

REPORT TO THE TRUST BOARD *May 2014*

Paper Title:	Board Code of Conduct and Register of interests
Sponsoring Director:	Peter Jenkinson, Director of Corporate Affairs
Author:	Peter Jenkinson, Director of Corporate Affairs
Purpose:	To ensure that the Trust's corporate governance responsibilities are discharged effectively.
Action required by the board:	To reaffirm commitment to the Board Code of Conduct and to note the Register of interests
Document previously considered by:	None

Executive summary

1. Key messages

Code of Conduct

Effective corporate governance is a fundamental cornerstone for the success of every NHS Trust. The fact that NHS trusts are entrusted with public funds, and their public service purpose, demands that their boards operate according to the highest corporate governance standards.

Monitor has published the *NHS Foundation Trust Code of Governance* which builds on the principles and provisions of the *Combined Code of Corporate Governance* (the combined code). The combined code is well established as the prime standard of corporate governance best practice for the private sector in the UK. Once the Trust becomes a Foundation Trust there will be an expectation to submit an annual return to Monitor to confirm its compliance with the Code of Corporate Governance.

One of the guiding principles within the *NHS Foundation Trust Code of Governance* is that:

“The Board of Directors should set the NHS foundation trust's values and standards of conduct and ensure that its obligations to its members, patients and other stakeholders are understood and met.

The Board of Directors should establish the values and standards of conduct for the NHS foundation trust and its staff in accordance with NHS values and accepted standards of behaviours in public life, which include the principles of selflessness, integrity objectivity, accountability, openness, honesty and leadership (the Nolan Principles).”

In 2010 The Trust revised its values, with reference to the NHS Constitution. To support the Board's adherence with the Trust values, the Trust established a Code of Conduct for the Board which incorporates the Nolan Principles of public life. Board members are asked to re-affirm their commitment to these values and principles on an annual basis.

Register of interests

The NHS Code of Accountability (as incorporated into the Trust's Standing Orders) requires that all Board directors declare any interests which are relevant and material to the NHS Board of which they are a member. Such interests include:

- Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies;

- Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;
- Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS;
- A position of authority in a charity or voluntary organisation in the field of health and social care;
- Any connection with a voluntary or other organisation contracting for NHS services;
- Research funding/grants that may be received by an individual or their department;
- Interests in pooled funds that are under separate management.

Interests which are declared are recorded in a register which is available for public scrutiny. Declared interests are also published in the Trust's Annual Report. Standing Orders further require that the register is reviewed on an annual basis..

2. Recommendation

Board members are asked to:

- Re-affirm their commitment to the attached Codes of Conduct and Accountability, incorporating the Nolan Principles (Appendix 1).
- Note the annual review of the Register of Interests (Appendix 2).

Key risks identified:

Failure of Board members to comply with NHS Governance requirements as set out in the *NHS Foundation Trust Code of Governance* and the principles and provisions of the *combined Code of Corporate Governance* (the combined code).

Failure of Board members to comply with NHS Governance requirements regarding declaration and publication of Board directors' interests.

Mitigation:

Maintenance of a register of declared interests, annual review of the register and publication in the Trust's annual report.

Trust Policy: Standards of Business Conduct.

Related Corporate Objective:

Reference to corporate objective that this paper refers to.

To achieve organisational governance.

Related CQC Standard:

Reference to CQC standard that this paper refers to.

Equality Impact Assessment (EIA): Has an EIA been carried out? Yes

If yes, please provide a summary of the key findings

No adverse impact

If no, please explain your reasons for not undertaking an EIA. n/a

Appendix 1

Board Code of Conduct and Accountability, Incorporating the Nolan Principles

Members of the St George's Healthcare NHS Trust Board are required to:

- actively support the vision, aims and values of the St George's Healthcare NHS Trust (the Trust) in developing as a successful organisation;
- act in the best interests of the Trust at all times;
- contribute to the work of the Board in order for it to fulfil its role as defined in the Trust's constitution, as this is developed;
- recognise that the Board exercises collective decision-making on behalf of all patients, local public and staff;
- acknowledge that, other than when attending meetings and events as a Board member, members will have no rights or privileges over any other member of the Board;
- value and respect Board colleagues, and all members of staff they come into contact with;
- respect the confidentiality of information they receive in their role as a Board member if asked to do so;
- act with integrity and objectivity and in the best interests of the Trust without any expectation of personal benefit;
- attend meetings of the Board, members' meetings and training events, on a regular basis, in order to carry out their role;
- conduct themselves in a manner that reflects positively on the Trust, acting as an ambassador of the Trust;
- abide by the Trust's policies and procedures.

In undertaking the role of Board member of this Trust, Board members will:

- be honest and act with integrity and probity at all times;
- respect and treat with dignity and fairness, the public, patients, relatives, carers, NHS staff and partners in other agencies;
- seek to ensure that fellow Board members are valued as colleagues and that judgements about colleagues are consistent, fair and unbiased and are properly founded;
- accept responsibility for their own actions;
- show their commitment to working as a team member by working with all their colleagues in the NHS and the wider community;
- seek to ensure that no one is discriminated against because of their religion, belief, race, colour, gender, marital status, disability, sexual orientation, age, social and economic status or national origin;
- at all times, comply with the Standing Orders and Standing Financial Instructions of the Trust;
- respect the confidentiality of individual patients and comply with the confidentiality policies of the Trust;
- not make, permit or knowingly allow to be made, any untrue or misleading statement relating to their own duties or the functions of the Trust;
- seek to ensure that the best interests of the public and patients/clients are upheld in decision-making and that decisions are not improperly influenced by gifts or inducements;
- support and assist in the responsibility to answer to the Department of health, government, and the public, in terms of fully and faithfully declaring and explaining the use of resources and the performance of the local NHS in putting national policy into practice and delivering targets;
- uphold the seven principles of public life as detailed by the Nolan Committee (**Appendix A**);

The Nolan Principles – The Seven principles of Public Life

The 'Nolan Principles' code of practice has been written with regard to the seven principles of public life identified by the Nolan Committee in their First Report on Standards in Public Life in May 1995 and subsequently endorsed by the Government. The principles apply to all aspects of public life and all who serve the public in any way:

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.

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.

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.

Appendix 2

DECLARATIONS OF INTEREST OF BOARD DIRECTORS

Name	Job Title	Declared Interest	Last Reviewed & agreed
Mr Christopher Smallwood	Chairman	None	April 2014
Professor Peter Kopelman	Non-Executive Director	Governor, Kingston University Director, INTO – SGUL LLP Deputy Chair & Trustee, London Higher Chair, Faculty Board, Royal Pharmaceutical Society	April 2014
Mr Mike Rappolt	Non-Executive Director	Chairman of Wimbledon Civic Theatre Trust (resigned January 2014) Various Shareholdings (all under 1% of company)	April 2014
Mrs Sarah Wilton	Non-Executive Director	Non-Executive Director of Capita Managing Agency and of Hampden Members' Agency. Director/trustee and Vice Chair of Paul's Cancer Support Centre Magistrate at South West London Magistrates' Court	April 2014
Dr Judith Hulf	Non-Executive Director	Responsible Officer and Senior Medical Advisor, General Medical Council	April 2014
Ms Stella Pantelides	Non-Executive Director	Consulting – General Dental Council and various private sector companies.	April 2014
Ms Kate Leach	Associate Non-Executive Director	Director of Kate Leach Consulting	April 2014
Mr Miles Scott	Chief Executive	Higher Education Funding Council for England Healthcare Advisory Board National Institute for Health and Care Excellence Collaboration for Leadership in Applied Health Research and Care Clinical Research Network Health Innovation Network Health Education South London	April 2014
Mr David Hastings	Interim Joint Director of Estates and Facilities	Member of Executive team, St George's University of London Owner/Director of Hastings Consulting Limited	April 2014
Mr Steve Bolam	Director of Finance, Performance & Informatics	None	April 2014

Name	Job Title	Declared Interest	Last Reviewed & agreed
Dr Ros Given-Wilson	Medical Director	Medical Adviser, Gibraltar Health Authority	April 2014
Mr Peter Jenkinson	Director of Corporate Affairs	None	April 2014
Dr Trudi Kemp	Director of Strategic Development	None	April 2014
Professor Alison Robertson	Chief Nurse and Director of Operations	None	April 2014
Ms Wendy Brewer	Joint Director Human Resources	Member of Executive team, St George's University of London	April 2014
Ms Bernie Bluhm	Interim Director of Service, Delivery and Improvement	Owner/Director, Bernie Bluhm Consulting Ltd	May 2014