



Yorkshire Ambulance Service **NHS**
NHS Trust
An Aspirant Foundation Trust

**Code of Conduct for the
Board of Directors
of
Yorkshire Ambulance Service NHS Trust**

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References:

Yorkshire Ambulance Service:

- YAS' Constitution, updated 2014
- Standing Orders, Reservation and Delegation of Powers & Standing Financial Instructions, 2014
- Business Conduct for Staff – Interests, Gifts, Hospitality and Sponsorship Policy, 2013
- Register of Declarations of Interest
- Raising Concerns at Work (Whistleblowing) Policy, 2013

Other:

- NHS Provider Licence, Monitor, April 2014
- Care Quality Commission Standards
- NHS Constitution, Department of Health, 2013
- The Healthy NHS Board - Principles for Good Governance, NHS Leadership Academy, 2013
- The Code of Conduct: Code of Accountability in the NHS, Department of Health, 2013
- NHS Foundation Trust Code of Governance, Monitor, 2013
- Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England, Professional Standards Authority, 2013
- Report of the Mid Staffordshire NHS Foundation Trust Public Enquiry, Her Majesty's Stationery Office, 2013
- The Health and Social Care Act, Department of Health, 2012_and 2014 (including the Fit and Proper Person Requirements and The Statutory Duty of Candour)
- Freedom of Information Act, 2000
- Whistleblowing in the NHS, letter dated 25 July 2003 from the Director of HR in the NHS
- Standards of Business Conduct in the NHS, Department of Health, HSG(93)5, 2003
- 'The Nolan Report', First Report of the Committee on Standards in Public Life. Committee on Standards in Public Life. 1995.

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1. **The Board of Directors - General Duty**

- 1.1 The general duty of the Board of Directors (~~Herein referred to as~~the Board) of Yorkshire Ambulance Service NHS Trust (YAS) 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.
- 1.2 The Board comprises of Executive Directors together with Non-Executive Directors and the Chairman who are appointed by the NHS Appointments Commission~~Trust Development Authority on behalf of~~ delegated by the Secretary of State for Health. Together they share unitary responsibility for all decisions of the Board. In addition, the Board includes one Non-Executive Director (Designate) and a non-voting Executive Director. There is a clear division of responsibility between the Chairman and the Chief Executive. Boards are required to meet regularly and to retain full and effective control over the organisation. The Chairman's role and Board functions are set out below.
- 1.3 The Chief Executive is directly accountable to the Board for meeting his/her objectives, and as Accountable Officer, to the Chief Executive of the NHS for the performance of the organisation.
- 1.4 The Chairman and Non-Executive Directors are responsible for monitoring the executive management of the organisation and are responsible to the Secretary of State for the discharge of these responsibilities.

2. **Public Service Values**

- 2.1 Public Service Values must be at the heart of the National Health Service. High standards of corporate and personal conduct based on a recognition that patients come first, have been a requirement throughout the NHS since its inception. Moreover, since the NHS is publicly funded, it must be accountable to Parliament for the services it provides and for the effective and economical use of taxpayers' money.
- 2.2 ~~The~~ This Code, together with the Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England, the Health and Social Care Act and the NHS Constitution, forms part of the framework designed to promote the highest possible standards of conduct and behaviours within the Trust. This Code is intended to operate in conjunction with the Monitor Provider Licence, NHS Foundation Trust Code of Governance, and the Trust's Standing Orders, Reservation & Delegation of Powers and Standing Financial Instructions.
- 2.2 The principles underpinning this Code are drawn from the 'Seven Principles of Public Life', as defined by "The Nolan Report" and are as follows:

1. **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.
2. **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.
3. **Objectivity:** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit alone.
4. **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.
5. **Openness:** Holders of public office should be as open as possible about all the decisions and actions they take: they should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
6. **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.
7. **Leadership:** Holders of public office should promote and support these principles by leadership and example.

3. **General Principles**

- 3.1 Public service values matter in the NHS and those who work in it have a duty to conduct NHS business with probity. They have a responsibility to respond to staff, patients and suppliers impartially, to achieve value for money from the public funds with which they are entrusted and to demonstrate high ethical standards of personal conduct. [As an NHS Trust, the Board of Directors \(in May 2013\) introduced the YAS' Forum, comprising elected Public, Staff and Appointed representatives with which it also engages to promote the success of the Trust so as to maximise the benefits for the members of the Trust as a whole and for the public.](#)
- 3.2 The success of this Code depends on a vigorous and visible example from the Board and the consequential influence on the behaviour of all those who work within the organisation. The Board has a clear responsibility for corporate standards of conduct, and acceptance of this Code should inform and govern the decisions and conduct of all Directors.

3.3 Commitment

"All directors should be able to allocate sufficient time to the NHS [foundation] trust to discharge their responsibilities effectively."

NHS Foundation Trust Code of Governance, Monitor, 2013: p.29, B.3.a

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3.4 Development

"All directors [and governors] should receive appropriate induction on joining the board of directors [or the council of governors] and should regularly update and refresh their skills and knowledge. [Both] directors [and governors] should make every effort to participate in their training."

NHS Foundation Trust Code of Governance, Monitor, 2013: p.29, B.4.a

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4. Openness and Public Responsibilities

- 4.1 Health needs and patterns of provision of health care do not stand still. There should be a willingness to be open with the public, patients, stakeholders and with staff as the need for change emerges. It is a requirement that major changes are consulted upon before decisions are reached. Information supporting those decisions should be made available, in a way that is understandable, and positive responses should be given to reasonable requests for information and in accordance with the Freedom of Information Act 2000. The Trust complies with the Fit and Proper Person Requirements and The Statutory Duty of Candour.

The Health and Social Care Act, Department of Health, 2014

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- 4.2 NHS business should be conducted in a way that is socially responsible. As a large employer in the local community, Yorkshire Ambulance Service will forge an open and positive relationship with the local community and will work with staff, YAS Forum and partners to set out a vision for the organisation in line with the expectations of patients, the public, Members and Commissioners of our services. Yorkshire Ambulance Service should demonstrate to the public that they are concerned with the wider health of the population including the impact of the organisation's activities on the environment.
- 4.3 The confidentiality of personal and individual patient information must, of course, be respected at all times.

5. The Yorkshire Ambulance Service Strategic Direction

- 5.1 The Yorkshire Ambulance Service's ~~vision~~Mission is ~~to~~:

To provide an ambulance service for Yorkshire which is continuously improving patient care, high performing, always learning and delivers value for money
Your Ambulance Service, Saving Lives, Caring for You

5.2 Our Vision is:

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Providing world-class care for the local communities we serve

5.23 ~~The Strategic Goals to achieve this vision are~~We will achieve this by:

1. ~~Continuously Improving Patient Care~~ Continually improving patient care
2. ~~High Performing Setting~~ Setting high standards of performance
3. ~~Always Learning~~ Always learning
4. ~~Value for Money and Provider of Choice~~ Spending public money wisely

5.4 Our values are fundamental to our strategy and future direction, given that it is the actions, behaviours and the day-to-day culture that we adopt that enhance patient outcomes and experiences.

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Our values are:

Working together for patients

- We work with others to give the best care we can

Everyone counts

- We act with openness, honesty and integrity – listening to and acting on feedback from patients, staff and partners

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Commitment to quality of care

- We always give the highest level of clinical care

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Always compassionate

- Our staff are professional, dedicated and caring

Respect and dignity

- We treat everyone with dignity, courtesy and respect

Enhancing and improving lives

- We continuously seek out improvements

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6. Public Service Values in Management

6.1 It is unacceptable for the Board, or any individual within the organisation for which the Board is responsible, to ignore public service values in achieving results. The Chairman and the Board have a duty to ensure that public funds are properly safeguarded, and that at all times the Board conducts its business as efficiently and effectively as possible. Proper stewardship of public monies requires value for money to be high on the agenda.

6.2 Accounting, tendering and employment practices within the Yorkshire Ambulance Service must reflect the highest professional standards. Public statements and reports issued by the Board should be clear, comprehensive and balanced, and should fully represent the facts. Annual and other key

reports should be issued in good time to YAS Forum, our Membership, Staff and all other individuals and groups in the community who have a legitimate interest in health issues to allow full consideration by those wishing to attend public meetings on local health issues.

7. **Public Business and Private Gain**

The Chairman and the Board should act impartially and should not be influenced by social or business relationships. No one should use their public position to further their private interests. Where there is a potential for private interests to be material and relevant to Yorkshire Ambulance Service business, the relevant interests should be declared and recorded in the Board minutes, and entered into a register which is available to the public. When a conflict of interest is established, the Director should withdraw and play no part in the relevant discussion or decision.

8. **Hospitality and Other Expenditure**

Directors should set an example to their organisation in the use of public funds and the need for good value in incurring public expenditure. The use of NHS monies for hospitality and entertainment, including hospitality at conferences or seminars, should be carefully considered. All expenditure on these items should be capable of justification as reasonable in the light of the general practice in the public sector. The Board should be aware that expenditure on hospitality or entertainment is the responsibility of management and is open to be challenged by the internal and external auditors and that ill-considered actions can damage respect for the Yorkshire Ambulance Service in the eyes of the community. Board Members' expenses and those of YAS' Forum members are also made available to the public.

9. **Relations with Suppliers**

The Board has a policy for the declaration of hospitality and sponsorship offered by, for example, suppliers. Their authorisation should be carefully considered and the decision should be recorded. The Board is aware of the risks in incurring obligations to suppliers at any stage of a contracting relationship. Suppliers should be selected on the basis of quality, suitability, reliability and value for money (ref: Standards of Business Conduct in the NHS, Department of Health, HSG(93)5, 2003).

10. **Staff**

The Board has ensured that staff have a proper and widely publicised policy for voicing complaints or concerns about maladministration, malpractice, breaches of this code and other concerns of an ethical nature. The Board has established a climate:

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- that enables staff who have concerns to raise these reasonably and responsibly with the right parties;
- that gives a clear commitment that staff concerns will be taken seriously and investigated; and
- where there is an unequivocal guarantee that staff who raise concerns responsibly and reasonably will be protected against victimisation.

Whistleblowing in the NHS, letter dated 25 July 2003 from the Director of HR in the NHS;

YAS Raising Concerns at Work (Whistleblowing) Policy, 2013

11. **Compliance**

The Yorkshire Ambulance Service Board should satisfy itself that the actions of the Board and all its Directors (Non-Executive and Executive) in conducting Board business fully reflect the values in this Code and, as far as is reasonably practicable, that concerns expressed by staff or others are fully investigated and acted upon.

12. **Code of Conduct**

This Code of Practice is the basis on which Yorkshire Ambulance Service Board should seek to fulfil the duties and responsibilities conferred upon it by the Secretary of State for Health. All Directors of Yorkshire Ambulance Service are required, on appointment, to subscribe to this Code of Conduct.

13. **Status Appointments to the Board of Directors**

13.1 **Status**

Yorkshire Ambulance Service NHS Trust is established under statute as a corporate body to ensure that the Trust has a separate legal personality. Statutes and regulations prescribe the structure, functions and responsibilities of the Board and prescribe the way the Chairman and Directors are to be appointed.

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13.2 **Main principle**

"There should be a formal, rigorous and transparent procedure for the appointment of new directors to the board. Directors of NHS [foundation] trusts must be "fit and proper" to meet the requirements of the general conditions of the provider licence."

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NHS Foundation Trust Code of Governance, Monitor, 2013: p.26, B.2.a

The Trust is compliant with the Fit and Proper Person Requirements,

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14. **Statutory Accountability**

The Secretary of State for Health has statutory responsibility for the health of the population of England and uses statutory powers to delegate functions to

NHS organisations ~~who~~ which are thus accountable to the Secretary of State and to Parliament. The Department of Health is responsible for directing the NHS, ensuring national policies are implemented and for the effective stewardship of NHS resources.

15. The Role of the Board of Directors

15.1 The duty of an NHS Board is to add value to the organisation, enabling it to deliver healthcare and health improvement within the law and without causing harm. It does this by providing a framework of good governance within which the organisation can thrive and grow. Good governance is not restrictive but an enabling ingredient to underpin change and modernisation.

15.2 The role of ~~an NHS board~~ the Board of Directors is to:

Main principles

- “Every NHS [foundation] trust should be headed by an effective board of directors. The board is collectively responsible for the performance of the NHS [foundation] trust.
- The general duty of the board of directors, and of each director individually, is to act with a view to promoting the success of the organisation so as to maximise the benefits for the members of the trust as a whole and for the public.”

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Supporting principles

- “The role of the board of directors is to provide entrepreneurial leadership of the NHS [foundation] trust within a framework of prudent and effective controls, which enables risk to be assessed and managed.
- The board of directors is responsible for ensuring compliance by the NHS [foundation] trust with its licence, its constitution, mandatory guidance issued by Monitor,” **the Trust Development Authority and** “relevant statutory requirements and contractual obligations.
- The board of directors should develop and articulate a clear “vision” for the trust. This should be a formally agreed statement of the organisation’s purpose and intended outcomes which can be used as a basis for the organisation’s overall strategy and planning and other decisions.
- The board of directors should set the NHS [foundation] trust’s strategic aims at least annually” [taking into consideration the views of the council of governors,] “ensuring that the necessary financial and human resources are in place for the NHS [foundation] trust to meet its priorities and objectives and, then, periodically reviewing progress and management performance.
- The board of directors as a whole is responsible for ensuring the quality and safety of health services, education, training and research delivered by the NHS [foundation] trust and applying the principles and standards of clinical governance set out by the Department of Health (DH), NHS England, the Care Quality Commission (CQC) and other relevant bodies.
- The board of directors should also ensure that the NHS [foundation] trust functions effectively, efficiently and economically.

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- The board of directors should set the NHS [foundation] trust's vision, values and standards of conduct and ensure that its obligations to its members are understood, clearly communicated and met.
- All directors must take decisions objectively in the best interests of the NHS [foundation] trust and avoid conflicts of interest.
- All members of the board of directors have joint responsibility for every decision of the board regardless of their individual skills or status. This does not impact upon the particular responsibilities of the chief executive as the accounting officer.
- All directors, executive and non-executive, have a responsibility to constructively challenge during board discussions and help develop proposals on priorities, risk mitigation, values, standards and strategy.
- As part of their role as members of a unitary board, all directors have a duty to ensure appropriate challenge is made. In particular, non-executive directors have a duty to scrutinise the performance of the executive management in meeting agreed goals and objectives, receive adequate information and monitor the reporting of performance. They should satisfy themselves as to the integrity of financial, clinical and other information, and make sure that financial and clinical quality controls, and systems of risk management and governance, are robust and implemented. Non-executive directors are responsible for determining appropriate levels of remuneration of executive directors and have a prime role in appointing and, where necessary, removing executive directors, and in succession planning."

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NHS Foundation Trust Code of Governance, Monitor, 2013: p.16, A.1.a to m

- ~~Set the organisation's values and standards and ensure that its obligations to patients, the local community and the Secretary of State are understood and met;~~
- ~~set the organisation's strategic aims, ensure that the necessary financial and human resources are in place for the organisation to meet its objectives, and review management performance;~~
- ~~provide active leadership of the organisation within a framework of prudent and effective controls which enable risk to be assessed and managed;~~
- ~~be collectively responsible for adding value to the organisation, for promoting the success of the organisation by directing and supervising the organisation's affairs.~~

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16. **The Role of the Chairman**

16.1 The role of the Chairperson is to:

Main principle

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“The chairperson is responsible for leadership of the board of directors [and the council of governors,]” – and YAS’ Forum - “ensuring their effectiveness on all aspects of their role and leading on setting the agenda for meetings.”

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16.2 Supporting principles

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- “The chairperson is responsible for leading on setting the agenda for the board of directors [and the council of governors]” – and YAS’ Forum – “and ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues.”
- “The chairperson is responsible for ensuring that the board [and the council]” – and YAS’ Forum – “work together effectively.”
- “The chairperson is also responsible for ensuring that directors [and governors]” – and YAS’ Forum – “receive accurate, timely and clear information which enables them to perform their duties effectively.”
“The chairperson should take steps to ensure that [governors]” – YAS’ Forum Members – “have the skills and knowledge they require to undertake their role.”
- The chairperson should promote effective and open communication with patients, service users, members, staff, the public and other stakeholders.
- The chairperson should also promote a culture of openness and debate by facilitating the effective contribution of non-executive directors, in particular ensuring constructive relations between executive and non-executive directors.”

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NHS Foundation Trust Code of Governance, Monitor, 2013: p.19, A.3.a to f

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~~The overall role of the Chairman is one of enabling and leading so that the attributes and specific roles of the Executive Team and the Non-Executives are brought together in a constructive partnership to take forward the business of the organisation.~~

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~~16.2 The key responsibilities of the Chairman are:~~

- ~~• Leadership of the Board, ensuring its effectiveness on all aspects of its role and setting its agenda;~~
- ~~• ensuring the provision of accurate, timely and clear information to Directors;~~
- ~~• ensuring effective communication with staff, patients, stakeholders and the public;~~
- ~~• arranging the regular evaluation of the performance of the Board, its committees and individual directors;~~
- ~~• facilitating the effective contribution of Non-Executive directors and ensuring constructive relations between Executive and Non-Executive Directors;~~
- ~~• enable all Board members to make a full contribution to the Board's affairs and ensure that the Board acts as a team;~~
- ~~• ensure that key and appropriate issues are discussed by the Board in a timely manner;~~

- ensure the Board has adequate support and is provided efficiently with all the necessary data on which to base informed decisions;
- lead Non-Executive Board members through a formally-appointed Remuneration & Terms of Service Committee of the main Board on the appointment, appraisal and remuneration of the Chief Executive and (with the latter) other Executive Board members;
- appoint Non-Executive Board members to an Audit Committee of the main Board; and
- advise the Secretary of State on the performance of Non-Executive Board members.

16.3 **Division of Responsibilities**

“There should be a clear division of responsibilities at the head of the NHS [foundation] trust between the chairing of the boards of directors [and the council of governors], and the executive responsibility for the running of the NHS [foundation] trust’s affairs. No one individual should have unfettered powers of decision.”

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NHS Foundation Trust Code of Governance, Monitor, 2013: p.19, A.2.a

16.4 **Relevant Statutory Requirements**

“The roles of chairperson and chief executive must not be undertaken by the same individual.”

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NHS Foundation Trust Code of Governance, Monitor, 2013: p.19, A.2.2

16.5 A complementary relationship between the Chairman and Chief Executive is important. The Chief Executive is accountable to the Board for ensuring that the Board is empowered to govern the organisation and that the objectives it sets are accomplished through effective and properly controlled executive action. The Chief Executive should be allowed full scope, within clearly defined delegated powers, for action in fulfilling the decisions of the Board.

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17. **The Role of Non-Executive Directors**

17.1 Non-Executive Directors are appointed by the NHS Appointments Commission Trust Development Authority on behalf of delegated by the Secretary of State for Health to bring an independent judgement to bear on issues of strategy, performance, key appointments and accountability through the Department of Health to Ministers and to the local community.

17.2 The duties of Non-Executive Directors are to:

Main principle

“As part of their role as members of a unitary board, non-executive directors should constructively challenge and help develop proposals on strategy. Non-executive directors should also promote the functioning of the board as a unitary board.”

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17.3 **Supporting principles**

- Non-executive directors should scrutinise the performance of management in meeting goals and objectives, and monitor the reporting of performance. They should satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible. They are responsible for determining appropriate levels of remuneration of executive directors and have a prime role in appointing, and where necessary, removing executive directors and in succession planning.”

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NHS Foundation Trust Code of Governance, Monitor, 2013: p.20, A.4.a & b

- ~~constructively challenge and contribute to the development of strategy;~~
- ~~scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;~~
- ~~satisfy themselves that financial information is accurate and that financial controls and systems of risk management are robust and defensible;~~
- ~~determine appropriate levels of remuneration of Executive Directors and have a prime role in appointing, and where necessary, removing senior management and in succession planning; and~~
- ~~ensure the Board acts in the best interests of the public and is fully accountable to the public for the services provided by the organisation and the public funds it uses.~~

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17.34 The Board of Directors, as Trustees of the Yorkshire Ambulance Service Charitable Fund, have a duty to make decisions collectively, that is as a unitary Board.

17.5 Non-Executive Directors also have a key role in a small number of permanent Board committees such as the Audit Committee, Remuneration and Terms of Service Committee, the Quality Committee, the ~~Charitable Funds Committee~~ and the Finance & Investment Committee and Charitable Funds Committee.

18. Reporting and Controls

18.1 It is the Board’s duty to present, through the timely publication of an annual report, annual accounts, quality accounts and other means, a balanced and readily-understood assessment of the organisation’s performance to:

- the Department of Health, on behalf of the Secretary of State for Health;
- the External Audit function; and
- the local community.

18.2 Detailed financial guidance, including the role of internal and external auditors, issued by the Department of Health must be observed.

(NHS Finance Manual, 2014)

18.3 The Standing Orders, Reservation and Delegation of Powers & Standing Financial Instructions of the Board prescribes the terms on which committees

~~and sub-committees~~ of the Board may be delegated functions, and includes the schedule of decisions reserved for the Board.

19. **Declaration of Interests**

- 19.1 It is a requirement that the Chairman and all Board Directors should declare any conflict of interest that arises in the course of conducting NHS business.
- 19.2 Yorkshire Ambulance Service maintains a Register of Members' Interests to minimise risk of Directors being influenced, or appearing to be influenced, by their private interests in the exercise of their public duties, in line with the Business Conduct for Staff – Interests, Gifts, Hospitality and Sponsorship Policy, 2013. The register of Board Members' interests is available to the public.
- 19.3 All Board members are therefore expected to declare any personal or business interest which may influence, or may be *perceived* to influence, their judgement. This should include, as a minimum, personal direct and indirect financial interests, and should normally also include such interests of close family members. Indirect financial interests arise from connections with bodies which have a direct financial interest, or from being a business partner of, or being employed by, a person with such an interest.

20. **Employee Relations**

- 20.1 The Board must comply with legislation and guidance from the Department of Health on behalf of the Secretary of State, respect agreements entered into by themselves or on their behalf, and establish terms and conditions of service that are fair to the staff and represent good value for taxpayers' money. Fair and open competition should be the basis for appointment to posts in Yorkshire Ambulance Service.
- 20.2 The terms and conditions agreed by the Board for senior staff should take full account of the need to obtain maximum value for money for the funds available for patient care. The Board ensures through the Remuneration and Terms of Service Committee that Executive Directors' remuneration can be justified as reasonable and also published in the annual report.