

Pledge to Code of Conduct, Nolan Principles and the Leeds Way

Public Board

20 May 2021

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| Presented for: | Endorsement by All |
| Presented by: | Jo Bray, Company Secretary |
| Author: | Jo Bray, Company Secretary |
| Previous Committees: | Annually to the Board, (Last received May 2020) |

| Trust Goals | |
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| The best for patient safety, quality and experience | ✓ |
| The best place to work | ✓ |
| A centre for excellence for research, education and innovation | ✓ |
| Seamless integrated care across organisational boundaries | ✓ |
| Financial sustainability | ✓ |

| Trust Risks (Type & Category) | | | | |
|-------------------------------|---|---|-----------------------|-----------------|
| Level 1 Risk | | Level 2 Risks | (Risk Appetite Scale) | Tolerance |
| Workforce Risk | | | Choose an item | Choose an item. |
| Operational Risk | | | Choose an item | Choose an item. |
| Clinical Risk | | | Choose an item | Choose an item. |
| Financial Risk | | | Choose an item | Choose an item. |
| External Risk | ✓ | Legal & Governance Risk We will operate the Trust in compliance with the Law and UK Corporate Governance Code, where applicable | Averse | ↔ (same) |

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| <p>The Code of Conduct for the Board of Directors at LTHT adheres to the Nolan Principles and the values set out in The Leeds Way.</p> <p>All Directors are invited to pledge to support these values.</p> | <p>Endorsement by All</p> |
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1. Summary

Governance principles are set out in the Nolan Principles (*The Seven Principles of Public Life*) which should underpin all behaviours of public Boards. This has been further supported by the Health and Social Care Act Regulation 2015 which not only includes the requirement that Directors of NHS bodies meet the Fit and Proper Person Test, but is supported by the Duty of Candour, which should ensure that the Trust is open and honest with people who use healthcare services.

2. Background

All NHS Boards are required to have a Code of Conduct to underpin behaviours of members and conduct during meetings.

3. Proposal

The Board are invited annually to endorse their support to the Code of Conduct for Directors at Leeds Teaching Hospitals NHS Trust and to record formally within the minutes of the meeting.

4. Financial Implications and Risk

N/A

5. Risk

There have been no breaches in year, as members of the Board have adhered to the Code of Conduct for the Board of Directors at LTHT, complied with the Nolan Principles and the values set out in The Leeds Way. During the annual appraisal season, currently taking place during the first quarter of the financial year, each member has also reviewed and discussed behaviours within this process.

Therefore the Trust continues to operate within the averse risk appetite with regard to regulatory risk set by the Board requiring the Trust “We will operate the Trust in compliance with the Law and UK Corporate Governance Code, where applicable”.

6. Communication and Involvement

This is for all Board members to understand.

7. Equality Analysis

Applicable to all Board members.

8. Publication Under Freedom of Information Act

This paper has been made available under the Freedom of Information Act 2000

9. Recommendation

The Board are invited to endorse their support to the Code of Conduct for Directors at Leeds Teaching Hospitals NHS Trust.

Jo Bray
Company Secretary
29 April 2021

The Code of Conduct for the Board of Directors at Leeds Teaching Hospitals NHS Trust support the values as defined by The Leeds Way; Patient Centre, Collaborative, Fair, Accountable, Empowered

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| <h2 style="text-align: left;">Our Values</h2> | |
| Leeds Way Value | Leeds Way Behaviour |
|  Patient Centred | <p>Go the extra mile: Let's all do an extra little bit to create an outstanding experience for our patients, families, volunteers and staff. We'll go and see how our actions and decisions affect others.</p> <p>Be responsive: Enable our patients and people to be actively engaged in decision making.</p> <p>Keep it simple: Use appropriate language to ensure everyone understands what is happening and why.</p> |
|  Collaborative | <p>Be a team player: Work together to create an environment where help is happily offered, asked for and received.</p> <p>Communicate and collaborate on decisions: Work together to achieve the best outcomes.</p> <p>Walk in their shoes: Empathise with others and understand their experience and point of view. Be considerate, go and see.</p> |
|  Fair | <p>Respect: Value everyone's feelings and thoughts and treat others as they wish to be treated.</p> <p>Be consistent: Treat people equally without favouritism or discrimination.</p> <p>Speak Up: Working together, let's create an environment where people feel confident to speak up when something doesn't feel right.</p> |

| Our Values | |
|--|--|
| Leeds Way Value | Leeds Way Behaviour |
|  <p>Accountable</p> | <p>Keep your promises: Hold ourselves and others to account to ensure we do what we've said we will do.</p> |
| | <p>Continuous Learning: Encourage our people to experiment and innovate and to seek opportunities to learn.</p> |
| | <p>Take responsibility: Recognise when things have gone wrong, apologise and understand why without blame.</p> |
|  <p>Empowered</p> | <p>Grow and develop: Create an environment where individuals develop their own potential, seek and provide feedback and share learning and expertise with others.</p> |
| | <p>Support others to succeed: Enable others to take action, learn, share ideas, opinions and perspectives to succeed.</p> |
| | <p>Share information: Ensure that everyone has the information they need to do their work or manage their health. Sharing information and communicating openly signals that you trust and respect others.</p> |

Board of Directors - Code of Conduct

The Code of Conduct is taken from the Nolan Principles and best practice guidance to define governance of Boards.

1. Introduction

High standards of corporate and personal conduct are an essential component of public services. As an NHS Trust, The Leeds Teaching Hospitals NHS Trust is required to comply with the principles of best practice applicable to corporate governance in the NHS/health sector and with any relevant code of practice. The purpose of this code is to provide clear guidance on the standards of conduct and behaviour expected of all Directors (in addition to the standard for employees set out in the Trust's policy Managing Conflicts of Interests).

This code, with the NHS Constitution, forms part of the framework designed to promote the highest possible standards of conduct and behaviour within the Trust. The Code is intended to operate in conjunction with governance best practice, the NHS Constitution and with Standing Orders. The Code applies at all times when Directors are carrying out the business of the Trust or representing the Trust. Directors will recognise that the Board of Directors is collectively responsible for the exercise of its powers and the performance of the Trust

2. Principles of Public Life

All Directors are expected to abide by the Nolan principles of: selflessness, integrity, objectivity, accountability, honesty, transparency and leadership:

- 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 alone.
- 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.

3. General Principles

The Board of Directors 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. The general duty of the Board of Directors, and of each Director individually, is to act with a view to promoting the success of the organisation so as to maximise the benefits for the members of the local community and for the wider public. The Board of Directors therefore undertakes to set an example in the conduct of its business and to promote the highest corporate standards of conduct. The Board of Directors will lead in ensuring that the provisions of the NHS Constitution, the Standing Orders, Financial Standing Orders and accompanying Scheme of Delegation conform to best practice and serve to enhance standards of conduct. The Board of Directors expects that this Code will inform and govern the decisions and conduct of all Directors.

4. Confidentiality & Access to Information

Directors must comply with the Trusts confidentiality policies and procedures. Directors must not disclose any confidential information, except in specified lawful circumstances.

Information on decisions made by the Board of Directors and information supporting those decisions should be made available in a way that is understandable. 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 and employees must not seek to prevent a person from gaining access to information to which they are legally entitled.

The Trust has adopted policies and procedures to protect confidentiality of personal information and to ensure compliance with the Data Protection Act, GDPR, the Freedom of Information Act and other relevant legislation which will be followed at all times by Board of Directors and all staff.

5. Register of Interests

Directors are required to register all relevant interests on the Trust's register of interests in accordance with NHS E and Trust policy for Managing Conflicts of Interest. 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 will constitute a breach of this Code.

6. Conflicts of Interest

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 for doing (or not doing) anything in that capacity.

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.

The Chair will advise Directors in respect of any conflicts of interest that arise during Board of Directors meetings, including whether the interest is such that the Director should withdraw from the meeting for the period of the discussion. In the event of disagreement it is for the Board of Directors to decide whether a Director must withdraw from the meeting. The Trust Board Secretary will provide advice on any conflicts that arise between meetings.

7. Gifts & Hospitality

The Board of Directors will set an example in the use of public funds and the need for good value in incurring public expenditure. The use of the Trust 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. The Board of Directors is conscious of the fact that 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.

The Board of Directors adheres to NHSE and Trust policy on Managing Conflicts of Interest with regard to the offer of any interests, gifts and hospitality which will be followed at all times. Directors must not accept gifts or hospitality other than in compliance with this policy and where declined will be recorded in the register of interests. This policy requires adherence to the Bribery Act 2011.

8. Freedom to Speak Up (*formerly Whistle-blowing*)

The Board of Directors 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 Board of Directors has adopted a Freedom to Speak Up Policy with the appointment of Guardians to support staff raising matters of concern which will be followed at all times by directors and all staff.

9. Personal conduct

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.

Specifically Directors must:

- Act in the best interests of the Trust and adhere to its values and this Code of Conduct
- Respect others and treat them with dignity and fairness
- Seek to ensure that no one is unlawfully discriminated against and promote equal opportunities and social inclusion
- Be honest and act with integrity and probity
- Contribute to the workings of the Board of Directors as a member in order for it to fulfil its role and functions
- 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 meetings where practicable.
- Adhere to good practice in respect of the conduct of meetings and respect the views of others
- Take and consider advice on issues where appropriate
- 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

11. Compliance

The members of the Board of Directors will satisfy themselves that the actions of the Board of Directors and Directors in conducting Board business, fully reflect 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. All Directors, on appointment, will be required to give an undertaking to abide by the provisions of this Code of Conduct.