**CODE OF CONDUCT FOR MEMBERS OF THE BOARD OF DIRECTORS**

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<td>Trust Secretary</td>
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<td>CONSULTATION GROUPS:</td>
<td>Chair, Non-Executive Directors, Executive Operational Sub-Committee, HR, Finance &amp; Performance Committee</td>
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**PROCEDURE SUMMARY**

This document sets out in broad terms the role and responsibilities of members of the Board of Directors of Essex Partnership University NHS Foundation Trust (EPUT) and the standards of conduct expected of them.

The Trust monitors the implementation of and compliance with this procedure in the following ways;

The implementation and compliance with the Code will be monitored on an annual basis by the Trust Secretary. Reviews will take place on a three-yearly basis and will be included in the Trust’s internal governance review.

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The Director responsible for monitoring and reviewing this procedure is Executive Director Corporate Governance & Strategy
ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

CODE OF CONDUCT FOR MEMBERS OF THE BOARD OF DIRECTORS

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CODE OF CONDUCT FOR MEMBERS OF THE BOARD OF DIRECTORS

Assurance Statement
All members of NHS Boards should understand and be committed to the practice of good governance and to the legal and regulatory frameworks in which they operate. High standards of corporate and personal conduct are an essential component of public service. As individuals, they must understand both the extent and limitations of their personal responsibilities.

Adherence to the Code of Conduct ensures they maintain the three crucial public services values of accountability, probity and openness.

This procedural document provides guidance on the standards of conduct and behaviour expected of members of the Board of Directors.

1.0 INTRODUCTION

1.1 The Trust is governed by the 2006 Act, the 2012 Act and its constitution (i.e. regulatory framework). Members of the Board of Directors are required to act at all times in accordance with the regulatory framework and this Code

1.2 High standards of corporate and personal conduct are an essential component of public service. The purpose of this Code is to provide clear guidance on the standards of conduct and behaviour expected of Directors

1.3 The Code of Conduct is built on and demonstrates the Trust’s corporate values and behaviours of being:
   - Open
   - Compassionate
   - Empowering.

Demonstrating these behaviours and values will support the achievement of the Trust’s strategic priorities to:
   - Continuously improve patient safety, experience and outcomes, and reduce clinical variations
   - Attract, develop and enable high performing individuals and teams
   - Enable service improvement plans with system partners
   - Achieve top 25% performance of operational, financial and productivity measures.

2.0 SCOPE

2.1 The Code of Conduct applies to all members of the Board of Directors

2.2 It applies at all times when members of the Board are carrying out the business of the Trust or representing the Trust
2.3 The Code of Conduct for the Board of Directors together with the Code of Conduct for the Council of Governors and the constitution forms part of the governance framework designed to promote the highest possible standards of personal conduct and behaviour and high standards of business integrity at all times within the Trust.

2.4 The constitution details the way in which the Trust operates. It outlines the qualification and disqualification criteria for Directors together with detailing their statutory roles and responsibilities. The constitution also includes the Standing Orders for the Board of Directors. Directors should familiarise themselves with the content of both the constitution and Standing Orders.

2.5 This Code should be read in conjunction with, but not limited to, the Trust’s Provider Licence, Standing Orders, Standing Financial Instructions, and Scheme of Reservation & Delegation as well as NHSI’s *Code of Governance for NHS FTs*.

2.6 This Code should also be considered alongside other organisational policies as listed under section 15 below.

### 3.0 INTERPRETATION AND DEFINITIONS

3.1 Unless otherwise stated, words and expressions contained in this Code of Conduct shall bear the same meaning as in the NHS Act 2006 (as amended by the Health and Social Care Act 2012) and the Trust’s constitution.

3.2 **2006 Act** means the National Health Service Act 2006.

3.3 **2012 Act** means the Health and Social Care Act 2012.

3.4 **Board/Board of Directors** means the Board of Directors as constituted in accordance with the Trust’s constitution.

3.5 **Code/Code of Conduct** means this Code of Conduct for the Board of Directors and any associated appendices.

3.6 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. A **conflict of interest** may be:

- Actual: there is a material conflict between one or more interests
- Potential: there is the possibility of a material conflict between one or more interests in the future

3.7 **Council/Council of Governors** is the Council of Governors of the Trust as constituted in accordance with the Trust’s constitution.

3.8 **Director(s)** means the member(s) of the Board of Directors including the Chair, Chief Executive, Executive Directors and Non-Executive Directors.

3.9 **NHS FT** means NHS Foundation Trust.
3.10 **Governor** means a member of the Council of Governors

3.11 **NHSI/NHS Improvement** formerly known as Monitor, regulator for NHS Trusts and NHS Foundation Trusts

3.12 **Nolan Principles** means the seven principles of public life published by the Committee on Standards in Public Life

3.13 **SFIs** means the Standing Financial Instructions of the Trust

3.14 **SoRD** means the Scheme of Reservation & Delegation of the Board of Directors

3.15 **SOs** means the Standing Orders of the Board of Directors

3.16 The **Trust** means Essex Partnership University NHS Foundation Trust (EPUT)

### 4.0 GENERAL PRINCIPLES AND OBLIGATIONS

4.1 The Board of Directors of an FT has a duty to conduct business with probity, to respond to staff, patients and suppliers impartially, to achieve value for money from the public funds with which they are entrusted and to demonstrate high ethical standards of personal conduct

4.2 As described in the Trust’s constitution, the general duty of the Board and of each Director individually is to act with a view to promoting the success of the Trust so as to maximise the benefits for the members of the Trust as a whole and for the wider public

4.3 The Board undertakes to set an example in the conduct of its business and to promote the highest corporate standards of conduct. It will lead in ensuring that the provisions of the Trust’s constitution, the NHS Constitution, SOs, SFIs and SoRD conform to best practice and serve to enhance standards of conduct

4.4 Directors are required to act with discretion and care in the performance of their role and to maintain confidentiality at all times with regard to any information gained via their involvement in the Trust

4.5 Ideally any penalties for non-compliance would never need to be applied. However, the Trust reserves the right to impose such penalties and regards non-compliance with the Code as a serious matter. It is considered an essential guide for Directors

4.6 The principles underpinning the Code are drawn from the Seven Principles of Public Life\(^1\) (adapted from the Nolan Report). All members of the Board are expected to abide by them:

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\(^1\) HMSO 2013 Committee on Standards in Public Life 14\(^{th}\) Report – *Standards Matter: a review of best practice in promoting good behaviour in public life*
Code of Conduct for Members of the Board of Directors

- **Selflessness**: Holders of public office should act solely in terms of the public interest: they should not do so in order to gain financial or other benefits for themselves, their family or their friends.
- **Integrity**: Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
- **Objectivity**: In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
- **Accountability**: Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- **Openness**: Holders of public office should be as open as possible about all the decisions and actions they take: they should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- **Honesty**: Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership**: Holders of public office should promote and support these principles by leadership and example.

4.7 All Directors are expected to demonstrate the Trust’s values and behaviours:

- **Open**: Colleagues are expected to:
  - Be honest, accessible and responsive
  - Work collaboratively with colleagues and all stakeholders, and be open to new perspectives and ways of working
  - Actively listen and have confidence to speak up to improve services
  - Professionally challenge and take ownership to improve safety and change things for the better
- **Compassionate**: Colleagues are expected to:
  - Understand different perspectives and take responsibility to respond to patients, carers and colleagues
  - Be friendly and courteous and show a caring and empathetic approach in transactions with others
  - Value inclusiveness and respect individual and team differences
  - Strive to provide the highest possible standards of care and support
- **Empowering**: Colleagues are expected to:
  - Go the extra mile and help others achieve their goals
  - Encourage and embrace change and be proud to share ideas
  - Embrace continuous learning and self-development
  - Celebrate successes and have the courage to learn from mistakes.

### 5.0 EXPECTED STANDARDS OF BEHAVIOUR

5.1 The Code will inform and govern the decisions and conduct for all Directors.

5.2 Directors have a responsibility to be honest and act with integrity and probity at all times. Directors will not make, permit or knowingly allow to be made, any
untrue or misleading statement relating to Directors’ own duties or the functions of the Trust

5.3 Directors are expected to conduct themselves in a manner that reflects positively on the Trust and not to conduct themselves in a manner that could reasonably be regarded as bringing their office or the Trust into disrepute

5.4 Specifically Directors must:
- Act in the best interests of the Trust and adhere to its values and this Code
- Respect others and treat them with dignity and fairness
- Seek to ensure that no one is unlawfully or otherwise discriminated against and promote equal opportunities and social inclusion
- Be honest and act with integrity and probity
- Recognise that the Board is collectively responsible for the exercise of its powers and the performance of the Trust
- Raise concerns and provide appropriate challenge regarding the running of the Trust or a proposed action where appropriate
- Recognise the differing roles of the Chair, Senior Independent Director, Chief Executive, Executive Directors and Non-Executive Directors
- Make every effort to attend Board meetings, and those committees, sub-committees and joint working groups of which they are members
- Adhere to the good practice requirements in respect of the conduct of meetings as set out in appendix 1 to this Code and the Board’s SOs
- Take and consider advice on issues where appropriate and respect the views of others
- Acknowledge the responsibility of the Council to hold the Non-Executive Directors individually and collectively to account for the performance of the Board, and represent the interests of the Trust’s members, public and partner organisations in the governance and performance of the Trust, and to have regard to the views of the Council
- Not use their position for personal advantage or seek to gain preferential treatment, nor seek improperly to confer an advantage or disadvantage on any other person
- Accept responsibility for their performance, learning and development. Training and development are essential for Directors in respect of effect performance in their current role. Directors will therefore attend any training/development session as is reasonably required by the Trust in order to assist their role and functions.

6.0 FIT & PROPER PERSON REQUIREMENT AND DUTY OF CANDOUR

6.1 Directors will need to be aware of the statutory duties imposed on the Trust under the 2012 Act in respect of NHS bodies meeting the ‘fit and proper person’ requirement for Directors and the duty of candour. The Trust acting through the Board will be legally responsible for compliance with its duties under the regulations. It is also a condition of the Trust’s Provider Licence that every Director serving on the Board is a ‘fit and proper person’ as defined in the Licence

6.2 As detailed in the Trust’s Fit & Proper Person Policy, Directors must certify on appointment, and each year, that they are/remain a fit and proper person. If
circumstances change so that a Director can no longer be regarded as a fit and proper person or if it comes to light that a Director is not a fit and proper person, they will be suspended from being a Director with immediate effect pending confirmation and any appeal. Where it is confirmed that a Director is no longer a fit and proper person their Board membership is terminated

6.3 Directors must conduct themselves in a manner which ensures the Trust’s compliance with the requirements set out in the Regulations in respect of the duty of candour and comply with the Trust’s Policy on Being Open & Duty of Candour. The Directors must make sure that all staff are aware of the legal obligations that may apply in respect of the duty of candour when patients are harmed after a safety incident.

7.0 RAISING MATTERS OF CONCERN OR ‘WHISTLEBLOWING’

7.1 The Board acknowledges that staff must have a proper and widely publicised procedure for voicing complaints or concerns about maladministration, malpractice, breaches of this code and other concerns of an ethical nature. The Trust has a Raising Concerns (Whistleblowing) Policy on raising matters of concern which will be followed at all times by Directors and staff.

8.0 REGISTER OF INTEREST

8.1 Directors are required to register all relevant interests in the Trust’s register of interests in accordance with the provisions of the constitution. This will be undertaken on appointment and through an annual review.

8.2 It is the responsibility of each Director to update their register entry if their interests change. Failure to register a relevant interest in a timely manner may constitute a breach of this Code.

9.0 CONFLICTS OF INTEREST

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

9.2 If a Director has in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust, the Director must declare the nature and extent of that interest to the other Directors. If such a declaration proves to be, or becomes, inaccurate or incomplete, a further declaration must be made. Any such declaration must be made at the earliest opportunity and before the Trust enters into the transaction or arrangement.

9.3 The Chair will advise Directors in respect of any conflicts of interest that arise during Board meetings, including whether the interest is such that the Director should withdraw from the meeting for the period of the discussion.
9.4 In the event of disagreement it is for the Board to decide whether a Director must withdraw from the meeting. Conflict of Interest shall be dealt with in accordance with the Trust’s constitution and SOs.

10.0 GIFTS AND HOSPITALITY

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

10.2 The Board is conscious expenditure on hospitality or entertainment is the responsibility of management and is open to be challenged by the internal and external auditors and that ill-considered actions can damage the reputation of the Trust in the eyes of the community.

10.3 All offers of hospitality and gifts whether accepted or not and provided to outside organisations, shall be recorded in a local register. These local registers must include all details including approximate value. All such registers will be reviewed at least annually by the Board.

10.4 The Trust has a Conflicts of Interest, Gifts & Hospitality Policy which will be followed at all times by Directors and Trust staff. Directors must not accept gifts or hospitality other than in compliance with this policy which also requires adherence to the Bribery Act 2010.

11.0 CONFIDENTIALITY AND ACCESS TO INFORMATION

11.1 The Trust has adopted policies and procedures to protect confidentiality of personal information and to ensure compliance with current General Data Protection Regulation, the Freedom of Information Act 2000 and other relevant legislation which will be followed at all times by the Board. Directors must comply with the Trust’s Confidentiality Policy. Directors must not disclose any confidential information, except in specified lawful circumstances.

11.2 Information on decisions made by the Board and information supporting those decisions should be made available in a way that is understandable.

11.3 Positive responses should be given to reasonable requests for information and in accordance with the Freedom of Information Act 2000 and other applicable legislation and Directors must not seek to prevent a person from gaining access to information to which they are legally entitled.

12.0 ATTENDANCE AT COURSES AND CONFERENCES INCLUDING OVERSEAS TRAVEL

12.1 The Trust encourages the attendance of Directors at conferences and on courses. However, it is important to establish that there is a value to the Trust as well as the individual. In particular, there must be no basis whatsoever for
any criticism that the attendance of an individual at such an event is not in the public interest. Attendance at courses and conferences should always be as set out in Trust Study Leave Policy and linked with appraisals/performance evaluations for Directors.

13.0 MONITORING OF IMPLEMENTATION AND COMPLIANCE

13.1 The Directors will satisfy themselves that the actions of the Board (and its committees) in conducting business fully reflects the values, general principles and provisions in this Code and, as far as is reasonably practicable, that concerns expressed by staff or others are fully investigated and acted upon.

13.2 All Directors, on appointment, will be required to give an undertaking to abide by the provisions of this Code. In addition Directors are required to sign up, on an annual basis, to the Code.

13.3 An alleged breach of the Code by a Director shall be promptly considered. Directors will be held to account for their performance.

13.4 The implementation and compliance with the Code will be monitored on an annual basis by the Trust Secretary.

13.5 Reviews will take place on a three-yearly basis and will be included in the Trust’s internal governance review.

14.0 POLICY REFERENCES/ASSOCIATED DOCUMENTATION

- Bribery Act 2010
- Code of Conduct for the Council of Governors
- Constitution
- Fraud Act 2006
- Freedom of Information Act 2000
- NHS Constitution (see appendix 2)
- NHS Improvement (formerly Monitor) Code of Governance for NHS FTs
- Scheme of Reservation & Delegation
- Standards of Business Conduct for NHS Staff
- Standing Financial Instructions
- Standing Orders for the Board of Directors

15.0 REFERENCE TO OTHER TRUST POLICIES/PROCEDURES

This policy should be read in conjunction with other policies in place that may be relevant. These include;

- Being Open & Duty of Candour Policy CP36
- Bullying & Harassment Procedure HRPG2b
- Conduct and Capability Policy HR27
- Counter Fraud Policy CP11
- Conflicts of Interests, Gifts & Hospitality Policy
- DPA 2018 & Confidentiality Policy CP59
Code of Conduct for Members of the Board of Directors

- Equality & Human Rights Policy CP24
- Fit & Proper Persons Policy
- Freedom of Information Policy CP25
- Hospitality and Sponsorship Provided by the Pharmaceutical Industry and Related Supply Companies and Contact with Company Representatives Policy CLP51
- Information Sharing & Consent Policy CP60
- Maintaining High Professional Standards Conduct and Capability Policy for Medical and Dental Staff HR32
- Raising Concerns (Whistleblowing) Policy CP53
- Study Leave HR18

END