation Trust also is aware of its legal duties under the Human Rights Act 1998. Section 6 of the Human Rights Act requires all public authorities to uphold and promote Human Rights in everything they do. It is unlawful for a public authority to perform any act which contravenes the Human Rights Act.

Mersey Care NHS Foundation Trust is committed to carrying out its functions and service delivery in line with a Human Rights based approach and the FREDA principles of **F**airness, **R**espect, **E**quality **D**ignity, and **A**utonomy

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## 1. EXECUTIVE SUMMARY

- 1.1. The organisation's *Standards of Business Conduct* aims to ensure that all individuals acting on behalf of the organisation, observe and comply with all applicable legislation and regulations and undertake ethical business practices, acting with high standards of business integrity at all times. In respect of the Board of Directors, this policy shall be regarded as the Code of Conduct for the Board of Directors.
- 1.2. Adhering to this policy will help to ensure that we use NHS money wisely, providing best value for taxpayers and accountability to our patients for the decisions we take.

As a member of staff you should...	As an organisation we will...
<ul style="list-style-type: none"><li>• Familiarise yourself with this policy and follow it. Refer to the guidance for the rationale behind this policy <a href="https://www.england.nhs.uk/wp-content/uploads/2017/02/guidance-managing-conflicts-of-interest-nhs.pdf">https://www.england.nhs.uk/wp-content/uploads/2017/02/guidance-managing-conflicts-of-interest-nhs.pdf</a></li><li>• Use your common sense and judgement to consider whether the interests you have could affect the way taxpayers' money is spent</li><li>• Regularly consider what interests you have and declare these as they arise. If in doubt, declare.</li><li>• <b>NOT</b> misuse your position to further your own interests or those close to you</li><li>• <b>NOT</b> be influenced, or give the impression that you have been influenced by outside interests</li><li>• <b>NOT</b> allow outside interests you have to inappropriately affect the decisions you make when using taxpayers' money</li></ul>	<ul style="list-style-type: none"><li>• Ensure that this policy and supporting processes are clear and help staff understand what they need to do.</li><li>• Identify a team or individual with responsibility for:<ul style="list-style-type: none"><li>○ keeping this policy under review to ensure they are in line with the guidance.</li><li>○ providing advice, training and support for staff on how interests should be managed.</li><li>○ maintaining register(s) of interests.</li><li>○ auditing this policy and its associated processes and procedures at least once every three years.</li></ul></li><li>• <b>NOT</b> avoid managing conflicts of interest.</li><li>• <b>NOT</b> interpret this policy in a way which stifles collaboration and innovation with our partners</li></ul>

## 2. INTRODUCTION

- 2.1. Mersey Care NHS Foundation Trust (the 'organisation') and the people who work with and for us, collaborate closely with other organisations, delivering high quality care for our patients.
- 2.2. These partnerships have many benefits and should help ensure that public money is spent efficiently and wisely. But there is a risk that conflicts of interest may arise.
- 2.3. Providing best value for taxpayers and ensuring that decisions are taken transparently and clearly, are both key principles in the NHS Constitution. We are committed to maximising our resources for the benefit of the whole community. As an organisation and as individuals, we have a duty to ensure that all our dealings are conducted to the highest standards of integrity and that NHS monies are used wisely so that we are using our finite resources in the best interests of patients.

- 2.4. Mersey Care has a duty to develop and maintain consistently high standards of business conduct and integrity and to ensure their application by and to directors, managers and employees throughout the organisation.
- 2.5. The organisation holds that conducting business with honesty and impartiality is critical to the continuing development of an organisation that is responsible, successful and sustainable. The *Standards of Business Conduct* are an extension of Mersey Care's values and play a key role in the organisation's strategic plans, underpinning a commitment to high standards of corporate behaviour, ethical business practices and regulatory compliance.
- 2.6. These *Standards of Business Conduct* are intended to ensure that the actions of those acting on behalf of the organisation are both lawful and in line with the high standards expected. The *Standards* also provide support and guidance for making appropriate judgement and decisions to protect organisation employees from any suspicion of bribery, fraud or corruption. Whilst the *Standards* make reference to and contain some basic information about some of the organisation's policies, they are not intended to cover every situation that a group or individual may face; and should therefore be read in conjunction with the relevant policies, the employee handbook and any additional professional conduct regulations that may be appropriate.

### 3. MERSEY CARE POLICIES

- 3.1. This document should be read in conjunction with the following Mersey Care policies:

Policy No	Policy Name
HR10	Equality Policy and Procedure
HR06	Freedom to Speak Up Policy including Whistleblowing
HR12	Handling Concerns about the Conduct, Performance and Health of Medical Staff Employed by Mersey Care NHS Foundation Trust
HR14	Policy and Procedure on the Prevention of Harassment and Bullying at Work
HR34	Personal Relationships at Work
SA04	Policy and Procedure for the Receipt, Management and use of Payments Received by organisation Staff for the Involvement in Commercially Funded Projects
F01	Constitution
F02	Standing Financial Instructions
F03	Scheme of Reservation and Delegation of Powers
F06	Anti-Fraud, Corruption and Bribery Policy
IT10	Confidentiality and Information Sharing
-	the organisation's <i>Code of Conduct for Governors</i> (see <a href="#">Appendix A</a> )



## 4. GUIDING PRINCIPLES

### 4.1. Ethics

- 4.1.1. Mersey Care strives to achieve standards of quality in all areas. However, it is not merely about achieving results, rather, it is ensuring that those results are achieved in the right way. Therefore, it is not only the policy of the organisation to comply with all government legislation and regulations applicable to the organisation's business, but to do so with transparency and integrity at all times and to expect adherence to its policies and internal controls from those acting on behalf of the organisation.
- 4.1.2. This policy serves to guide business behaviour to ensure standards of ethical conduct in all areas but particularly where improper activities could result in serious adverse consequences for the organisation and potentially for the employees involved.

### 4.2. The Seven Principles of Public Life

- 4.2.1. The organisation observes the seven principles of public life set out by the Committee on Standards in Public Life, (previously known as the *Nolan Principles*), namely:
- (a) **Selflessness**  
Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
  - (b) **Integrity**  
Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
  - (c) **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.
  - (d) **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.
  - (e) **Openness**  
Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
  - (f) **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; and
  - (g) **Leadership**  
Holders of public office should promote and support these principles by leadership and example.

- 4.2.2. These principles are reflected in this policy together with the organisation's *Code of Conduct for Governors* (see [Appendix A](#)), the *NHS Code of Conduct for NHS Managers* (available on NHS Employers website by [clicking here](#)) and NHS England's *Managing Conflicts of Interest in the NHS* (available on NHS England's website by [clicking here](#)), which have been adopted by the Board of Directors, and are reflected within the organisation's *Constitution, Scheme of Reservation and Delegation of Powers* and *Standing Financial Instructions*.

### **4.3. General Principles**

- 4.3.1. All those acting on behalf of the organisation are expected to:
- (a) ensure that the interests of patients and service users and carers remain paramount at all times;
  - (b) be impartial and honest in the conduct of their official business;
  - (c) demonstrate probity when dealing with the assets of the organisation;
  - (d) use integrity in all decisions affecting patients, service users and carers, staff and suppliers and in the use of information acquired in the course of their duties;
  - (e) use the public funds entrusted to them to the best advantage of the service, always ensuring value for money;
  - (f) show respect to patients, service users and carers, relatives, staff, colleagues and partners both within the NHS and the wider community;
  - (g) accept responsibility for the actions that they have taken, ensuring that the appropriate person within the organisation is notified should problems occur;
  - (h) comply with the organisation's policies and procedures.
- 4.3.2. It is also the responsibility of staff to ensure that they do not:
- (a) abuse their official position for personal gain or to benefit their family or friends;
  - (b) seek to advantage or further private business or other interests, in the course of their official duties.

### **4.4. Fit and Proper Persons**

- 4.4.1. In line with the requirements set out under *The Health and Social Care Act 2008 (Regulated Activities) Regulations 2014*<sup>1</sup>, all of the organisation's Governors, Non Executive Directors, Directors and Associate Directors will be required to be *fit and proper persons* as defined in these Regulations.

### **4.5. The NHS Constitution for England**

- 4.5.1. *The NHS Constitution for England* sets out a whole range of principles, values, rights, pledges and responsibilities for NHS organisations and employees as well as

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<sup>1</sup> Statutory Instrument 2014 No 2936, available on the UK Legislation website at <http://www.legislation.gov.uk/ukxi/2014/2936/contents/made>

for patients and the public. The organisation is committed to abiding by the requirements of *The NHS Constitution* in guiding its own actions and expects that directors, managers and staff will abide by these principles, values, rights, pledges and responsibilities when undertaking their own duties.

4.5.2. The NHS values which guide the NHS are:

- (a) respect and dignity;
- (b) commitment to the quality of care;
- (c) compassion;
- (d) improving lives;
- (e) working together for patients;
- (f) everyone counting.

4.5.3. Under *The NHS Constitution* all directors, managers and staff have the following duties:

- (a) to accept professional accountability and maintain standards of professional practice;
- (b) to take reasonable care of health and safety at work for you, your team and others, and to co-operate with the organisation to ensure compliance with health and safety requirements
- (c) to act in accordance with the express and implied terms of your contract of employment;
- (d) not to discriminate against patients and staff and to adhere to equal opportunities and equality and human rights legislation;
- (e) to protect the confidentiality of personal information that you hold unless to do so would put anyone at risk of harm;
- (f) to be honest and truthful in applying for a job and in carrying out that job.

4.5.4. In accordance with *The NHS Constitution*, the organisation expects that its directors, managers and staff should aim to:

- (a) maintain the highest standards of care and service, taking responsibility not only for the care you personally provide, but also for your wider contribution to the aims of your team, the organisation and the NHS as a whole;
- (b) take up training and development opportunities provided over and above those legally required for your post;
- (c) play your part in sustainably improving services by working in partnership with patients, the public and communities;
- (d) raise any genuine concern you may have about a risk, malpractice or wrongdoing at work (such as a risk to patient safety, fraud or breaches of patient confidentiality), which may affect patients, the public, other staff or the organisation itself, at the earliest opportunity;

- (e) be open with patients, their families, carers or representatives, including if anything goes wrong; welcoming and listening to feedback and addressing concerns promptly and in the spirit of co-operation. You should contribute to a climate where the trust can be heard and the reporting of, and learning from, errors is encouraged;
- (f) view the services you provide from the standpoint of a patient, and involve patients, their families and carers in the services you provide, working with them, their communities and other organisations, and making it clear who is responsible for their care.

#### 4.6. Mersey Care’s Staff Charter

4.6.1. Building on the NHS Constitution, our *Staff Charter* has been developed by staff, service users and carers – all staff are expected to adhere to these **CARE** principles (as seen below).

**STAFF CHARTER**

Care has always been at the heart of everything we do. But our ambition is now to deliver Perfect Care and become the world’s leading organisation in mental health, addition and learning disabilities. Our Staff Charter is designed to help guide us there.

Created by our staff, for our staff, and built around the needs of our service users, patients and carers, it highlights what’s expected of you and what you can expect from the organisation in return; Perfect Care. The future of care is in our hands, let’s work together to ensure this is world class

WHAT I CAN EXPECT FROM THE TRUST		WHAT THE TRUST CAN EXPECT FROM ME
<p><b>Opportunities and support</b> to continually improve the quality of mental health and learning disability services</p> <p><b>The resources</b> to enable me to deliver the best quality care services, and the support to maintain my wellbeing, excel at work and challenge concerns</p> <p><b>A culture focused</b> on person centred care, free from discrimination and harassment where my contribution is valued</p> <p><b>A rewarding job</b> which makes a difference to the lives of our patients, services users, their families and our wider community</p>	<div style="font-size: 2em; color: red; margin-bottom: 10px;"><b>C</b></div> <div style="font-size: 1.5em; color: blue; margin-bottom: 10px;"><b>ONTINUOUS IMPROVEMENT</b></div> <div style="font-size: 2em; color: red; margin-bottom: 10px;"><b>A</b></div> <div style="font-size: 1.5em; color: blue; margin-bottom: 10px;"><b>COUNTABILITY</b></div> <div style="font-size: 2em; color: red; margin-bottom: 10px;"><b>R</b></div> <div style="font-size: 1.5em; color: blue; margin-bottom: 10px;"><b>ESPECT</b></div> <div style="font-size: 2em; color: red; margin-bottom: 10px;"><b>E</b></div> <div style="font-size: 1.5em; color: blue;"><b>ENTHUSIASM</b></div>	<p><b>To contribute</b> to improving the quality of care services, to prioritise the recovery and wellbeing of our patients and service users through great teamwork and partnerships</p> <p><b>To take ownership</b> for the delivery of the highest quality care and to challenge poor practice and inappropriate behaviour</p> <p><b>To value difference</b> and individuality, to show care, empathy and respect for my colleagues, patients, services users and carers</p> <p><b>To take pride</b> in my work and in our organisation, to genuinely care about my team and working together to make a difference</p>

## 5. KEY TERMS

### 5.1. Conflicts of Interest

5.1.1. The key terms used in this policy are taken from NHS England's *Managing Conflicts of Interest in the NHS guidance* (Section 3: Definitions):

(a) A 'conflict of interest' is:

*"A set of circumstances by which a reasonable person would consider that an individual's ability to apply judgement or act, in the context of delivering, commissioning, or assuring taxpayer funded health and care services is, or could be, impaired or influenced by another interest they hold."*

(b) A conflict of interest may be:

- (i) actual - there is a material conflict between one or more interests,
- (ii) potential – there is the possibility of a material conflict between one or more interests in the future.

5.1.2. Staff may hold interests for which they cannot see potential conflict. However, caution is always advisable because others may see it differently and perceived conflicts of interest can be damaging. All interests should be declared where there is a risk of perceived improper conduct.

### 5.2. Interests Categories

5.2.1. Interests fall into the following categories:

- (a) **financial interests** - where an individual may get direct financial benefit<sup>2</sup> from the consequences of a decision they are involved in making;
- (b) **non-financial professional interests** - where an individual may obtain a non-financial professional benefit from the consequences of a decision they are involved in making, such as increasing their professional reputation or promoting their professional career.
- (c) **non-financial personal interests** - where an individual may benefit personally in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit, because of decisions they are involved in making in their professional career.
- (d) **indirect interests** - where an individual has a close association<sup>3</sup> with another individual who has a financial interest, a non-financial professional interest or a non-financial personal interest and could stand to benefit from a decision they are involved in making.

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<sup>2</sup> This may be a financial gain, or avoidance of a loss

<sup>3</sup> A common sense approach should be applied to the term 'close association'. Such an association might arise, depending on the circumstances, through relationships with close family members and relatives, close friends and associates, and business partners

## 6. STAFF (WHO IS COVERED BY THIS POLICY)

6.1. At Mersey Care we use the skills of many different people, all of whom are vital to our work. This includes people on differing employment terms, who for the purposes of this policy we refer to as 'staff' and are listed below:

- (a) all Governors;
- (b) all Directors, including Executive, Non Executive Directors and Associate Directors;
- (c) organisation Managers;
- (d) all organisation staff, including seconded staff, trainees and those on work experience;
- (e) organisation Mental Health Act Managers;
- (f) contractors and external consultants;
- (g) service users and carers acting on behalf of the organisation;
- (h) volunteers acting on behalf of the organisation.

6.2. NHS England have produced some frequently asked questions for specific staff groups on the issues posed and how the guidance applies to them. You may wish to signpost staff to these resources here when they are available at [www.england.nhs.uk/ourwork/coi](http://www.england.nhs.uk/ourwork/coi). In addition the software being used by the organisation to manage declarations – MES Declare – includes training videos and other useful information for staff

## 7. DECISION MAKING STAFF

7.1. Some staff are more likely than others to have a decision making influence on the use of taxpayers' money, because of the requirements of their role. For the purposes of this guidance these people are referred to as 'decision making staff.'

7.2. Decision making staff in Mersey Care are:

- (a) Executive Directors, Non Executive Directors and Associate Directors (or equivalent roles) who have decision making roles which involve the spending of taxpayers' money;
- (b) those staff at Agenda for Change band 6 and above, on the basis that
  - (i) the majority of these administrative and clinical staff are involved in decision making concerning the commissioning of services, purchasing of goods, medicines, medical devices or equipment, and formulary decisions,
  - (ii) some of these administrative and clinical staff have the delegated authority to enter into contracts on behalf of their organisation;
- (c) members of advisory groups which contribute to direct or delegated decision making on the commissioning or provision of taxpayer funded services.

## 8. IDENTIFICATION, DECLARATION AND REVIEW OF INTERESTS

### 8.1. Identification & declaration of interests (including gifts and hospitality)

8.1.1. All staff should identify and declare material interests at the earliest opportunity (and in any event within 28 days). If staff are in any doubt as to whether an interest is material then they should declare it, so that it can be considered. Declarations should be made:

- (a) on appointment with the organisation;
- (b) when staff move to a new role or their responsibilities change significantly;
- (c) at the beginning of a new project/piece of work;
- (d) as soon as circumstances change and new interests arise (for instance, in a meeting when interests staff hold are relevant to the matters in discussion).

8.1.2. The organisation is using a web-based software system called MES declare to allow staff to properly declare the information required in this policy. This includes electronic forms to make these declarations. Declarations should be made via this electronic system and will include the following information:

- (a) the returnee's name and their role with the organisation;
- (b) a description of the interest declared (reflecting the content of Section 5 of NHS England's guidance for common situations);
- (c) relevant dates relating to the interest;
- (d) space for comments (e.g. action taken to mitigate conflict).

8.1.3. If you have any queries or require information then in the first instance you should discuss them with your line manager. If you require further information then contact a member of the Corporate Governance Team who will coordinate the provision of further advice:

Name / Role	Contact Details
Andy Meadows Trust Secretary	Tel – 0151 471 2387 Email – andy.meadows@merseycare.nhs.uk
Sarah Jennings Deputy Trust Secretary	Tel – 0151 471 2387 Email – sarah.jennings@merseycare.nhs.uk
Paula Murphy Corporate Governance Compliance Manager	Tel – 0151 472 4042 Email – paula.murphy@merseycare.nhs.uk
Ashley Crossland Corporate Governance Assistant	Tel – 0151 472 7413 Email – ashley.crossland@merseycare.nhs.uk

8.1.4. The responsibility for the management of this process rests with the Executive Director of Communications and Corporate Governance, with support from the Trust Secretary and the Corporate Governance Team.

8.1.5. As a standing item Mersey Care's committees and project boards include an item to allow declarations to be made should this be required.



8.1.6. After expiry, an interest will remain on register(s) for a minimum of 6 months and a private record of historic interests will be retained for a minimum of 6 years.

## **8.2. Proactive review of interests**

8.2.1. Using MES Declare an email prompt will be sent at least annually to prompt *decision making staff* to review declarations they have made and, as appropriate, update them or make a nil return.

## **9. RECORDS AND PUBLICATION**

### **9.1. Maintenance**

9.1.1. Mersey Care will maintain two registers to record the declarations received:

- (a) Register of Interests;
- (b) Register of Gifts & Hospitality.

9.1.2. All declared interests that are material will be promptly transferred to the register(s) in a process overseen by the Corporate Governance Team

### **9.2. Publication**

9.2.1. As a minimum, the Register of Interests / Register of Gifts & Hospitality will be published annually in a report to the Board of Directors at its March meeting, which shall be available on the organisation's website. Through the use of MES Declare the organisation will explore the possibility of making the information available on an on-going basis. If you have any difficulty accessing this information please do not hesitate to contact the Corporate Governance Team (see paragraph 9.1.3 above)

9.2.2. Please note in some cases it might not be appropriate to publish information about the interests of some decision making staff, or their personal information might need to be redacted.

9.2.3. If decision making staff have substantial grounds for believing that publication of their interests should not take place then they should contact the Trust Secretary / Deputy Trust Secretary to explain why. In exceptional circumstances, for instance where publication of information might put a member of staff at risk of harm, information may be withheld or redacted on public registers. However, this would be the exception and information will not be withheld or redacted merely because of a personal preference.

### **9.3. Wider transparency initiatives**

9.3.1. Mersey Care fully supports wider transparency initiatives in healthcare, and we encourage staff to engage actively with these.

9.3.2. Relevant staff are strongly encouraged to give their consent for payments they receive from the pharmaceutical industry to be disclosed as part of the Association of British Pharmaceutical Industry (ABPI) Disclosure UK initiative. These "transfers of value" include payments relating to:



- (a) speaking at and chairing meetings;
- (b) training services;
- (c) advisory board meetings;
- (d) fees and expenses paid to healthcare professionals;
- (e) sponsorship of attendance at meetings, which includes registration fees and the costs of accommodation and travel, both inside and outside the UK;
- (f) donations, grants and benefits in kind provided to healthcare organisations

9.3.3. Further information about the scheme can be found on the ABPI website: - <http://www.abpi.org.uk/our-work/disclosure/about/Pages/default.aspx>

## **10. MANAGEMENT OF INTERESTS – GENERAL**

10.1. If an interest is declared but there is no risk of a conflict arising then no action is warranted. However, if a material interest is declared then the general management actions that could be applied include:

- (a) restricting staff involvement in associated discussions and excluding them from decision making;
- (b) removing staff from the whole decision making process;
- (c) removing staff responsibility for an entire area of work;
- (d) removing staff from their role altogether if they are unable to operate effectively in it because the conflict is so significant.

10.2. Each case will be different and context-specific, and Mersey Care will always clarify the circumstances and issues with the individuals involved. Staff should maintain a written audit trail of information considered and actions taken.

10.3. Staff who declare material interests should make their line manager or the person(s) they are working to aware of their existence. Further information and support is available by contacting the Corporate Governance Team (see paragraph 9.1.3 above).

## **11. MANAGEMENT OF INTERESTS – COMMON SITUATIONS**

This section sets out the principles and rules to be adopted by staff in common situations, and what information should be declared.

### **11.1. Gifts**

11.1.1. Staff should not accept gifts that may affect, or be seen to affect, their professional judgement.

11.1.2. Gifts from suppliers or contractors:

- (a) gifts from suppliers or contractors doing business (or likely to do business) with the organisation should be declined, whatever their value;

- (b) low cost branded promotional aids such as pens or post-it notes may, however, be accepted where they are **under the value of £6<sup>4</sup>** in total, and need not be declared.

11.1.3. Gifts from other sources (e.g. patients, families, service users):

- (a) gifts of cash and vouchers to individuals **should always be declined**;
- (b) staff **should not ask** for any gifts;
- (c) gifts valued at **over £50** should be treated with caution and only be accepted on behalf of Mersey Care **and not** in a personal capacity. These should be declared by staff;
- (d) modest gifts accepted **under a value of £50** do not need to be declared;
- (e) a common sense approach should be applied to the valuing of gifts (using an actual amount, if known, or an estimate that a reasonable person would make as to its value);
- (f) multiple gifts from the same source over a 12 month period should be treated in the same way as single gifts over £50 where the cumulative value exceeds £50.

11.1.4. *What should be declared* - the MES Declare system will require you to declare the following information:

- (a) your name and your role with the organisation;
- (b) a description of the nature and value of the gift, including its source;
- (c) the date of receipt;
- (d) any other relevant information (e.g. circumstances surrounding the gift, action taken to mitigate against a conflict, details of any approvals given to depart from the terms of this policy).

## 11.2. Hospitality – including meals, refreshments, travel and accommodation

11.2.1. In respect of offers of hospitality:

- (a) you should not ask for or accept hospitality that may affect, or be seen to affect, your professional judgement;
- (b) hospitality must only be accepted when there is a legitimate business reason and it is proportionate to the nature and purpose of the event;
- (c) particular caution should be exercised when hospitality is offered by actual or potential suppliers or contractors. This can be accepted, and must be declared, if modest and reasonable. Senior management approval must be obtained.

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<sup>4</sup> The £6 value has been selected with reference to existing industry guidance issued by the ABPI: <http://www.pmcpa.org.uk/the/code/Pages/default.aspx>

- 11.2.2. In respect of the meals and refreshments, the following rules apply:
- (a) under a value of £25 - may be accepted and need not be declared;
  - (b) of a value between £25 and £755 - may be accepted and must be declared;
  - (c) over a value of £75 - should be refused unless (in exceptional circumstances) senior approval is given. A clear reason should be recorded on the organisation's register(s) of interest as to why it was permissible to accept.
- 11.2.3. A common sense approach should be applied to the valuing of meals and refreshments (using an actual amount, if known, or a reasonable estimate).
- 11.2.4. In respect of travel and accommodation, the following will apply:
- (a) modest offers to pay some or all of the travel and accommodation costs related to attendance at events may be accepted and must be declared;
  - (b) offers which go beyond modest, or are of a type that the organisation itself might not usually offer, need approval by senior staff. They should only be accepted in exceptional circumstances and must be declared. A clear reason should be recorded on the organisation's register(s) of interest as to why it was permissible to accept travel and accommodation of this type. A non-exhaustive list of examples includes:
    - (i) offers of business class or first class travel and accommodation (including domestic travel),
    - (ii) offers of foreign travel and accommodation.
- 11.2.5. *What should be declared* – the MES Declare system will require you to declare the following information:
- (a) your name and your role with the organisation;
  - (b) the nature and value of the hospitality, including the circumstances;
  - (c) the date of receipt;
  - (d) any other relevant information (e.g. action taken to mitigate against a conflict, details of any approvals given to depart from the terms of this policy).

### **11.3. Outside Employment**

- 11.3.1. Staff should declare any existing outside employment on appointment and any new outside employment when it arises.
- 11.3.2. Where a risk of conflict of interest arises, the general management actions outlined in this policy should be considered and applied to mitigate risks.
- 11.3.3. Where contracts of employment or terms and conditions of engagement permit, staff may be required to seek prior approval from the organisation to engage in outside employment.

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<sup>5</sup> The £75 value has been selected with reference to existing industry guidance issued by the ABPI <http://www.pmcpa.org.uk/thecode/Pages/default.aspx>

- 11.3.4. Please note – in line with your contract of employment Mersey Care has legitimate reasons within employment law for knowing about outside employment of staff, even when this does not give rise to risk of a conflict.
- 11.3.5. *What should be declared* – the MES Declare system will require you to declare the following information:
- (a) your name and your role with the organisation;
  - (b) the nature of the outside employment (e.g. who it is with, a description of duties, time commitment);
  - (c) the relevant dates of this outside employment;
  - (d) other relevant information (e.g. action taken to mitigate against a conflict, details of any approvals given to depart from the terms of this policy).

#### **11.4. Shareholdings and other ownership issues**

- 11.4.1. Staff should declare, as a minimum, any shareholdings and other ownership interests in any publicly listed, private or not-for-profit company, business, partnership or consultancy which is doing, or might be reasonably expected to do, business with the organisation.
- 11.4.2. Where shareholdings or other ownership interests are declared and give rise to risk of conflicts of interest then the general management actions outlined in this policy should be considered and applied to mitigate risks.
- 11.4.3. There is no need to declare shares or securities held in collective investment or pension funds or units of authorised unit trusts.
- 11.4.4. *What should be declared* – the MES Declare system will require you to declare the following information:
- (a) your name and your role with the organisation;
  - (b) the nature of the shareholdings / other ownership interest;
  - (c) the relevant dates;
  - (d) other relevant information (e.g. action taken to mitigate against a conflict, details of any approvals given to depart from the terms of this policy).

#### **11.5. Patents**

- 11.5.1. Staff should declare patents and other intellectual property rights they hold (either individually, or by virtue of their association with a commercial or other organisation), including where applications to protect have started or are ongoing, which are, or might be reasonably expected to be, related to items to be procured or used by the organisation.
- 11.5.2. Staff should seek prior permission from the organisation before entering into any agreement with bodies regarding product development, research, work on pathways etc., where this impacts on the organisation's own time, or uses its equipment, resources or intellectual property.

11.5.3. Where holding of patents and other intellectual property rights give rise to a conflict of interest then the general management actions outlined in this policy should be considered and applied to mitigate risks.

11.5.4. *What should be declared* – the MES Declare system will require you to declare the following information:

- (a) your name and your role with the organisation;
- (b) a description of the patent or intellectual property;
- (c) the relevant dates;
- (d) other relevant information (e.g. action taken to mitigate against a conflict, details of any approvals given to depart from the terms of this policy)

## **11.6. Loyalty interests**

11.6.1. Loyalty interests should be declared by staff involved in decision making where they:

- (a) hold a position of authority in another NHS organisation or commercial, charity, voluntary, professional, statutory or other body which could be seen to influence decisions they take in their NHS role;
- (b) sit on advisory groups or other paid or unpaid decision making forums that can influence how an organisation spends taxpayers' money;
- (c) are, or could be, involved in the recruitment or management of close family members and relatives, close friends and associates, and business partners;
- (d) are aware that their organisation does business with an organisation in which close family members and relatives, close friends and associates, and business partners have decision making responsibilities.

11.6.2. *What should be declared* – the MES Declare system will require you to declare the following information:

- (a) your name and your role with the organisation;
- (b) the nature of the loyalty interest;
- (c) the relevant dates;
- (d) other relevant information (e.g. action taken to mitigate against a conflict, details of any approvals given to depart from the terms of this policy).

## **11.7. Donations**

11.7.1. Donations made by suppliers or bodies seeking to do business with the organisation should be treated with caution and not routinely accepted. In exceptional circumstances, they may be accepted but should always be declared. A clear reason should be recorded as to why it was deemed acceptable, alongside the actual or estimated value.

11.7.2. Staff should not actively solicit charitable donations unless this is a prescribed or expected part of their duties for the organisation, or is being pursued on behalf of

the organisation's own registered charity or other charitable body and is not for their own personal gain.

- 11.7.3. Staff must obtain permission from the organisation if in their professional role they intend to undertake fundraising activities on behalf of a pre-approved charitable campaign for a charity other than the organisation's own.
- 11.7.4. Donations, when received, should be made to a specific charitable fund (never to an individual) and a receipt should be issued.
- 11.7.5. Staff wishing to make a donation to a charitable fund in lieu of receiving a professional fee may do so, subject to ensuring that they take personal responsibility for ensuring that any tax liabilities related to such donations are properly discharged and accounted for.
- 11.7.6. *What should be declared* – the MES Declare system will require you to declare the following information:
  - (a) your name and your role with the organisation;
  - (b) the nature of the donation / fundraising activity;
  - (c) in addition, the organisation will maintain records in line with the above principles and rules and relevant obligations under charity law.

## **11.8. Sponsored events**

- 11.8.1. Sponsorship of events by appropriate external bodies will only be approved if a reasonable person would conclude that the event will result in clear benefit the organisations and the NHS.
- 11.8.2. During dealings with sponsors there must be no breach of patient or individual confidentiality or data protection rules and legislation.
- 11.8.3. No information should be supplied to the sponsor from whom they could gain a commercial advantage, and information which is not in the public domain should not normally be supplied.
- 11.8.4. At the organisation's discretion, sponsors or their representatives may attend or take part in the event but they should not have a dominant influence over the content or the main purpose of the event.
- 11.8.5. The involvement of a sponsor in an event should always be clearly identified.
- 11.8.6. Staff within the organisation involved in securing sponsorship of events should make it clear that sponsorship does not equate to endorsement of a company or its products and this should be made visibly clear on any promotional or other materials relating to the event.
- 11.8.7. Staff arranging sponsored events must declare this to the organisation.

11.8.8. *What should be declared* – the MES Declare system will require you to declare information on sponsored events and the organisation will maintain records regarding sponsored events in line with the above principles and rules.

### **11.9. Sponsored research**

11.9.1. Funding sources for research purposes must be transparent.

11.9.2. Any proposed research must go through the relevant health research authority or other approvals process.

11.9.3. There must be a written protocol and written contract between staff, the organisation, and/or institutes at which the study will take place and the sponsoring organisation, which specifies the nature of the services to be provided and the payment for those services.

11.9.4. The study must not constitute an inducement to prescribe, supply, administer, recommend, buy or sell any medicine, medical device, equipment or service.

11.9.5. Staff should declare involvement with sponsored research to the organisation.

11.9.6. *What should be declared* – the MES Declare system will require you to declare the following information:

- (a) your name and your role with the organisation;
- (b) the nature of your involvement in the sponsored research;
- (c) the relevant dates;
- (d) other relevant information (e.g. what, if any, benefit the sponsor derives from the sponsorship, action taken to mitigate against a conflict, details of any approvals given to depart from the terms of this policy);
- (e) in addition, the organisation will retain written records of sponsorship of research, in line with the above principles and rules.

### **11.10. Sponsored posts**

11.10.1. External sponsorship of a post requires prior approval from the organisation.

11.10.2. Rolling sponsorship of posts should be avoided unless appropriate checkpoints are put in place to review and withdraw if appropriate.

11.10.3. Sponsorship of a post should only happen where there is written confirmation that the arrangements will have no effect on purchasing decisions or prescribing and dispensing habits. This should be audited for the duration of the sponsorship. Written agreements should detail the circumstances under which organisations have the ability to exit sponsorship arrangements if conflicts of interest which cannot be managed arise.

11.10.4. Sponsored post holders must not promote or favour the sponsor's products, and information about alternative products and suppliers should be provided.



- 11.10.5. Sponsors should not have any undue influence over the duties of the post or have any preferential access to services, materials or intellectual property relating to or developed in connection with the sponsored posts.
- 11.10.6. *What should be declared* – the MES Declare system will require you to declare any other interests arising as a result of their association with the sponsor, in line with the content in the rest of this policy. In addition, the organisation will retain written records of sponsorship of posts, in line with the above principles and rules.

### **11.11. Clinical private practice**

- 11.11.1. Clinical staff should declare all private practice on appointment, and / or any new private practice when it arises<sup>6</sup> including:
- (a) where they practise (name of private facility);
  - (b) what they practise (specialty, major procedures);
  - (c) when they practise (identified sessions / time commitment).
- 11.11.2. Clinical staff should (unless existing contractual provisions require otherwise or unless emergency treatment for private patients is needed):
- (a) seek prior approval of their organisation before taking up private practice;
  - (b) ensure that, where there would otherwise be a conflict or potential conflict of interest, NHS commitments take precedence over private work<sup>7</sup>;
  - (c) not accept direct or indirect financial incentives from private providers other than those allowed by Competition and Markets Authority guidelines:  
[https://assets.publishing.service.gov.uk/media/542c1543e5274a1314000c56/Non-Divestment\\_Order\\_amended.pdf](https://assets.publishing.service.gov.uk/media/542c1543e5274a1314000c56/Non-Divestment_Order_amended.pdf)
- 11.11.3. Hospital Consultants should not initiate discussions about providing their Private Professional Services for NHS patients, nor should they ask other staff to initiate such discussions on their behalf.
- 11.11.4. *What should be declared* – the MES Declare system will require you to declare the following information:
- (a) your name and your role with the organisation;
  - (b) a description of the nature of the private practice (e.g. what, where and when you practise, sessional activity, etc.);
  - (c) the relevant dates;
  - (d) any other relevant information (e.g. action taken to mitigate against a conflict, details of any approvals given to depart from the terms of this policy).

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<sup>6</sup> Hospital Consultants are already required to provide their employer with this information by virtue of Para.3 Sch. 9 of the Terms and Conditions – Consultants (England) 2003: [https://www.bma.org.uk/-/media/files/pdfs/practical\\_advice\\_at\\_work/contracts/consultanttermsandconditions.pdf](https://www.bma.org.uk/-/media/files/pdfs/practical_advice_at_work/contracts/consultanttermsandconditions.pdf)

<sup>7</sup> These provisions already apply to Hospital Consultants by virtue of Paras.5 and 20, Sch. 9 of the Terms and Conditions – Consultants (England) 2003: [https://www.bma.org.uk/-/media/files/pdfs/practical\\_advice\\_at\\_work/contracts/consultanttermsandconditions.pdf](https://www.bma.org.uk/-/media/files/pdfs/practical_advice_at_work/contracts/consultanttermsandconditions.pdf)



## **12. MANAGEMENT OF INTERESTS – ADVICE IN SPECIFIC CONTEXTS**

### **12.1. Strategic decision making groups**

12.1.1. In common with other NHS bodies Mersey Care uses a variety of different groups to make key strategic decisions about things such as:

- (a) entering into (or renewing) large scale contracts;
- (b) awarding grants;
- (c) making procurement decisions;
- (d) selection of medicines, equipment, and devices.

12.1.2. The interests of those who are involved in these groups should be well known so that they can be managed effectively. For this organisation these groups are:

- (a) Council of Governors;
- (b) Board of Directors (including any advisory committees reporting to the Board of Directors via the Chief Executive);
- (c) Audit Committee;
- (d) Executive Committee (including any relevant committees / working groups that report to it);
- (e) Quality Assurance Committee (including any relevant committees / working groups that report to it);
- (f) Performance, Investment & Finance Committee (including any relevant committees / working groups that report to it);
- (g) Remuneration and Terms of Service Committees;
- (h) Operational Management Boards (including any relevant committees / working groups that report to them);
- (i) Project Boards overseeing new builds / major refurbishments (including any relevant committees / working groups that report to it).

12.1.3. These groups should adopt the following principles:

- (a) chairs should consider any known interests of members in advance, and begin each meeting by asking for declaration of relevant material interests;
- (b) members and attendees should take personal responsibility for declaring material interests at the beginning of each meeting and as they arise;
- (c) any new interests identified should be added to the organisation's register(s);
- (d) the vice chair (or other non-conflicted member) should chair all or part of the meeting if the chair has an interest that may prejudice their judgement.

12.1.4. If a member has an actual or potential interest the chair should consider the following approaches and ensure that the reason for the chosen action is documented in minutes or records:

- (a) requiring the member to not attend the meeting;

- (b) excluding the member from receiving meeting papers relating to their interest;
- (c) excluding the member from all or part of the relevant discussion and decision;
- (d) noting the nature and extent of the interest, but judging it appropriate to allow the member to remain and participate;
- (e) removing the member from the group or process altogether.

12.1.5. The default response should not always be to exclude members with interests, as this may have a detrimental effect on the quality of the decision being made. Good judgement is required to ensure proportionate management of risk.

## **12.2. Procurement**

12.2.1. Procurement should be managed in an open and transparent manner, compliant with procurement and other relevant law, to ensure there is no discrimination against or in favour of any provider. Procurement processes should be conducted in a manner that does not constitute anti-competitive behaviour - which is against the interest of patients and the public.

12.2.2. Those involved in procurement exercises for and on behalf of the organisation should keep records that show a clear audit trail of how conflicts of interest have been identified and managed as part of procurement processes. At every stage of procurement steps should be taken to identify and manage conflicts of interest to ensure and to protect the integrity of the process.

12.2.3. All procurement exercises should be undertaken in accordance with the guidance set out in the Standing Financial Instructions and the Scheme of Reservation and Delegation of Powers.

## **12.3. Gifts and Payments from the Pharmaceutical Industry ('Sunshine Rule')**

12.3.1. National guidance was issued from the start of April 2016 in respect of gifts, donations, payments and hospitality received by governors, directors, managers and members of staff from pharmaceutical companies or their representatives and / or any real or perceived conflicts of interest that staff may have through such relationship with pharmaceutical companies in the delivery of services which means that these matters will need to be declared on the publically available Register of Interests and Registers of Gifts and Hospitality.

12.3.2. In accordance with condition GC27 of the NHS Standard Contract issued by NHS England, all providers of NHS funded healthcare:

*“must ensure that, where and as required by Law and / or Guidance, all staff promptly disclose to the Provider full and accurate details of:*

- *all gifts, hospitality or other inducements received by or offered to them by or on behalf of any manufacture, distributor or vendor of pharmaceuticals, medical devices, consumable or equipment of a type which is or could be used in the delivery of Services; and*
- *any other actual or potential conflicts of interest on their relation to the delivery of Services.*

*The Provider must, if and as required by Law and / or Guidance, maintain and publish on its website an up-to-date register containing accurate details of all such gifts, hospitality, inducements and actual or potential conflicts of interest.”*

- 12.3.3. If in any doubt as to whether or not you have to declare gifts, donations, payments and hospitality from pharmaceutical companies or their representatives please contact your line manager in the first instance, who should then contact the Trust Secretary or another member of the Corporate Governance Team (see paragraph 9.1.3 for their contact details).

#### **12.4. Wills and Legacies**

- 12.4.1. Where a member of staff is a beneficiary to a Will of a patient who has been under their care, the member of staff must inform the Trust Secretary, through their line manager, of the gift or gifts so that consideration can be given to whether or not it is appropriate in all circumstances for that member of staff to retain the gift or gifts in order to avoid subsequent claims by the beneficiaries of the estate of inducement, reward or corruption. It is the responsibility of staff to ensure that they are not placed in a position which risks, or appears to risk, conflict between their private interests and their NHS duties.

#### **12.5. Canvassing in Relation to Appointments**

- 12.5.1. Canvassing of governors or directors of the organisation, members of any committee of the organisation, or member of any interviewing panel, either directly or indirectly, for any appointment within the organisation, shall disqualify the candidate from such an appointment.
- 12.5.2. Candidates for any appointment shall when making application, disclose in writing whether they are related to any governor, director or holder of any office in the organisation. Failure to disclose such a relationship may disqualify a candidate and if appointed may render them liable to summary dismissal.

### **13. DEALING WITH BREACHES**

- 13.1. There will be situations when interests will not be identified, declared or managed appropriately and effectively. This may happen innocently, accidentally, or because of the deliberate actions of staff or other organisations. For the purposes of this policy these situations are referred to as ‘breaches’.

#### **13.2. Identifying and reporting breaches**

- 13.2.1. Staff who are aware about actual breaches of this policy, or who are concerned that there has been, or may be, a breach, should report these concerns using one of the following ways:
- (a) by contacting a member of the Corporate Governance Team (see paragraph 9.1.3 above);
  - (b) using the ‘Report a Concern’ function within MES Declare;

- (c) by contacting the Freedom to Speak Up Guardian (Pat Prescott) by:
  - (i) phone – 07867 341 050,
  - (ii) email – [pat.prescott@merseycare.nhs.uk](mailto:pat.prescott@merseycare.nhs.uk);
- (d) by contacting the Lead Non Executive Director for raising concerns (Gerry O’Keeffe) via [raisingconcerns@merseycare.nhs.uk](mailto:raisingconcerns@merseycare.nhs.uk);
- (e) by raising the matter directly with the Chief Executive (Joe Rafferty) through the ‘Tell Joe’ process by emailing [telljoe@merseycare.nhs.uk](mailto:telljoe@merseycare.nhs.uk);
- (f) by using the mechanisms outlined in the Anti-Fraud, Corruption and Bribery Policy, including:
  - (i) by contacting the Anti-Fraud Specialist (Darrell Davies) on 0151 285 4520, or by asking for the Local Counter Fraud Team on 0151 285 4500;
  - (ii) by contacting the Executive Director of Finance (Neil Smith) on 0151 471 2205 or emailing [neil.smith@merseycare.nhs.uk](mailto:neil.smith@merseycare.nhs.uk).

13.2.2. To ensure that interests are effectively managed staff are encouraged to speak up about actual or suspected breaches. Every individual has a responsibility to do this. For further information about how concerns should be raised using the Freedom to Speak Up Policy or the Anti-Fraud, Corruption and Bribery Policy.

### **13.3. Taking action in response to breaches**

13.3.1. Mersey Care will investigate each reported breach according to its own specific facts and merits, and give relevant parties the opportunity to explain and clarify any relevant circumstances.

13.3.2. Following investigation the organisation will:

- (a) decide if there has been or is potential for a breach and if so the what severity of the breach is;
- (b) assess whether further action is required in response – this is likely to involve any staff member involved and their line manager, as a minimum;
- (c) consider who else inside and outside the organisation should be made aware;
- (d) take appropriate action as set out in the next section.

13.3.3. Action taken in response to breaches of this policy will be in accordance with the disciplinary procedures of the organisation and could involve organisational leads for staff support (e.g. Human Resources), fraud (e.g. Local Counter Fraud Specialists), members of the management or executive teams and organisational auditors.

13.3.4. Breaches could require action in one or more of the following ways:

- (a) clarification or strengthening of existing policy, process and procedures;
- (b) consideration as to whether HR / employment law / contractual action should be taken against staff or others;
- (c) consideration being given to escalation to external parties. This might include referral of matters to external auditors, NHS Protect, the Police, statutory

health bodies (such as NHS England, NHS Improvement or the Care Quality Commission), and/or health professional regulatory bodies.

- 13.3.5. Inappropriate or ineffective management of interests can have serious implications for the organisation and staff. There will be occasions where it is necessary to consider the imposition of sanctions for breaches.
- 13.3.6. Sanctions should not be considered until the circumstances surrounding breaches have been properly investigated. However, if such investigations establish wrongdoing or fault then the organisation can and will consider the range of possible sanctions that are available, in a manner which is proportionate to the breach. This includes:
- (a) employment law action against staff, which might include:
    - (i) Informal action (such as reprimand, or signposting to training and/or guidance),
    - (ii) Formal disciplinary action (such as formal warning, the requirement for additional training, re-arrangement of duties, re-deployment, demotion, or dismissal);
  - (b) reporting incidents to the external parties described above for them to consider what further investigations or sanctions might be;
  - (c) contractual action, such as exercise of remedies or sanctions against the body or staff which caused the breach;
  - (d) legal action, such as investigation and prosecution under fraud, bribery and corruption legislation.

#### **13.4. Learning and transparency concerning breaches**

- 13.4.1. In line with its terms of reference for overseeing the effectiveness of the organisation's internal controls, the Freedom to Speak Up Policy and the Anti-Fraud, Corruption and Bribery Policy the Audit Committee will receive regular reports on breaches.
- 13.4.2. To ensure that lessons are learnt and management of interests can continually improve, anonymised information on breaches, the impact of these, and action taken will be prepared and published as appropriate, or made available for inspection by the public upon request.

## **14. DUTIES**

### **14.1. The Board of Directors should:**

- (a) require that the Chief Executive ensures that the *Standards of Business Conduct* are brought to the attention of all staff and are effectively implemented;
- (b) require the development of local policies and procedures to support the *Standards of Business Conduct* as appropriate;
- (c) ensure that there is a procedure for raising concerns about maladministration, malpractice, breaches of these *Standards* and other concerns of an ethical

nature that gives a clear commitment that those concerns will be investigated;  
and

- (d) satisfy itself through its Audit and Executive Committees that the policies and implementation procedures are regularly reviewed and kept up to date.

**14.2. The Accountable Director** (the Executive Director of Communications and Corporate Governance) should:

- (a) ensure that the *Standards of Business Conduct* are regularly reviewed and kept up to date.

**14.3. Divisional and Corporate Managers** should:

- (a) ensure that the *Standards of Business Conduct* are brought to the attention of all staff.

**14.4. Staff** are required to:

- (a) have read and understood the *Standards of Business Conduct*;
- (b) keep up to date with any amendments to them;
- (c) where applicable and when requested, make the appropriate declarations.

**14.5. The Trust Secretary** should maintain the following central registers:

- (a) Register of Declaration of Interests;
- (b) Register of Gifts and Hospitality.

## **15. ANTI FRAUD, BRIBERY AND CORRUPTION**

### **15.1. Anti-Fraud**

15.1.1. The Fraud Act 2006 introduced an entirely new way of investigating and prosecuting fraud. Previously, the word 'fraud' was an umbrella term used to cover a variety of criminal offences falling under various legislative Acts. It is now no longer necessary to prove that a person has been deceived, or that the fraud was successfully carried out. The focus is now on the dishonest behaviour of the suspect and their intent to make a gain either for themselves or another; to cause a loss to another; or expose another to a risk of a loss;

15.1.2. There are several specific offences under the Fraud Act 2006, however, there are three primary ways in which fraud can be committed that are likely to be investigated by the trust's Anti-Fraud Specialist, namely

- (a) **Fraud by false representation (s.2)** – lying about something using any means, e.g. falsifying a CV or NHS job application form,
- (b) **Fraud by failing to disclose information (s.3)** – not saying or disclosing something when you have a legal duty to do so, e.g. failing to declare a conviction, disqualification or commercial interest when such information may have an impact on your NHS role, duties or obligation, and where you are required to declare such information as part of a legal commitment to do so,

- (c) **Fraud by abuse of a position (s.4)** – abusing a position where there is an expectation to safeguard the financial interests of another person or organisation, e.g. a carer abusing their access to patients’ monies, or an employee using commercially confidential NHS information to make a personal gain;

15.1.3. It should be noted that all offences under the Fraud Act 2006 occur where the act or omission is committed dishonestly and with intent to cause gain or loss, or expose to a risk of loss. The gain or loss does not have to succeed, so long as the intent is there. Successful prosecutions under the Fraud Act 2006 may result in an unlimited fine and/or a potential custodial sentence of up to 10 years.

## **15.2. Bribery and Corruption**

15.2.1. Bribery and corruption prosecutions can be brought using specific pieces of legislation:

- (a) Prevention of Corruption Acts 1906 and 1916, for offences committed prior to 1st July 2011, and,
- (b) Bribery Act 2010, for offences committed on or after 1st July 2011;

15.2.2. The Bribery Act 2010 reforms the criminal law of bribery, making it a criminal offence to:

- (a) give promise or offer a bribe (s.1), and / or
- (b) request, agree to receive or accept a bribe (s.2);

15.2.3. Corruption is generally considered to be an ‘umbrella’ term covering such various activities as bribery, fraud, money laundering, corrupt preferential treatment, kickbacks, cronyism and embezzlement. Under the Bribery Act 2010, however, bribery is now a series of specific criminal offences;

15.2.4. Generally, bribery is defined as “an inducement or reward offered, promised or provided to someone to perform their functions or activities improperly in order to gain a personal, commercial, regulatory and / or contractual advantage”;

15.2.5. Examples of bribery in an NHS context could be a contractor attempting to influence a procurement decision-maker by giving them an extra benefit or gift as part of a tender exercise; or, a medical or pharmaceutical company providing holidays or other excessive hospitality to a clinician in order to influence them to persuade their organisation to purchase that company’s particular clinical supplies;

15.2.6. A bribe does not have to be in cash; it may involve the awarding of a contract, the provision of gifts, hospitality, sponsorship, the promise of work, a job offer, or some other benefit or favour. The persons making and receiving the bribe may be acting on behalf of others – under the Bribery Act 2010, all parties involved may be prosecuted for a bribery offence;

15.2.7. In addition, the Bribery Act 2010 introduces a new ‘corporate offence’ [s.7] of the failure of commercial organisations to prevent bribery. The Department of Health’s Legal Service has stated that NHS bodies are deemed to be ‘relevant commercial



organisations' to which the Act applies. As a result, an NHS body may be held liable (and punished with a potentially unlimited fine) when someone "associated" with it bribes another in order to get, keep or retain business for the organisation. However, the organisation will have a defence, and avoid prosecution, if it can show it had "adequate procedures" in place designed to prevent bribery;

- 15.2.8. Finally, under s.14 of the Bribery Act 2010, a senior officer of the organisation (e.g. Executive Director, Chief Executive, Chair) would also be liable for prosecution if they consented to or connived in a bribery offence carried out by another. Under such circumstances, as an example, the Chief Officer may be prosecuted for a parallel offence to that brought against the primary perpetrator. Furthermore, the organisation could also be subject to an unlimited fine because of the Chief Officer's consent or connivance;
- 15.2.9. To reiterate, the Bribery Act 2010 is applicable to NHS organisations including Mersey Care and, consequently, it also applies to (and can be triggered by) everyone "associated" with the organisation who performs services for it, or on its behalf, or who provides the organisation with goods. This includes those who work for and with the organisation, such as employees, agents, subsidiaries, contractors and suppliers (regardless of whether they are incorporated or not). The term "associated person" has an intentionally wide interpretation under the Bribery Act 2010;
- 15.2.10. Mersey Care adopts a zero tolerance attitude towards bribery and does not, and will not, pay or accept bribes or offers of inducement to or from anyone, for any purpose.
- 15.2.11. The organisation is fully committed to the objective of preventing bribery and will ensure that adequate procedures, which are proportionate to our risks, are in place to prevent bribery and which will be regularly reviewed. We will, in conjunction with NHS Protect, seek to obtain the strongest penalties – including criminal prosecution, disciplinary and/or civil sanctions – against anyone associated with Mersey Care who is found to be involved in any bribery or corruption activities.
- 15.2.12. As with the Fraud Act 2006, a conviction under the Bribery Act 2010 may ultimately result in an unlimited fine and / or a custodial sentence of up to 10 years imprisonment.

## **16. PROTECTION OF CORPORATE ASSETS AND FINANCIAL INTEGRITY**

### **16.1. Accurate Accounting and Record Keeping**

- 16.1.1. Honest, accurate and objective recording and reporting of information, both financial and nonfinancial is essential to:
- (a) the organisation's ability to meet its statutory and regulatory obligations;
  - (b) the organisation's credibility and reputation; and
  - (c) informing and supporting business decisions and actions of the organisation.



16.1.2. Business records should accurately reflect the truth of the underlying transaction or event and must conform to all applicable legislation and external accounting requirements.

16.1.3. Records should be retained, protected and disposed of in line with organisation policies and procedures and made available for inspection to the organisation's External and Internal Auditors if required.

## **16.2. Protection of organisation Assets**

16.2.1. All directors, managers and members of staff are responsible for both safeguarding and making appropriate use of the organisation's assets, taking care to ensure that organisation assets are not wilfully damaged, misused, misappropriated or wasted. Any suspected abuse or misappropriation of organisation assets by others should be reported immediately.

16.2.2. organisation assets include 'tangible' physical assets such as property, equipment and vehicles; whilst intangible assets include intellectual property and proprietary information.

16.2.3. In addition, the organisation holds and administers funds on behalf of patients and service users and acts as Corporate Appointee or Bailee. Theft or other fraudulent activity resulting in a loss of assets is liable to disciplinary action and may also lead to prosecution following referral to the appropriate authorities.

## **16.3. Confidentiality, Information Security and Personal Conduct**

16.3.1. Governors, directors, managers, members of staff and third parties acting on behalf of the organisation in an official capacity should not disclose at any time confidential information obtained in the course of organisation business, without proper authority or mandate to do so. Examples of confidential information include:

- (a) non-public information about the organisation's plans, financial forecasts and business forecasts, research and competitive bids;
- (b) information relating to patients, service users and carers; and
- (c) personal information relating to governors, directors, managers and members of staff.

16.3.2. Access to confidential information should be restricted and only provided to the directors, managers and members of staff who require it for the exercise of their functions within the organisation.

16.3.3. With regards to external parties, confidential information should only be disclosed:

- (a) where confidential information is required to be disclosed under the terms of an order of any competent judicial, governmental, regulatory or supervisory body; and
- (b) to those parties with whom the organisation has a contractual arrangement to provide services and the party requires the information to carry out those services on behalf of the organisation. In such cases a confidentiality

agreement clause should be included within the contract prior to commencement of the service.

- 16.3.4. If confidential information is to be transmitted electronically or physically, then technical and procedural standards should be agreed with the other party in line with organisation policies and procedures.
- 16.3.5. Governors, directors, managers and members of staff should not use confidential information for their own pecuniary advantage or for that of a friend or relative (see 'Conflicts of Interest'), nor engage in communications:
- (a) which might be considered derogatory, defamatory, sexist, racist, obscene, vulgar or otherwise offensive;
  - (b) that involve the improper dissemination of copyrighted or licensed materials or other proprietary information; and
  - (c) involve visiting inappropriate internet sites.

## 17. ASSOCIATED DOCUMENTATION

- 17.1. In addition to the Mersey Care documents listed in paragraph 3.1 above, the following documentation is relevant to this policy:
- (a) Legislation and other guidance
    - (i) The Bribery Act 2010;
    - (ii) The Human Rights Act 1998;
    - (iii) The Equality Act 2010;
    - (iv) The Freedom of Information Act 2000
    - (v) The Public Interest Disclosure Act 1998;
    - (vi) Public Concern at Work Guidance.
  - (b) Department of Health / NHS Publications
    - (i) The Department of Health Circular HSG (93) 5, *The Code of Conduct for NHS Staff* (please see [Appendix A](#));
    - (ii) *Managing Conflicts of Interest in the NHS: Guidance to Staff and Organisations* (NHS England, February 2017)
    - (iii) *A Code of Conduct for Private Practice: Recommended Standards of Practice for NHS Consultants* (Department of Health, January 2004);
    - (iv) *NHS Code of Conduct for NHS Managers* (NHS Executive, October 2002);
    - (v) *NHS Code of Conduct and Accountability* (NHS, July 2004)
    - (vi) *The NHS Constitution for England* (Department of Health, August 2015);
    - (vii) *NHS Standard Contract General Conditions* (NHS England, Published Annually).
  - (c) Other Publications
    - (i) *Good Psychiatric Practice* (Royal College of Psychiatrists: Report CR148)
    - (ii) *The Code of Practice for the Pharmaceutical Industry* (ABPI, 2014)
    - (iii) *Code of Business Practice*, ABHI

## CODE OF CONDUCT FOR GOVERNORS

### INTRODUCTION

- 1.1 This code of conduct sets out the standards and behaviour that Mersey Care NHS Foundation Trust (hereafter referred to as “Mersey Care”) expects from the council of governors (individually and collectively) when acting on behalf of, or representing, the organisation.
- 1.2 This code of conduct should be read in conjunction with:
- (a) the NHS foundation trust’s constitution and licence
  - (b) the NHS foundation trust’s policy and procedures covering conflicts of interest, anti-money laundering and anti-bribery, the declaration, acceptance and refusal of gifts and hospitality
  - (c) NHS Improvement’s (formerly Monitor) NHS Foundation Trust Code of Governance, and Your statutory duties: A reference guide for NHS foundation trust governors;
  - (d) the NHS Constitution.

### WHY WE HAVE A CODE OF CONDUCT

- 1.3 The board of directors of Mersey Care has ultimate responsibility for all actions carried out by staff and committees throughout the organisation’s activities. This responsibility includes the stewardship of vast public resources and the provision of healthcare services to the community.
- 1.4 The board of directors is therefore determined to ensure the organisation inspires confidence and trust amongst its patients, members, staff, partners, funders and suppliers by demonstrating integrity and avoiding any potential or real situations of undue bias or influence in the decision-making of the organisation.
- 1.5 The council of governors has an integral role in supporting the board of directors in promulgating those values and visions to members, patients and the public, and embedding them within the work of the organisation.
- 1.6 The constitution of Mersey Care makes provision for governor elections, the appointment of members, practice and procedure of governors, and ultimately the removal of governors. This code of conduct complements the organisation’s constitution.

### APPOINTMENT AND TENURE

- 1.7 The council of governors is comprised of representatives elected from, and by, the service user and carer membership, the public membership and the staff membership, as well as those appointed from local partner organisations such as a

local authority, a local voluntary organisation, a local clinical commission group, a university which trains healthcare staff and from NHS England. Appointments run for three years, after which period the governor may be able to stand for re-election. A governor must be a member of the foundation trust in order to stand for election or appointment.

- 1.8 The council of governors represent the interests of all NHS foundation trust members, not just the constituency that elected, or external body that appointed, individual governors.

### **INDUCTION AND TRAINING**

- 1.9 In order for governors to be effective in performing their legal duties and responsibilities, it is essential that individual governors, and the council as a whole, are aware of the nature of the work of the organisation and its operating environment. In order to prepare and support governors, Mersey Care will provide a comprehensive induction and ongoing development opportunities. Individual governors are invited to speak to the chairman and/or trust secretary about any further information or training needs.
- 1.10 Governors are expected to attend induction and training programmes, given reasonable notice, in line with any individual or collective requirements identified by the governor or the periodic council performance appraisal.
- 1.11 In a manner yet to be determined the council of governors are expected to undertake a performance appraisal exercise to assess the skills set available to the organisation and to identify areas for future development and training. This process will be led by the chairman.

### **ROLE AND FUNCTION OF GOVERNORS**

- 1.12 The organisation will provide governors with guidance outlining their specific role and responsibilities. In fulfilling their general roles and responsibilities individual governors must:
- (a) adhere to the organisation's rules and policies, including the constitution, standing orders and standing financial instructions, and support its objectives, in particular those relating to NHS foundation trust status and developing a successful organisation;
  - (b) act in the best interests of the organisation at all times;
  - (c) contribute to the working of the council of governors in order for it to fulfil its role and functions as defined in the constitution;
  - (d) recognise that their role is a collective one;
  - (e) support and assist the chief executive, as the 'accounting officer' (i.e., the Chief Executive), in his/her responsibility to answer to NHS Improvement, commissioners and the public.

## **CONFLICTS OF INTEREST**

- 1.13 The council has a legal obligation to act in the best interests of Mersey Care and in accordance with the organisation's constitution and licence, and to avoid situations where there may be a potential, real or perceived, conflict of interest.
- 1.14 Governors should not use their position for personal advantage or seek to gain preferential treatment. Governors should be aware of, and act in accordance with, the organisation's policy and procedures on identifying and managing conflicts of interest.
- 1.15 Upon appointment, and at least annually, governors are invited to complete a declaration of interests form. This document must also be updated where a material change occurs. A register of interests will be maintained by the trust secretary, and will be made available to the public, in line with the organisation's standards of business conduct policy.
- 1.16 Failure by a governor to declare an interest, real or perceived, could result in the complaints process being instigated by the organisation. Depending on the circumstances and severity of the conflict, this may result in the governor being removed from office.

## **STANDARDS OF CONDUCT**

- 1.17 Governors are required to adhere to the highest standards of conduct in the performance of their duties. This code of conduct respects and endorses the seven principles of public life promulgated by the Nolan Committee and all governors are encouraged to perform their duties in accordance with them. The seven principles are:
- (a) selflessness;
  - (b) integrity;
  - (c) objectivity;
  - (d) accountability;
  - (e) openness;
  - (f) honesty;
  - (g) leadership.
- 1.18 In performing their roles and responsibilities, governors are encouraged to:
- (a) value fellow governors, even when there are differences in opinion;
  - (b) be mindful of conduct which could be deemed to be unfair or discriminatory;
  - (c) conduct themselves in a manner which reflects positively on the organisation when attending external meetings or any other events;
  - (d) seek to ensure that the membership of the constituency, or partner organisation, that elected/appointed them are properly informed and that their views are fed back to the organisation; and

- (e) take account of the CARE standards which are included in the organisation's staff charter (see below).

**STAFF CHARTER**

Care has always been at the heart of everything we do. But our ambition is now to deliver Perfect Care and become the world's leading organisation in mental health, addition and learning disabilities. Our Staff Charter is designed to help guide us there.

Created by our staff, for our staff, and built around the needs of our service users, patients and carers, it highlights what's expected of you and what you can expect from the organisation in return; Perfect Care. The future of care is in our hands, let's work together to ensure this is world class

<b>WHAT I CAN EXPECT FROM THE TRUST</b>		<b>WHAT THE TRUST CAN EXPECT FROM ME</b>
<p><b>Opportunities and support</b> to continually improve the quality of mental health and learning disability services</p> <p><b>The resources</b> to enable me to deliver the best quality care services, and the support to maintain my wellbeing, excel at work and challenge concerns</p> <p><b>A culture focused</b> on person centred care, free from discrimination and harassment where my contribution is valued</p> <p><b>A rewarding job</b> which makes a difference to the lives of our patients, services users, their families and our wider community</p>	<p><b>C</b>ONTINUOUS IMPROVEMENT</p> <p><b>A</b>CCOUNTABILITY</p> <p><b>R</b>ESPECT</p> <p><b>E</b>NTHUSIASM</p>	<p><b>To contribute</b> to improving the quality of care services, to prioritise the recovery and wellbeing of our patients and service users through great teamwork and partnerships</p> <p><b>To take ownership</b> for the delivery of the highest quality care and to challenge poor practice and inappropriate behaviour</p> <p><b>To value difference</b> and individuality, to show care, empathy and respect for my colleagues, patients, services users and carers</p> <p><b>To take pride</b> in my work and in our organisation, to genuinely care about my team and working together to make a difference</p>

- 1.19 All governors are expected to understand, agree and promote the organisation's equality and human rights policy in every area of their work. The council's activities should not prejudice any part of the community on the grounds of age, disability, gender reassignment, pregnancy and maternity, race, religion or belief, sex or sexual orientation.

- 1.20 Any actual or perceived prejudicial action, views or comments shall be investigated and dealt with in line with the complaints procedure and could result in the governor being removed from office.

### **STAKEHOLDER ENGAGEMENT**

- 1.21 Governors are accountable to the membership. In order to demonstrate their accountability governors are encouraged to attend events and provide opportunities to meet, talk and listen to the members, partner organisations they represent, and the public, in order to best understand their views and concerns.
- 1.22 Governors should be fully aware of their representative functions and should not become personally involved in patient or public matters that ought to rightly be handled by the appropriate member of organisation staff. Governors are advised to act as a conduit for forwarding public comments and concerns to the appropriate staff member, when presented with a complaint from a member, patient or the general public.

### **VISITING THE TRUST**

- 1.23 In fulfilling their core duties and responsibilities, governors will be expected to visit organisation property. For activities other than attending council meetings or member events organised by the organisation, governors are requested to follow the procedure below:
- (a) for group visits, arrangements will be discussed and agreed between the chair and trust secretary, in liaison with appropriate directors and managers;
  - (b) for individual visits, the governor should speak directly to the trust secretary.
- 1.24 The organisation will make every effort to accommodate the request of the governor, but may not always be able to agree to specific dates, times or site visits.
- 1.25 Personal, non-governor related visits to organisation property are not covered by this procedure

### **EXPENSES**

- 1.26 The position of governor is unremunerated, though reasonable out-of-pocket expenses are paid. Please refer to Mersey Care's policy on governor expenses and how to claim for reimbursement for costs incurred on behalf of the organisation.
- 1.27 Further information about expenses can be gained by speaking directly to Corporate Governance Team.

### **MEETINGS**

- 1.28 Governors have a responsibility to attend meetings of the council of governors. When this is not possible they should submit an apology to the trust secretary in advance of the meeting. Governors are expected to attend for the duration of each meeting.



- 1.29 Absence from the council of governors meetings without good reason established to the satisfaction of the council could result in the individual governor being removed from office.
- 1.30 Non-attendance three consecutive meetings will result in the governor being deemed to have resigned their position, unless the grounds for absence are regarded as satisfactory by the council of governors.
- 1.31 If a governor would like to submit an item for inclusion in the council's agenda, they should forward their request to the trust secretary at least [14] working days before the meeting. Late items of an urgent nature may be added to the list of any other business, at the discretion of the chairman, in discussion with the trust secretary.
- 1.32 Meetings of the council shall be held in public, and in accordance with the standing orders. The council of governors may decide to hold all or part of a meeting in private in such circumstances where confidential or sensitive information needs to be discussed.

### **BOARD AND COUNCIL INTERACTION**

- 1.33 The council of governors may invite any or all of the board of directors to attend council meetings. Such invitations will be agreed by the chairman and facilitated by the trust secretary.
- 1.34 Governors are reminded that the council, board of directors and management have a common purpose: the success of the organisation and the provision of safe and high quality care to the community. As such, governors are encouraged to only use their powers of veto and removal in those circumstances where other forms of discussion and mediation have been used and not proven fruitful.
- 1.35 Governors should treat the organisation's directors, other employees and fellow governors with respect and in accordance with the organisation's policies.

### **MEDIATION**

- 1.36 A mediation process is available to the council, and individual governors, for use when there has been a breakdown of communication or trust between the governors and directors. Further information should be requested from the chairman or trust secretary.
- 1.37 Before the mediation process is instigated, the chairman, lead governor and / or senior independent director (as appropriate) should have met in an attempt to resolve the matter.

### **NHS IMPROVEMENT (FORMERLY KNOWN AS MONITOR)**

- 1.38 In general, formal contact with the NHS Improvement (Monitor) will be via the chairman, chief executive or trust secretary, as appropriate.
- 1.39 This does not prevent the council nominating another governor to act as the lead governor for communications with the regulator in such instances when the usual communication line is inappropriate.



## **CONFIDENTIALITY**

- 1.40 All governors are required to respect the confidentiality of the information they are exposed to as a result of their membership of the council. As a member representative, sometimes dealing with difficult and confidential issues, governors are required to act with discretion and care in the performance of their role.
- 1.41 Governors should only speak to the media with the express permission of the chief executive or the trust secretary. In situations concerning potential whistleblowing matters, governors are encouraged to adhere to the organisation's raising concern at work policy to resolve the matter, in the first instance.
- 1.42 Any allegations of breaches of confidentiality will be investigated under the complaints policy and could result in the removal of any governor involved in such a breach. This does not include protected disclosures as defined in the Public Disclosure Act 1998. Further information regarding whistleblowing can be found in the organisation's raising concern at work policy or by speaking to the trust secretary.

## **CEASING TO BE A GOVERNOR**

- 1.43 Governors must continue to comply with the qualifications required to hold public office throughout their period of tenure, as defined in the willingness to serve declaration. Any changes that would render the governor ineligible to serve must be forwarded to the trust secretary.
- 1.44 As previously mentioned, failure to attend three consecutive meetings may result in the governor being deemed to have resigned their position unless the grounds for absence are deemed to be satisfactory by the council of governors.
- 1.45 A governor may resign their office ahead of their tenure by writing to the trust secretary. Depending on the reasons and circumstances of the resignation, the chairman may decide to formally record those particulars in the minutes of the next council meeting.

## **CODE NON-COMPLIANCE**

- 1.46 In addition to this code of conduct, a complaints policy operates to cover allegations made against governors that appear to breach the spirit of the code or specific conditions of service. Ideally any penalties for non-compliance would never need to be applied.
- 1.47 Non-compliance with the code of conduct may result in action being taken as follows:
- (a) where misconduct takes place, the chairman may be authorised to take such action as may be immediately required, including the exclusion of the person concerned from a meeting;
  - (b) where such misconduct is alleged, it shall be open to the council of governors to decide, by simple majority of those in attendance, to lay a formal charge of

misconduct. In such instances it will be the responsibility of the council of governors to:

- (i) inform the governor in writing of the nature of the allegation of the breach, detailing the specific action or behaviour considered to be detrimental to the organisation, and inviting and considering their response within a defined timescale,
  - (ii) inviting the governor to address the council in person if the matter cannot be resolved satisfactorily through correspondence,
  - (iii) deciding, by simple majority of those present and voting, whether to uphold the charge of the breach and conduct detrimental to the organisation,
  - (iv) impose such sanctions as shall be deemed appropriate. Sanctions will range from the issuing of a written warning as to the governor's future conduct and consequences, and the removal of the governor from office;
- (c) where the council cannot agree on a course of action in a situation that is deemed detrimental to the organisation, the organisation has the power to remove the governor.

1.48 Further information regarding any aspects of this code of conduct can be requested from the trust secretary.