

Governance Processes Policy

Purpose

1. This report sets out a Governance Processes Policy for Healthwatch Cambridgeshire Board.

Key issues

2. The Board at different points has taken decisions regarding the governance of Healthwatch Cambridgeshire. The development of this policy provides an opportunity to consolidate all of those decisions providing greater clarity and transparency.
3. Attention is drawn to the explanation of the Guarantor role, the Vice Chair role description, the formation of a General Purposes Sub-Committee and the timetable for Non-Executive Directors' retirement/reappointment.

Action required by the Board

4. The Board is asked to:
 - Approve the policy;
 - Approve the formation of a General Purposes Sub-Committee and invite representation;
 - Approve that the first meeting of the General Purposes Sub-Committee be held in February 2016 and
 - Invite nominations for the role of Vice Chair with an appointment to this role being made at the next Board meeting scheduled for January 2016.

Author

Sandie Smith, CEO

Non-Executive Director lead

Val Moore, Chair

Date

18th November 2015



Board Governance Processes Policy

1. Purpose

This policy sets out the governance processes that have been approved by the Healthwatch Cambridgeshire Board and Commissioners to ensure best practice, effectiveness, efficiency and transparency. These processes are found in a range of documents including other policies and Healthwatch Cambridgeshire's Articles of Association. This policy gives an opportunity to collate these for clarity, ease of reference and to support the organisation to operate at the highest standard of good governance.

2. The Guarantor role

There should be at least two Guarantors appointed by the Healthwatch Cambridgeshire Commissioner and the Chair. The appointment will require approval of the Board of Directors.

The role of the Healthwatch Cambridgeshire Guarantor is to give support and advice to the Board of Directors and act as a corporate guardian. Examples of their input includes:

- Provide feedback and advice in the pursuit of good governance
- Participation in the recruitment and any possible removal of the Chair
- Provide a space for Directors to raise sensitive issues regarding the Chair and/or the CEO that they feel they cannot raise elsewhere
- Be available to listen to stakeholders particularly if there are issues that people do not feel they can take through other routes

3. Appointment, remuneration and removal of Chair

Paragraph 10 of the Articles of Association state that the Chair of Directors of Healthwatch Cambridgeshire will be appointed by a competitive recruitment process. The appointment will be made by an external panel which will include a patient/service user/carer, a representative of the Commissioning Body and a Guarantor.

In the event of any action required to remove the Chair an investigation would be led by the CEO with reference to the Healthwatch Cambridgeshire Guarantors and provide the opportunity for response by the Chair. The decision would be made by an external panel which would include a patient/service user/carer, a representative of the Commissioning Body and a Guarantor.

4. Appointment of Vice-Chair

The Healthwatch Cambridgeshire Board of Directors have agreed a Vice-Chair should be appointed. A Role Description is attached at Appendix 1.

Nominations for this role from the existing Directors will be submitted to the CEO, within one month of a vacancy, with a decision to appoint a Vice-Chair taken by the Board of Directors. Should no appointment be made external recruitment to the role will be progressed.

5. Non-Executive Directors' terms, retirement and non-attendance

Healthwatch Cambridgeshire's Articles of Association state that the Members of the company are the Directors and that the Chair is a Director.

The Healthwatch Cambridgeshire Board of Directors agreed that the term of office of the Directors, including the Chair, should be three years with a maximum of two terms and that this should apply retrospectively. The Board have also agreed that this should be phased in with Directors retiring by rotation at each AGM. A table setting out this phased retirement is at Appendix 2. This will be updated annually to reflect any changes in Non-Executive Directors.

Progression to a second term as Director should be agreed mutually by the Director and Chair, and in the case of the Chair with agreement of the Guarantors.

Healthwatch Cambridgeshire's Articles of Association state that if a Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason.

6. General Purposes Sub-Committee

A General Purposes Sub-Committee will be established to consider and advise on issues around HR, finance and risk. The Sub-Committee will also contribute toward the development of the Strategic Plan, Risk Register and Annual Report.

The Vice-Chair will chair the General Purposes Sub-Committee and report to the meeting of the Board of Directors. The Terms of Reference will be agreed at the first meeting of the sub-committee. The sub-committee will meet bi-monthly in alternative months to the full Board of Directors meetings; February, April, June, August, October and December.

1. Conflicts of Interest

The Healthwatch Cambridgeshire Conflict of Interest Policy sets out the organisation's approach and expectations regarding conflicts of interests and how these might arise where an individual's business, personal or family interests and/or loyalties may influence decision-making and/or the reputation of the organisation.

A Register of Interests of the Directors and the CEO is maintained and publicly available on the website.

2. Administration arrangements

Agendas and supporting papers will be circulated to Directors or panel members one week in advance of Board or extra-ordinary meetings related to Board governance matters. The Board meeting agenda will also be available to the public on the website.

3. Supporting documents

The Healthwatch Cambridgeshire Articles of Association, Conflicts of Interest Policy and the minutes of Healthwatch Cambridgeshire Board of Directors meetings are available on the Healthwatch Cambridgeshire website. Decisions specifically relating to this policy were made at the meeting held on 12th November 2014.

Approved by Healthwatch Cambridgeshire Board of Directors
Date:

For Review
Date:

Responsible Officer
Chief Executive Officer of Healthwatch Cambridgeshire

Appendix 1**Role description: Vice-Chair**

Role:	Vice-Chair Healthwatch Cambridgeshire Board
Accountable to:	The Chair
Salary:	This is a voluntary position. Reasonable expenses will be reimbursed. Although in any prolonged absence of the Chair temporary remuneration may be offered.

The Vice-Chair will be expected to:

- Provide leadership support to the Chair of the Healthwatch Cambridgeshire Board
- Act as a deputy to the Chair and undertake representation when the Chair is unavailable or requires support
- Chair the Healthwatch Cambridgeshire Board meetings in the Chair's absence
- Chair the General Purposes Sub-Committee
- Liaise with the CEO regarding preparation of the Board meeting agendas and supporting papers should the Chair be unavailable

As a Non-Executive Director the Vice-Chair will also be expected to:

- Contribute to the development of strategic plans to enable the organisation to fulfill its responsibilities
- Ensure that patient and public interest is always at the heart of decision making with specific reference to seldom heard groups
- Monitor and constructively challenge the performance of the organisation in meeting the agreed goals and improvement targets
- Ensure that financial controls and systems of risk management are robust, and that the Board is kept fully informed through timely and relevant information
- Assist with the development of a 'business' culture within the organisation which is consistent with the statutory requirements of Local Healthwatch
- Play an appropriate role in building external relationships with key stakeholders including Clinical Commissioning Groups (CCGs), GPs, secondary care, the Local Authority, the voluntary and community sector and other stakeholders
- Actively participate and/or chair relevant sub-committees of the Board as required

- Take part in the appointment of senior staff
- Ensure that the organisation values diversity and demonstrates equality of opportunity in its treatment of staff and patients and in all aspects of its business
- Drive the establishment and maintenance of a volunteer culture within the organisation
- Act as an Ambassador for Healthwatch Cambridgeshire
- Execute the responsibilities of a company director according to lawful and ethical standards, at all times

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Appendix 2**Non-Executive Directors Retirement & Reappointment Dates**

Name	Status	Date Appointed	Retirement/ Reappointment Date	End of Second Term
Mike Andrews	NED	April 2013	AGM July 2016	
Mike Hewins	NED	April 2013		
Graham Jagger	NED	May 2014	AGM July 2017	
Sue Westwood Bate	NED	May 2014		
Ruth McCallum	NED	July 2014		
Karen Begg	NED	July 2014		
Val Moore	Chair	Sept 2015	Sept 2018	Sept 2021