



Manchester University

NHS Foundation Trust

CRITERIA TO BECOME AN NHS FOUNDATION TRUST GOVERNOR OF MANCHESTER UNIVERSITY NHS FOUNDATION TRUST

Qualifications to be a Governor

You do not need specific qualifications to be a Governor, other than an interest in healthcare and a commitment to representing members and the public to the best of your ability.

Eligibility to be a Governor:

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

- Governors must be Members of Manchester University NHS Foundation Trust
- Governors must be at least 16 years old.
- Public Governors must live in the area (constituency) that they represent.
- Staff Governors must have a job role in the staff class (constituency) that they represent.
- Nominated (Appointed) Governors must be supported in office by the partner organisation that they represent.

Statutory Restrictions

There are certain statutory restrictions that prevent an individual from becoming a Governor. You cannot become (or continue as) a Governor if:

- You are a person under 16 years of age.
- You are an un-discharged bankrupt or estate has been sequestrated (un-discharged).
- You have made a composition or arrangements with, or granted a trust deed for your creditors and have not been discharged yet.
- 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.
- You are a Director of the Foundation Trust or a Governor or Director of an NHS body (unless appointed by an appointing organisation which is an NHS body).
- You are a spouse, partner, parent or child of a member of the Board of Directors of the Foundation Trust.

- You are a member of a local authority's Scrutiny Committee covering health matters.
- You are subject to a Sex Offender Order.
- You have been dismissed from paid employment with an NHS body in the last two years for reasons other than redundancy.
- Your position as Chair, member or Director of an NHS 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 pecuniary interest.
- You failed to sign and deliver to the Secretary a statement (in the form required by the Secretary) confirming acceptance and adherence of the Trust's Code of Conduct for Governors.
- You have been removed as a Governor or Member due to committing a serious breach of the Code of Conduct or acted in a manner detrimental to the interests of a Foundation Trust or that the Council of Governors considered that it was in the best interests of the Foundation Trust for you to not continue as a Governor or Member or for failing to attend Council of Governors' Meetings or for refusing to undertake any training which the Council of Governors requires all Governors to undertake.
- You refuse to undertake a Disclosure and Barring Service check.
- You are not considered suitable by the Foundation Trust from the disclosures (convictions/cautions) obtained as a result of a Disclosure and Barring Service check.
- You do not meet the "Fit and Proper" Persons Test defined by regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 and/or condition on G4 of the Trust's Licence (details outlined from page 20).
- You fail to attend three consecutive meetings of the Council of Governors, unless the other Governors are satisfied that the absences were due to reasonable causes and you will be able to start attending meetings of the Council of Governors again within such a period as the other Governors consider reasonable.
- You have refused without reasonable cause to undertake any training which the Council of Governors requires all Governors to undertake.
- You fail to disclose any declaration of interest on an annual basis or at any-time that your circumstances change.
- You have refused to sign a declaration of your qualification to vote as a member of the Foundation Trust.
- You are prevented from being a member of the Council of Governors.

Additional Mandatory Requirements

Declaration of Interests

Members of the Council of Governors are expected on an annual basis, or at any time should their circumstances change, to disclose to the Council any material interests held by themselves, their spouse or partner, which are then recorded in the Register of Interests of Governors. The register is available to the public on request via the Trust's website (www.mft.nhs.uk). Interests are formally documented via completion of a Governor Declaration of Interest Form (attached at Appendix 1) and reported to the Council of Governors, on an annual basis (at a Council of Governors' Meeting). Governors who fail to disclose any interest or material interest required to be disclosed under the Trust's Constitution provisions must permanently vacate their office if required to do so by a majority of the remaining Governors.

NB: Declaration of Interest Form attached – Appendix 1

Fit and Proper Person Declaration

As defined by regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 and/or condition on G4 of the Trust's Licence, Governors are required to meet the "fit and proper" person test.

In the event of a Governor being or becoming an "unfit person" under the Foundation Trust's Constitution, they must permanently vacate their office.

Governors, as part of the Fit and Proper Person's declaration process, are asked to state their compliance with the information below:

1. Fitness to carry out the role of Governor in the Manchester University NHS Foundation Trust ('the Trust') is determined by the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 ("**the Regulated Activities Regulations**") and/or condition on G4 of the Trust's Licence.
2. By signing the declaration below, you are confirming that you do not fall within the definition of an "unfit person" or any other criteria set out below, and that you are not aware of any pending proceedings or matters which may call such a declaration into question.
3. It is a condition of appointment that those holding a Governor post in the Trust provide confirmation in writing, on appointment and thereafter on demand, of their fitness to hold such a position.
4. Chairs and Non-Executive Directors are also required to meet the "fit and proper persons" test for Directors.
5. The Trust shall not appoint, or permit to continue as a Director or Governor, any person who is an unfit person.
6. The Trust's Constitution permits the summary termination in the event of a Governor being, or becoming, an unfit person. The Trust will enforce that provision promptly upon discovering any Governor to be an unfit person.

Regulated Activities Regulations

7. The definitions of being fit under the requirements of paragraph 3 of Regulation 5 of the Regulated Activities Regulations are that:
- (a) the individual is of good character;
 - (b) the individual has the qualifications, competence, skills and experience which are necessary for the relevant office or position or the work for which they are employed;
 - (c) the individual is able by reason of their health, after reasonable adjustments are made, of properly performing tasks which are intrinsic to the office or position for which they are appointed or to the work for which they are employed;
 - (d) the individual has not been responsible for, privy to, contributed to or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying on a regulated activity or providing a service elsewhere which, if provided in England, would be a regulated activity; and
 - (e) none of the grounds of unfitness specified in Part 1 of Schedule 4 apply to the individual.
8. The grounds of unfitness specified in Part 1 of Schedule 4 to the Regulated Activities Regulations are:
- (a) the person is an undischarged bankrupt or a person whose estate has had sequestration awarded in respect of it and who has not been discharged;
 - (b) the person is the subject of a bankruptcy restrictions order or an interim bankruptcy restrictions order or an order to like effect made in Scotland or Northern Ireland;
 - (c) the person is a person to whom a moratorium period under a debt relief order applies under Part VIIA (debt relief orders) of the Insolvency Act 1986;
 - (d) the person has made a composition or arrangement with, or granted a trust deed for, creditors and not been discharged in respect of it;
 - (e) the person is included in the children's barred list or the adults' barred list maintained under section 2 of the Safeguarding Vulnerable Groups Act 2006, or in any corresponding list maintained under an equivalent enactment in force in Scotland or Northern Ireland;
 - (f) the person is prohibited from holding the relevant office or position, or in the case of an individual for carrying on the regulated activity, by or under any enactment.

9. In assessing good character, the matters to be considered must include those listed in Part 2 of Schedule 4 which are:
- (a) Whether the person has been convicted in the United Kingdom of any offence or been convicted elsewhere of any offence which, if committed in any part of the United Kingdom, would constitute an offence.
 - (b) Whether the person has been erased, removed or struck-off a register of professionals maintained by a regulator of health care or social work professionals.

Code of Conduct

Our Governors are required to sign a declaration saying that they will comply with our Code of Conduct. You cannot become (or continue as) a Governor if you failed to sign and deliver to the Secretary a statement (in the form required by the Secretary) confirming acceptance of the Code of Conduct for Governors.

If a Governor commits a serious breach of the Code of Conduct; or they have acted in a manner detrimental to the interests of the Foundation Trust; and the Council of Governors consider that it is not in the best interests of the Foundation Trust for them to continue as a Governor, under the Trust's Constitution provisions they must permanently vacate their office if required to do so by a majority of the remaining Governors.

Key elements of the Governors' Code of Conduct are outlined 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 (attached - 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 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.

NB: Code of Conduct Form attached – Appendix 3

Disclosure and Barring Service Check (formerly CRB)

In keeping with the Trust's Constitution, all Governors are required to consent to and clear a Disclosure and Barring Service check. This 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 Disclosure and Barring Service allows the organisation to confidently allow you to carry out your role.

A Governor will be disqualified if on the basis of disclosures (convictions/cautions) obtained through a Disclosure and Barring Service check, he/she is not considered suitable by the Foundation Trust or that such a person are such that it would be inappropriate for him/her to become or continue as a Governor or it would adversely affect public confidence in the Trust or otherwise bring the Trust into disrepute.

Other Policies and Guidelines

In addition to the above, Governors are also required to comply with the following Policies/Guidelines:

- Trust Internet and E-mail Use Policy
- Trust Media Policy
- Social Media – A Guide for Governors.

Governance Arrangements

In order to progress a Governor's start in office, individuals are requested to review/complete the following:

- Security/Identification Badge application form
- Contact Information Form
- Governor Skill Mix Matrix
- Governor Photograph Consent Form.

All new Governor Forms, Policies and Guidelines will be issued to individuals following their formal announcement at our Members' Meeting and we invite all candidates to attend as it provides an opportunity to meet and interact with fellow Members/Governors in addition to meeting our Board of Directors.

We also ask new Governors to provide a digital photograph and pen portrait information (max. 250 words) as this information is displayed on our website for members of the public to view.

Please note that the Trust will not issue Security ID Badges or E-mail accounts until all Governance arrangements have been completed and processed.

Governor Meetings

A full list of Governor meeting dates is included in our Chairman's Briefing which is circulated to all Governors on a bi-monthly basis with Governor Meetings being predominantly held during the day (anytime between 9.00 am – 5.00 pm).

Ground Rules for Meetings

- Governors are expected to attend meetings whenever possible – if unable to attend a meeting, apologies should be forwarded to the Trust Secretary and/or meeting organiser as soon as possible.
- Governors are expected to attend meetings on time - if anticipated will be late, the Trust Secretary and/or meeting organiser should be informed as soon as possible.
- Governors are expected to stay for the duration of the meeting (starting and ending meetings on time).
- All mobile phones are expected to be switch off for the duration of the meeting.
- Respect and value that everyone is different and will think differently, with Governors being expected to embrace people's differing views.
- Governors are expected to actively listen and be receptive.
- When seeking clarification and/or raising a question, Governors are asked to raise their hand and wait until the Chair invites the question (refraining from interrupting the speaker until the appropriate time).
- One person should speak at a time and, when available, use a microphone.
- When speaking, Governors are expected to use polite, plain and simple language, taking care not to talk for too long or too hastily.
- In the event that a speaker is not understood, Governors are to politely request them to repeat or provide a further explanation of what they are saying. It is likely that other attendees will also benefit from this request.
- Governors are encouraged to actively participate in meetings. Even if not a confident speaker, other attendees often feel assured that attendees are engaged and are actively following the meeting discussion by positive behaviours e.g. nodding head gestures etc.
- Governors should not use abbreviations with words being spoken in full, e.g. Accident and Emergency rather than A&E.
- 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 Trust.
- Governors are expected to be polite and respectful at all time. If a Governor disagrees with a point/issue that is made, they must ensure that their disagreement is in relation to this point/issue only and not with any individual involved.

Termination of Office

You will cease to be a Governor if:

- You resign in writing to the Trust's Secretary.
- You do not attend three consecutive Council of Governors' Meetings unless you could 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 had a reasonable reason.
- You are no longer a member of the constituency, area or staff class that you were elected to represent (this applies to elected Governors – Public and Staff).
- The organisation you represent, in the case of Nominated (Appointed) Governors, terminates your appointment.
- A change in your circumstances means that you no longer meet the criteria for being a Governor.
- You fail to comply with the Trust's mandatory requirements (Declaration of Interests, Fit and Proper Persons Test, Code of Conduct and Disclosure and Barring Service check).

All Governors positions (Public, Staff and Nominated) are subject to the fulfilment of the aforementioned eligibility criteria with Governors ceasing to hold office should this criteria be/become unfulfilled.

Additional Information - Support for Governors

All new Governors are expected to participate in an Induction Programme which is aimed to ensure that individuals fully understand the role and responsibilities of a Governor.

New Governors are also invited to attend an introduction meeting with our Chairman at which individuals are issued with a Governor Resource Pack which provides more detailed information about the role of Governor in addition to information about our NHS Foundation Trust and the services that we provide.

We also invite new Governors to participate in a site tour so to familiarise themselves with the hospital areas at Central Site.

Ongoing support for the Council of Governors is provided by the Director of Corporate Services/Trust Secretary and Foundation Trust Membership Manager.

Additional Support

As an NHS Foundation Trust, we are committed to establishing a truly representative membership and welcome Members and Governors from all backgrounds and protected characteristics. We do not tolerate any form of discrimination, harassment or victimisation.

We are committed to supporting Governors so that they are able to undertake their role to the best of their ability and we recognise that you may need additional support in order for you to do this. We appreciate that additional support may be required for a variety of reasons including: -

- Physical accessibility (e.g. disability, older or frail people)
- Language
- Culture and traditions
- Social expectations (young people)
- Lifestyles.

In relation to disabilities we appreciate that these are of a diverse nature and if a Governor considers him or herself to have a disability and/or requires additional support in relation to their Governor role, or for any other reason, support arrangements will be made via the Director of Corporate Services/Trust Secretary and/or Foundation Trust Membership Manager.

As part of the membership application process, we ask applicants to disclose information in relation to their ethnicity, language and disability status with all information collected being confidential, in keeping with Data Protection rules and not released to third parties. If the information that you supplied as part of your initial membership application process has changed or changes in the future, please contact the Foundation Trust Membership Manager (via the Foundation Trust Membership Office - contact details below).

Further Information

A more detailed list of Governor and Membership specifications can be found in the Trust's Constitution copy available via the Foundation Trust Membership Office - contact details below:

By Post:

Freepost Plus RRBR-AXBU-XTZT
MFT NHS Trust
Oxford Road
Manchester
M13 9WL

By Phone:

0161 276 8661
(office hours 9.00 am to 5.00 pm, Monday to Friday; answering machine outside these hours)

E-mail:

ft.enquiries@mft.nhs.uk



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: -

If a Governor has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the Governor shall disclose that interest to the members of the Council of Governors as soon as he becomes aware of it. The Standing Orders for the Council of Governors (Annex 6) shall make provision for the disclosure of interests and arrangements for the exclusion of a Governor declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.

A material interest is:

- any directorship of a company;
- 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;
- any interest in an organisation providing health and social care services to the National Health Service;
- a position of authority in a charity or voluntary organisation in the field of health and social care;
- 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.

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 [including any charitable or voluntary 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:

- shall withdraw from the meeting and play no part in the relevant discussion or decision; and
- shall not vote on the issue (and if by inadvertence they do remain and vote, their vote shall not be counted).

Details of any such interest shall be recorded in the register of interests of Governors.

Any Governor who fails to disclose any interest or material interests 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 Trust Secretary.

Alwyn Hughes
Director of Corporate Services/Trust Secretary



REGISTER OF INTERESTS

NAME	GOVERNOR POSITION HELD	INTERESTS DECLARED

Date:

Signed:

PLEASE RETURN TO DIRECTOR OF CORPORATE SERVICES/TRUST SECRETARY

Foundation Trust Membership Office Contact Details:

Room 315, 3rd Floor, Cobbett House, Trust Headquarters, Manchester Royal Infirmary, Oxford Road, Manchester M13 9WL

Telephone number: 0161 27 68661

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

Nolan Principles

The Nolan Committee has defined '**Seven Principles of Public Life**' which all holders of public office, including NHS Foundation Trust Governors, are to adhere to. 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 Manchester University 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.** 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 do 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 Manchester University NHS Foundation Trust.

Name:

Signed:

Dated:

Please return this completed signed form to: -

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