



CRITERIA TO BECOME A FOUNDATION TRUST GOVERNOR

Qualifications to be a Governor

The following specifications must be met in order to become (or continue as) a Governor: -

- Governors must be Members.
- Governors must be at least 16 years old.
- Public Governors must live in the area they represent.
- Staff Governors must have a job role in the category they represent
- Nominated Governors must be supported in office by the partner organisation that they represent.

Statutory Restrictions

There are certain statutory requirements that prevent an individual from becoming a Governor, such as criminal convictions within the preceding five years, bankruptcy, dismissal from an NHS job within the preceding two years or disqualification from a health related professional body (these are detailed below).

You **cannot** become (or continue as) a Governor if: -

- You are a Director (Executive or Non-Executive) of the Trust, Governor, Chairman or Chief Executive of another NHS Foundation Trust.
- You are a spouse, partner, parent or child of a member of the Board of Directors of a Foundation Trust.
- You are a member of a Local Authority's Overview and Scrutiny Committee covering health matters.
- You have been dismissed from paid employment with a Health Service Body in the last two years for reasons other than redundancy.
- Your position as Chair, Member or Director of a Health Service Body has been terminated on the grounds that the appointment is not in the interest of the Health Service, for non-attendance at meetings or for non-disclosure of a financial interest.
- You are an un-discharged bankrupt.
- You have made a composition or arrangements with, or granted a trust deed for your creditors and have not been discharged yet.
- You are subject to a Sex Offender order.
- You have, in the last five years, been convicted in the British Isles of any offence and a sentence of imprisonment for a period of three months without the option of a fine was imposed.



Additional Mandatory Requirements

Declaration of Interests

Members of the Council of Governors are expected to disclose to the Council (via the annual completion of a Declaration of Interest Form) any material interests held by themselves, their spouse or partner, which are then recorded in the Register of Interest of Governors (Declaration of Interest Form attached - Appendix 1).

Code of Conduct

Our Governors are required to sign a declaration stating that they will comply with our Code of Conduct (specifications detailed below).

As an NHS Foundation Trust Governor: -

- I will commit to actively support the Trust's vision and values.
- I will seek at all time to support the Trust in its aims and priorities and ensure that its needs and interests are foremost in decision-making.
- I will act with discretion and care in respect of difficult and confidential issues.
- I will maintain confidentiality with regard to information gained.
- I will uphold the seven principles of public life as outlined by the Nolan Committee (Nolan Principles – Appendix 2).
- I will acknowledge that the Trust is an apolitical organisation.
- If I am a member of a trade union, political party or other organisation, I recognise that should I be elected or nominated, I will not be representing those organisations, but will be representing the public and staff that elected me or the organisation that nominated me.
- I will be honest and act with integrity and probity at all times.
- I will seek to ensure that my Governor colleagues are valued and that judgements about them are consistent, fair and unbiased and are properly founded.
- I will show my commitment to working as a team member by working with my colleagues in the NHS and wider community.
- I will seek to ensure that the membership of the constituency, area or category that I represent is properly informed and able to influence services.
- I will 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 economical status or national origin.
- I will at all times comply with the Constitution, Standing Orders and Standing Financial Instructions of the Trust.
- I will seek to ensure that the best interests of the public, patients, carers and staff are upheld in decision-making and that decisions are not improperly influenced by gifts or inducements.



- I will support and assist the Chief Executive of the Trust in his responsibility to answer to the Independent Regulator, 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.

(Code of Conduct Form attached – Appendix 3).

Criminal Records Bureau (CRB) Check

In keeping with the Trust's Constitution, all Governors are required to consent to a Criminal Record Bureau (CRB) check. The CRB check is designed to confirm whether you have a criminal record. This is important for an organisation which has responsibility for young and vulnerable members of the public. Clearance from the CRB allows the organisation to confidently allow you to carry out your role.

A Governor will be disqualified if on the basis of disclosures obtained through a CRB check, he/she is not considered suitable by the Foundation Trust.

Termination of Office

Upon successful election/nomination, you would cease to be a Governor if: -

- You resign in writing to the Trust's Board Secretary.
- You do not attend two consecutive Council of Governors' Meetings unless you give a reasonable reason or you start attending meetings again.
- You do not take part in the training programmes which are considered essential for all Governors unless you have a reasonable reason.
- You are no longer a member of the constituency, area or class you were elected to represent (Public and Staff Governors).
- The organisation you represent, in the case of Nominated Governors, terminates your appointment.
- A change in your circumstances means that you no longer meet the criteria for being a Governor.
- You do not sign a statement of continued eligibility to be a Governor at least 24 hours prior to each Council of Governors meeting.
- You fail to comply with the Trust's mandatory requirements (declaration of interests, code of conduct and CRB check).

Please note that a more detailed list of specifications can be found in Central Manchester University Hospitals NHS Foundation Trust's Constitution.



Appendix 1

Governor Declaration of Interests

Name:

Address:

Contact No:

Dear Colleague,

The Trust is required to complete an annual review of the Register of Interests and update it accordingly.

The Constitution states that: -

15.1 Members of the Council of Governors shall disclose to the Council of Governors any material interests (as defined below) held by a Governor, their spouse or partner, which shall be recorded in the register of interests of Governors.

15.1 A material interest is: -

- 15.1.1 any directorship of a company;
- 15.1.2 any interest or position in any firm, company, business or organisation (including any charitable or voluntary organisation) which has or is likely to have a trading or commercial relationship with the Foundation Trust;
- 15.1.3 any interest in an organisation providing health and social care services to the National Health Service;
- 15.1.4 a position of authority in a charity or voluntary organisation in the field of health and social care;
- 15.1.5 any connection with any organisation, entity or company considering entering into a financial arrangement with the Foundation Trust including but not limited to lenders or banks.



- 15.2 Any Governor who has an interest in a matter to be considered by the Council of Governors (whether because the matter involves a firm, company, business or organisation in which the Governor or his spouse or partner has a material interest or otherwise) shall declare such interest to the Council of Governors and:
- 15.2.1 shall withdraw from the meeting and play no part in the relevant discussion or decision; and
 - 15.2.2 shall not vote on the issue (and if by inadvertence they do remain and vote, their vote shall not be counted).
- 15.3 Details of any such interest shall be recorded in the register of interests of Governors.
- 15.4 Any Governor who fails to disclose any interest or material interest required to be disclosed under these provisions must permanently vacate their office if required to do so by a majority of the remaining Governors.

The Bribery Act 2010

The Bribery Act 2010 came into effect on the 1st July 2011 and made it a criminal offence to give promise or offer a bribe, and to request to agree to receive or accept a bribe, either at home or abroad. It also includes bribing a Foreign Official. It will increase the maximum penalty for bribery to ten years imprisonment with an unlimited fine. The Act also introduced a corporate offence of failing to prevent by bribery by the organisation not having adequate preventative procedures in place. An organisation may avoid conviction if it can show that it had procedures and protocols in place to prevent bribery. The organisation should carry out assessments of the risks of bribery and corruption in its business on a periodic basis. Procedures will be put in place that are proportionate to the bribery risks identified and for the Trust this will include information on the Trust's intranet and internet sites and additions to the Standing Orders (Standards of Business Conduct) and the declaration of interest and gifts and hospitality form.

If you require any further guidance a copy of the Trust's Standards of Business Conduct and Hospitality Policy are available from the Board Secretary.

Sue Allison
Director of Corporate Services/Board Secretary



REGISTER OF INTERESTS

NAME	GOVERNOR POSITION HELD	INTERESTS DECLARED

Date:

Signed:

**PLEASE RETURN TO DIRECTOR OF CORPORATE SERVICES/BOARD
SECRETARY**

Foundation Trust Membership Office Contact Details:

Room 219, 2nd Floor, Cobbett House, Trust Headquarters, Manchester Royal
Infirmary, Oxford Road, Manchester M13 9WL

Telephone number: 0161 27 68661

Email Address: ft.enquiries@cmft.nhs.uk



Nolan Principles

The Nolan Committee sets out '**Seven Principles of Public Life**' which it believes should apply to all in the Public Service. These are:

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.

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 that 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.



Code of Conduct for Governors

1. Purpose of This Document

- 1.1. This document sets out the standard of personal behaviour and conduct required of Governors of Central Manchester University Hospitals NHS Foundation Trust. It is the Code of Conduct for Governors referred to in the constitution of the Foundation Trust.
- 1.2. A material breach of this Code of Conduct may result in removal as a Governor, as provided in the constitution.
- 1.3. The Council of Governors approved this Code of Conduct on the date. As a condition of remaining a Governor, all Governors are required to sign a confirmation that they have received, read and agree to comply with this Code of Conduct.

2. Qualification and Eligibility to be a Governor

- 2.1. The Foundation Trust's constitution set out the criteria by which an individual is qualified and eligible to be a Governor. A Governor shall notify the Trust Secretary immediately on becoming aware that they no longer fulfil, or may no longer fulfil any of these criteria.

3. Duties of Governors

- 3.1. Obeying the law and complying with the constitution
 - 3.1.1. In carrying out their role, Governors are required to obey the law, and to comply with the Foundation Trust's constitution.
 - 3.1.2. If in any doubt about this on any particular matter, a Governor should in the first place seek advice from the Trust Secretary.

3.2. Duty of Good Faith

- 3.2.1. Governors are required at all times to be truthful and honest with each other, and with any other people with whom they have any contact as a Governor.
- 3.2.2. Governors are required at all times to act in the best interests of the Foundation Trust. They have a responsibility to make known the views, concerns and aspirations of those whom they have been elected to represent, or who appointed them; but any decision they make must be made in what each Governor honestly believes to be the best interests of the Foundation Trust.



- 3.2.3.** Governors owe a duty of undivided loyalty to the Foundation Trust.
 - 3.2.3.1.** Governors must not allow themselves to be in a situation where any other interest which they have comes into conflict with their duty as a Governor.
 - 3.2.3.2.** Governors must disclose or declare any interest as required by the constitution. If in any doubt about whether an interest should be disclosed or declared, a Governor should consult the Trust Secretary.
 - 3.2.3.3.** Governors must not use their position as Governor to secure any personal advantage.
- 3.2.4.** Governors must treat any information which they receive as confidential, and must not disclose it to any third party without the express permission of an authorised representative of the Foundation Trust.

3.3. Being Careful

- 3.3.1.** Governors have a duty to take such care in carrying out their responsibilities as a reasonable person would take in relation to their own affairs: doing their best.
- 3.3.2.** This includes attending meetings, preparing in advance for meetings by reading papers, asking for advice when it is needed, and attending any training provided by the Foundation Trust.

4. Standards of Behaviour

- 4.1.** Governors are required at all times to treat each other, and any other people with whom they have any contact as a Governor, with dignity, respect and fairness.
- 4.2.** Governors should at all times work co-operatively with others involved in the governance of the Foundation Trust, and strive to make the governance arrangements work for the best interests of the Foundation Trust.
- 4.3.** Governors must uphold the seven principles of public life (Nolan Principles).
- 4.4.** Governors should refer any media enquiries to those within the Foundation Trust's management responsible for public relations. A Governor has no authority to represent the Foundation Trust to any other person or organisation unless expressly authorised to so.
- 4.5.** Governors must not bring the Foundation Trust into disrepute.
- 4.6.** Governors must uphold the values of the Foundation Trust.



5. Non-compliance with this Code of Conduct

- 5.1.** If a Governor commits a material breach of this Code of Conduct, it may result in removal by resolution of the requisite majority of the remaining Governors, as required by the constitution.
- 5.2.** Before any resolution to remove a Governor may be considered by the remaining Governors at a meeting:
 - 5.2.1.** Full details of the alleged material breach shall be put in writing, together with details of the grounds upon which it is considered not to be in the best interests of the Foundation Trust for them to continue as a Governor, and sent to the Governor concerned to be received not less than 14 days before the meeting.
 - 5.2.2.** The Governor shall be given the opportunity to respond, in writing or in person at the meeting.



Code of Conduct for Governors – Compliance Form

I confirm that I have received and read the Code of Conduct for Governors. I agree to comply with it in carrying out my role as a Governor of Central Manchester University Hospitals NHS Foundation Trust.

Name:

Signed:

Dated:

Please return this completed signed form to: -

Trust Secretary
Foundation Trust Membership Office
FREEPOST RRBR-AXBU-XTZT
CMMCUH NHS Trust
Oxford Road
Manchester
M13 9WL

