

Pledge to Code of Conduct, Nolan Principles, the Leeds Way Values & CQC Well-led Guidance

Public Board
30 July 2026

Presented for:	Approval/Endorsement
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Previous Committees:	Annually to the Board (Last received 29 May 2025)

Freedom of Information Act (FOIA) Exemption	☐ YES (restricted from the FOIA) ☒ NO (available to the public under the FOIA)
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Link to Strategic Objective	Outcomes – being outstanding now and in the future.
Link to Provider Capability Assessment	Governance, risk and regulatory
Link to CQC Well-led Statement	Governance, Management and Sustainability
<u>Regulatory Impact</u>	Regulation 17: Good governance

Key points	Purpose
The Code of Conduct for the Board of Directors at LTHT adheres to the Nolan Principles, the values set out in The Leeds Way and underpins the capable, compassionate and inclusive leaders with exemplary behaviours as defined by the CQC Well-led guidance. All Directors are invited to pledge to support these values.	Approval/Endorsement

<u>Risk Appetite Framework</u>			
Level 1 Risk	Level 2 Risks	(Risk Appetite Scale)	Impact
External Risk	Legal & Governance Risk - We will operate the Trust in compliance with the Law and UK Corporate Governance Code, where applicable.	Averse	Operating within

1. Summary

The principles of good governance are underpinned by the Nolan Principles (The Seven Principles of Public Life), which provide the ethical framework for the conduct and decision-making of all public office holders, including NHS Boards. These principles should inform the behaviours, leadership and accountability of Board members in the discharge of their statutory duties.

This framework is reinforced by the Health and Social Care Act 2008 (Regulated Activities) Regulations 2015, including Regulation 5: Fit and Proper Persons: Directors, which requires Directors of NHS organisations to satisfy the Care Quality Commission (CQC) Fit and Proper Person Test (FPPT). The FPPT was strengthened following the recommendations of the Kark Review, with the updated framework taking effect in August 2023. Alongside this, Regulation 20: Duty of Candour places a statutory obligation on NHS organisations to act with openness, honesty and transparency when things go wrong, ensuring that people using services are informed, supported and treated with compassion.

In April 2024, the CQC published Guidance for NHS Trusts and Foundation Trusts: Assessing the Well-led Key Question, providing an updated framework for evaluating organisational leadership, governance and culture [Guidance for NHS trusts and foundation trusts: assessing the well-led key question - Care Quality Commission \(cqc.org.uk\)](https://www.cqc.org.uk/publications/guidance-for-nhs-trusts-and-foundation-trusts-assessing-the-well-led-key-question). The guidance reflects developments in health and care policy and reinforces expectations around system leadership, continuous improvement, freedom to speak up, and the creation of inclusive organisational cultures that support the delivery of safe, high-quality and sustainable care.

Within the Well-led framework, capable, compassionate and inclusive leadership is described as follows:

“We will have inclusive leaders at all levels who understand the context in which we deliver care, treatment and support and embody the culture and values of their workforce and organisation. They have the skills, knowledge, experience and credibility to lead effectively and do so with integrity, openness and honesty.”

The guidance further highlights the importance of organisations demonstrating that:

- when things go wrong, people are informed, supported and the statutory Duty of Candour is consistently applied;
- leadership development is centred on organisational values, behaviours and expected standards of conduct, enabling leaders to understand and demonstrate exemplary leadership behaviours; and
- leaders visibly role model the behaviours expected throughout the organisation, fostering trust, inclusion and psychological safety.

Further strengthening these expectations, NHS England's The Insightful Board (November 2024) sets out best practice for NHS Boards in developing effective governance, assurance and decision-making. A central theme of the guidance is the importance of Board culture, collective leadership, constructive challenge and psychological safety, recognising that high-performing Boards create environments in which colleagues feel able to speak up, challenge appropriately and contribute to informed decision-making. The guidance reinforces the

expectation that Board members consistently demonstrate the behaviours and standards they seek to promote across their organisations.

The effective identification, declaration and management of conflicts of interest remains a fundamental principle of good governance and is a longstanding requirement of both national NHS guidance and local governance arrangements. Board members are required to declare relevant interests, which are maintained within publicly available Registers of Interests, thereby supporting transparency, integrity, accountability and public confidence in Board decision-making.

Collectively, these national governance requirements establish clear expectations that Board members not only comply with statutory and regulatory obligations but also exemplify the leadership behaviours, values and culture necessary to support effective governance, high-quality patient care and sustained organisational performance.

2. Proposal

The Board is invited, on an annual basis, to endorse the Code of Conduct for Directors at Leeds Teaching Hospitals NHS Trust, reaffirming its commitment to the highest standards of governance and recognising the personal responsibility of each Director to exemplify the behaviours and values expected of Board members. The Board's endorsement is formally recorded within the minutes of the meeting.

3. Quality and Performance Implications

No quality and performance implication identified.

4. Financial Implications

No financial implication identified.

5. Risk

There have been no reported breaches of the Code of Conduct during the year. However External Audit made a recommendation from the yearend processes relating to strengthening the related party transactions. Moving forward we will annually cross check all declarations of the Board against listings on Companies House. Board members have continued to adhere to the Code of Conduct for Directors at Leeds Teaching Hospitals NHS Trust, uphold the Nolan Principles and demonstrate the values set out in The Leeds Way. As part of the annual appraisal process, undertaken during the first quarter of the financial year, each Board member has reflected on and discussed their leadership behaviours and conduct.

Accordingly, the Trust continues to operate within the Board's averse risk appetite for regulatory compliance, namely: "We will operate the Trust in compliance with the law and the UK Corporate Governance Code, where applicable."

6. Communication and Involvement

This is for all Board members to understand.

7. Impact on Equality & Health Inequalities

This report is applicable to all Board members.

This report is also not directly related to improving health inequality, but the insight and behaviours of our Board members will work to improve health equity for citizens of Leeds and beyond.

8. Publication Under Freedom of Information Act

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

9. Recommendation

The Board is invited to endorse the Code of Conduct for Directors at Leeds Teaching Hospitals NHS Trust and reaffirm the personal responsibility of each Director to role model exemplary behaviours.

Any Director not in attendance will be required to confirm their endorsement outside the meeting, with an appropriate audit trail maintained and recorded in the Board minutes.

10. Supporting Information

None

Jo Bray
Director of Corporate Affairs
20 July 2026

The Code of Conduct for the Board of Directors at Leeds Teaching Hospitals NHS Trust support the values as defined by The Leeds Way; Kind, Responsible, Open & Honest, and One Team.



Kind

We ensure everyone is heard, included and respected by:

- Showing kindness through our words, actions, and the support we give to patients and colleagues.
- Taking time to understand so we can respect each other's needs.
- Addressing negative and inappropriate behaviour early, clearly, and effectively.

Responsible

We take responsibility for our own behaviours and actions by:

- Prioritising safe and high-quality care.
- Taking responsibility for our actions and learn from our successes and mistakes.
- Asking for help when we are unsure, and support others to do the same.

Open and Honest

We share information, listen to feedback, and speak up so we can learn and improve by:

- Including colleagues and patients in choices that affects them, and communicate this clearly.

- Speaking up and following up when something does not feel right.
- Giving and receiving helpful feedback to improve the way we work.

One Team

We work across teams to support each other and put patients at the heart of everything we do by:

- Placing patients and colleagues needs at the centre of every decision we make.
- Working together across teams and professions to deliver compassionate care.
- Celebrating success as one team and share our knowledge and skills to support one another.

Refresh of the Trust Values

The refresh of the Trust Values has been informed by extensive colleague engagement and aligns with the development of the Trust's strategy, purpose and priorities, collectively defining the Trust's "why", "what" and "how". The original values were co-created more than a decade ago and, during that time, the Trust has experienced significant organisational and workforce change. Colleague feedback identified a desire to refresh the values to ensure they remain relevant, meaningful and impactful, while retaining the strong foundations of the existing values. An evidence-based, co-created approach was adopted throughout the review, drawing on colleague feedback, organisational insight and recognised behavioural research to develop values that are authentic, credible and practical in guiding everyday behaviours and decision-making across the Trust.

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 Trust's 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 NHSE 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 Director of Corporate Affairs 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

10. 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.