



Edinburgh & Lothians
Health Foundation

Trustee Code of Conduct

December 2020

Policy Reference Information

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| Status | DRAFT |
| Author | Jane Ferguson |
| Approval | Charitable Funds Committee |
| Date of Last Review | December 2020 |
| Date of Next Formal Review | December 2022 |

Related Policies

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| Policy Title |
| Governing Document Charter Trustee Role Description |

Trustee Code of Conduct

The Nolan Principles – adapted for Trustees

Selflessness

Trustees should act solely in terms of public benefit. They should not act in order to gain financial or other benefit for themselves, their family or their friends.

Integrity

Trustees 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 role as a trustee.

Objectivity

In carrying out the business of the organisation, trustees should make choices based on merit.

Accountability

Trustees are accountable for their decisions and actions to their stakeholders and the public and must submit themselves to whatever scrutiny is appropriate to their role.

Openness

Trustees should be as open as possible about all the decisions and actions they take.

Honesty

Trustees should declare any private interests relating to their trusteeship and take steps to resolve any conflicts arising in a way that protects the public benefit.

Leadership

Trustees should promote and support these principles by leadership and example.

INTRODUCTION

The purpose of this Code of Conduct (the Code) is to clearly set out the Foundation's expectations of its Trustees, providing them with clear guidance as to their the expected standards of behaviour, responsibilities, and best practice in fulfilling their obligations to the Edinburgh & Lothians Health Foundation (hereafter the Foundation) and to ensure consistent application of the values and ethos of the Foundation by all trustees

The Code should be read in conjunction with the Foundation's Governing Document¹, Charter², and Trustee Role Description³. It is a Trustee's individual responsibility to ensure they are familiar with and act in accordance with the provisions of this code.

It is essential for the good governance and reputation of the Foundation that trustees maintain the highest standards in their role, particularly whenever they are carrying out their functions or representing the Foundation.

Trustees (who act ex officio of their role on the Lothian NHS Board) are reminded that the NHS Board Code of Conduct states that they are bound by the rules of conduct of partner organisations to which they are appointed (ie the Foundation) and should observe the rules of the NHS Board code in carrying out the duties of that body (the Foundation).

THE CODE

- I. General
 - I.1 Trustees must act within the Governing Document of the Foundation and the law⁴, and abide by the policies and procedures of the organisation. This includes having a working knowledge of the contents of the governing document, charter and relevant policies and procedures.
 - I.2 Trustees must ensure, with professional advice where appropriate, that the Foundation complies with all regulatory and statutory requirements and must exercise overall control over the Foundation's financial affairs.
 - I.3 Trustees should support the objects and mission of the Foundation, championing it, using any skills or knowledge to further that mission and seeking expert advice where appropriate.
 - I.4 Trustees should be active, making their skills, experience and knowledge available to the Foundation and seeking to do what additional work is necessary outside trustee meetings, including sitting on sub-committees, or attending events.
 - I.5 Trustees should, with the help of the Director and Senior Leadership Team, formulate and regularly review the Foundation's mission, strategic objectives and plans, and review performance against those objectives and plans.
 - I.6 Trustees should develop and maintain a sound and up-to-date knowledge of the Foundation and its environment, including how it operates, the nature and extent of its work, and the social, political and economic environment in which it operates.
 - I.7 Trustees should conduct themselves in a manner which does not damage or undermine the reputation of the Foundation or its staff individually or collectively, and should not take part in any activity which is in conflict with the objects or which might damage the reputation of the Foundation.

¹ The National Health Service (Scotland) Act 1978, Section 82, 83 and 84A

² Edinburgh and Lothians Health Foundation Charter 2013

³ Edinburgh and Lothians Health Foundation Trustee Role Description

⁴ Charities and Trustee Investment (Scotland) Act 2005 (the Charities Act)

- I.8 Trustees should use the Foundation's resources responsibly, and when claiming expenses do so in line with the Foundation's procedures.
 - I.9 Trustees should seek to be accountable for their actions, submitting themselves to whatever scrutiny is appropriate.
 - I.10 Trustees should accept their responsibility to ensure that the Foundation is well run, and raise issues and questions in an appropriate and sensitive way to ensure that this is the case.
2. Confidentiality
 - 2.1 Trustees should at all times respect organisational, board and individual confidentiality, while never using confidentiality as an excuse not to disclose matters that should be open and transparent.
 - 2.2 Any information or material of a confidential nature provided to or discussed at trustee meetings or in the pursuance of Foundation business must remain confidential, within the confines of the meeting and be managed according to relevant legislation.
 - 2.3 All papers submitted to the board should be kept secure and confidential.
 - 2.4 If a trustee becomes aware of a breach of confidentiality, they must immediately notify the Director
3. Managing Interests
 - 3.1 Trustees must not receive material or financial benefit from their involvement with the Foundation for themselves, their families or friends, unless specifically authorised through the governing document or OSCR.
 - 3.2 Trustees should not exert any influence to garner any preferential treatment for themselves or their family, or other connected persons.
 - 3.3 Trustees should not place themselves under any financial or other obligations to outside organisations that might influence them in the performance of their official duties for the Foundation.
 - 3.4 Trustees should act in the best interests of the Foundation as a whole, and not as a representative of any group – considering what is best for the Foundation and its present and future beneficiaries and avoiding bringing the Foundation into disrepute.
 - 3.5 Trustees should consider whether they have any private interests (including those of close family, friends or connected organisations) that may conflict with their duties as a trustee and they must declare all actual or potential conflicts of interest in accordance with the Foundation's Conflict of Interest Policy⁵
 - 3.6 In meetings, Trustees should do their best to avoid conflicts of interest, and where they do find themselves conflicted should declare that fact and not take part in any relevant decision making. A failure to declare a conflict of interest may be considered a breach of this Code.
 - 3.7 All trustees should complete a Declaration of Trustee Interest form and take responsibility for ensuring it is kept up to date.
 - 3.8 Trustees must not accept gifts, hospitality, or benefits which might be seen to compromise their role or influence the decisions they take. Gifts, hospitality or benefits received as a

⁵ Edinburgh and Lothians Health Foundation Conflict of Interest Policy

consequence of routine business must be declared at the next available Trustee Meeting after the event, where it will be recorded in the minutes.

- 3.9 If a Trustee has any doubt as to whether they should accept any gift or benefit, they should decline it.

4. Meetings

- 4.1 Trustees should attend all appropriate meetings and other appointments regularly or send apologies as soon as possible to the Chair and Director. If trustees cannot regularly attend meetings, they should consider whether there are other ways in which they can engage with the Foundation.
- 4.2 Trustees should prepare fully for all meetings and work for the organisation, including reading all relevant papers, querying anything they do not understand, thinking through issues before meetings and completing any tasks assigned to them in the agreed time.
- 4.3 Trustees should bring a fair and open-minded view to all discussions of the Board, and ensure that all decisions are made objectively in the Foundation's best interest. In arriving at decisions in areas where they do not have expertise themselves, trustees should consider taking appropriate professional advice.
- 4.4 Trustees should actively engage in discussion, debate and voting in meetings, contributing in a considered and constructive way, listening carefully, challenging sensitively and avoiding conflict.
- 4.5 Trustees should participate in collective decision making, respect the collective authority of the Board of Trustees and stand by its decisions, including those determined by a nominated subcommittee, not act unilaterally unless specifically authorised to do so.
- 4.6 Trustees should respect the limits on their role, and they should not speak on behalf of the Foundation, enter into any legal or financial agreement, or give directions the Director or Senior Leadership Team without authority.
- 4.7 Trustees who are part of a nominated sub-committee must take all reasonable steps to ensure that other trustees are kept fully up-to-date with information upon which decisions may be taken.

5. Governance

- 5.1 Trustees will actively contribute towards improving the governance of the trustee board, participating in induction and training, and sharing ideas for improvement with the board.

6 Board Responsibilities to Staff

- 6.1 Trustees should ensure there is a clear understanding of the scope of authority delegated to the Director and Senior Leadership Team.
- 6.2 Policies and strategies agreed by the board should be clear and explicit and come from the board as a whole.
- 6.3 Trustees should act fairly and in accordance with best practice principles in making decisions affecting the appointment, recruitment, professional development, appraisal, remuneration and discipline of the Director and other staff.

- 6.4 Trustees must understand and accept the difference in roles between the board, the Director and Senior Leadership Team.
 - 6.5 Trustees should ensure that they do not act to undermine the Director or Senior Leadership Team by word or action. If a trustee has concerns about the performance of a members of the Foundation team, including the Director, this should be taken up with the chair.
 - 6.6 If a trustee has a concern about financial irregularities within the Foundation this should be addressed to the chair who will act upon the information appropriately and in accordance with agreed procedures.
7. Relations with Others
 - 7.1 Trustees should endeavour to work considerately and respectfully with all those they come into contact with at the Foundation or when representing the Foundation externally. They should respect diversity, different roles and boundaries, and avoid giving offence.
 - 7.2 Trustees should recognise that the roles of trustees, volunteers and staff of the Foundation are different, and should seek to understand and respect the differences between those roles. Where trustees also volunteer with the organisation, they should maintain the separation of their role as a trustee and as a volunteer.
 - 7.3 Trustees should seek to support and encourage all those they come into contact with at the Foundation. In particular they should recognise their responsibility to support the chair and senior staff members.
 - 7.4 Trustees should not make public comments about the organisation unless authorised to do so. Any public comments trustees make about the Foundation will be considered and in line with organisational policy, whether they are made as an individual or as a trustee.

In return the Foundation will:

- Provide the Board of Trustees with timely and relevant information in order to allow the board to govern well.
- Provide the Board of Trustees with advice when necessary ensuring that external professional advisors are available as and when needed.
- Work in partnership with the Board of Trustees to ensure that it fulfils all its statutory and legal responsibilities.
- Invest time, money and other resources in order to help support and further develop good governance.
- Provide the Board of Trustees with the necessary administrative and other support that they need to govern well.
- Reimburse trustees' out-of-pocket expenses incurred in the course of their duties as trustees.