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 Trust.

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 Trust’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 Trust.

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 Trust.

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 Trust’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 Trust 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 Trust 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 Trust 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 Trust'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 Trust;

(b) act in the best interests of the Trust 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 Trust’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 Trust'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 Trust'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 Trust. 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 Trust 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 Trust; and
(e) take account of the CARE standards which are included in the Trust’s staff charter (see overleaf)
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, addiction 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 Trust 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

<table>
<thead>
<tr>
<th>Continuous Improvement</th>
<th>Accountability</th>
<th>Respect</th>
<th>Enthusiasm</th>
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<tr>
<td><strong>Opportunities and support</strong> to continually improve the quality of mental health and learning disability services</td>
<td><strong>The resources</strong> to enable me to deliver the best quality care services, and the support to maintain my wellbeing, excel at work and challenge concerns</td>
<td><strong>A culture focused</strong> on person centred care, free from discrimination and harassment where my contribution is valued</td>
<td><strong>A rewarding job</strong> which makes a difference to the lives of our patients, services users, their families and our wider community</td>
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### WHAT THE TRUST CAN EXPECT FROM ME

<table>
<thead>
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<tr>
<td><strong>To contribute</strong> to improving the quality of care services, to prioritise the recovery and wellbeing of our patients and service users through great teamwork and partnerships</td>
<td><strong>To take ownership</strong> for the delivery of the highest quality care and to challenge poor practice and inappropriate behaviour</td>
<td><strong>To value difference</strong> and individuality, to show care, empathy and respect for my colleagues, patients, services users and carers</td>
<td><strong>To take pride</strong> in my work and in our Trust, to genuinely care about my team and working together to make a difference</td>
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1.19 All governors are expected to understand, agree and promote the Trust’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 Trust 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 Trust property. For activities other than attending council meetings or member events organised by the Trust, 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 Trust 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 Trust 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 Trust.

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 Trust 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 Trust’s directors, other employees and fellow governors with respect and in accordance with the Trust’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 Trust'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 Trust'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 Trust, 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 Trust,

(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 Trust, the Trust 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.