



**Coventry and
Warwickshire**
Integrated Care Board

STANDARDS OF BUSINESS CONDUCT POLICY

Reference Number:	This will be applied to all new ICB-wide PPSs by the Governance and Corporate Affairs Team and will be retained throughout its life span.
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VERSION HISTORY

Date	Version	Changes made to previous version	Consulting and Endorsing Stakeholders, Committees / Meetings / Forums etc.

1.0 Standards of Business Conduct

- 1.1 Employees of the NHS Coventry and Warwickshire Integrated Care Board ('the ICB') and members of the ICB Board ('the Board') and its Committees, Sub-Committees, and Joint Committees will at all times comply with the ICB's Constitution and be aware of their responsibilities as outlined in it. They should:
- a) act in good faith and in the interests of the ICB;
 - b) follow the Seven Principles of Public Life, set out by the Committee on Standards in Public Life (the Nolan Principles - Appendix 2);
 - c) comply with the standards set out in the Professional Standards Authority guidance (Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England) the relevant Standards as issued by NHS England; and
 - d) comply with the ICB's Standards of Business Conduct, including the requirements set out in the policy for managing conflicts of interest. This policy will be available on the ICB's website and is outlined in Appendix 5 of this Handbook. Alternatively, interested persons will be able to obtain a hard copy upon application to the ICB's headquarters.
- 1.2 Individuals contracted to work on behalf of the ICB or otherwise providing services or facilities to the ICB will be made aware of their obligation with regard to declaring conflicts or potential conflicts of interest. This requirement will be written into their contract for services.

2.0 Conflicts of Interest

- 2.1 As required by section 140 of the 2006 Act, (as amended by the Health and Social Care Act 2012 and the Health and Care Act 2022 and know hereafter as the '2006 Act') the ICB will make arrangements to manage conflicts and potential conflicts of interest to ensure that decisions made by the ICB will be taken and seen to be taken without any possibility of the influence of external or private interest.
- 2.2 Employees of the ICB and members of the Board and its Committees, Sub-Committees, and Joint Committees will comply with the ICB policy on conflicts of interest. Where an individual, including any individual directly involved with the business or decision-making of the ICB and not otherwise covered by one of the categories above, has an interest, or becomes aware of an interest which could lead to a conflict of interests in the event of the ICB considering an action or decision in relation to that interest, that must be considered as a potential conflict, and is subject to the provisions of the ICB's constitution and the Standards of Business Conduct Policy.
- 2.3 For these purposes, a conflict of interest occurs when there is the possibility that a person's judgement may be influenced by a secondary interest they hold. Such conflict may arise from:
- a) Financial interests: This is where an individual may get direct financial benefits from the consequences of a commissioning decision.
 - b) Non-financial professional interests: This is where an individual may obtain a non-financial professional benefit from the consequences of a commissioning decision, such as increasing their professional reputation or status or promoting their professional career.

- c) Non-financial personal interests: This is where an individual may benefit personally in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit.
- d) Indirect interests: This is where an individual has a close association with an individual who has a financial interest, a non-financial professional interest, or a non-financial personal interest in a commissioning decision

2.4 If in doubt, the individual concerned should assume that a potential conflict of interest exists.

2.5 Declaring and Registering Interests

2.5.1 The ICB will maintain a Register of Interests of:

- a) Employees;
- b) Committee and Sub-Committee members of the ICB; and
- c) Members of the Board (and its Committees, Sub-Committees, and Joint Committees).

2.5.2 The ICB will, as a minimum, publish the registers of conflicts of interest and gifts and hospitality of decision-making staff at least annually on the ICB website and make them available at our headquarters upon request.

2.5.3 All individuals covered by the ICB's Managing Conflicts of Interest and Gifts, Hospitality and Sponsorship Policy must declare any interests. Declarations of interest must be made as soon as reasonably practicable and by law within 28 days after the interest arises (this could include an interest an individual is pursuing).

2.5.4 Where an individual is unable to provide a declaration in writing, for example, if a conflict becomes apparent in the course of a meeting, they will make an oral declaration before witnesses, and provide a written declaration as soon as possible thereafter.

2.5.5 Interests (including gifts and hospitality) of decision-making staff will remain on the public register for a minimum of six months. In addition, the ICB will retain a record of historic interests and offers/receipt of gifts and hospitality for a minimum of six years after the date on which it expired. The ICB's published register of interests states that historic interests are retained by the ICB for the specified timeframe and details of whom to contact to submit a request for this information.

2.6 Managing Conflicts of Interest: general

2.6.1 The ICB has appointed the Audit Chair to be the Conflicts of Interest Guardian. In collaboration with the ICB's Director of Governance and Corporate Affairs, their role is to:

- a) Act as a conduit for GP practice staff, members of the public and healthcare professionals who have any concerns with regards to conflicts of interest;
- b) Be a safe point of contact for employees or workers of the ICB to raise any concerns in relation to conflicts of interest;
- c) Support the rigorous application of conflict-of-interest principles and policies;
- d) Provide independent advice and judgment to staff and members of the Board and its Committees, Sub-Committees and Joint Committees where there is any doubt about how to apply conflicts of interest policies and principles in an individual situation

e) Provide advice on minimising the risks of conflicts of interest.

2.6.2 Arrangements for the management of conflicts of interest are set out in the ICB's Management of Conflicts of Interest and Gifts, Hospitality and Sponsorship Policy.

2.6.3 Where an individual member, employee or person providing services to the ICB is aware of an interest which:

a) has not been declared, either in the register or orally, they will declare this at the start of the meeting;

b) has previously been declared, in relation to the scheduled or likely business of the meeting, the individual concerned will bring this to the attention of the chair of the meeting, together with details of arrangements which have been confirmed for the management of the conflict of interests or potential conflicts of interests.

The Chair of the meeting will then determine how this should be managed and inform the member of their decision. Where no arrangements have been confirmed, the chair of the meeting may require the individual to withdraw from the meeting or part of it. The individual will then comply with these arrangements, which must be recorded in the minutes of the meeting.

2.6.4 Where the chair of any meeting of the ICB, including Board and its Committees, sub-Committees and Joint Committees, has a personal interest, previously declared or otherwise, in relation to the scheduled or likely business of the meeting, they must make a declaration and the Deputy chair will act as chair for the relevant part of the meeting. Where arrangements have been confirmed for the management of the conflict of interests or potential conflicts of interests in relation to the chair, the meeting must ensure these are followed.

2.6.5 Where no arrangements have been confirmed, the Deputy Chair may require the chair to withdraw from the meeting or part of it. Where there is no Deputy Chair, the Members of the meeting will select one.

2.6.6 Any declarations of interests and arrangements agreed in any meeting of the ICB, the Board or its Committees, sub-Committees or Joint Committees will be recorded in the minutes.

2.6.7 Where more than fifty per cent (50%) of the Members of a meeting are required to withdraw from a meeting or part of it, owing to the arrangements agreed for the management of conflicts of interests or potential conflicts of interests, the Chair (or Deputy) will determine whether or not the discussion can proceed.

2.6.8 In making this decision the Chair will consider whether the meeting is quorate, in accordance with the number and balance of membership set out in the standing orders and/or terms of reference for the meeting in question. Where the meeting is not quorate, owing to the absence of certain members, the discussion will be deferred until such time as a quorum can be convened. Where a quorum cannot be convened from the membership of the meeting, owing to the arrangements for managing conflicts of interest or potential conflicts of interests, the Chair of the meeting shall consult with the Conflicts of Interest Guardian or the ICB's Director of Governance and Corporate Affairs on the appropriate action to be taken.

This may include:

Where the initial responsibility for the decision does not rest with the Board, consider:

- Requiring another of the Board's Committees, sub-Committees or Joint Committees (as appropriate) which can be quorate to progress the item of business, or if this is not possible;
- Refer the decision to the Board and exclude all Members with an interest in the decision from the decision-making process, i.e., so that the decision is made only by those Members who have not declared an interest.

Where the initial decision rests with the Board, consider:

- Co-opting individuals from the Health and Wellbeing Board or from another ICB onto it (taking care in ensuring that they do not also have a conflict of interest);
- Inviting the Health and Wellbeing Board or another ICB to review the proposal – to provide additional scrutiny.

These arrangements must be recorded in the minutes.

2.6.9 Activities funded in whole or in part by third parties who may have an interest in ICB business such as sponsored events, posts and research will be managed in accordance with the relevant policy to ensure transparency and that any potential for conflicts of interest are well-managed.

2.6.10 The ICB ensures that relevant staff and all members of its Board and the Board's Committees, sub-Committees and Joint Committees receive training on the identification and management of conflicts of interest and that relevant staff undertake the NHS England mandatory training.

2.7 Managing Conflicts of Interest: contractors and people who provide services to the ICB

2.7.1 Anyone seeking information in relation to a procurement, or participating in a procurement, or otherwise engaging with the ICB in relation to the potential provision of services or facilities to the ICB, will be required to make a declaration of any relevant conflict or potential conflict of interest.

2.7.2 Anyone contracted to provide services or facilities directly to the ICB will be subject to the same provisions of the ICB's Constitution in relation to managing conflicts of interests. This requirement will be set out in the contract for their services.

2.8 Transparency in Procuring Services

2.8.1 The ICB recognises the importance in making decisions about the services it procures in a way that does not call into question the motives behind the procurement decision that has been made. The ICB will procure services in a manner that is open, transparent, non-discriminatory, and fair to all potential providers.

2.8.2 Should it be appropriate to do so the ICB will publish a Procurement Strategy approved by its Board which will ensure that:

- a) all relevant clinicians and potential providers, together with local members of the public, are engaged in the decision-making processes used to procure services;
 - b) service redesign and procurement processes are conducted in an open, transparent, non-discriminatory, and fair way.
- 2.8.3 Copies of this Procurement Strategy will be available on the ICB's website. Alternatively, interested persons will be able to obtain a hard copy upon application to the ICB's headquarters.
- 2.8.4 The ICB will maintain a Register of Procurement Decisions taken, either for the procurement of a new service or any extension or material variation of a current contract. This will include:
- a) The details of the decision;
 - b) Who was involved in making the decision (including the name of the ICB clinical lead, the ICB contract manager, the name of the decision-making committee and the name of any other individuals with decision-making responsibility);
 - c) A summary of any conflicts of interest in relation to the decision and how this was managed by the ICB; and
 - d) The award decision taken.
- 2.8.5 The "Register of Procurement Decisions" will be updated whenever a procurement decision is taken. The Register of Procurement Decisions is available for public inspection on written request. The register is published on the ICB's website. The register will form part of the ICB's annual accounts and will be signed off by external auditors.

3.0 The ICB as Employer

- 3.1 The ICB recognises that its most valuable asset is its people. It will seek to enhance their skills and experience and is committed to their development in all ways relevant to the work of the ICB.
- 3.2 The ICB will seek to set an example of best practice as an employer and is committed to offering all staff equality of opportunity. It will ensure that its employment practices are designed to promote diversity and to treat all individuals equally.
- 3.3 The ICB will ensure that it employs suitably qualified and experienced staff who will discharge their responsibilities in accordance with the high standards expected of staff employed by the ICB. All staff will be made aware of the ICB's Constitution, Coventry and Warwickshire Integrated Care Partnership's Integrated Care strategy and the ICB's plan to meet the health and healthcare needs of the population of the ICB area and the relevant internal management and control systems which relate to their work.
- 3.4 The ICB will maintain and publish policies and procedures (as appropriate) on the recruitment and remuneration of staff to ensure it can recruit, retain and develop staff of an appropriate calibre. The ICB will also maintain and publish policies on all aspects of human resources management, including grievance and disciplinary matters.

- 3.5 The ICB will ensure that its rules for recruitment and management of staff provide for the appointment and advancement on merit on the basis of equal opportunity for all applicants and staff.
- 3.6 The ICB will ensure that employees' behaviour reflects the values, aims and principles set out above.
- 3.7 The ICB will ensure that it complies with all aspects of employment law.
- 3.8 The ICB will ensure that its employees have access to such expert advice and training opportunities as they may require in order to carry out their responsibilities effectively.
- 3.9 The ICB will adopt a Code of Conduct for staff and will maintain and promote effective 'whistleblowing' procedures to ensure that concerned staff have a safe and confidential means through which their concerns can be voiced.
- 3.10 A copy of this Code of Conduct is detailed within the ICB's Dignity at Work policy and will be available on the ICB's website. Alternatively, interested persons will be able to obtain a hard copy upon application to the ICB's headquarters.
- 3.11 The ICB recognises and confirms that nothing in or referred to in the ICB's Constitution or Governance Handbook (including in relation to the issue of any press release or other public statement or disclosure) will prevent or inhibit the making of any protected disclosure (as defined in the Employment Rights Act 1996, as amended by the Public Interest Disclosure Act 1998) by Board, any Member of any of the Board's Committees, sub-Committees or Joint Committees or any employee of the ICB will it affect the rights of any worker (as defined in that Act) under that Act.

4.0 Appointment and Remuneration Staff

- 4.1 The ICB may appoint such persons to be employees of the ICB as it considers appropriate. The ICB must:
- a) employ its employees on such terms and conditions as the ICB considers appropriate; and
 - b) pay its employees, remuneration and travelling or other allowances as determined by the Board.
- 4.2 The ICB may, for or in respect of such of its employees as it may determine, make arrangements for providing pensions, allowances or gratuities. Such arrangements may include the establishment and administration, by the ICB or another party, or one of more pension schemes.
- 4.3 The arrangements described at paragraph 4.1 above include arrangements for the provision of pensions, allowances or gratuities by way of compensation to or in respect of employees who suffer loss of office or employment or loss or diminution of emoluments.
- 4.4 In settling remuneration levels, pension arrangements, allowances, gratuities and any other payments for ICB employees, the ICB will need to have regard to any national directives and agreements including those set out within the NHS Agenda for Change.

5.0 Remuneration of the Board

- 5.1 The ICB will pay members of the Board such remuneration and travelling or other allowances, pensions and/or gratuities as it considers appropriate.
- 5.2 The arrangements described at paragraph 5.1 above may include the establishment and administration, by the ICB or another party, of one or more pension schemes of which the members of the Board may become members.
- 5.3 The arrangements described at paragraph 5.1 include arrangements for the provision of pensions, allowances or gratuities by way of compensation to or in respect of any members of the Board who suffer loss or diminution of emoluments.
- 5.4 For the avoidance of doubt, the ICB may make arrangements for the provision of pensions for employees in accordance with paragraph 4.2 and such employees shall not also be entitled to become members of any pension scheme established pursuant to paragraph 5.3 by virtue of their membership of the Board.

6.0 Chief Executive

- 6.1 The ICB must have Chief Executive.
- 6.2 The Chief Executive appointment process is subject to requirements set out by NHS England and the process will include a ICB panel convened by the Chair. The appointment is subject to formal ratification by NHS England following selection and nomination by the ICB.
- 6.3 The ICB may, for or in respect of its Executive, make arrangements for providing remuneration and travelling or other allowances, pensions, allowances or gratuities, including arrangements for the provision of pensions, allowances or gratuities by way of compensation to or in respect of the Chief Executive where that Chief Executive suffers loss of office or loss or diminution of emoluments.

7.0 Director of Finance

- 7.1 The ICB must have a Director of Finance.
- 7.2 The Director of Finance is to be appointed by a panel convened by the Chief Executive.
- 7.3 The ICB may, for or in respect of its Director of Finance, make arrangements for providing remuneration and travelling or other allowances, pensions, allowances or gratuities, including arrangements for the provision of pensions, allowances or gratuities by way of compensation to or in respect of the Director of Finance where that Director of Finance suffers loss of office or loss or diminution of emoluments.

Additional Powers in Respect of Payment of Allowances

- 7.4 The ICB may pay such travelling or other allowances as it considers appropriate to Members of any Committee, sub-Committee or Joint Committee of the Board.

8.0 Transparency

- 8.1 The ICB will adhere to principles of transparency and accountability as set out in the Constitution.
- 8.2 The ICB will publish annually an annual report and a present the ICB's annual report at a public meeting. Additionally, these documents will be made available to the public by publishing on the ICB website, making copies available to HealthWatch and local libraries.
- 8.3 Key communications issued by the ICB including the notices of procurements, public consultations, public Board meeting dates, times, venues and certain papers will be published on the ICB's website.
- 8.4 The ICB may use other means of communication, including circulating information by post or making information available in venues or service accessible to the public.

8.5 Standing Orders

- 8.5.1 The ICB's Constitution is informed by a number of documents which approve further details on how the ICB will operate. These are the ICB's:
- a) Standing Orders which set out the arrangements for meetings and the appointment process to elect the ICB's representatives and appoint to the ICB's committees, linking to the Board (detailed in the ICB's Constitution);
 - b) Scheme of reservation and delegation which sets out those decisions that are reserved for the membership as a whole and those decisions that are the responsibilities of the ICB's Board, the Board's Committees, sub-Committees and Joint Committees and employees (detailed in section 3 of the Governance Handbook);
 - c) Prime financial policies which set out the arrangements for managing the ICB's financial affairs (detailed in section 6 of the Governance Handbook).

9.0 Confidentiality

- 9.1 The expression "Confidential Information" as used in this policy means any information which any individual may have or have acquired in relation to the ICB or a partner organisation and is in addition to any statutory, professional or other duty of confidence to which the individual is subject including but not limited to the NHS Code of Confidentiality, the Data Protection Act 2018, the Access to Health Records Act 1990, the Human Rights Act 1998 and the Computer Misuse Act 1990.
- 9.2 Confidential Information excludes information that was not provided when subject to any duty of confidence and which has become public knowledge other than as a direct or indirect result of a breach of this confidentiality provision.
- 9.3 Each individual shall at all times use best endeavours to keep confidential any Confidential Information and shall not use or disclose Confidential Information except as required by law or regulation.

No individual shall make or permit or authorise the making of any press release or other public statement or disclosure concerning any commissioning aspect of the ICB or any partner organisations without the prior written consent of the Board.