

**SHERWOOD FOREST HOSPITALS NHS FOUNDATION TRUST
(A PUBLIC BENEFIT CORPORATION)**

CODE OF CONDUCT

Code of Conduct for Governors of Sherwood Forest Hospitals NHS Foundation Trust (the “Code”)

1 Introduction

- 1.1 This Code expands on and complements the Trust’s Constitution (a copy of which can be obtained from [sfh-constitution.pdf](#).) The Constitution is the primary document within the Trust’s governance framework and details the way in which the Trust operates. In addition to the Constitution this Code should be read in conjunction with:
 - 1.1.1 the Trust’s Standing Orders for the Council of Governors; and
 - 1.1.2 NHS England’s Code of governance for NHS provider trusts (which is available at <https://www.england.nhs.uk/long-read/code-of-governance-for-nhs-provider-trusts/> and Governors should familiarise themselves with these documents.
- 1.2 This Code sets out the required standard of behaviour and conduct for Governors. Compliance with this Code is mandatory as set out in the Constitution.
- 1.3 Any comments or queries regarding the meaning, interpretation or application of this Code should be raised with the Director of Corporate Affairs.
- 1.4 Unless otherwise stated terms in this Code shall have the same meaning as set out in the Constitution.

2 Eligibility for, termination of and disqualification from the Office of Governor

- 2.1 Governors must continue to meet the eligibility criteria as set out in the Constitution at paragraph 6 to hold the office of Governor throughout their period of tenure.
- 2.2 Governors must notify the Director of Corporate Affairs in writing immediately upon becoming aware of any changes in their circumstances which means that the Governor is no longer eligible to hold the office of:
 - 2.2.1 Governor; or
 - 2.2.2 Governor in respect of the constituency or class of Governor they represent.

Such notice should include the nature of the change in circumstance and why the Governor believes it affects their eligibility to hold the office of Governor. Governors are reminded that the detailed termination of tenure and disqualification provisions for Governors are set out in the Constitution at paragraphs 7.11 and 7.12 respectively.

- 2.3 In accordance with the provisions of the Constitution a Governor may resign from office at any time during the term of that office by giving notice in writing to the Director of Corporate Affairs. Such notice shall take effect immediately upon receipt by the Director of Corporate Affairs or at such later date as may be specified in the notice.
- 2.4 Where a Governor has resigned from office that Governor shall:
 - 2.4.1 co-operate with the Director of Corporate Affairs and Chair so as to effect a timely and orderly handover of any matters with which the Governor is involved;
 - 2.4.2 promptly return to the Director of Corporate Affairs or destroy at the Director of Corporate Affairs request such paperwork relating to the Trust and the work of the Council of Governors as the Governor may have in their possession; and
 - 2.4.3 continue to comply with the requirements of the Constitution, this Code and the Standing Orders for the Council of Governors until such time as this resignation takes effect.

3 Duties of the Council of Governors

- 3.1 The general duties of the Council of Governors in accordance with the Constitution are to:
 - 3.1.1 hold the non-executive directors individually and collectively to account for the performance of the Board of Directors; and
 - 3.1.2 represent the interests of the members of the Trust as a whole and the interests of the public.
- 3.2 The Council of Governors shall also carry out its statutory duties under National Health Service Act 2006 as amended by the 2012 Act as referred to in the Constitution.
- 3.3 The Governors shall carry out these duties in good faith and to the best of their abilities at all times.

4 Trust Policies

- 4.1 The Governors shall comply with and promote within the Trust the following:
 - 4.1.1 the Trust's Speaking up policy;
 - 4.1.2 the Trust's Conflicts of Interests policy;
 - 4.1.3 the Trust's Fit and Proper Person Requirement policy;
 - 4.1.4 the Trust's Equality and Diversity policy;
 - 4.1.5 the Trust's Fraud Bribery and Corruption Policy and
 - 4.1.6 such other reasonable Trust policies as are notified to the Governors in writing from time to time.
- 4.2 The policies referred to at paragraph 4.1 are available on the Governor Portal.

5 Social Inclusion

- 5.1 The Governors shall ensure that they do not conduct themselves in their role as Governors in such a way as to:
 - 5.1.1 prejudice any part of the community on the grounds of age, sex, disability, marital status, sexual orientation, ethnic origin or religious belief; or
 - 5.1.2 promote any personal or political view that undermines the objective of this clause 5.1.

6 Governor Obligations

- 6.1 In carrying out their role as Governors, the Governors shall:
 - 6.1.1 comply with the Constitution, the Standing Orders for the Council of Governors and this Code;
 - 6.1.2 actively support the agreed vision and aims of the Trust in developing a successful Trust for the people of Mansfield, Ashfield, Newark and Sherwood, and the surrounding districts;
 - 6.1.3 act in the best interests of the Trust at all times;
 - 6.1.4 seek to engage with and understand the views of the Members within their Constituency; or the appointing organisation in order to effectively represent those views within the Council of Governors;
 - 6.1.5 contribute to the work of the Council of Governors in order for it to fulfil its role as defined in the Constitution;
 - 6.1.6 recognise that the Council of Governors exercises collective decision-making on behalf of local people, stakeholders and staff and abide by such decisions as are made within that forum;
 - 6.1.7 acknowledge that, other than when attending meetings and events as a Governor, Governors will have no rights or privileges over any other Members of the Trust;
 - 6.1.8 recognise that the Council of Governors has no managerial role within the Trust and that it is the Board of Directors which is responsible for the management of the Trust;
 - 6.1.9 value and respect all other Governors and the Trust's staff and officers that come into contact with Governors;
 - 6.1.10 respect the confidentiality of the information received in the role as a Governor;
 - 6.1.11 act with integrity and objectivity and in the best interests of the Trust, without any expectation of personal benefit;
 - 6.1.12 attend meetings of the Council of Governors on a regular basis and in accordance with the requirements of this Code and the Constitution in order to carry out the role;

- 6.1.13 conduct themselves in a manner that reflects positively on the Trust, and act as an ambassador for the Trust.

7 Personal conduct of Governors

- 7.1 Governors must adhere to the highest standard of conduct in the performance of their role of Governor.
- 7.2 Governors must, whilst carrying out their role of Governor:
 - 7.2.1 acknowledge that the Trust is an apolitical organisation;
 - 7.2.2 acknowledge that they are representing the Constituency (whether a Public Constituency or a Staff Constituency) that elected them or organisation which appointed them;
 - 7.2.3 recognise that it is not acceptable or appropriate to represent any trade union, political party or other organisation of which they are a member or represent their views whilst conducting themselves as a Governor;
 - 7.2.4 be honest and act with integrity and probity at all times;
 - 7.2.5 respect and treat with dignity and fairness, the public, patients, relatives, carers, NHS staff and partners in other agencies;
 - 7.2.6 seek to ensure that fellow Governors are valued as colleagues and that judgements about colleagues are consistent, fair and unbiased and are properly founded;
 - 7.2.7 accept responsibility for their actions;
 - 7.2.8 show their commitment to working as a team member by working with colleagues in the NHS and wider community;
 - 7.2.9 seek to ensure that the membership of the Constituency they represent is properly informed and able to influence services;
 - 7.2.10 seek to ensure that no one is discriminated against because of their religion, belief, race, colour, gender, marital status, disability, sexual orientation, age, social or economic status or national origin;
 - 7.2.11 comply with the Constitution, the Standing Orders for the Council of Governors and this Code;
 - 7.2.12 respect the confidentiality of the individual patients;
 - 7.2.13 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;
 - 7.2.14 seek to ensure that the best interests of the public, patients, carers and staff are upheld in decision making and the decisions are not improperly influenced by gifts or inducements;
 - 7.2.15 support and assist the Chief Executive of the Trust in their responsibility to answer to NHS England, commissioners and the public in terms of fully and faithfully declaring and explaining the use of resources and the performance

of the total NHS in putting national policy into practice and delivering targets;
and

7.2.16 uphold the seven principles of public life as detailed by the Nolan Committee, now the Wicks Committee as set out in Annex 1.

8 Council of Governor Meetings

8.1 Governors should familiarise themselves with the provisions of the:

8.1.1 Constitution relating to attendance at Council of Governor meetings (paragraph 7.11.2.1; and

8.1.2 Standing Orders for the Council of Governors relating to the conduct of Council of Governor meetings

9 Conflicts of Interest

9.1 Governors' obligations in relation to the declaration of conflicts of interest and the management of such conflicts of interest are set out in (paragraph 7.16.5) of the Constitution and 6 of the Standing Orders for the Board of Governors.

10 Training and Development

10.1 In order to ensure Governors have appropriate skills and knowledge to undertake the role of Governor and to assist them to effectively perform their role and carry out their functions, the Trust shall provide a programme of training. Governors should attend any training session as reasonably required by the Trust.

10.2 Governors must participate in the Trust's induction programme for Governors.

11 Media engagement

11.1 Governors will act responsibly and in a manner reflective of their duties within this Code and the Council of Governors Undertaking document, when making any statement to, or otherwise communicating with, the media.

11.2 Governors should not make any statement to, or otherwise communicate with, the media in their capacity as Governor where such statement or communication might constitute a breach of any provision within this Code.

11.3 If Governors are in any doubt as to whether in making any statement to, or otherwise communicating with, the media they should seek the advice of the Council of Governors prior to making such statement, where practicable.

12 Reimbursement of Expenses

12.1 Governors are not entitled to receive remuneration for their role.

12.2 Governors are entitled to receive reimbursement for travelling and other expenses incurred and evidenced by receipts in accordance with the Trust's expenses policy at such rates as the Trust decides from time to time.

12.3 The Trust shall publish the rates for the expenses referred to in the Annual Report.

13 Visits to Trust Premises

- 13.1 Where Governors wish to visit the Trust's premises in their capacity as a Governor (as opposed to visiting individuals or attending the Trust in a personal capacity) they must liaise with the PA to the Director of Corporate Affairs to make the necessary arrangements.

14 Non-compliance with the Code of Conduct

- 14.1 Where a Governor has or is alleged to have breached this Code, the Council of Governors, a relevant Panel and/or the Chair may take such action as is referred to in this clause 14 in respect of such breach or alleged breach.
- 14.2 Any Governor may submit in writing to the Chair a request to investigate a breach or alleged breach of this Code by any other Governor.
- 14.3 Where the Chair is made aware of an alleged breach of the Code of Conduct they may, if they consider it is appropriate given the nature of the alleged breach or the alleged circumstances giving rise to it:
- 14.3.1 exclude the Governor concerned from the whole or any part of any or all Council of Governor meetings;
 - 14.3.2 suspend the Governor concerned from office pending conclusion of the matter;
 - 14.3.3 take such other action as they consider appropriate.
- 14.4 Where the Chair considers that any such action as referred to in this paragraph 14.3 is required (an "Interim Sanction") they shall notify the Governor concerned in writing as soon as reasonably practicable and explain the next stage in addressing the matter.
- 14.5 An investigation into a breach or alleged breach of this Code (the "Investigation"), shall only be initiated with the consent of the Investigation Panel (as defined in Annex 2, Part 4) by simple majority vote.
- 14.6 Where the Investigation Panel votes to initiate an investigation in respect of a Governor (the "Investigated Governor"):
- 14.6.1 the Chair shall establish a panel of Governors in accordance with the provisions of Part 4 of Annex 2 for the purposes of determining the outcome of the Investigation;
 - 14.6.2 the Chair of the Investigation Panel shall ensure that the Investigated Governor is notified in writing no later than 5 working days after the vote referred to at paragraph 14.5, of the:
 - 14.6.2.1 alleged breach of the Code;
 - 14.6.2.2 grounds giving rise to the allegation and the provisions of this Code which are alleged to have been breached;
 - 14.6.2.3 arguments for the conduct of an Investigation in accordance with Annex 2; and
 - 14.6.2.4 timeframe within which the Investigation Panel intends to inform them of the next stage of the Investigation.

14.6.3 the Chair of the Investigation Panel shall ensure that the Investigation is carried out in accordance with the provisions of Annex 2.

14.7 Following the completion of an Investigation, the Panel (as defined in Annex 2 Part 4) may, where the allegation of non-compliance is upheld, impose such sanctions as it considers appropriate in accordance with the provisions of Annex 2 Part 3.

14.8 Where an Investigated Governor wishes to appeal a decision of the Panel they shall do so in accordance with the provisions of Annex 2 Part 2.

15 Constitutional documents

15.1 In the event of any conflict between the provisions of this Code, the Constitution and/or the Standing Orders for the Council of Governors such conflict shall be resolved in the following order of precedence the terms of the:

15.1.1 Constitution;

15.1.2 the Standing Orders for the Council of Governors;

15.1.3 this Code.

Annex 1 – The principles set out by the Committee on Standards in Public Life

1 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.

2 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.

3 Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for awards or benefits, holders of public office should make choices on merit.

4 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.

5 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.

6 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.

7 Leadership

Holders of public office shall promote and support these principles by leadership and example.

Annex 2 – Investigation process for alleged breach of the Code

PART 1 – Investigation

- 1 An investigation into an alleged breach of this Code shall be conducted in accordance with this Annex 2:
- 2 Investigation Stage
 - 2.1 The Investigation Panel shall meet to agree whether the Investigation should be carried out:
 - 2.1.1 internally and if so by whom; or
 - 2.1.2 by an external investigator appointed by the Investigation Panel and if so, agree the identity of an appropriate external investigator.
 - 2.2 The Chair of the Investigation Panel shall take such steps as are necessary to engage the relevant investigator (the “Investigator”) pursuant to paragraph clause 2.1 on such terms as he considers appropriate.
 - 2.3 The Chair of the Investigation Panel shall notify, in writing, the Investigated Governor with the details of the Investigator and the Investigated Governor shall comply with all reasonable requests of the Investigator including, if so requested, meeting them to discuss the matter in hand and/or furnish them with appropriate and relevant documentation.
 - 2.4 The Investigation Panel shall facilitate for the Investigator, where possible:
 - 2.4.1 introductions to such other persons as the Investigator may wish to interview in respect of the matter;
 - 2.4.2 access to and copies of such documentation as the Investigator considers relevant to the Investigation.
 - 2.5 The Investigator shall be asked to provide a written report to the Investigation Panel at the conclusion of his Investigation setting out:
 - 2.5.1 the findings in respect of the Investigation;
 - 2.5.2 the recommendations as to any further investigation or steps which should be undertaken by the Investigation Panel.
 - 2.6 The Chair of the Investigation Panel shall procure that the Investigated Governor receives a copy of the Investigator’s report as soon as reasonably practicable after receipt.
 - 2.7 Following receipt of the Investigator’s report the Chair of the Investigation Panel shall call a meeting of the Investigation Panel to determine whether any further action is needed before the Panel meets to hear and determine the issue in accordance with paragraph 4 (the “Panel Hearing”).
 - 2.8 Where the Investigation Panel concludes that:
 - 2.8.1 further action is required before the Panel Hearing the Chair of the Investigation Panel shall take such steps as are necessary to procure that

such action(s) is carried out and shall inform the Investigated Governor, in writing no later than 5 working days after that Investigation Panel meeting of the next steps in the process; or

2.8.2 no further action is required in advance of the Panel Hearing the Chair of the Investigation Panel shall inform the Governor that the Investigation is concluded and that the matter is being passed to the Panel.

2.9 Where the Investigation Panel has concluded pursuant to paragraph 2.8.1 that further action is required and such action(s) have been completed the Investigation Panel shall notify the Investigated Governor in accordance with paragraph 2.8.2.

2.10 The Investigation Panel shall then provide a written report to the Panel setting out/including the:

2.10.1 terms and scope of the Investigation;

2.10.2 Investigator's report;

2.10.3 such other information as is pertinent to the Panel's deliberations.

3 Panel Hearing Preparation

3.1 Upon receipt of the report of the Investigation Panel the Chair (as defined in paragraph 4.1) shall convene a meeting of the Panel to agree the date and process for the Panel Hearing (in accordance with paragraph 3.2) and inform the Investigated Governor of the same. The date for the Panel Hearing shall be not less than 15 working days from the date of notice.

3.2 The Panel is responsible for determining the process for the Panel Hearing and the notice referred to at paragraph 3.1 must include the following:

3.2.1 the date, time and location of the Panel Hearing;

3.2.2 the members of the Panel;

3.2.3 the date by which the Investigated Governor must submit to the Chair any written representations they would like the Panel to consider and/or any objection to a Panel Member;

3.2.4 confirmation as to whether the Investigated Governor can have legal or other representation at the Panel Hearing;

3.2.5 confirmation as to whether the Investigator or any other third party will be present at the Panel Hearing;

3.2.6 confirmation as to whether the Investigated Governor will be permitted to address the Panel and/or pose questions to the Investigator or any other third party who is present;

3.2.7 such other information as the Panel considers it appropriate to provide.

3.3 Where the Investigated Governor objects to the inclusion of any particular Governor on the Panel, the Chair shall consider whether it is appropriate or not to dismiss such Panel member so as not to compromise the integrity of the process. The Chair shall inform the Investigated Governor and the Governor in question of their decision.

4 Panel Hearing

- 4.1 The Panel Hearing shall be chaired by the Governor nominated to chair it by the other Panel members (the “Chair”) and conducted in accordance with the process notified to the Investigated Governor pursuant to paragraph 3.2.
- 4.2 At the relevant stage in the process the Chair shall dismiss the Investigated Governor, the Investigator and any third parties whilst the Panel retire to consider their decision.
- 4.3 The Chair shall procure that the Investigated Governor receives:
 - 4.3.1 a copy of the decision of the Panel (including the details of any sanctions the Panel has voted to impose and the lifting or otherwise of any Interim Sanctions);
 - 4.3.2 a copy of the minutes of the Panel Hearing; and
 - 4.3.3 confirmation of the appeal process within 10 working days of the Panel Hearing.

PART 2 – Appeal

- 1 Where an Investigated Governor has been found guilty of a breach of the Code of Conduct by the Panel, the Investigated Governor may no later than 15 working days after receipt of the written decision submit an appeal to the Appeal Panel (as defined in Part 4 of Annex 2), including the stated grounds for the appeal by notice in writing to the Director of Corporate Affairs.
- 2 Where an appeal is submitted by the Investigated Governor it shall be acknowledged within 3 working days of the date of receipt by the Director of Corporate Affairs and referred to the Chair of the Trust.
- 3 The Chair of the Trust shall confirm to the Investigated Governor within 5 working days whether the appeal has been accepted and where such appeal has been accepted:
 - 3.1 the date, time and location for the Appeal Panel meeting which shall hear the appeal;
 - 3.2 the process for the appeal hearing;
 - 3.3 what, if any, further information is required from the Investigated Governor.
- 4 The meeting of the Appeal Panel to hear any appeal which has been accepted shall be held in accordance with the provisions of paragraph 3 of this Part 2.
- 5 When an appeal is heard by the Appeal Panel the:
 - 5.1 Investigation Panel members;
 - 5.2 Panel members; and
 - 5.3 Investigated Governor shall not sit as part of the Council of Governors.

PART 3 – Sanctions

- 1 Where the Panel determines that an Investigated Governor has breached the Code of Conduct it may impose such sanctions as it considers appropriate including but not limited to:
 - 1.1 issuing a written warning as to future conduct;
 - 1.2 requiring the Investigated Governor to provide written undertakings as to future conduct;
 - 1.3 suspending the Governor from office until such time as any relevant matters have been attended to;
 - 1.4 dismissing the Governor from office;
 - 1.5 withholding the payment of expenses.
- 2 Where an Investigated Governor appeals against the decision of the Panel, the Appeal Panel may review and vary the sanctions imposed by the Panel if it considers it appropriate.

PART 4 – Miscellaneous

- 1 The Chair shall appoint a panel of Governors (the “Investigation Panel”) to conduct the Investigation. The Investigation Panel shall:
 - 1.1 include as a minimum three Governors; and
 - 1.2 not include the Panel members, the Chair or the Investigated Governor.
- 2 The Chair shall appoint a panel of Governors (the “Panel”) to determine the outcome of the Investigation. Such Panel shall:
 - 2.1 include as a minimum the Lead Governor and two other Governors; and
 - 2.2 not include the Chair, members of the Investigation Panel or the Investigated Governor.
- 3 Any Governor appointed to the Investigation Panel or the Panel shall immediately notify the Chair in writing if they believe they have a conflict of interest which means they should not be a member of the Investigation Panel or Panel. The Chair shall decide whether such Governor should be excused from the Investigation Panel or Panel and if so, nominate a replacement.
- 4 Any appeal shall be heard by an appeal panel (the “Appeal Panel”) convened by the Chair and shall:
 - 4.1 include the Chair;
 - 4.2 not include the Investigated Governor or any member of the Investigation Panel or the Panel; and
 - 4.3 comprise not less than three Governors and not more than five Governors.
- 5 The Panel Hearing and all other meetings of the Panel or the Investigation Panel, Appeal Panel in relation to the Investigation shall be:

- 5.1 held in private;
 - 5.2 minuted; and
 - 5.3 chaired by the nominated Governor in respect of the Panel Hearing and meetings of the Investigation Panel and the Chair in respect of an Appeal Panel hearing.
- 6 The decision of the Panel in relation to an allegation of non-compliance with the Code and any decision of the Appeal Panel in respect of an appeal shall be taken by a simple majority vote.
- 7 If the Investigated Governor is the:
- 7.1 Chair then such roles of the Chair as are specified in clause 14 of this Code and Annex 2 shall be carried out by the Vice Chair and these provisions shall be read so as to refer to the Vice Chair;
 - 7.2 Lead Governor then their role shall be carried out by such other Governor as is nominated by the Chair.