

## Healthwatch Oxfordshire Board of Directors

Date of Meeting: May 26 <sup>th</sup> 2015	Paper No: 4
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Title of Presentation: Sub Group Terms of Reference for approval
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This paper is for	Discussion		Decision	x	Information	
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<p><b>Purpose and Executive Summary (if paper longer than 3 pages):</b></p> <p>This paper sets out the terms of reference proposed respectively by the Chairs of the: HR, Marketing, Projects and Strategy, Planning and Finance sub groups.</p>
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<b>Financial Implications of Paper: None</b>
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<b>Action Required: To approve the sub group terms of reference</b>
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<b>Authors: Chairs of Sub Groups Geraldine Shepherd, Eddie Duller, Tracey Rees and Paul Ader.</b>
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## **A. Proposed Terms of Reference of HR sub group for approval**

### **1. The Core Purpose**

To administer policies in relation to the management of staff and ensure that HWO operates in line with good HR practices. Policies will be developed and proposed by the sub-group working with the CEO, and will be ratified by the Board.

### **2. Role of the Group**

Responsibilities of the sub-group will include:

- An annual remuneration review.
- Introduction, implementation and review of an appraisal process for all staff and Board members including CEO.
- The identification of any training needs.
- Regular reviews of terms and conditions and HR policies to ensure they are compliant with legislation.
- The annual production of management data for the Board in relation to Human Resources such as number of starters, leavers, formal ER issues and sickness records.
- Overseeing recruitment of staff and board members.

### **3. Membership**

Chair: Geraldine Shepherd

Members: Jane Manley, Caroline King and Eddie Duller

### **4. Process**

Meetings will be quarterly, planned as two hour meetings starting at 2pm. It is recognised that it will be necessary to conduct business by email between meetings.

**B. Proposed Terms of Reference for the Marketing Sub Group for approval  
(please note these are subject to further review by the sub group on May  
20<sup>th</sup>)**

**1. The Core Purpose**

The Marketing sub-group is responsible for the Healthwatch Oxfordshire marketing strategy and its implementation.

**2. Role of the Group**

- To create an annual marketing plan to be agreed by the board, and then to oversee its implementation.
- To formulate a budget for agreement by the board to enact the annual marketing plan.
- To report to the Board on the progress of the implementation of the communications and PR strategy.
- To periodically review the annual marketing plan and monitor impact.

**3. Membership**

The membership of the group will be a minimum of three Directors, supported by appropriate members of staff.

**4. Process**

The group will meet at least four times per calendar year but may meet more frequently if required. The dates of the meetings will be agreed in advance.

## **C. Proposed Terms of Reference for the Projects sub group**

### **1. Core purpose**

1.1 The Projects Subgroup (hereinafter called the 'group') has been established in order to:

- a) Approve detailed proposals for projects initiated by Healthwatch Oxfordshire for submission to the full Board for approval to proceed.
- b) Monitor progress of projects initiated by Healthwatch Oxfordshire, and report on their progress to the full Board.
- c) Approve reports resulting from projects initiated by Healthwatch Oxfordshire for submission to the full Board requesting approval to publish.
- d) Oversee the fair and reasonable distribution of the designated project fund by inviting applications for funding for projects which promote seldom heard voices in health and social care in Oxfordshire.
- e) Select from those applications the ones which the group consider most satisfy their criteria.
- f) Monitor progress on funded projects and receive and comment on drafts of funded project reports.

### **2. Membership**

2.1 The membership of the group will be a minimum of 3 Directors appointed by the Board, and the Chief Executive. A member of staff will assist the group, review applications and take notes and circulate those notes not more than seven working days after the meeting.

2.3 The Chair of the Subgroup will be elected by the Board.

### **3. Process**

- 3.1 The group shall meet at least four times per calendar year but may meet more often if required. The dates of such meetings shall be agreed in advance by the group and published on the website of HWO.
- 3.2 Proposals for projects to be initiated by HWO, monitoring reports on those projects and draft reports arising from those projects shall be brought to the group by relevant staff members.
- 3.3 Applications for funds shall be made on forms approved by the group. These forms, considerations of due diligence and any other conditions or requirements shall be reviewed by the group from time to time, and be implemented subject to the approval of the Board.
- 3.4 The group will consider every application. In so doing they may request further information, defer decisions, approve or refuse any application.
- 3.5 The decision on approval of applications shall be by votes from members of the group. A simple majority will suffice for a decision. The chair will have the casting vote if needed.
- 3.6 The quorate for the group will be three members.
- 3.7 Any member of the group or person present at the meeting must declare any conflict of interest at the start of a meeting and shall not vote on that application. He or she may, subject to the agreement of the group, remain present when the application is reviewed but may not contribute to the discussion unless it be to answer questions which the group requests by way of factual information. Such questions and answers must be fully noted.
- 3.8 Members are expected to attend all meetings. Where this is not possible members are required to give sufficient notice where possible for a substitute member from the Board to attend in their place. Voting will be by members present.

### **4. Delegated Powers**

- 4.1 The group has delegated powers to make decisions with regard to allocation of fund grants, using the application process approved by the Board. Notes of all meetings will be presented for information at the following full Board Meeting.

4.2 The Chair of the group and the CEO have powers to sign off final versions of reports produced by groups in receipt of grants, so long as the group has approved a draft.

4.3 The group can approve proposals, monitoring reports and draft reports for projects initiated by HWO for submission to the full Board for approval, discussion and publication.

## **5. Duties**

The group shall:

5.1 Ensure that staff promote the existence of the fund.

5.2 Make recommendations on projects to be initiated by HWO to the full Board in accordance with the strategy set out by the finance and planning sub group.

5.3 Provide the full Board with reports monitoring progress on those major projects.

5.4 Approve drafts of resulting reports to go before the Board for approval to publish.

5.5 Allocate project funds in accordance with the strategy set out by the finance and planning subgroup.

5.6 Monitor the progress of allocated grants, and other project funding and keep the full Board informed of all decisions and progress on the grant funded projects.

5.7 Approve draft reports from all grant funded projects for comment before they are circulated to our external partners for accuracy checking and comment.

5.8 Delegate responsibility for final sign off and publication of reports resulting from grant funded projects to the CEO in consultation with the Chair of the Project Fund Subgroup.

## **D. Proposed Terms of Reference for the Strategy, Planning and Finance Sub Group**

The Strategy, Planning and Finance (SP&F) sub-group has been set up to oversee the production of a strategy, business plan, budget, management accounts, financial statements and annual returns for HWO and, where relevant, to monitor their delivery.

### **1. Specifically, the SP&F Sub-Group will:**

- a) Oversee production/annual refresh of a 3 year strategy and 1 year business plan to be brought each year to full Board for approval and adoption.
- b) Oversee drafting of an annual budget to be brought to full Board for approval and adoption.
- c) Oversee preparation of regular management accounts, and routine monitoring of plan delivery, and advise the full Board on any required variation in the business plan, forecast outturn and budget.
- d) Oversee preparation of the year-end financial statement and recommend approval by the full Board.
- e) Ensure appropriate annual returns are submitted.
- f) Oversee work to convert the CIC to a Charity (if agreed).
- g) Ensure HWO has appropriate processes for sound governance and effective management, is complying with these processes and is taking reasonable steps to mitigate avoidable risks.

### **2. Working arrangements for the sub-group**

- a) The SP&F sub-group will be made up of 5 board members and will be attended by 2 members of staff, usually the Chief Executive and the Head of Projects.
- b) Membership of the sub-group and appointment of the Chair will be confirmed by the board.
- c) The Chair may invite other board members or members of staff to attend / contribute to specific meetings.
- d) The Chief Executive will provide direct or delegated support to the Chair in co-ordinating meetings, ensuring they are properly documented and tracking completion of agreed actions.
- e) Papers for meetings will usually be circulated at least 1 week before each meeting.

- f) The sub-group will meet at least once every quarter and members may be asked to review and respond to written correspondence between meetings.

### **3. Powers of delegation**

- a) The SP&F sub-group will make recommendations to the full board for decision.

### **4. Agreement on recommendations**

- a) The Chair (or other director deputised to act as Chair) will seek consensus of all members of the sub-group attending a meeting on recommendations to be made to the full board. However, where this cannot be achieved within the required timeframe, recommendations will be put forward on the basis of a majority vote by members of the sub-group attending the meeting. In the event of a tie, the Chair (or acting Chair) will have a casting vote in addition to his or her own vote.
- b) Where any member of the sub-group disagrees with, or is concerned about, a recommendation (whether or not the member was in attendance at the meeting where the recommendation was made), s/he will be able to provide a concise note summarising his or her reason for disagreement or concern and have it forwarded to the full board alongside the recommendation. The Chief Executive will have the same ability in respect of any disagreement or concern identified by a member of staff attending the meeting.

### **5. Interdependencies**

The interface between the SP&F and Project sub-groups was noted. It is expected that:

- a) The SP&F sub-group will develop criteria for prioritisation of the work programme and for the level of budget available to the project group and that the project group will apply those criteria and make detailed decisions about spending that budget.
- b) The Project sub-group will monitor project delivery at an individual project level, and that the SP&F sub-group will monitor delivery of strategy.
- c) The Project sub-group will oversee adherence to project budgets and the SP&F sub-group will oversee adherence to the whole budget.

**ACTION: The Board is asked to approve the Terms of Reference for each of the sub groups.**