



**Healthwatch Rochdale
Governance Policy Vs.3**

Introduction

This document sets out how Healthwatch Rochdale (hereafter HWR) will carry out its governance. Good governance is critical to the success of HWR, particularly as it is an organisation embedded in a diverse community, which engages with a large number of people, many of whom volunteer their time to participate in the work of HWR. Consequently it is essential that HWR is a credible body and is run in an open and transparent manner, legally compliant and financially sustainable. This document aims to show how good governance will enable HWR to be seen as a publicly accountable body that advocates on behalf of the community by working in partnership with local stakeholders such as the voluntary and community sector, NHS Trusts, Rochdale Metropolitan Borough Council (RMBC) and Heywood, Middleton and Rochdale Clinical Commissioning Group (HMR CCG) and in so doing maintain its independence.

About HWR

Healthwatch Rochdale is here to make improvements in Health and Social Care services for ordinary people. We believe that the best way to do this is by designing local services around their needs and experiences.

Healthwatch Rochdale gives the opportunity for residents of the Borough to have a powerful voice locally and nationally. At a local level, Healthwatch Rochdale will work to help people living in the Borough of Rochdale get the best out of their Health and Social Care services, whether it's improving them today or helping to shape them for tomorrow.

Healthwatch Rochdale is the public's voice and we promote the value the general public could have, to shape delivery and design of local services. Not just people who use them now, but anyone who might need to in the future.

As a company limited by guarantee HWR is regulated by its **Memorandum of Association** and as such is governed by a Board of Directors (who are also referred to as board members).

The objects of the company are the advancement of health and the relief of those in need including by reason of youth, age, ill-health, disability or financial hardship primarily for the population of Rochdale by:

- Provide an opportunity for people living in the Borough of Rochdale to be involved in local and national Health and Social Care issues.
- Become the single point of contact for members of all communities who need information and advice about Health and Social Care services.
- Help individuals to help themselves whilst providing any additional help needed to understand and access the support available.
- Be recognised and trusted by the local community, to ensure they feel confident that in sharing any views, concerns and experiences, both positive and negative, they can help to make a difference.
- Build strong relationships with other organisations and networks and ensure that those who make decisions on health and social care are aware of local views and concerns.
- Maximise the use of the input and expertise of volunteers.

The powers and duties of the company are set out in full in the Memorandum of Association and this document aims to ensure that governance arrangements are fit for purpose and proportionate to the nature and scale of HWR business. Appendix 1 details the **Standing**

Orders that HWR will use to conduct its business openly and transparently.

Legal Framework

Section 221 of the Local Government and Public Involvement in Health Act 2007 as amended by the **Health and Social Care Act 2012** details the activities that HWR must carry out to fulfil its statutory duties, such as:

- Promoting and supporting the involvement of local people in the commissioning, the provision and scrutiny of services
- Obtaining the views of local people regarding their needs for, and experiences of, services and to make these views known to commissioners and providers of services
- Enabling local people to monitor the standards of provision of services and whether and how services could and ought to be improved
- Making reports and recommendations about how services could or ought to be improved which should be directed to commissioners and providers of services and people responsible for regulating services such as the Care Quality Commission(CQC)
- Providing advice and information about access to services so choices can be made about services
- Formulating views on the standard of provision and whether and how services could and ought to be improved, and sharing these views with Healthwatch England

An annual report, as directed by the Secretary of State, must be produced in relation to these activities at the end of each financial year, which must include details of expenditure.

HWR has a number of statutory rights that are related to the governance of other statutory bodies. The **Local Authority (Public Health, Health and Wellbeing Boards and Health Scrutiny) Regulations 2013** state that HWR can escalate a matter relating to the planning, provision and operation of the health service in its area, for review and scrutiny, to the **Health Overview Panel** of RMBC, which must acknowledge receipt and keep HWR informed of any action it takes.

The Health and Social Care Act 2012 states HWR has a right to attend RMBC's **Health and Wellbeing Board** and the **National Health Service (Quality Accounts) Regulations 2010**

3 (amended 2012) state that NHS service providers such as an NHS Trust must send HWR a draft version of their Quality Account by 30th April, which HWR may wish to provide a statement that has to be included in the appendix of the Quality Account. In accordance with the National Health Service Act 2006, if an NHS Trust is found to be financially unsustainable then the regulator **Monitor** will appoint a Trust Special Administrator who must offer to meet HWR and ask for a written response.

Critical features of good governance

The Board of Directors (hereafter Board), as the governing body, must act in accordance with the following good governance features:

- Clarity of purpose and priorities
- Clear, effective and transparent decision making processes
- Clarity of roles, responsibilities and accountabilities
- Effective strategic relationships
- Robust performance management and financial governance

What this will mean in practice is that HWR will implement the highest standards of Propriety involving impartiality, integrity and objectivity in relation to the stewardship of public funds, the management of the organisation and the conduct of its business. This will include adopting behaviours as published by the Committee on Standards in Public Life (1995) known as the ‘Nolan Principles’ as set out in the **Code of Conduct** and acting in accordance with the **Equality Act 2010** and **Freedom of Information Act 2000**. Anyone will have the right to express their views about the governance of HWR and the way it conducts its business by providing feedback, raising a concern or making a complaint.

Governance is a formal role and the Board of Directors require the appropriate mix of skills, knowledge and experience relative to the powers and duties set out in the Memorandum of Association to ensure due diligence. This requires HWR to have Directors:

- With adequate time and ability to invest in the organisation
- Whose values and goals are aligned with those of the organisation and have a balance of personalities
- With specialist knowledge and skills such as governance, IT, finance, legal and other professional areas that will broaden the expertise of the Board
- With diverse and relevant areas of expertise and experience that can provide a range of insights and perspectives and are complementary to the activities of the organisation
- Who have connections with key stakeholder groups that the organisation seeks to engage and influence

The Board should be expected to develop and adapt in line with the needs of the organisation. This will involve reviewing strategic direction, the role of the Board, active affiliates and the staff team, including and most importantly identifying opportunities to increase public involvement.

The principle aim of HWR’s governance structure and operational arrangements is to maximize participation from the public in the actual carrying out of HWR’s statutory functions. Consequently it is vital the Board and the staff team have the skills and expertise to engage with the public so that they can:

- **Inform** people about services that affects them by providing balanced and objective information
- **Consult** with people so that they have a direct say about decisions and services that affects them
- **Involve** people in the co-production of services including allowing people to see for themselves the results of their participation
- **Collaborate** with people so that alternatives to service delivery can shape service development (i.e. supporting grassroots led initiatives)
- **Empower** people to have a say in final decision making such as allowing communities to take action for themselves

In accordance with good governance, HWR will provide the public with opportunities to participate in processes for involving them in making relevant decisions. Please see appendix 3 for governance structure at Healthwatch Rochdale, This will include:

- Board meetings in public
- Advisory Group
- Task Group or other HWR project groups
- Stakeholder and community engagement activities
- Focus groups

- Surveys, questionnaires and consultations

Maintaining independence

HWR needs to be independent and accessible to all sections of the community. Specifically to be seen by the public as part of the community they live in and able to reflect the experiences that they have shared about services. To maintain this independence requires

HWR to behave in a particular way that enables it to listen to the voice of the community carefully and impartially. It is independence of purpose, voice and action which should set HWR apart from the statutory structures it works within, enabling it to effectively deliver its statutory functions as the consumer champion for health and social care.

Board of Directors

Term of Office

If a board member wishes to resign, they must give the Chair of Healthwatch Rochdale 3 months' notice before doing so that there are enough remaining board members remaining to continue the governance of the Healthwatch Rochdale Board.

In order to ensure a fresh and dynamic approach for Healthwatch Rochdale, no board member will be able to remain on the Board for more than 2 terms of office- 10 years. In this instance a board member must stand down for at least one year prior to re-applying as a Board member. Honorary Office bearers will need to stand down from office after a maximum of 10 years, with a statutory gap of one year prior to being able to hold an Honorary Office position once more. Ex staff members must be out of employment under Healthwatch Rochdale for 12 months prior to them applying for a position on the board. Board members can apply for a second term of office with agreement from the board members.

Removal from Office

Additional to being removed from office under any relevant legislation, Healthwatch Rochdale wish to make it clear that it is possible to remove a board member from office in the following circumstances:

- A board member does not attend three consecutive Board meetings (Exceptions will apply in the area)
- A Board member contravenes any of the Healthwatch Rochdale policies
- Removal from office will be discussed by the Healthwatch Rochdale board members.

Roles and Responsibilities of Healthwatch Rochdale Board members

The Roles of a Board of Board members

The Board of Board members is the governing body of an organisation and it holds the ultimate power and responsibility. Boards are made up of volunteers who have to set aside their personal interests giving their time and carrying out their duties for no payment. However, you should not be out of pocket financially for the work that you do. The organisation benefits from the objectivity such a board brings as well as the skills and experience of its members.

Board members and Management

The success of Healthwatch Rochdale depends to a large extent on the way board members discharge their managerial responsibilities. Within Healthwatch Rochdale the day to day management is delegated to the Chief Executive Officer.

It is important that the focus of board membership should be on 'governance' rather than management. Governance is concentrating on setting policy and longer term strategy, and monitoring and evaluation performance and progress.

The Board's duty is to act in the interest of the local population of the Borough of Rochdale. It should ensure that Healthwatch Rochdale has a clear direction and purpose and a sense of urgency to get on with the work it was established to do. The Board's duty is to set the strategic direction Healthwatch Rochdale, ensuring that the organisation lives up to its shared vision, aims, and values. Board members will be responsible collectively for the governance and strategy of Healthwatch Rochdale.

Please see appendix 2 - Scheme of delegation for CEO

The Board's role is to:

- Ensure that all Healthwatch Rochdale's activities are within the law
- Develop and agree organisational policies and review regularly.
- Develop and agree the organisational strategic plan
- Monitor financial performance
- Ensure the organisation has adequate resources
- Ensure the organisation's assets and other resources are protected and managed
- Ensure accountability as required by law
- Review annually the performance of the Board of Board members
- Act within the powers as set out in the *[name of the organisation's governing document e.g. constitution]*.
- Appoint staff
- Act as a court of appeal on personnel matters

In order to carry out its role the board must

- Meet as often as necessary for the proper administration of the organisation
- Seek professional and expert advice where necessary

Sources of help and advice

Board membership is about working together. No matter what happens, you will always have to try to get along with your fellow board members: this means listening to others board members and advisors, saying what you think and accepting the majority decision.

Keeping up to date on the facts - To do your job properly will involve finding out about the organisation - its services, staffing, future plans, what might affect its services and future funding opportunities and risks.

Healthwatch Rochdale is committed to providing ongoing training for both its staff and volunteers. Board Members are encouraged to join local and national networks.

References

The following publications were used to produce this document:

- Local Government Association: Establishing Local Healthwatch (Governance), 2012
- Local Government Association: Delivering effective local Healthwatch (key success features), 2013
- Local Government Association: Local Healthwatch Outcomes and Impact Development Tool, 2013
- Local Government Association: Local Healthwatch Governance (a self-assessment toolkit), 2015
- The King's Fund: Local Healthwatch (progress and promise), 2015
- Healthwatch England: Understanding the Legislation, 2015
- Healthwatch England: Maintaining Independence, 2015
- Healthwatch England: Draft Quality Statements, 2015

Appendix 1

Standing Orders

1. Introduction

1.1 These Standing Orders set out the rules and procedures by which the Healthwatch Rochdale (HWR) Board will conduct its business. They should be read in conjunction with HWR's Memorandum of Association, which they complement.

1.2 The Chair of the Board of Directors has a duty to ensure all Directors understand their responsibilities. These Standing Orders, as far as they are applicable, apply with appropriate alteration to meetings of any sub-committee established by the Board.

1.3 At any meeting, the Chair of the Board of Directors must have the final decision on the interpretation of these Standing Orders.

2. Interpretations and Definitions

2.1 These Standing Orders are made pursuant to the Health and Social Care Act 2012.

Any expression to which a meaning is given in the Act or in Regulations made under it shall have the same meaning in these Standing orders, unless the context requires otherwise. In addition:

“Board” means the Healthwatch Rochdale's Board of Directors, which consists of a Chair and Directors.

“Chair” is the person appointed to ensure that the Board successfully discharges its overall responsibility for the work of HWR. The Board may also choose to elect a Deputy or Vice Chair(s). Where appropriate the expression the “Chair” shall be taken to refer to the Deputy or Vice Chair, if the Chair is absent from the meeting or otherwise unavailable.

“CEO” is the senior HWR employee accountable to the Chair for the range of HWR business. The CEO is invited to sit with the Board and has the right to participate in, but not vote on, Board proceedings. At the time of writing the CEO is an employee of Healthwatch Rochdale

3. Composition of the Board

3.1 The Chair and Directors of the Board

3.1.1 The Board will comprise the Chair and a minimum of two other board members, no maximum number is provided in the Memorandum of Association

3.1.2 The process of recruiting and appointing directors will be determined by the Board. The appointment of the Chair and, if deemed necessary, Deputy or Vice Chair(s), will be by a simple majority of the Director's present at a relevant meeting determined by the Board.

3.1.4 The Chair is appointed for five years in the first instance, renewable once.

3.1.5 In appointing Director's, the Chair is responsible for:

A. Ensuring as far as possible that all Directors have relevant skills, knowledge and experience in order to discharge the Board's functions under section 45A of the Health and Social Care Act 2012.

B. Ensuring that the process of appointment is transparent and in accordance with criteria laid down by the Commissioner for Public Appointments' Code of Practice.

C. Having regard to the need to encourage diversity in the range of people appointed

3.1.6 The term of appointment of each director will be confirmed in the letter of appointment. Directors may be reappointed for a further term but are not eligible for further appointment until a term has elapsed.

3.2 Termination of Appointment

3.2.1 A Director may resign at any time by giving notice in writing to the Chair.

3.2.2 A person ceases to be a director as soon as:

A. A bankruptcy order is made against that person

B. is made with that person's creditors generally in satisfaction of that persons debts:

C. a registered medical practitioner who is treating that person gives a written option to the company stating that the person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

D. by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

E. notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

4. Conduct of Directors

4.1 Directors must act in accordance with the provisions of the Memorandum of Association and act in the best interests of HWR.

4.2 Directors are required to comply with HWR's Code of Conduct and act in accordance with other policies and procedures relevant to their role as a Director.

5. General Meetings of the Board

5.1 Convening General Meetings

5.1.1 Subject to the Memorandum of Association general meetings of the Board will be held at such times and places as the Board may determine.

5.1.2 The Board need not but may hold an annual general meeting.

5.1.3 The Chair may call a general meeting of the Board at any time, provided 14 clear days' notice is given.

5.3 Notice of General Meetings

5.3.1 Before each general meeting of the Board, a notice of the general meeting, specifying the business proposed to be transacted at it, must be delivered to every Director or sent by post, e-mail or fax to the correspondence address supplied by them, at least 5 Clear Days before the day of the general meeting. Supporting papers will, wherever possible, accompany the agenda.

5.3.2 The business of the general meeting will not be invalidated where any member fails to receive notification.

5.3.3 In the case of a general meeting being called by the Director in default of the

Chair, the notice must be signed by those Directors and no business can be transacted at the general meeting other than that specified in the notice.

5.3.4 Before each public general meeting of the Board, a public notice of the time and place of the general meeting, and the public part of the agenda, must be displayed on the HWR website at least five working days before the general meeting.

5.4 Chairing General Meetings

5.4.1 At any general meeting of the Board, the Chair, if present, will preside.

5.4.2 If the Chair is absent, or is disqualified from participating, the Deputy Chair will preside or, in the Deputy Chair's absence a Director chosen by the Directors will preside.

5.4.3 The decision of the Chair of the general meeting on questions of order, relevancy, regularity and any other matters will be final.

5.5 Quorum for General Meetings

5.5.1 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 two, and unless otherwise fixed it is two, these numbers are in addition to the Chairman of the meeting.

5.5.2 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start are not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

5.5.3 The chairman of the meeting must adjourn a general meeting if directed to do so.

5.6 Voting

5.6.1 The general rule about decision-making by directors is that any decisions of the directors must be either a majority decision at a meeting or a decision taken during a unanimous decision.

5.6.2. If-

A. the company only has one directors, and

B. no provision of the articles requires it to have more than one director,

The general rule does not apply, and the director may take decisions without regard to any of the provisions of the article relating to directors decision making.

5.6.3 A decision of the directors is taken when all eligible directors indicate to each other by any means that they share a common view on the matter

5.6.4 If the number of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

5.6.5 But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision making process for quorum or voting process

6. Setting the Agenda

6.1. The Chair will set the agenda for each general meeting.

6.1.1 The agenda will be sent to the directors at least 5 Clear Days before the meeting and supporting papers will accompany the agenda, but will certainly be dispatched no later than three Clear Days before the meeting

6.1.2 It is within the discretion of the Chair of a general meeting to allow urgent items not on the published agenda to be discussed at the relevant general meeting. The reasons for allowing such action should be indicated by the Chair.

6.2 Record of Attendance

6.2.1 The names of the Chair and directors present at the general meeting must be recorded in the minutes.

6.3 Minutes

6.3.1 the directors must ensure that the company keeps a record, in writing, for at least 10 years from the date the decision is recorded, of every unanimous or majority decision taken by the directors.

7. Conflicts of interest

7.1. If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

7.1.1 All conflicts of interest should be announced at the beginning of each board meeting and minutes taken on the conflict relating to any agenda items

7.1.2 The CEO will, at least annually, in March of each year, ask directors to confirm their interests for inclusion on the Register of Conflicts of Interests maintained by them. Nevertheless, directors should inform the CEO of any changes in their interests as they occur, both for the purposes of updating the Register and, if necessary, for formal reporting to the Board.

Appendix 2

CEO Scheme of Delegation

Healthwatch Rochdale board of directors delegate the day to day operational running of Healthwatch Rochdale to the CEO. Below is a list of reserved decisions that the board hold responsibility for:

Decisions reserved for the board

1. Alterations to constitution and rules, membership and governance structures
2. Appointment of board members; appointment of honorary officers; setting remanding for board committees and working groups
3. Setting the scheme of delegation and standing orders (including finance and contracts)
4. Approving and signing the annual report and accounts
5. Agreeing the scope, timetable and process for internal policy review
6. Agreeing the organisation's values, vision and mission
7. Approving the overall strategy and strategic direction
8. Approving the high level budget and any significant in-year changes to projected outturn

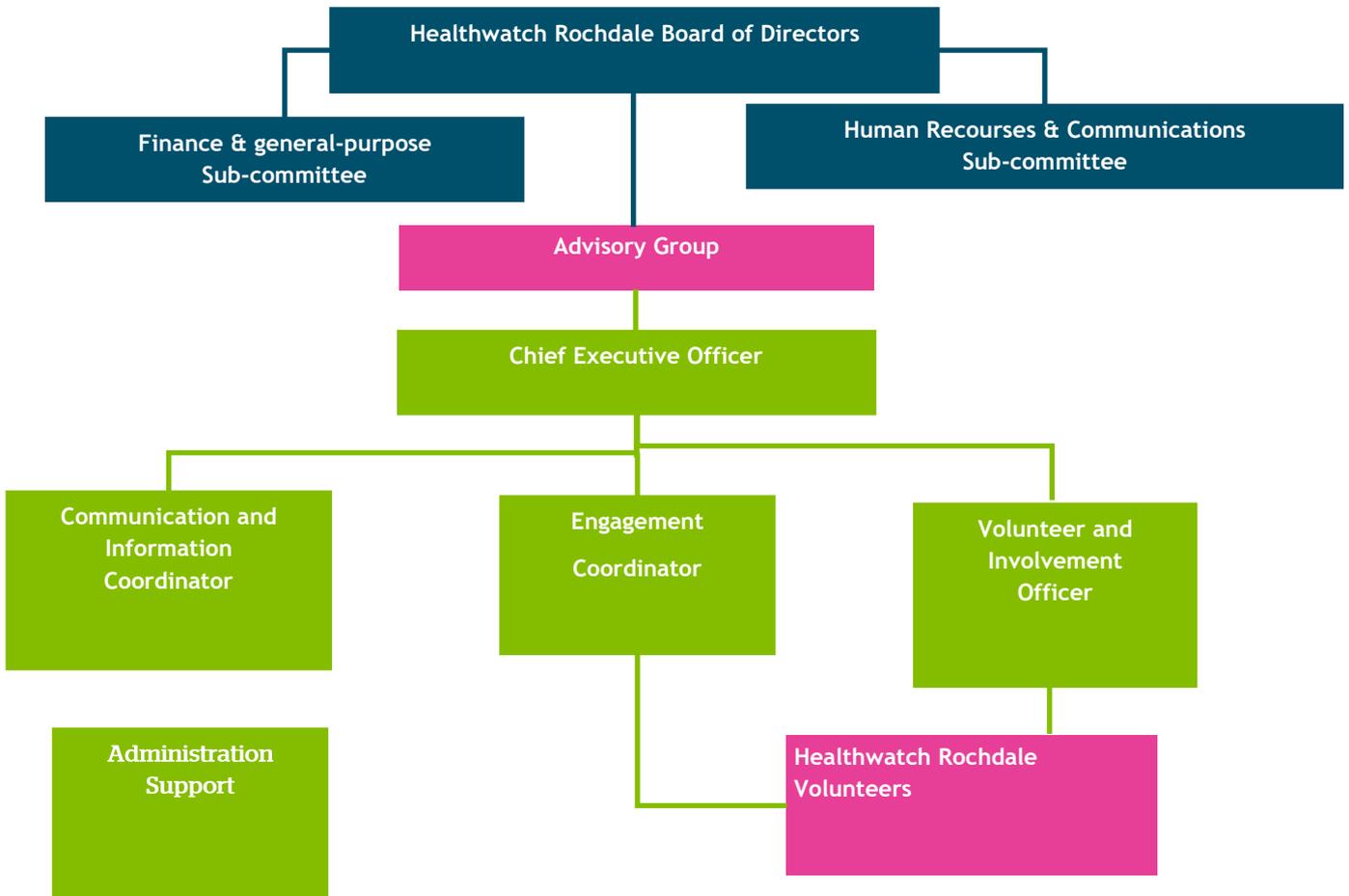
9. Agreeing the organisation's performance framework and the scope, timetable and process for performance monitoring
10. Approving and when appropriate (depending on level of risk) developing and negotiating formal partnerships and collaborations
11. Setting the principles for taking organisational 'policy positions' and where significant (depending on level of risk) agreeing and approving them
12. Approving the employment contract and agreeing any alterations to salary scales, terms and conditions
13. Approving significant changes to the management structure and senior management roles
14. Any other decision when:-
 - it sets a precedent
 - it could be considered a significant reputational issue
 - it could damage relationships with our members or stakeholders
 - it could be viewed as not 'party politically' neutral

Guiding principles for delegation

The scheme of delegation:

- ✓ Should be driven by risk
- ✓ Decision making should be at the lowest level possible, conducive to risk
- ✓ Should recognise statutory responsibilities
- ✓ should support timely decision making
- ✓ should recognise distinctive roles of board governance, and execution by management
- ✓ Should be supportive and add value to decision making
- ✓ The board cannot delegate its legal responsibilities

Appendix 3



The structure above highlights how Healthwatch Rochdale is governed.

Healthwatch Rochdale board of directors meet on a quarterly basis.

The Finance and general-purpose sub-committee and HR and communications sub-committees meet on a monthly bases to review any ongoing issues, they will then be reported back up the Healthwatch Rochdale Board. These meetings can be virtually.

The advisory group will hold both the board and the CEO accountable for issues they discuss during their meetings and final decisions on moving forward with specific work areas will be approved via the Healthwatch Rochdale quarterly board meeting. This group will also meet monthly.