

**AVON AND WILTSHIRE MENTAL HEALTH PARTNERSHIP NHS FOUNDATION TRUST
(A PUBLIC BENEFIT CORPORATION)**

DIRECTORS' RESPONSIBILITIES AND CODE OF CONDUCT

1 Directorship of Avon and Wiltshire Mental Health Partnership NHS Foundation Trust: Introduction¹

- 1.1 Avon and Wiltshire Mental Health Partnership NHS Foundation Trust (the "Trust") is governed by the NHS Act 2006 (as amended by the Health and Social Care Act 2012) and its Constitution (together the "**Regulatory Framework**"). The Regulatory Framework gives the Board of Directors various statutory roles and responsibilities. As these roles and responsibilities are legal, they are therefore mandatory. Members of the Board of Directors should therefore be familiar with the provisions of the Regulatory Framework to ensure they are aware of what it means to be a Directors of the Trust. Members of the Board of Directors are required to act at all times in accordance with the Regulatory Framework and this Code of Conduct (the "**Code**").
- 1.2 Members of the Board of Directors are also required to adhere as far as reasonably practicable to the:
- 1.2.1 Code of Conduct and Accountability for NHS Boards;
 - 1.2.2 Governing the NHS: A Guide for NHS Boards; and
 - 1.2.3 the NHS Foundation Trust Code of Governance.
- 1.3 Members of the Board of Directors should also adhere as far as reasonably practicable to the Bribery Act 2010, Corporate Manslaughter and Corporate Homicide Act 2007 and the Equality Act 2010, and other relevant Trust Policies. References in the policies to "staff" are to be taken as references to "Directors". Particular attention should be paid to the Standards of Business Conduct for Trust Staff and Governor and Member Expenses Policy although the reporting procedures detailed in Paragraph 6 of this Code take precedence.
- 1.4 A copy of the documents listed at paragraph 1.2.1 to paragraph 1.2.3 and any other Trust Policies are available upon request to the Secretary. Where there is a conflict between this Code and the documents listed at paragraph 1.2.1 to Paragraph 1.2.3, or any other Trust Policy, this Code is to take precedence for Directors.

2 Composition

- 2.1 The Trust shall have a Board of Directors, which shall comprise both Executive Directors and Non-Executive Directors as set out in the Trust's Constitution.

¹ Unless a contrary intention is evident or the context requires otherwise, words or expressions contained in this Code of Conduct shall bear the same meaning as in the Constitution, the Standing Orders for the Board of Directors, and the Trust's Standing Financial Instructions, as appropriate.

- 2.2 In the event that the number of Non-Executive Directors (including the Chairman) is equal to the number of Executive Directors, the Chairman (and in his absence, the Deputy Chairman), shall have a casting vote at meetings of the Board of Directors in accordance with the Standing Orders for the Board of Directors.
- 2.3 A person may be appointed as a Non-Executive Director only if he is a member of the Public Constituency, or the Patients', Service Users' and Carers' Constituency, save that this does not apply to the initial Chairman and Non-Executive Directors appointed under paragraph 26 (appointment of initial Chairman and initial other Non-Executive Directors) of the Constitution and if he is not otherwise disqualified by virtue of paragraph 30 of the Constitution.
- 2.4 The validity of any act of the Trust is not affected by any vacancy among the Directors or by any defect in the appointment of any Director.
- 2.5 The Trust shall have a Secretary whose role will be to provide independent advice to the Board of Directors and to support and provide independent advice to the Council of Governors.

3 Qualification and Disqualification for Office

- 3.1 Directors must continue to comply with the qualifications required to hold office throughout the period of their tenure as detailed within the Constitution. The Secretary should be advised of any changes in circumstances which disqualify any Director from continuing in office. Directors are required to pay particular attention to the disqualification provisions detailed within Paragraph 30 of the Constitution.
- 3.2 A Director may resign from office at any time during the term of that office by giving notice in writing to the Secretary or, in the case of an Executive Director, in accordance with the terms of his contract.
- 3.3 All Directors are expected to understand, agree and promote the Trust's Workforce Diversity and Equal Opportunities Policy (copies of which shall be provided to all Directors), in every aspect of their work.
- 3.4 One of the objectives of the Trust is to promote social inclusion and, as such, the development and delivery of initiatives should not prejudice any part of the community on the grounds of age, sex, disability, marital status, sexual orientation, ethnic origin or religious belief. The promotion of any personal or political views that undermine this prime objective of the Trust is grounds for dismissal from the Board of Directors. The interests of the Board of Directors (and therefore the Trust) as a whole should not be compromised by the interests of individual Directors.

4 General Obligations: Conduct of Directors

- 4.1 This Code outlines the appropriate conduct for Directors of the Trust. It addresses both the requirements of office and of personal behaviour. Ideally any penalties for non-compliance would never need to be applied. However, the Trust reserves the right to impose such penalties and regards non-compliance with the Code as a serious matter. It is considered an essential guide for Directors and should be read in conjunction with the Regulatory Framework.

- 4.2 Directors are required to act with discretion and care in the performance of their role and to maintain confidentiality at all times with regard to any information gained via their involvement in the Trust (see paragraph 6 (Dealing with Information) below).
- 4.3 This Code seeks to expand upon and complement the Constitution of the Trust, copies of which will be provided to all Directors. The Constitution is the governance framework which details the way in which the Trust operates. It outlines the qualification and disqualification criteria for Directors together with detailing their roles and responsibilities and Directors should familiarise themselves with its content.
- 4.4 Directors, once appointed, shall be required to sign a declaration to confirm that they will comply with the Code in all respects. A copy of the declaration is attached at Annex 2 of this Code.

5 The Directors' Roles And Responsibilities: General Overview

- 5.1 The powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.
- 5.2 Subject to any restriction in the Regulatory Framework, and to paragraphs 5.3 and 5.15 below, any of those powers may be delegated to a committee consisting of Directors or to an Executive Director.
- 5.3 Notwithstanding paragraph 5.2 above, where the Trust is exercising functions of the managers pursuant to section 23 of the Mental Health Act 1983 (as amended), those functions may be exercised by any three or more persons authorised by the Board of Directors, each of whom must be neither an Executive Director of the Trust, nor an employee of the Trust.
- 5.4 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 Trust so as to maximise the benefits for the members of the Trust as a whole and for the public.
- 5.5 The duties that a Director of the Trust has by virtue of being a Director include in particular:
 - 5.5.1 a duty to avoid a situation in which the Director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the Trust;
 - 5.5.2 a duty not to accept a benefit from a third party by reason of being a Director or doing (or not doing) anything in that capacity.
- 5.6 In exercising the powers of the Trust, the Directors shall have regard to the values of the Trust.
- 5.7 The Directors of the Trust shall exercise Trust functions (including those social care functions of any local authority as specified by an agreement made under Section 75 of the 2006 Act) effectively, efficiently and economically, and co-

operate with other Health Service Bodies, including any local authorities referred to above.

- 5.8 In conducting Trust affairs, the Directors shall respect the rights of the members of the communities they serve, Trust employees, Members and people dealing with the Trust, as set out in the Human Rights Act 1998.
- 5.9 The Board of Directors shall cause the Trust to establish a committee of Non-Executive Directors as an Audit Committee. The Audit Committee shall monitor, review and carry out such other functions as are appropriate.
- 5.10 Subject to the approval of a majority of the Council of Governors present and voting at a meeting of the Council of Governors, the Non-Executive Directors shall appoint or remove the Chief Executive. The appointment of the chief officer of the Applicant Trust as the initial Chief Executive of the Trust shall not require the approval of the Council of Governors.
- 5.11 It is for a committee consisting of the Chairman, the Chief Executive and the other Non-Executive Directors to appoint or remove the Executive Directors.
- 5.12 The Trust shall establish a committee of Non-Executive Directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other Executive Directors but, pending the establishment of such a committee and its decisions, these matters shall be decided in accordance with the remuneration and allowances and the other terms and conditions of office of the respective individuals as employed by the Applicant Trust.
- 5.13 The Directors, having regard to the views of the Council of Governors, shall prepare the Trust's Forward Plan in respect of each Financial Year to be given to Monitor. The Forward Plan must include information about:
 - 5.13.1 the activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes to carry on; and
 - 5.13.2 the income it expects to receive from doing so.
- 5.14 The Directors shall present to the Council of Governors at a general meeting of the Council of Governors the Annual Accounts, any report of the Auditor on them and the Annual Report.
- 5.15 The Annual Accounts, any report of the Auditor on them and the Annual Report shall also be presented to the members of the Trust at the Annual Members' Meeting by at least one member of the Board of Directors in attendance.
- 5.16 The functions of the Trust with respect to the preparation of the Annual Accounts are delegated to the Chief Executive as the Accounting Officer.
- 5.17 The Directors shall attend a meeting of the Council of Governors if the Council of Governors requires one or more of the Directors to attend a meeting for the purposes of obtaining information about the Trust's performance of its functions

or the Directors' performance of their duties (and deciding whether to propose a vote on the Trust's or Directors' performance).

- 5.18 By more than half of the members of the Board of Directors present and voting approve amendments to the Constitution pursuant to Paragraph 49 of the Constitution.
- 5.19 Members of the Board of Directors of the Trust shall be required to confirm their commitment to:
 - 5.19.1 being collectively responsible for adding value to the Trust, for promoting the success of the Trust and directing and supervising the Trust's affairs;
 - 5.19.2 providing active leadership of the Trust within a framework of prudent and effective controls which enable risk to be assessed and managed appropriately;
 - 5.19.3 setting the Trust's strategic aims, ensuring that the necessary financial and human resources are in place for the Trust to meet its objectives and reviewing management performance;
 - 5.19.4 setting the Trust's values and standards and ensuring that its obligations to patients, the local community and to Monitor are understood and met;
 - 5.19.5 acting in the best interests of the Trust at all times;
 - 5.19.6 valuing and respecting Director colleagues, the Governors of the Trust, all members of staff and the membership of the Trust as a whole;
 - 5.19.7 respecting the confidentiality of the information received in the role as a Director and acting with integrity and objectivity and in the best interests of the Trust, without any expectation of personal benefit;
 - 5.19.8 attending meetings of the Board of Directors and any committees, sub-committees, or joint committees of which they are a member, and training events on a regular basis in order to carry out the role of Director;
 - 5.19.9 conducting themselves in a manner that reflects positively on the Trust, and acting as an ambassador for the Trust; and
 - 5.19.10 abiding by the Trust's policies and procedures.

6 Dealing with Information

Data Protection and Freedom of Information

- 6.1 Directors shall comply with principles and rules of the Data Protection Act 1998.

- 6.2 Directors shall comply with the Trust's Data Protection Policy, the Freedom of Information Policy and Acceptable Use Policy.
- 6.3 Directors shall comply with the Trust Publication Scheme and forward any Freedom of Information requests to the Freedom of Information Officer as soon as practicable. Where a Director receives a Freedom of Information request he shall not reply to this request without forwarding the request to the Freedom of Information Officer and obtaining their advice.
- 6.4 If Directors fail to comply with the provisions of this paragraph 6, they will no longer be entitled to the indemnity set out at paragraph 1 of Appendix 4, Annex 9 of the Constitution. For the avoidance of doubt, Directors will be required to meet out of their personal resources any personal civil or criminal liability which is incurred as a result of any non-compliance of the Data Protection Act 1998 and/or Caldicott Principles and no costs arising in this way will be met by the Trust.

Confidentiality

- 6.5 "Confidential Information" is information of whatever nature which is obtained by a Director by virtue of their role as a Director. Confidential Information can be in written form or other permanent form, electronic form or provided orally.
- 6.6 If a Director has any doubt as to the whether information is Confidential Information as a starting point he or she should consider that it is confidential and discuss this with the Secretary.
- 6.7 All Directors must:
 - 6.7.1 hold Confidential Information in strictest confidence;
 - 6.7.2 take all reasonable precautions in dealing with Confidential Information so as to prevent another person from having access to it;
 - 6.7.3 use such Confidential Information solely for the purpose of discharging their duties as a Director as set out in the Regulatory Framework and the Code;
 - 6.7.4 permit access to Confidential Information only to another person who needs to know the Confidential Information for carrying out duties for the benefit of the Trust; and
 - 6.7.5 not take copies of Confidential Information other than is strictly necessary.
- 6.8 Where a Director is planning to permit access to Confidential Information to another person in accordance with Paragraph 6.5.4 above, other than in the ordinary course of conducting Trust business, he must notify and obtain consent from the Secretary of the Trust prior to doing so.
- 6.9 Prior to the disclosure of any Confidential Information to another person a Director must inform them of the confidential nature of the material and of the

provisions they must also adhere to under this Code in relation to the Confidential Information.

- 6.10 If requested by the Trust, a Director shall obtain a written undertaking from the other person in favour of the Trust which should state they will abide by the duties of confidentiality established in this Code prior to disclosure.
- 6.11 For the avoidance of doubt whether or not the Trust makes the request set out in paragraph 6.6 above the Director must procure that any other person will observe the same restrictions on the use of the Confidential Information as are contained within this paragraph 6.
- 6.12 Without prejudice to the generality of paragraph 6.3 above, a Director must exercise no less a degree of care in protecting the Confidential Information than he would use to protect his own information of like sensitivity and importance.

Information Ownership

- 6.13 Any Confidential Information disclosed shall remain the property of the Trust. Disclosure of any Confidential Information to a Director or by a Director to another person does not imply or confer any licence or permission on the Director or the other person to use the relevant information for any purpose other than the purpose of fulfilling his or her duties as a Director.

Exceptions

- 6.14 The obligations of confidentiality do not apply to the extent that a Director can show that the Confidential Information:
 - 6.14.1 is in the public domain other than by breach by the Director (or another person the Director provided the Confidential Information to) of its obligations in relation to confidentiality in the Code; or
 - 6.14.2 is required to be disclosed by the Director by law provided that the Director notifies the Secretary of the requirement for disclosure and, prior to making any disclosure, the Director assists the Trust in taking reasonable steps to resist, avoid or minimise the disclosure.

7 Conflicts of Interest

- 7.1 Directors shall act with the utmost integrity and objectivity and in the best interests of the Trust in performing their duties. They shall not use their position for personal advantage or seek to gain preferential treatment. The duty referred to in paragraph 5.5.1 above is not infringed if:
 - 7.1.1 the situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or
 - 7.1.2 the matter has been authorised in accordance with the Constitution.
- 7.2 The duty referred to in paragraph 5.5.2 above is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

- 7.3 In paragraph 5.5.2 above “third party” means a person other than:
- 7.3.1 the Trust, or
 - 7.3.2 a person acting on its behalf.
- 7.4 If a Director of the Trust 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 in accordance with the Constitution.
- 7.5 If a declaration under this paragraph proves to be, or becomes, inaccurate or incomplete, a further declaration must be made.
- 7.6 Any declaration required by this paragraph 5 and this paragraph 7 must be made before the Trust enters into the transaction or arrangement.
- 7.7 Paragraph 5.5 and this paragraph 7 does not require a declaration of an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question.
- 7.8 A Director need not declare an interest:
- 7.8.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - 7.8.2 if, or to the extent that, the Directors are already aware of it;
 - 7.8.3 if, or to the extent that, it concerns terms of the Director’s appointment that have been or are to be considered:
 - 7.8.4 by a meeting of the Board of Directors, or
 - 7.8.5 by a committee of the Directors appointed for the purpose under the Constitution.
- 7.9 Failure to declare a conflict of interest could result in dismissal from the Board of Directors. The Standing Orders for the Board of Directors (specifically Standing Order 7) make provision for the disclosure of interests and arrangements for the exclusion of a Director declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed. If a Director is in doubt as to whether he has a conflict of interest he shall seek advice from the Secretary. It is important that conflicts of interest are addressed and are actioned in the interests of the Trust and all individuals concerned.
- 7.10 A matter shall have been authorised for the purposes of paragraph 7.1.2 above if:
- 7.10.1 the Directors, in accordance with the requirements set out in this paragraph 7.10, authorise any matter or situation proposed to them by any Director which would, if not authorised, involve a Director (an

“Interested Director”) breaching his duty under paragraph 5.5.1 above to avoid conflicts of interest.

- 7.10.2 Any authorisation under this paragraph 7.10 will be effective only if:
- 7.10.2.1 the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions of this Constitution or in such other manner as the Directors may determine;
 - 7.10.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director or any other Interested Director; and
 - 7.10.2.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director’s and any other Interested Director’s vote had not been counted.
- 7.10.3 Any authorisation of a conflict of interest under this paragraph 7.10 may (whether at the time of giving the authorisation or subsequently):
- 7.10.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the conflict of interest so authorised;
 - 7.10.3.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Directors or otherwise) related to the conflict of interest;
 - 7.10.3.3 provide that the Interested Director shall or shall not be an eligible Director in respect of any future decision of the Directors in relation to any resolution related to the conflict of interest;
 - 7.10.3.4 impose upon the Interested Director such other terms for the purposes of dealing with the conflict of interest as the Directors think fit;
 - 7.10.3.5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the conflict of interest and otherwise than through his position as a Director of the Trust) information that is confidential to a third party, he will not be obliged to disclose that information to the Board of Directors, or to use it in relation to the Trust’s affairs where to do so would amount to a breach of that confidence; and

- 7.10.3.6 permit the Interested Director to absent himself from the discussion of matters relating to the conflict of interest at any meeting of the Directors and be excused from reviewing papers prepared by, or for, the Directors to the extent that they relate to such matters.
- 7.10.4 Where the Directors authorise a conflict of interest, the Interested Director will be obliged to conduct himself in accordance with any terms imposed by the Directors in relation to the conflict of interest.
- 7.10.5 The Directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation in accordance with the terms of such authorisation.
- 7.10.6 A Director is not required, by reason of being a Director, to account to the Trust for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a conflict of interest which has been authorised by the Directors (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

8 Meetings of the Board of Directors

- 8.1 Directors are expected to attend for the duration of meetings.
- 8.2 Directors are expected to attend meetings of those committees, sub-committees and joint committees of which they are members.
- 8.3 The Standing Orders for the Board of Directors provide detailed information regarding meetings of the Board of Directors. It is strongly recommended that Directors familiarise themselves with their content.
- 8.4 Before holding a meeting, the Board of Directors must send a copy of the agenda of the meeting to the Council of Governors and as soon as practicable after holding a meeting, the Board of Directors must send a copy of the minutes of the meeting to the Council of Governors.
- 8.5 Absence from meetings of the Board of Directors without good reason established to the satisfaction of the members of the Council of Governors is a ground for suspension or removal for Non-Executive Directors and the Chairman (Paragraph 25 of the Constitution and paragraph 2.1.1, Appendix 3 of Annex 9 of the Constitution). If a Director fails to attend six consecutive meetings of the Board of Directors in any Financial Year he may be removed from office unless the Council of Governors is satisfied by a 75% majority of those members of the Council of Governors present and voting that:
- 8.5.1 the absence was due to reasonable cause; and
- 8.5.2 he will be able to start attending meetings of the Board of Directors again within such a period as the Council of Governors considers reasonable.

9 Personal Conduct

- 9.1 Directors are required to adhere to the highest standard of conduct in the performance of their duties. In respect of their interaction with others, they are required to agree and adhere to the commitments set out in Annex 1 of this Code.
- 9.2 The Board of Directors of the Trust shall follow the principles set out by the Nolan Committee and will also adhere to the principles set out within the NHS Trust Code of Governance and the following principles:

Selflessness

Holders of public office shall take decisions solely in terms of the public interest. They shall not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

Integrity

Holders of public office shall not place themselves under any financial or other obligation to outside individuals or organisations that might 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 awards or benefits, holders of public office shall make choices on merit.

Accountability

Holders of public office are accountable for their decisions and actions to the public and shall submit themselves to whatever scrutiny is appropriate to their office.

Openness

Holders of public office shall be as open as possible about all the decisions and actions they take. They shall 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 shall promote and support these principles by leadership and example.

10 Training and Development

Training and development are essential for Directors in respect of effective performance of their current role, and Directors shall attend any training session as is reasonably required by the Trust in order to assist their role and functions.

11 Non-compliance with the Code of Conduct

- 11.1 An alleged breach of the Code by a Director shall be promptly considered. Directors shall be held to account for their own performance.
- 11.2 Where a Director is also an employee of the Trust, the conditions of the Director's employment shall be considered in relation to the non-compliance and any action taken in line with this paragraph 11 should be considered in conjunction with the terms of the Director's employment.
- 11.3 Subject to the provisions of Paragraph 25 of the Constitution, non-compliance with this Code may result in the following action:
 - 11.3.1 where non-compliance or any misconduct is alleged, the Chairman shall be authorised to take such action as may be immediately required, including the exclusion of the person concerned from a meeting so that the allegation can be appropriately investigated;
 - 11.3.2 where non-compliance or any misconduct is alleged, the Director shall be notified in writing of the allegations, detailing the specific behaviour which is considered to be detrimental to the Trust, and inviting and considering his response within a defined timescale;
 - 11.3.3 where non-compliance or any misconduct is alleged those allegations will be assessed by the Chairman, the Chief Executive and the Senior Independent Director. If, following an initial review of the prima facie evidence, the alleged misconduct on the part of an Executive Director is considered to be serious the Trust's disciplinary procedures will be instigated. If, following an initial review of the prima facie evidence, the alleged misconduct on the part of a Non-Executive Director is considered to be serious a referral will be made to the Standards Committee. In the case of the Chairman, Chief Executive or Senior Independent Director being the subject(s) of the allegations alternative directors would be identified by the Trust Secretary;
 - 11.3.4 the Director may be invited to address the Board of Directors in person if the matter cannot be resolved satisfactorily through correspondence; and
 - 11.3.5 the Directors, by two thirds majority of the Board of Directors present and voting, can decide whether to uphold the charge;
 - 11.3.6 Subject to paragraph 11.3.5 above, the Directors can impose such sanctions as shall be deemed to be appropriate by the Board of Directors. Such sanctions shall range from the issuing of a written warning as to the Director's future conduct and consequences, to

suspension and/or removal of the Director from office. In the case of Executive Directors, any sanctions imposed shall be in accordance with the Trust's disciplinary procedures.

- 11.4 Any investigation into alleged misconduct on the part of a Director shall be reasonable, fair and impartial. Where possible, those undertaking the investigation should not be linked to the Director under investigation.
- 11.5 Where any investigation into alleged misconduct is carried out, those undertaking the investigation shall consider whether there are wider system failures within the Trust, or whether there are organisational issues which have contributed to the problem/alleged misconduct.
- 11.6 In order to aid participation of all parties, it is imperative that all Directors observe the points of view of others, and conduct likely to cause offence will not be permitted. The Chairman shall reserve the right to require any Director who (in his opinion), fails to observe the Code to leave any meetings of the Board of Directors.

12 Amendment

Amendments by the Trust to this Code of Conduct are to be made with the approval of three-quarters of the Board of Directors present and voting at a meeting of the Board of Directors.

ANNEX 1: Key Commitments

As a Director of the Trust I agree to adhere to the following commitments:

- 1** I acknowledge that the Trust is an apolitical organisation;
- 2** I am not an active member of any body or organisation with policies or objectives such that my membership would be likely to cause the Trust to be in breach of its statutory obligations or bring it into disrepute;
- 3** I understand that my role as Director is to represent the interests and needs of the Trust and the community which it serves. I shall not be influenced by my membership of other bodies or areas of personal interest and I shall not act as a representative for any such body or interest in my work with the Trust;
- 4** I shall be honest and act with integrity and probity at all times;
- 5** I shall respect and treat with dignity and fairness, the public, patients, relatives, carers, NHS staff and partners in other agencies;
- 6** I shall seek to ensure that my fellow Directors and Governors of the Trust are valued as colleagues and that judgements about colleagues are consistent, fair and unbiased and are properly founded;
- 7** I shall accept responsibility for my actions;
- 8** I shall show my commitment to working as a team member by working with my colleagues in the NHS and wider community;
- 9** I shall 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 economic status or national origin;
- 10** I shall, at all times, comply with the Constitution, Standing Orders of the Board of Directors and the Standing Financial Instructions of the Trust;
- 11** I shall respect the confidentiality of the individual patients and comply with the Trust's Data Protection Policy, the Freedom of Information Policy and Acceptable Use Policy;
- 12** I shall not make, permit or knowingly allow to be made any untrue or misleading statement relating to my own duties or the functions of the Trust;
- 13** I shall seek to ensure that the best interests of the public, patients, carers and staff are upheld in decision making and the decisions are not improperly influenced by gifts or inducements;
- 14** I shall support and assist the Chief Executive of the Trust in his responsibility to answer to Monitor, 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;

- 15** I shall at all times uphold the principles of the NHS and the values of the Trust as set out in the Constitution; and
- 16** I shall uphold the seven principles of public life as detailed by the Nolan Committee, set out in paragraph 9.3 – 9.9 of this Code.

ANNEX 2

Code of Conduct

Avon and Wiltshire Mental Health Partnership NHS Foundation Trust

Confirmation of acknowledgement and acceptance of compliance with the Code of Conduct

Name of Director.....

Address.....
.....
.....
.....

Avon and Wiltshire Mental Health Partnership NHS Foundation Trust

Board of Directors
Code of Conduct

Declaration

I,(Print name) agree to abide by the Code of Conduct of Avon and Wiltshire Mental Health Partnership NHS Foundation Trust.

Signature.....

Date.....

Please sign and return this information to the Secretary of the Trust