

Healthwatch Cambridgeshire and Peterborough

Governance Document

1. Purpose

This document 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 other documents and policies and Healthwatch Cambridgeshire and Peterborough's (HWCP) Articles of Association. This document 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 for 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 commissioners¹ 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 County Council and Peterborough City Council areas

¹ Cambridgeshire County Council, Peterborough City Council and Commissioners of ad hoc project work

- 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 in England, and
- d) Who are (taken together) representative of the people mentioned in a) to c)

2.4 Employ and support staff and volunteers

Collectively, it is the Directors' responsibility to 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 Healthwatch, including Healthwatch England, local authorities, NHS providers and other Healthwatch. In these relationships they work to promote the role of Healthwatch 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. Directors will be knowledgeable about the work of the company and have a demonstrable 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 appointed by the Chief Executives of Cambridgeshire County Council and Peterborough City Council. 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 Bodies 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 and Peterborough 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. The role description for this role is attached as 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.

6. 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.

Directors will be appointed through an open and competitive process. A Guarantor may be involved in this process.

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 with the agreement of at least one Guarantor. In the case of the Chair agreement of the Commissioners and Guarantors will be required. A table of Directors' appointment dates and re-appointment dates will be maintained and made publicly available.

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.

The Chief Executive Officer is an ex-officio member of the Board for the duration of their appointment.

7. Values and Code of Conduct

When acting as a member of Healthwatch Cambridgeshire and Peterborough all Directors will adhere to the Nolan Principles of Conduct in Public Life²;

- 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 purporting to be acting on behalf of HWCP, such as Enter and View visits, unless as part of an agreed activity;
- f) Directors must not act in their own interest or promote their own issues;
- g) Directors cannot represent HWCP on boards/committees/meetings etc unless agreed by HWCP Directors as part of the work plan or HWP activity;
- h) 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;
- i) Where appropriate to their work, Directors should agree to disclosure and barring checks.
- j) 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.
- k) 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 of Directors descriptions and remits will be approved by the Board. Such roles may include:

- Lead relationships, e.g. with trusts
- Lead roles in particular areas of health or social care
- Lead expertise, e.g. finance scrutiny
- Alignment to districts

² <https://www.gov.uk/government/publications/the-7-principles-of-public-life/the-7-principles-of-public-life--2>

9. Board sub-groups

Where groups or committees 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. Meetings of Directors

Board meetings of Directors including 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 relating to the provision and quality of Health and Social Care services 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

Approved by Healthwatch Cambridgeshire Board of Directors

Date: 5 July 2017

For Review

Date: July 2018

Responsible Officer

Chief Executive Officer

Role description: Vice-Chair

Role:	Vice-Chair Healthwatch Cambridgeshire and Peterborough 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 and Peterborough Board
- Act as a deputy to the Chair and undertake representation when the Chair is unavailable or requires support
- Chair the Healthwatch Cambridgeshire and Peterborough 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 Director the Vice-Chair will also be expected to:

- Contribute to the development of strategic plans to enable the organisation to fulfil 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 the Clinical Commissioning Group (CCG), GPs, secondary care, the Local Authorities, 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 and Peterborough
- Execute the responsibilities of a company director according to lawful and ethical standards, at all times