



James Paget
University Hospitals
NHS Foundation Trust

Council of Governors' Code of Conduct

Approved by Council of Governors 10 May 2019
Date of review: October 2021

Council of Governors' Code of Conduct

1. Introduction

This document sets out in very broad terms the role and responsibilities of all Governors of the James Paget University Hospitals NHS Foundation Trust and the standards of conduct expected of them in line with Trust policies. It is a very important part of being a Governor, and you are urged to read this document in full.

2. Governors' Role

The Governors have two main duties, as set out in legislation and the Trust's Constitution, an extract of which is set out below:

1. **Role and responsibilities of Governors**

The general duties of the Council of Governors are set out at paragraph 15 of this constitution:

- 1.1 *to hold the Non Executive Directors individually and collectively to account for the performance of the Board of Directors; and*
- 1.2 *to represent the interests of the members of the Trust as a whole and the interests of the public.*

The constitution goes on to explain the remaining elements of the Governor role:

Subject to the terms of this constitution, the Council of Governors of the Trust will also be responsible for:

- 1.3 *appointing the Chair and the other Non Executive Directors and, as appropriate, removing;*
- 1.4 *deciding the remuneration, allowances and the other terms and conditions of office of the Chair and other Non Executive Directors;*
- 1.5 *approving the appointment of a Chief Executive (the Non Executive Directors appoint or remove the Executive Directors);*
- 1.6 *appointing or removing the auditor;*
- 1.7 *expressing views for consideration in the Directors' preparation of the forward plan;*
- 1.8 *receiving the annual accounts, auditor's report and annual report;*
- 1.9 *approving an increase of 5% or more in non NHS income/private patient work in any one financial year;*
- 1.10 *approving all "significant transactions" including mergers, acquisitions, separations and dissolutions¹ (for the avoidance of doubt, approval of significant transactions requires approval of half of the Council of Governors present and voting at a meeting of the Council of Governors, and approval of mergers, acquisitions, separations and dissolutions requires approval of half of the Council of Governors, as referred to in paragraph 46 of the constitution);*
- 1.11 *approving amendments to the Trust's constitution prior to the Board of Directors' consideration.*

¹ Trust Constitution paragraph 45.1 - The Trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the Council of Governors. The financial equivalent as at October 2018 is Fixed asset test £15.4m; Turnover test £47.6m; Gross capital test £15.3m.

3. Nolan Principles

The Nolan Committee set out seven principles for all who serve the public in any way. Governors, as holders of public office, are expected to comply with them. They are: Selflessness; Integrity; Objectivity; Accountability; Openness; Honesty and Leadership. These are set out in more detail at Appendix 2.

4. Trust Values

Governors are also expected to demonstrate the Trust's values and behaviours and abide by them:

Putting patients first, we will

- Provide the best possible care in a safe, clean and friendly environment
- Treat everybody with courtesy and respect
- Act appropriately with everyone.

Aiming to get it right, we will

- Commit to personal development for all
- Understand our and others' roles and responsibilities
- Contribute to the development of services.

Recognising that everybody counts, we will

- Value the contribution and skills of others
- Treat everyone fairly
- Support the development of colleagues.

Doing everything openly and honestly, we will

- Be clear about what we are trying to achieve
- Share information appropriately and effectively
- Admit to and learn from mistakes.

5. Raising issues

The Trust Secretary (Head of Communications & Corporate Affairs) and her team provide day to day support to the Council of Governors. There is a clear process in place for raising issues of concern:

- Issues of concern for an answer or clarification required – Trust Secretary/Corporate Affairs Admin Officer
- Patient issues - not a Governor role. Redirect to ward sister/matron or to the Patient Advice and Liaison Service (PALS) as patient consent is required to access patient records/take issues forward
- If the Trust Secretary doesn't deal to your satisfaction – Chair
- Issues relating to governance of the Trust (how Board or Council works) – Chair
- If action taken by the Trust Secretary, the Chair, Chief Executive or Director of Finance is deemed to be insufficient – Senior Independent Director
- NHS Improvement/Care Quality Commission – last resort (as a Council) if real concerns on breach of the Trust's Provider Licence/quality of care cannot be resolved internally.

6. Process for revising and signing up to the Code

Governors are expected to sign up to the Code at the beginning of their three year term of office.

The Council of Governors, during its second year of office, will consider the Code and any amendments deemed to be appropriate. Once a new Code has been approved by the Council of Governors, each Governor will be required to sign up to the revised Code. This process will be managed by the Trust Secretary's office.

7. Non-Compliance with the Code

Non-compliance will be dealt with in different ways, depending on the Governor role and the element that this relates to:

| | |
|--------------------|---|
| Public Governor | Through the processes as set out at Appendix 4 of this Code, with reference to the Trust's Disciplinary Policy and Procedure (as appropriate), and definitely if an investigation is required. |
| Staff Governor | Their role as a member of staff takes priority, with any contravention of Trust policies dealt with in line with the Trust's Disciplinary Policy and Procedure. |
| Appointed Governor | As this Governor represents an external body, should their behaviour not meet the required standard, the Chair shall inform the Governor and the organisation in writing and request an alternative nomination, if that is felt to be required. |

Should there be the need for suspension from the Council or an investigation, this formal process will be undertaken in line with the Trust's Disciplinary Policy and Procedure or other Trust policy as may be appropriate to the circumstances (see Appendix 4).

Non-compliance with the Code may result in a range of sanctions including removal from the Council.

8. Appendices

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Appendix 1

Frequently Asked Questions (FAQs) - Understanding what's expected of Governors – explaining the Code of Conduct

The Standing Orders of the Council of Governors set out required procedures, and can be found within the Trust's Constitution. This is included in every Governor's induction pack.

The aim of this document is to lay out some guidelines for Governors to follow in terms of interacting with the Trust and the public and to answer any queries you might have. It is set out as a 'questions and answers' approach.

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Question 1: Do I get paid?

The role is completely voluntary and no payment is to be received.

Question 2: How are my expenses covered?

Whilst Governors do not receive payment, the Trust will pay travelling and other expenses, currently at 45p per mile. Expenses forms are available from the Corporate Affairs Team, and should be submitted as soon as possible and certainly within three months.

The Trust Secretary, as the budget holder, will approve all expenses prior to these being passed to the finance team for payment.

Question 3: What do I do if I'm contacted by the press?

The Communications team handles all press enquiries. This is so that any stories and comments can be co-ordinated and information published on the Trust is accurate and understandable. Contact details are:

Ann Filby, Head of Communications & Corporate Affairs (Trust Secretary)
Tel. 01493 452162
ann.filby@jpaget.nhs.uk

Simon Stevens, Communications Manager
Tel. 01493 452269
simon.stevens@jpaget.nhs.uk

Question 4: How do I handle queries from members of the public?

As a Governor you will be asked questions by members of the public or staff. Some of these questions you will be able to answer yourself, especially after some weeks/months in the role. Issues of confidentiality must be borne in mind.

As mentioned in question 3, it is important to ensure that information is accurate. If you are unsure of the right response, please take the details of the question and refer this to

Ann Filby, Head of Communications & Corporate Affairs
Tel. 01493 452162
ann.filby@jpaget.nhs.uk

or

Sue Stebbings
Corporate Affairs Admin Officer
Tel. 01493 453108
Susan.stebbing@jpaget.nhs.uk

Question 5: Who do I speak to in confidence with any concerns that I have?

If you have any concerns about the role, the performance of the Trust or other issues, you can raise these in confidence with any of the following

Ann Filby, Head of Communications & Corporate Affairs

Anna Davidson, Chair
Tel. 01493 452615
anna.davidson@jpaget.nhs.uk

General email:
foundationtrust@jpaget.nhs.uk

or, when all other avenues have been exhausted:

Senior Independent Director – please see latest contacts list for contact information.

Question 6: What do I do with complaints?

We always want to discuss any concerns with our patients and doing that in the clinical area, with the staff concerned, is the best way. There are many issues that patients raise about their or their relatives' care that can be more effectively resolved in this way without going through the complaints process.

If this isn't appropriate, patients or their families/carers should be referred to the

Patient Advice and Liaison Service (PALS)
Tel. 01493 453240/452651; internal extension number 3240/2651.
PALS@jpaget.nhs.uk

The Trust follows a statutory complaints procedure. PALS should be the first point of contact. Formal complaints will be passed to the Complaints Investigator.

There is also the NHS Complaints Advocacy Service, that is free, independent of the Trust and confidential, which provides support to patients who wish to make a complaint.

The Norfolk service can be contacted on Tel 0300 456 2370, email pohwer@pohwer.net. The Suffolk service can be found at 0300 330 5454, email nhscomplaints@voiceability.org

Question 7: How do I put forward items for discussion?

If Governors have any items for discussion at future Council meetings or Committees, these can be sent to Ann Filby or Sue Stebbings, or raised with the Lead Governor. Agenda setting for Council is dealt with through the Governors' Review, Planning and Membership Committee with a report on that Committee's work presented to each meeting of the Council.

Question 8: Is my performance monitored?

There is currently no formal process for monitoring Governors' performance other than annual review of the structure and the Council/Committees' Terms of Reference, including attendance at meetings.

Attendance at the Council of Governors meetings is a requirement in the Trust's Constitution and this is recorded to ensure an acceptable level is maintained. This information is included in the Trust's annual report in accordance with NHS Improvement guidance. Meetings are generally set up many months in advance to support maximum attendance.

Any issues will be dealt with on an individual basis.

Public and staff governors will be judged by members at elections should they wish to stand for a further three year term.

Question 9: Is any of the information I have as a Governor confidential?

During their duties, Governors will have access to some confidential information. It will be made clear to Governors what information should be kept as confidential and not disclosed elsewhere. This will include information shared at a private Council meeting, those papers marked as Attachment Pr- and any information considered in Governor Committees.

All Committee discussion is held in private to enable free debate, with the majority of final proposals presented for approval to the Council of Governors meeting held in public.

Governors will receive mandatory training on information governance/the General Data Protection Regulations (GDPR) which will provide additional detail. Further advice can be sought from the Trust Secretary.

Question 10: How much time will be taken up by being a Governor? What is expected of me?

Some Governors may spend much longer on their duties than others depending on availability and areas of interest, but an estimate of time is included within the pre-election material available.

Attendance at Council of Governors meetings, and sufficient preparation and reading of papers, is required in line with the Trust's Constitution – currently five meetings per year, likely between 9am-1pm. In addition there are six monthly development/training days (allow a full day) which are important in providing information to enable a Governor to fully undertake their statutory role. Governors are also expected to make every effort to attend the Annual Members' Meeting/Annual General Meeting in September.

Governors are welcome to attend the public meetings of the Board of Directors as an excellent way of seeing how all Board members interact and the detailed papers considered. Attendance six monthly is advisable to support you in undertaking your role. **Attendance once in a Governor's first 12 months in office is a mandatory requirement.**

Participation in membership engagement sessions and Committee meeting attendance (depending on which Committee a Governor is a member of) will be required during the year. There may also be additional Council meetings arranged to approve the appointment of a Non Executive Director.

Question 11: Does being a Governor bring any personal liability?

Governors have negligible liability, as all the duties for the day to day management of the Trust are vested in the Board of Directors. The Governors could, however, be considered to have some liability if they choose not to act on any direct instructions from the Trust or its regulator. Trust insurance would cover Governors' liability so long as they act within the confines of their statutory role.

Question 12: What happens when my term of office expires?

Public and Staff Governors are elected for a three year term. On the year that this expires, should a Governor wish to serve a further term of office, they will need to self-nominate and stand for re-election. If they do not wish to be re-elected their term of office concludes at the end of the three year period (usually 31 July).

A Governor may be re-elected for a further three year term of office but may not hold office for more than six consecutive years in total.

Further information on Governors' tenure is available in the Trust's Constitution at paragraph 13.

Question 13: What happens if my details change?

Any changes in personal details (address, telephone numbers, e-mail contact, conflicts of interest etc.) should be notified to Sue Stebbings or Ann Filby.

Personal details will be circulated amongst Council members to enable contact outside of meetings, but only once agreement has been obtained to do so.

Question 14: What happens if I move outside the membership area?

Public Governors who move outside the membership area disqualify themselves from membership and they cannot continue to hold office as a Governor. If this happens they will need to resign.

Staff Governors can live outside the membership area but cannot continue to hold office as a Staff Governor if they resign from employment with the Trust.

Partner (Appointed) Governors can live outside the membership area but cannot continue to hold office as a Governor if they cease employment/current links with the partner organisation, or their partner organisation removes their nomination.

Question 15: What happens if I have a conflict of interest?

Conflicts of interest may occur for Governors who have interests in other organisations or personal property that may benefit from the activities of the Trust. Governors are asked to declare their interests at the beginning of their term of office and each year thereafter in line with Trust policy. If these change in the meantime, this should be notified to Ann Filby and at the next Council meeting.

There is an agenda item at the start of each Governor meeting. If conflicts arise over any items to be discussed these should be declared at that point or as the matter arises. Non-disclosure could lead to disqualification as a Governor.

Please see more detail on this at Appendix 3.

Question 16: How does voting work?

The Council of Governors is the decision making body, and its powers cannot be delegated to any of its Committees. Voting is decided by a majority of votes of those Governors present at a Council meeting.

More information can be found in Governors' Standing Orders within the Trust Constitution.

Question 17: What do I do if I want to resign?

A Governor can resign at any time by giving notice in writing to the Trust Secretary.

Partner (Appointed) Governors should also notify the relevant partner organisation(s). When resigning, unless an effective future termination date is given, it will be assumed that the resignation takes immediate effect from the date of receipt of the resignation.

Future termination dates may relate to a house move that takes a Public Governor out of the Trust's membership area, or an employment termination date for a Staff or Appointed Governor. Public and Staff Governors who wish to resign and are not due for re-election at the next planned Governor elections could consider stepping down at the next planned elections.

If a Governor resigns during a disciplinary process, that process will continue until its conclusion.

Question 18: How do I stay up-to-date with current issues?

The Trust undertakes to keep Governors up to date with issues – largely by email – as frequently as other priorities allow. Attendance at training/briefing opportunities and six monthly Development Days is crucial in keeping up to date and ensuring you have the information available to undertake your role.

The link to Board of Directors' public papers on the Trust's website will be sent to the Council; the Chair will update the Council on any meeting of the Board held in private.

Question 19: Are there any standards that I should adhere to or be aware of?

Governors should be aware of, and act in accordance with, both this Code of Conduct for the Council of Governors and the Trust's Values and Behaviours.

Governors should also be aware of the disqualification criteria included in the Trust's Constitution which includes (full details at paragraph 14) bankruptcy, convictions in the last five years, involvement in any action of violence against staff or other members of the Trust, dismissal by reason other than redundancy from any health service paid employment or a person believed to be a habitual or repetitive complainant.

Governors will be provided with any other relevant Trust policies as part of their induction pack, such as the Conflicts of Interest and Hospitality Policy and the Freedom to Speak Up: Raising Concerns (Whistleblowing) Policy. Access to any other Trust policies will be through the Trust Secretary.

Question 20: Are there any reference documents I should be aware of?

A full induction briefing pack is provided for each new Governor with the documents that will be required, together with a meeting with the Chair and Trust Secretary. This is in addition to a full induction day, additional briefings as required and the six monthly Development Days.

NHS Providers operates a Governwell programme. Governors can subscribe to the information provided through their website <https://www.nhsproviders.org/programmes/governwell>

Appendix 2

The Nolan Principles

Governors are holders of a public office and are therefore expected to adhere to the Nolan Principles – taken from the Nolan Committee's first report on standards in public life. These principles are listed below.

Selflessness

Holders of public office should take decisions solely in terms of the public interest. They should not do so to gain financial or material benefit 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 choice 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 3

Declaration of interests

It is a condition of the Trust's Provider Licence (Condition G4) issued by NHS Improvement that each governor serving on the Council of Governors is a 'fit and proper person'. Governors on election or appointment are required to confirm this and list all relevant interests which may reasonably be thought – by any other person – to influence his or her actions in the performance of his or her duties as a Governor of this Trust. These interests are to be reviewed on a regular basis – see Appendix 2, FAQ 15.

It is the responsibility of the Governor to inform the Trust Secretary immediately in writing of any changes to their interests and these should be recorded in the minutes of the Council of Governors.

Set out below is an extract of the Council of Governors' Standing Orders, as revised in the Trust's Constitution, July 2017:

SECTION C: REGISTER AND DECLARATION OF GOVERNORS' INTERESTS

1. If a Governor has a relevant and material interest, whether direct or indirect, in any contract, proposed contract or other matter which is under consideration by the Council of Governors, he shall disclose that to the rest of the Council of Governors as soon as he is aware of it. If a governor is in any doubt whether an interest should be disclosed, he shall discuss the position with the Chair/Secretary. Interests which should be regarded as "relevant and material" are:
 - directorships, including Non Executive Directorships held in private companies or PLCs (with the exception of those of dormant companies);
 - ownership, part-ownership or Directorship 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 or commissioning NHS services; and/or
 - any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including but not limited to, lenders or banks.

Governors must ensure that should a matter in which they have a material interest be discussed and put to the vote, they declare their interest immediately and do not participate in the debate or vote. Failure to disclose an interest may result in a Governor's permanent removal from office if a majority of the remaining Governors so decides.

Once interests are declared it is not necessary to reflect on these at each meeting unless required due to the debate to be held.

Should a Governor have a personal interest that could cause a conflict, this should be declared ahead of any discussion and a decision can be made about whether or not they participate in that discussion.

If more detail is required, please contact the Trust Secretary.

Appendix 4

Non-compliance with the Code of Conduct

Non-compliance will be dealt with in different ways, depending on the Governor role and the element that this relates to:

| | |
|--------------------|---|
| Public Governor | Through the processes as set out at Appendix 4 of this Code, with reference to the Trust's Disciplinary Policy and Procedure (as appropriate)), and definitely if an investigation is required. |
| Staff Governor | Their role as a member of staff takes priority, with any contravention of Trust policies dealt with in line with the Trust's Disciplinary Policy and Procedure. |
| Appointed Governor | As this Governor represents an external body, should their behaviour not meet the required standard, the Chair shall inform the Governor and the organisation in writing and request an alternative nomination, if that is felt to be required. |

Should the need for suspension or an investigation be agreed this will be undertaken in line with the Trust's Disciplinary Policy and Procedure or other Trust policy as may be appropriate to the circumstances.

Non-compliance with the Governors' Code may result in a range of sanctions including removal from the Council.

The process is set out as follows:

1. Where misconduct takes place, or non-compliance with the Code is alleged, the Chair shall be authorised to take such action as may be immediately required, having consulted with the Lead Governor, and having taken the advice of the Workforce Department and the Trust Secretary as appropriate. Any suspension from the Council will be confirmed in writing and reviewed at least every 28 (calendar) days in line with the processes set out in the Trust's Disciplinary Policy.
2. For the avoidance of doubt, the following issues will be dealt with in line with the most appropriate Trust policy. For non-compliance having a potential Trust-wide/external impact it is likely that the initial stages of verbal warning/meeting will not be utilised with a move directly to an investigation being undertaken. The processes set out in the Trust Disciplinary Policy will then be followed:

| Issue | Relevant Trust policy | Council action to be taken |
|---|----------------------------|---|
| a. Involving another Governor or direct impact on the Council of Governors only | Governors' Code of Conduct | <p>Stage 1: Verbal discussion with Trust Secretary, Chair or Lead Governor as appropriate with a file note/letter prepared and copied to all parties.</p> <p>Stage 2: Details of issue set out in writing by Chair; Governor invited to discuss with Chair with opportunity to bring supporter to meeting; outcome confirmed in writing.</p> <p>Stage 3: Repeat of similar issue to be referred to a Governor Disciplinary Committee to consider and implement a full investigation process (membership to be confirmed, see paragraph 5c).</p> |

| Issue | Relevant Trust policy | Council action to be taken |
|--|---|---|
| b. Involving a member of staff | Governors' Code of Conduct | As 2a with Chair taking initial action. |
| c. Involving a patient or carer, with wider Trust impact, when a breach of confidentiality has come to light or there is the risk of reputational damage to the Council and/or the Trust | Trust Disciplinary Policy and Procedure enacted with investigation as part of the process for dealing with non-compliance with the Governors' Code of Conduct, led by the Senior Independent Director or another senior member of Trust staff | As 2a with Chair taking initial action and setting out process and timescale for investigation as appropriate, in writing. A Governor may be suspended at this stage to enable the investigation to take place. This would be undertaken in line with the Trust Disciplinary Policy. |
| d. Wider, potentially criminal/regulatory issues | Trust Disciplinary Policy and Procedure enacted, potentially Local Security Management Specialist/Police matter with investigation as part of process for dealing with non-compliance with the Governors' Code of Conduct | Chair to take advice and Governor to be advised in writing. Processes set out in 2a-c may apply. |
| e. Safeguarding issue | The appropriate Safeguarding policy enacted with investigation as part of the process for dealing with non-compliance with the Governors' Code of Conduct | Chair to take advice and Governor to be advised in writing. Processes set out in 2a-c may apply. |
| f. Fraud | Anti-Fraud and Corruption Policy – Local Counter Fraud Specialist enacted with investigation as part of the process for dealing with non-compliance with the Governors' Code of Conduct | Chair to take advice and Governor to be advised in writing. Processes set out in 2a-c may apply. |

3. Where misconduct or non-compliance with the Code is alleged, the Chair has taken immediate action and an investigation is deemed appropriate, the Senior Independent Director (SID) or a senior member of Trust staff shall lead that investigation. Consideration will be given as to the SID's impartiality, and whether a senior member of the Trust staff would be preferable. They will report to the Chair and Lead Governor on progress and on the outcome, proposing any subsequent action.
4. Where required, a Disciplinary Committee shall convene and decide how to proceed when misconduct or non-compliance with the Code is alleged. This could be to agree next steps or at the outcome of an investigation to hear the case. The Disciplinary Committee will be drawn from membership of the Governors' Nomination and Remuneration Committee as set out in paragraph 5c. Their decision will be based on an assessment against existing policies and taking Workforce Department guidance into account. The processes followed by the Disciplinary Committee will be in line with the Trust's Disciplinary Policy. The Committee shall consider the outcome of any investigation and lead any hearing with the aim of presenting its findings to a formal meeting of the Council of Governors for ratification of its final decision.

5. Preparation for an investigation

- a. Terms of Reference for any investigation will be drafted by the Trust Secretary in the first instance for consideration, with the support of the Workforce Department, and in line with the requirements of the Trust's Disciplinary Policy and Procedure. This will be considered with the Chair, Lead Governor or Disciplinary Committee as appropriate and confirmed by the Investigation Commissioning Manager.
- b. Any such investigation will be completed within 45 days. Any extension to this period will be reasonable and will be formally communicated to the Governor concerned. The investigation report will be prepared in line with the Trust's Disciplinary Policy, with the content factual and the author remaining impartial at all times.
- c. Where an investigation is required and the case is to be heard, this will be led by the Disciplinary Committee made up of five Governor members (and two reserves), with three in attendance at any hearing (and majority Public Governor membership – in line with paragraph 9, Council of Governors Standing Orders).
- d. Training will be provided to each member of the Disciplinary Committee when convened, ahead of any hearing beginning.

6. Communication with the Governor concerned

- a. The Trust shall notify the Governor concerned in writing, with the specific details of their conduct which is deemed to be detrimental to the Trust. This will be in line with the relevant Trust policy and procedure and the process to be undertaken will be confirmed (paragraph 2a-f). If the Governor is advised at a meeting, and they are suspended from the Council, their justification for the alleged non-compliance will not be discussed at that meeting.
- b. The Governor, if suspended in line with the Trust Disciplinary Policy, will receive an update on progress at least every 28 (calendar) days.
- c. A Governor (but not the Lead or Deputy Lead Governor) can be identified to support the individual concerned should they so wish. This is to be notified in writing to the Trust Secretary/Workforce lead, together with the required consent and confirmation of method of communication so that both parties are kept fully informed. A full briefing will be provided at the outset on what this role entails and the support available. This role does not include presentation of the case on behalf of the individual. The services of Occupational Health are available, in line with the Trust's Disciplinary Policy and Procedure.
- d. If an investigation is required, the timeline for completion will be agreed at the outset (within 45 working days). This will include sending the full investigation report to the individual by recorded delivery adhering to the timelines/flow chart as set out in the Trust's Disciplinary Policy and Procedure. Any delays will be communicated to the Chair, Lead Governor or Disciplinary Committee and the Governor concerned.
- e. An invitation may be sent to the Governor inviting them to address the Governors' Disciplinary Committee on the date as arranged, in person, if the matter cannot be resolved satisfactorily through correspondence, potentially following an investigation. The process to be followed for convening such a Committee will be as set out in the Trust's Disciplinary Policy.
- f. Should the Governor choose to resign during this process, the Trust is duty bound to conclude any proceedings regardless of resignation.

7 Council of Governors' consideration of outcome

- a. The process utilised, the findings of any investigation and the recommendation(s) shall be presented to the Council of Governors. The Council as the decision making body shall decide whether to uphold the charge of misconduct detrimental to the Trust or non-compliance with the Code by majority of the votes of those in attendance at the meeting, in line with the Trust's Constitution.
- b. If it has not been possible to identify the source of the misconduct, proposals to enhance Governor processes will be presented for approval.

8 Sanctions

- a. The Council of Governors may impose such sanctions as may be deemed appropriate. These are to range from a verbal warning as to the Governor's expected future conduct to a written warning, a written warning with additional training and ultimately removal from the Council and notification of such to external bodies as required.

9 Right of Appeal

- a. Should the Governor wish to appeal the process for reaching the Council of Governors' decision, this can be done in writing to the Senior Independent Director within 10 working days of the decision. Should the Senior Independent Director have undertaken the investigation, the Chief Executive shall be nominated to hear any appeal.
- b. The word of the Senior Independent Director/Chief Executive shall be final.

Appendix 5

Meeting Etiquette: Good governance of the Council of Governors

We will endeavour to:

- Read all papers before the meeting to maximise effectiveness.
- Arrive on time.
- Participate wholeheartedly.
- Focus discussion on material issues and on the resolution of issues.
- Make the most of time.
- Respect one another as possessing individual and corporate skills, knowledge and responsibilities, trying not to interrupt, hold side meetings or talk over others.
- Show determination, tolerance and sensitivity – rigorous and challenging questioning, tempered by respect.
- Show group support and loyalty towards each other.
- Listen carefully to all ideas and comments and be tolerant to other points of view – be sensitive to colleagues' needs for support when challenging or being challenged.
- Be honest, open and constructive.
- Be courteous and respect freedom to speak, disagree or remain silent.
- Regard challenge as a test of the robustness of arguments – ensure no one becomes isolated in expressing their view. Treat all ideas with respect.
- Support the Chair, colleagues and guests in maximising the scope and variety of viewpoints heard.
- Ensure “one meeting only” – direct questions through the Chair.
- Ensure individual points are relevant and short.
- Take decisions as a Council and abide by these.
- Act in a positive manner.
- Ensure we don't adopt territorial attitudes – any member of the team has the right to challenge or question another.
- Be ready to apologise if offence is taken.
- Stay open to discussion.
- Maintain a view of the strategic picture.

Appendix 6

Council of Governors' Code of Conduct Acceptance

I recognise my responsibilities as a Governor and will:

- a. Support the Trust, its Constitution and the NHS Constitution.
- b. Respect the whole Trust Team (Governors, Board, Staff and Members) and support the common purpose of the Team in achieving the Trust's vision and abiding by the values and behaviours.
- c. Be a good Ambassador for the Trust, always work in the best interests of the Trust, its patients and members, ensuring that personal interests do not conflict with my role.
- d. Always observe confidentiality on matters relating to the work of the Trust, its patients and staff, including those papers that form part of a Council/Committee meeting to be held in private.
- e. Attend meetings of the Council of Governors and its related Committees during which I will observe good meeting practice (Appendix 5).
- f. Respect and accept the majority decisions of the whole Council of Governors, understanding that this is the sole decision making body for the Governors. Committees and working groups will advise the Council on their work for agreement and ratification by the full Council of Governors.
- g. Observe the Rules of Engagement with the media and social media, understanding that I should never approach the media except through the Communications Office and wherever possible passing media approaches to that office.
- h. Oppose any discrimination and enable the inclusion of all Council members in Governor debates
- i. Claim no privileges in my role as a Governor.
- j. Undertake all mandatory and appropriate training provided and required of me to enable me to fulfil my role as a Governor.
- k. Act responsibly, whilst contributing to the work of the Council of Governors, bringing my strengths to bear and respecting the strengths of the other Governors.
- l. Represent and be accountable to the membership of the Trust and the wider public.
- m. Abide by the policies and procedures of the Trust, including the Freedom to Speak Up: Raising Concerns (Whistleblowing) Policy, the Disciplinary Policy and Procedure and the Conflicts of Interest and Hospitality Policy.
- n. Participate in public contacts, including visits to the hospital, after agreement and sanctioning by the Trust, acting as an observer and not adopting a management or operational role.
- o. Make effective use of the resources available to me.
- p. Agree expenditure of out of pocket expenses with the Trust Secretary beforehand.

Code of Conduct Acceptance

I, (name) **representing** (public constituency/
staff constituency/appointed organisation)*

Confirm that I have read and agree to abide by the Code of Conduct for the Council of Governors of James Paget University Hospitals NHS Foundation Trust dated May 2019

Date

Signature

* Delete as appropriate; Copies of the signed declaration will be kept by the Trust Secretary