

## Healthwatch Working Together

### Purpose

1. Healthwatch Cambridgeshire and Healthwatch Peterborough Boards have completed the 'Healthwatch Working Together' review (see Chair's Report, March 2017) and propose to combine the two Healthwatch as from 1<sup>st</sup> April 2017.
2. This report sets out the governance requirements to establish a new Community Interest Company of Healthwatch Cambridgeshire and Peterborough.

### Key issues

3. The Shadow Board for Healthwatch Cambridgeshire and Peterborough have considered and agreed the amendments that need to be made to the Healthwatch Cambridgeshire Articles of Association to establish Healthwatch Cambridgeshire and Peterborough. These amendments are set out in sections 7 and 8.
4. Sections 9 - 11 sets out the governance arrangements required to support the setting up the new organisation, as considered and agreed by the Shadow Board.
5. Sections 12 and 13 sets out a timetabled outline of the transition activities required to set up the new organisation.

### Action required by the Board

6. The Board is asked to:
  - Pass a Special Resolution approving the amendments that need to be made to the Healthwatch Cambridgeshire Articles of Association to form a new CIC; Healthwatch Cambridgeshire and Peterborough;
  - Consider and approve the Governance Arrangements; and
  - Note the transition timetable.

**Authors**

Val Moore, Chair

Sandie Smith, CEO

15<sup>th</sup> March 2017

**Amendments to Healthwatch Cambridgeshire’s Articles of Association**

7. The Shadow Board for Healthwatch Cambridgeshire and Peterborough has been made up of all Directors and Non-Executive Directors of both Healthwatch. The requirements for the Articles of Association for the new combined Healthwatch has been considered by this Board. It has been agreed that the amendments set out below are required.

5.	<p><b>Objects</b></p> <p>The objects of the company are to carry out activities which benefit the community and in particular (without limitation) to provide the functions of a local Healthwatch for all communities and demographics of Cambridgeshire and Peterborough as specified by statutory legislation within England.</p>
13.1	<p>25% of the Directors may (and the Secretary, if any, or the Chair, must at the request of 25% of the Directors) call a Directors’ meeting.</p>
15.2	<p>The quorum for Directors’ meetings may be fixed from time to time by a decision of the Directors, but it must never be less than 33%, and unless otherwise fixed it is 33%.</p>
32.1	<p>The Directors must cause minutes to be made in books, or other agreed formal method of permanent accessible recording, kept for the purpose.</p>

8. The Healthwatch Cambridgeshire Board is required to pass a Special Resolution to enable these amendments. The new Articles will then be registered with Companies House.

## **Governance Arrangements**

9. Using the Healthwatch Cambridgeshire Governance Policy and the Healthwatch Peterborough Terms of Reference, the Shadow Board has considered and agreed a framework for the governance of the new organisation. Full details of these arrangements are set out in Appendix 1.
10. These arrangements will be presented as a new Governance Document to the first meeting of the new combined Healthwatch Board for approval. The areas included are:
  - The Role of Directors
  - The Role of Guarantors
  - Appointment and removal of the Chair
  - Non-Executive Directors' terms, retirement and non-attendance
  - Values and Code of Conduct
  - Specialist Roles
  - Board sub-groups
  - Directors' Meetings
  - Relationship to other bodies
11. Healthwatch Peterborough Directors are invited to become Non-Executive Directors of Healthwatch Cambridgeshire and Peterborough, transferring across their current terms of office. The terms of office are two terms of three years each, taking into account existing dates of appointment.

## **Transition timetable and activities**

12. The affected Healthwatch Peterborough staff have proposals to transfer across to the new organisation on 1<sup>st</sup> April 2017. TUPE process is underway to enable this.
13. By the end of September 2017, a staffing and strategic review will be complete, with plans that will enable all Healthwatch functions to be combined.

## Healthwatch Cambridgeshire and Peterborough Governance Document

### 1. Purpose

This policy sets out the governance processes that have been approved by the Healthwatch Cambridgeshire and Peterborough Board to ensure best practice, effectiveness, efficiency and transparency. These processes are found in a range of documents including other policies and Healthwatch Cambridgeshire and Peterborough'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 Role of Directors

Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company. They ensure and assure compliance with HW statutory requirements and all legal requirements of the company.

#### *2.1 Strategic Direction*

The Directors are responsible setting and reviewing the strategic plan for HWCP, prioritising its tasks and ensuring it is fulfilling its statutory function. They use their knowledge of local and national policy and local need and priorities to prioritise its activity. They ensure effective ways of working and seek and maintain partnerships that best enable the work. They plan to assure the viability and sustainability of the company.

#### *2.2 Monitoring of performance*

The Directors agree the annual workplan. The Directors use activity and outcomes monitoring to understand and ensure compliance with the requirements of commissioners and the needs of the community. They ensure that HWCP is accountable to both funders and the community.

#### *2.3 Listen to the public*

The Directors will ensure there are robust systems for listening to the needs and experiences of all their communities and assure there are good systems for gathering intelligence. The responsibility for delivering Healthwatch Cambridgeshire and Peterborough services to "local people" will include:

- a) People who live in the Cambridgeshire and Peterborough City and County Councils' areas

- b) People to whom care services are being delivered or may be provided in that area
- c) People from that area to whom care services are being provided in any place, and
- d) Who are (taken together) representative of the people mentioned in (a to (c [s.182(8)])

#### *2.4 Employ and support staff and volunteers*

Collectively, the Directors are responsible that they recruit and employ staff, and provide them with a safe and legally compliant working environment. They provide direct support to the CEO and ensure checks and balances in the line management system are in place. They become involved in recruitment, selection and review of staff as appropriate

#### *2.5 Relationships with other bodies*

The directors identify, create and maintain relationships with key organisations that are relevant to the work of HW, including HW England, local authorities, NHS providers and other HW. In these relationships they work to promote the role of HW and act as ambassadors for HWCP.

#### *2.6 Supporting the activities of HWCP*

The HWCP Director role is expected to involve some hands on work and support in the activities of HWCP, to ensure that directors are knowledgeable about the work of the company and have a demonstrated and visible commitment to the work.

#### *2.7 Be informed about local and national policy*

Directors will individually and collectively stay informed about current and upcoming social care and health policy locally and nationally, and use this knowledge in planning and overseeing the work of HWCP.

#### *2.8 Financial oversight*

The Directors are individually and collectively responsible for oversight of the financial viability and financial control of the company.

### **3. The Guarantor role**

There are up to three Guarantors. Their appointment will require approval of the Board of Directors.

The role of the Healthwatch Cambridgeshire and Peterborough 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

#### **4. Appointment and removal of Chair**

Paragraph 10 of the Articles of Association state that the Chair of Directors of Healthwatch Cambridgeshire and Peterborough 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.

#### **5. Appointment of Vice-Chair**

The Healthwatch Cambridgeshire and Peterborough Board of Directors will appoint a Vice-Chair.

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.

#### **6. Non-Executive Directors' terms, retirement and non-attendance**

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

The Healthwatch Cambridgeshire and Peterborough 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.

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 and Peterborough'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.

## 7. Values and Code of Conduct

When acting as a member of Healthwatch Cambridgeshire and Peterborough;

- a) Directors are expected to act with honesty, openness and integrity when representing HWCP in any capacity;
- b) Directors must conduct themselves in a way that does not bring HWCP into disrepute;
- c) Directors should act as ambassadors of HWCP and act in the interests of the company, showing objectivity and selflessness;
- d) Directors cannot provide advice on health and social care issues;
- e) Directors cannot carry out activities such as Enter and Views unless as part of an agreed activity Directors must not act in their own interest or promote their own issues;
- f) Directors cannot represent HWCP on boards/committees/meetings etc unless agreed by HWCP Directors as part of the work plan or HWP activity;
- g) When sharing documents, Directors should make it clear if there is a restriction as to:
  - a) Circulation of the documents beyond HWCP, Directors
  - b) Copyright / use of the contents;
- h) Where appropriate to their work, Directors should agree to disclosure and barring checks.
- i) Directors must never disclose confidential and sensitive information unless there is a legal duty to do so in the interests of child protection or the protection of vulnerable adults. In any case, seek advice before reporting.
- j) Directors must declare any conflict of interest and/or anything that might be seen by others as a conflict of interest, as soon as it arises.

## 8. Specialist Roles

Where specialist roles may be required descriptions and remits will be approved by the Board. Such roles may include:

- Company secretary
- Treasurer
- Lead relationships, e.g. with trusts
- Lead roles in particular areas of health or social care
- Alignment to districts

## 9. Board sub-groups

Where groups or committee exist their delegated responsibilities are approved by the Board. Such groups may include:

- Advisory or similar local intelligence gathering group
- Function sub-groups, e.g. finance, staffing, all purposes

**10. Director's meetings**

Board meetings of Directors and the Chief Executive Officer will occur at least 5 x per year in public, at venues within the area of operation.

**11. Relationship to other bodies**

- Healthwatch are required by Statute to report intelligence to Healthwatch England
- The Chair, or delegate, is a statutory member of the Health and Wellbeing Board of each local authority
- Healthwatch have powers to escalate to the CQC, Overview and Scrutiny, Healthwatch England, Ofsted and Quality Surveillance Groups
- Healthwatch works closely with Cambridgeshire and Peterborough CCG, both Local Authorities, NHS England, NHS Improvement and all Trusts and other public, voluntary and independent provider organisations