Northern Ireland Blood Transfusion Service	POLICY DOCUMENT

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Document Title: CODE OF CONDUCT AND ACCOUNTABILITY FOR BOARD MEMBERS

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CROSS REFERENCES

This Policy refers to the following documents:

Doc Type	Doc. No.	Title
POL	PP:038	Whistleblowing Policy
GUI	HC:009	Code Of Conduct For HSC Employees

Key Change from Previous Revision:

This is a regional policy from the Department of Health originally issued in July 2012 amalgamated with this policy. There are changes throughout the document.

1 STATEMENT

This document comprises a Code of Conduct and a Code of Accountability for board members of Health and Social Care (HSC) bodies. These codes provide the basis on which HSC bodies should seek to fulfil the duties and responsibilities conferred upon them by the Department of Health (DoH).

This document is being issued to all existing board members and will be issued to all new appointees. All board members should subscribe to these codes and should be judged upon the way the codes are observed

2 OVERVIEW

The Northern Ireland Blood Transfusion Service (NIBTS) was established under the Northern Ireland Blood Transfusion Service (Special Agency) (Establishment and Constitution) Order (Northern Ireland) 1994. The order provides for the establishment and constitution of a special health and social services agency for the purposes of carrying out functions as directed by the DoH. The Agency came into operation on 01/06/04.

The Board of the Agency comprises of the Chief Executive, Medical Director, non-executive Chairperson and four non-executive lay members (three lay members and one with regulatory experience). The Board normally meets on up to eight occasions a year and is supported by the Audit, Remuneration and Governance and Risk Management Committees. The day to day management of the Agency is through the Senior Management Team.

The Agency exists primarily to fully supply the needs of all hospitals and clinical units in the province with safe and effective blood and blood products and other related services.

3 RESPONSIBILITY

HSC bodies are established under statute as corporate bodies, which means that they are separate legal entities. Statutes and regulations may prescribe the structure, functions and responsibilities of these bodies and may prescribe the way chairs and members of boards are to be appointed.

The Health and Social Care (Reform) Act (Northern Ireland) 2009 provides the legislative framework within which HSC bodies operate. Under section 2(1) of the 2009 Act, the Department has a general duty to promote an integrated system of:

- health care designed to secure improvement in the:
  - physical and mental health of people in Northern Ireland; and
  - prevention, diagnosis and treatment of illness, and
- social care designed to secure improvement in the social well-being of people in Northern Ireland.

In terms of service commissioning and provision, the Department discharges its duty under section 2(1) of the Reform Act primarily by delegating its statutory functions to the Health and Social Care Board (HSCB) and by establishing bodies to exercise specific functions on its

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behalf. All these bodies are accountable to the Department for the manner in which they perform their devolved duties, manage their assets and for adherence to high standards of public administration. The Department is in turn accountable, through the Minister, to the Assembly for the manner in which this overall duty is performed.

Along with those of the Department itself, the finances of all HSC bodies are subject to statutory review by the Comptroller and Auditor General for Northern Ireland on behalf of the Assembly.

The boards of HSC bodies must cooperate fully with the Department, the Department's appointed auditors and the Northern Ireland Audit Office in accounting for the use they have made of public funds, the delivery of patient care and other services, and compliance with statutes, directions, guidance and policies of the Department.

3.1 The Role of the Chairperson

The chair is responsible for leading the board and for ensuring that it successfully discharges its overall responsibility for the organisation as a whole. The chair is accountable to the Minister through the Departmental Accounting Officer.

The chair has a particular leadership responsibility on the following matters:

- formulating the board's strategy for discharging its duties;
- ensuring that the board, in reaching decisions, takes proper account of guidance provided by the Department and other departmentally designated authorities;
- ensuring that risk management is regularly and formally considered at board meetings;
- promoting the efficient, economic and effective use of staff and other resources;
- encouraging high standards of propriety;
- representing the views of the board to the general public;
- ensuring that the board meets at regular intervals throughout the year and that the minutes of meetings accurately record the decisions taken and, where appropriate, the views of individual board members; and
- ensuring that all board members are fully briefed on the terms of their appointment, their duties, rights and responsibilities and assess, annually, the performance of individual board members.

Communications between the Board and the Minister will normally be through the Chairman except where the Board has agreed that an individual member should act on its behalf. Nevertheless, an individual member has the right of access to the Minister on any matter which he/she believes raises important issues relating to his/her duties as a member of the Board. In such cases the agreement of the rest of the Board should normally be sought. The main point of contact between the Agency and the DoH on day-to-day matters will normally be the Chief Executive or another member of staff who is authorised to act on behalf of the Agency.

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3.2 Corporate Responsibilities for Board Members

Non-executive board members are appointed by the Minister for Health, Social Services and Public Safety to bring an independent judgement to bear on issues of strategy, performance, key appointments and accountability, through the Department, to the Minister and to the local community.

The contribution of non-executive board members to board business derives from their wide experience and their detachment from the job of management. They have a key role in working with the chair in the appointment of the chief executive and other executive board members. The chair and non-executive board members comprise the remuneration and audit committees.

In addition, they undertake specific functions agreed by the board including an oversight of staff, relations with the general public and the media, participation in professional conduct and competency enquiries, staff disciplinary appeals and procurement of information management and technology. Their exercise of such functions should be in a non-executive capacity.

Members of the Board have a corporate responsibility for ensuring that the Agency complies with its statutory requirements, and with the instructions or directions issued by the DoH. Board members are also responsible for:

- ensuring that high standards of corporate governance are observed at all times;
- establishing the overall strategic direction of the organisation within the policy and resources framework agreed;
- overseeing the delivery of planned results by monitoring performance against agreed strategic objectives and targets;
- ensuring that the Board operates within the limits of its statutory authority and any delegated authority agreed with the DoH, and in accordance with any other conditions relating to the use of public funds;
- ensuring that, in reaching decisions, the Board has taken into account any guidance issued by the DoH.
- Adherence to the roles of the post as detailed in the post description

3.3 Delegation

The Board may decide to delegate responsibility for specified matters to individual members or committees of the Agency or to its administrative or professional advisory staff. Decisions taken by committees of the Agency should be recorded in written minutes.

3.4 Responsibilities of Individual Board Members

Board members must:

- undertake on appointment to comply at all times with the Agency's Code of Conduct and Accountability for Board Members and with rules relating to the use of public funds;
- act in good faith and in the best interests of the Agency;

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- not misuse information gained by virtue of their position for personal gain or for political purposes, or seek to promote their private interests.

- Adhere to the roles of the post as detailed in the post description.

Board members are expected not to occupy paid party political posts or hold particularly sensitive or high profile unpaid roles in a political party. They should not make political speeches or engage in other political activities which may affect their work as a member of the Board.

3.5 The Role of the Chief Executive

The Chief Executive of the Agency has responsibility under the Agency for the overall organisation, management and staffing of the Agency and for its procedures in financial and other matters, including conduct and discipline. This involves the promotion by leadership and example of the values embodied in the Nolan Committee's Seven Principles of Public Life.

Agency members should support the Chief Executive in undertaking this responsibility.

The Chief Executive of the Agency is designated as the accounting officer and, as such, is personally responsible for the propriety and regularity of the public finances for which the Agency is answerable; for the keeping of proper accounts; for prudent and economical administration, for the avoidance of waste and extravagance; and for the efficient and effective use of all the resources in his/her charge. The accounting officer has a responsibility to see that appropriate advice is tendered to the Agency on all these matters.

The Chief Executive of the Agency is answerable to the Permanent Secretary, DoH, for the use of the money allocated by the Department. As the accounting officer he/she may be required to attend the Public Accounts Committee with the Permanent Secretary

4 CODE OF CONDUCT

4.1 Public Service Values

Public service values must be at the heart of Health and Social Care (HSC) services in Northern Ireland. High standards of corporate and personal conduct, based on a recognition that patients and clients come first, have been a requirement throughout the HSC since its inception. Moreover, since the HSC is publicly funded, it is accountable to the Northern Ireland Assembly for the services provided and for the effective and economical use of taxpayers' money.

4.2 General Principles

Public service values matter in the HSC, and those who work in it have a duty to conduct HSC business with probity. They have a responsibility to respond impartially to staff, patients, clients and suppliers, to achieve value for money from the public funds with which they are entrusted and to demonstrate high ethical standards of personal conduct.

The success of this Code depends on a vigorous and visible example from the board of each HSC body and the consequential influence on the behaviour of all those who work within the organisation. Given their prime responsibility for establishing and maintaining

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high corporate standards of conduct, the Code's precepts must inform and govern the decisions and conduct of all board members.

All board members must follow the Seven Principles of Public life set out by the Committee on Standards in Public Life (the 'Nolan Principles'):

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.

4.3 Openness and Public Responsibilities

Health and social care needs and patterns of provision do not stand still. There should be a willingness to be open and to actively involve the public, patients, clients and staff as the need for change emerges. It is essential that the reasons for change are fully explained and views from the public, patients and clients are actively sought and taken into account before decisions are reached. Information supporting those decisions should be made available, along with a summary of comments received from patients, clients and the public, and positive responses should be given to reasonable requests for information.

HSC business should be conducted in a way that is socially responsible. As large employers in their local communities, HSC bodies should forge an open relationship with their local communities and should conduct a dialogue with clients, patients and their carers about the planning and provision of the services provided. HSC bodies should demonstrate to the public that they are concerned with the wider health and social well-being of the population.
The duty of confidentiality of personal and individual patient/client information must be respected at all times.

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4.4 Public Service Values in Management

It is unacceptable for the board of any HSC body, or any individual within the organisation for which the board is responsible, to ignore public service values in achieving results. Chairs and board members 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 of all HSC boards. Accounting, procurement and employment practices within the HSC 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 made available in good time to all individuals and groups in the community who have a legitimate interest in health and social care issues to allow full consideration by those wishing to attend public meetings on local HSC issues.

4.5 Public Business and Private Gain

Chairs and board members should act impartially and should not be influenced by social, political or business relationships. They should not use information gained in the course of their public service for personal gain or for political purposes nor seek to use the opportunity of public service to promote private interests or those of connected persons, firms, businesses or other organisations. Where there is a potential for private, voluntary, charitable etc interests to be material and relevant to HSC business, the relevant interest should be declared and recorded in the board minutes and entered into a register which is publicly available. When a conflict of interest is established, the board member should withdraw and play no part in the relevant discussion or decision.

4.6 Hospitality, Casual Gifts and Other Expenditure

Board members should set an example to their organisation in the use of public funds and the need for good value when incurring public expenditure. The use of HSC 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 light of approved practice in the public sector. HSC boards should be aware that expenditure on hospitality or entertainment is the responsibility of management and is open to challenge by the internal and external auditors. Ill-considered actions can diminish public respect for the HSC.

Agency members should not accept gifts, inducements or inappropriate hospitality, although inexpensive gifts of a seasonal nature such as diaries, calendars or small tokens of gratitude (eg boxes of chocolates) may be accepted

4.7 Relations with Suppliers

HSC boards should have an explicit procedure for the declaration of hospitality and sponsorship offered by, for example, suppliers. Their authorisation should be carefully considered and decisions should be recorded. HSC boards should be aware of the risks in incurring – or seeming to incur – 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, in line with Northern Ireland public procurement policy.

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4.8 Staff Concerns

HSC boards should ensure that staff have a widely publicised and understood procedure for raising concerns about malpractice, patient safety, financial impropriety or any other serious risks they consider to be in the public interest, including breaches of this code and other concerns of an ethical nature. The board and non-executive directors must promote a culture of safety built on openness and accountability. Staff must be reassured that it is safe and acceptable to speak up and that their concerns will be handled with sensitivity and respect for confidentiality.

4.9 Compliance

Board members should satisfy themselves that the actions of the board and its members in conducting board business fully reflect the values in this Code of Conduct. They must ensure that, as far as is reasonably practicable, concerns expressed by staff or others have been fully investigated and acted on.

4.10 Handling Conflicts of Interest

It is a basic requirement that chairs and all board members should declare any conflict of interest that arises in the course of conducting HSC business. Chairs and board members must declare on appointment any business interests, position of authority in a charity or voluntary body in the field of health and social care, and any connection with a voluntary or other body contracting for HSC services. These should be formally recorded in the minutes of the board. Directorships and other significant interests held by members of HSC boards must be declared on appointment, kept up to date, and set out in the annual report.

In addition, HSC boards must keep a register of interest appropriate to the body's activities. The register should, as a minimum, list direct or indirect pecuniary interests which members of the public might reasonably think could influence board members' judgement. Board members are urged to register non-pecuniary interests which relate closely to the body's activities, and interest of close family members and persons living in the same household as the board member.

Registers of interests must be open to the public. Details of how access can be obtained should be made widely available and included in annual reports. Registers of interests should be published annually.

4.11 Personal Liability of Board Members

Legal proceedings by a third party against individual board members are very exceptional. A Board member may be personally liable if he or she makes a fraudulent or negligent statement which results in a loss to a third party; or may commit a breach of confidence under common law or a criminal offence under insider dealing legislation, if he or she misuses information gained through their position.
However, the Department has indicated that individual board members who have acted honestly, reasonably, in good faith and without negligence will not have to meet out of their own personal resources any personal civil liability which is incurred in execution or purported execution of their board functions. Board members who need further advice should consult the Department.

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4.12 Annual Report and Accounts

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

- the Department, on behalf of the Minister;
- external auditors appointed by the Department; and
- the local community.

The detailed financial guidance issued by the Department, including that concerning the role of internal and external auditors, must be scrupulously observed.

4.13 Audit Committee

The audit committee supports the board and Accountable Officer with regard to their responsibilities for issues of risk, control and governance and associated assurance through a process of constructive challenge. It has no authority in its own right, either over the management of risk, control, governance etc or over the operations of those bodies which conduct audit and assurance work in the organisation. It may, however, offer opinions or recommendations on the way in which such management is conducted. An audit committee that is asked to act as a risk committee needs to take particular care to avoid taking up the executive risk management function and to maintain its independence. The audit committee should comprise at least three non-executive directors. None of these members should be the chair or members of the remuneration committee.

The Audit Committee will provide the board with a means of independent and objective review of:

- systems of internal control; and
- compliance with statutory requirements, guidance and codes of conduct.

4.14 The Agency as an Employer

The Board should ensure that:

- HSC boards must comply with legislation and guidance from the Department (whether or not issued explicitly on behalf of the Minister), 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. Appointments to posts in the HSC should always be made on the basis of merit and should normally be my means of open competition.

- 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, and of extant departmental direction or guidance on the subject.

- Its staff and the Boards own members have appropriate access to expert advice and training opportunities in order to enable them to exercise their responsibilities effectively.

- There is a Code of Conduct GUI:HC009 'Code Of Conduct For Hsc Employees' and Whistleblowing Policy for members of staff POL:PP:038 'Whistleblowing

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Policy', which covers the arrangements enabling staff to raise concerns about propriety.

- The Board has a responsibility to assist in appointing and monitoring the performance of the Chief Executive and other senior managers. Where the terms and conditions of employment of the Chief Executive and other senior staff include an entitlement to be considered for performance-related pay, and where such payments are assessed by Board members, the Board should ensure that it has access to the information and advice required to make the necessary judgements.

4.15 Remuneration Committee

The Remuneration Committee will make recommendations to the board on all aspects of remuneration and terms and conditions of employment for the Chief Executive and other executive directors. Directions issued by the Department on pay must be scrupulously observed. The Remuneration Committee should comprise the board chair and at least two non-executive directors. None of these members should be members of the audit committee.

5 EQUALITY SCREENING OUTCOME

This policy has been drawn up and reviewed in light of the statutory obligations contained within Section 75 of the Northern Ireland Act (1998). In line with the statutory duty of equality this policy has been screened against particular criteria. If at any stage of the life of the policy there are any issues within the policy which are perceived by any party as creating adverse impacts on any of the groups under Section 75 that party should bring these to the attention of the Head of HR & Corporate Services.

The Northern Ireland Blood Transfusion Service is committed to the promotion of equality of opportunity for staff, donors and service users. We strive to ensure that everyone is treated fairly and that their rights are respected at all times. We believe that it is important that our policy is understood by all those whose literacy is limited, those who do not speak English as a first language or those who face communication barriers because of a disability.
On request it may be possible to make this policy available in alternative formats such as large print, Braille, disk, audio file, audio cassette, Easy Read or in minority languages to meet the needs of those not fluent in English.

6 TRAINING REQUIREMENTS

All board members are required to make themselves familiar with this policy.

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