

Healthwatch Oxfordshire Board of Directors

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| Date of Meeting: October 14 th 2014 | Paper No: 4 |
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| Title of Presentation: Report from Constitution and Governance sub group |
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| This paper is for | Discussion | x | Decision | x | Information | |
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| <p>Purpose and Executive Summary (if paper longer than 3 pages):</p> <p>This paper asks the Board to discuss and amend the recommendations drawn up by the Governance and Constitution Sub Group in its meetings of September 9th and September 29th, in the light of feedback on the sub group's proposals from the voluntary sector. The minutes of these two sub group meetings are appended to the paper.</p> |
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| Financial Implications of Paper: None |
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| <p>Action Required:</p> <ol style="list-style-type: none"> 1. Agree the terms of reference for this group set out in Appendix 1 2. Note the minutes of this sub group set out in Appendix 2 and 3 3. Discuss and amend the recommendations made by this sub group as to engagement and governance structures that will facilitate effective delivery of our statutory and funding agreement as set out in the diagram at the end of Appendix 2, in the light of feedback received at the voluntary sector conference on October 1st 2014. 4. Agree the proposal of the sub group to use the October 28th Board workshop meeting to review in detail the implications of moving to a large form CIC, prior to adopting a new constitution at the November Board meeting. 5. Note the interdependency between decisions on this item, and on the paper on Board recruitment at item 6. 6. Require the sub group to bring full TOR for the proposed Reference Group to the November board meeting for approval. |
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| <p>Author:</p> <p>Rachel Coney</p> |
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1. Introduction

1.1 At its meeting of August 26th 2014, the Board agreed to establish a Constitution and Governance sub group. That group has met twice since the last Board meeting, on September 9th and September 29th. The draft TOR for the group, and the minutes of both its meetings are appended to this paper.

1.2 The sub group is proposing the following roles , responsibilities and engagement mechanisms , which are broadly in line with previous decisions made by the Board:

- **Board** - focused on making strategic decisions; decides work programme and priorities; accountable for what we do; employs staff; manages resources.
- **Reference Group** - a network of networkers; meets every 2 months; representative of communities of interest and geography; key mechanism for us to hear concerns; advises Board on strategy and priorities; voluntary sector members will be vital to its success.
- **Wider voluntary sector** - listening conferences twice a year; key mechanism for hearing concerns of wider voluntary sector community; recipients of grants; join mailing list; become organisational members; work in partnership with us on projects.
- **Hearsay event** - annual event to listen to users of social care services.
- **Volunteers** - to enter and view; be lay representatives on key decision making bodies; be our local eyes and ears; some will be in reference group
- **Extensive mailing list** -receive newsletters; used to seek views; informed about consultations and projects.
- **Membership** - way for the public and organisations to affiliate to HWO.

1.3 The diagram on p8 of this report sets out these proposals graphically.

1.4 The sub group expects that the Board will want to discuss and ammend the reference group proposals in the light of feedback received at the voluntary sector conference held on October 1st 2014. It may also wish to take account of feedback on the membership proposals when it meets to discuss the implications of moving to a large form CIC in depth on October 28th.

1.5 The voluntary sector proposed some changes to the reference group and voluntary sector conference proposals made by the sub group. The sector proposed fully representative bi-annual voluntary sector conferences that could advise on issues to be explored in depth by HWO at a series of themed reference group meetings through the year, rather than regular meetings of a reference group with a fixed membership . It suggested these themed meetings could be hosted by relevant provider organisations, held at venues around the county and supplemented by better sharing of information from existing forums with HWO, and outreach work by HWO with black and minority ethnic communities.

1.6 The sector also had mixed views about the proposal to operate a formal membership structure, with some attendees welcoming the proposal and others concerned about an organisation that is established to serve the whole population having a membership that it engages with differently.

1.7 The Board should note that even if ammended to take into account the conference feedback, the sub group's proposals would override the decision taken at the May 2014 board meeting to establish individual and organisational categories of membership in addition to becoming a large form CIC and establishing a Reference Group.

1.8 The Board is also asked to note that, even if ammended to take into account the conference feedback, the proposed ways of working would enable OCC to wind up the PIN, and for:

- Previous PIN reps to become Healthwatch Champions on partnership bodies
- PIN core group members to attend the reference group meetings of their choice and / or apply to become Directors.
- PIN members to be offered the choice of becoming CIC members and/or being added to the HWO mailing list.
- All PIN members to be invited to apply to become HWO volunteers.

1.9 The sub group now asks the Board to:

- i. Agree the terms of reference for this group set out in Appendix 1
- ii. Note the minutes of this sub group set out in Appendix 2 and 3
- iii. Discuss and ammend the recommendations made by this sub group as to engagement and governance structures that will facilitate effective delivery of our statutory and funding agreement as set out in the diagram at the end of Appendix 2 (p7 of 9), taking into account feedback received from the voluntary sector.
- iv. Agree the proposal of the sub group to use the October 28th Board workshop meeting to review in detail the implications of moving to a large form CIC, prior to proposing adoption of a new constitution at the November Board meeting.
- v. Note the interdependency between decisions on this item, and on the paper on Board recruitment at item 7.
- vi. Require the sub group to bring full TOR for the proposed Reference Group to the November board meeting for approval .

Healthwatch Oxfordshire Governance and Constitution Sub Group , Draft Terms of Reference

1. Core purpose

1.1 The Governance and Constitution Working Group has been established in order to:

- a) Review the governance arrangements of the Company and ensure we are fully legally compliant.
- b) Recommend a plan to the Board to move from a small form CIC to a large form CIC.

2. Membership

2.1 The membership of the group, as agreed by the HWO Board at its meeting of August 26th 2014, will be the Chair of the Board, the Vice Chair and the CEO.

3. Delegated Powers

3.1 The group has no delegated powers of decision making. It needs to make recommendations to the Board for agreement and adoption.

4. The tasks the group must fulfil

4.1 The group has been charged by the Board with:

- a) Being able to assure the Board at its October 14th 2014 meeting that it has reviewed the governance arrangements of the Company and that we are fully legally compliant.
- b) Making recommendations to the Board for transition from a small form CIC to a large form CIC by the March 2015 Board meeting.

5. Frequency of meetings

5.1 The group will meet as often as is required in order to fulfil its obligations within the timescales set, and will then be disbanded.

| Title: Minutes of the Healthwatch Oxfordshire Governance and Constitution sub group | |  | |
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| Venue: The Kings Centre | | Date: 9/9/14 | |
| Time: 1.30-4.00pm | Chair: Jean Nunn-Price | | |
| Minute Taker: Rachel Coney (RC) | | | |
| Attendees: Jean Nunn-Price (JNP) ; Dermot Roaf (DR); Rachel Coney (RC) | | | |
| Apologies: None | | | |
| Agenda item | Notes | | Action by |
| 1 | <p>1. TERMS OF REFERENCE</p> <p>i. The terms of reference were agreed subject to Deletion of section 6. The group agreed that the issues contained in that section did however need to be noted in the minutes of the meeting, and they are therefore copied below.</p> <p>ii. The deleted section of the TOR read as follows:</p> <p>6 Interdependencies</p> <p><i>6.1 In drawing up recommendations to the full Board for transition to a large form CIC, the group needs to take into consideration earlier decisions made by the Board, including, but not limited to:</i></p> <p>a) <i>The decision taken on February 11th 2014 to convert to a large form CIC</i></p> <p>b) <i>The decisions taken on May 13th 2014 to:</i></p> <p style="margin-left: 20px;">i. <i>Establish a Reference Group consisting of leaders of local voluntary and community sector organisations, including patient groups, to be used for consultation purposes and to seek intelligence about issues of concern to them and their members.</i></p> <p style="margin-left: 20px;">ii. <i>Recruit volunteers and seek their views on general topics, specific issues and how Healthwatch Oxfordshire conducts its business.</i></p> <p style="margin-left: 20px;">iii. <i>Establish two types of Network membership: organisational and individual, whereby:</i></p> <ul style="list-style-type: none"> <i>• any non statutory body operating</i> | | |

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| | <p>of our statutory and funding agreement as set out in the attached diagram - noting that this recommendation modifies decisions made about categories of membership made on May 13th 2014 .</p> <p>b) The recommendation made by this sub group that the Board adopt a large form CIC constitution at its November 2014 meeting.</p> <p>c) The recommendations made by the Recruitment Sub Group as to:</p> <ul style="list-style-type: none"> ○ Chair and Board roles and responsibilities ○ Board recruitment and selection strategies and procedures. <p>iv. JNP to provide RC with an updated large form CIC constitution to append to that Board paper for information.</p> | JNP |
| 3 | <p>3. Assurance that EASI Healthwatch CIC is operating legally</p> <p>i. The group agreed that, in reviewing the constitution for the small form CIC, it could assure the Board that EASI Healthwatch CIC was compliant in its operation with legislation and constitution requirements.</p> | |
| 4 | <p>4. AOB and Date of Next Meeting</p> <p>i. There was no AOB and it was not felt necessary to meet again before the next formal Board meeting on October 14th 2014.</p> | |

Appendix 2 - Minutes of Governance and Constitution Sub Group, 9/9/2014

- HWO Board**
- Sets strategy
 - Approves operational plan and work programme
 - Directs investment of HW resources
 - Ensures compliance with all relevant legislation
 - Can speak formally for the organisation
 - Directors must be CIC members
 - Aim for 8-12 directors
 - Members might represent HWO on partnership boards and bodies

- Volunteers**
- CHAMPIONS - promote HWO and its work; might represent HWO on partnership boards and bodies
 - AMBASSADORS - our eyes and ears across Oxfordshire;
 - ENTER AND VIEW- trained to help us do research with users of services in care settings

- Large Form CIC**
- Membership open to any individual
 - Opportunity to vote at AGM on some issues
 - In future may have powers to elect some Directors
 - As large as possible and aim to include everyone on our mailing lists

- Reference Group**
- Meets 4-6 times a year
 - Network of networkers
 - Eyes and ears of HWO across the County and across all interest groups
 - Feedback on local bubbling up activity
 - Alert HWO to local concerns
 - Advise HWO on strategy, operational plans and work programme
 - Aim for 30-40 members

- Voluntary Sector**
- Conferences twice a year
 - Some organisations on reference group
 - Grants from HWO to undertake focussed research with seldom heard groups and hold listening events



This diagram depicts the key groups HWO works with and how its governance structure could develop to facilitate that.

It will change over time. Eg: as the PIN is wound up and its functions pass to HWO its members will move to other categories.

People will be in more than one category. Eg: individuals may well be volunteers, on our mailing lists, already involved in engagement activity and members of a voluntary organisation

DRAFT FOR DISCUSSION AND CONSULTATION

| Title: Minutes of the Healthwatch Oxfordshire Governance and Constitution sub group | |  | |
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| Venue: Common Hall Café, County Hall | | Date: 29/9/14 | |
| Time: 1.30-4.00pm | Chair: Jean Nunn-Price | | |
| Minute Taker: Rachel Coney (RC) | | | |
| Attendees: Jean Nunn-Price (JNP) ; Dermot Roaf (DR); Rachel Coney (RC) | | | |
| Apologies: None | | | |
| Agenda item | Notes | Action by | |
| 1 | <p>Constitution - Reference Group</p> <p>This meeting had been called specifically to consider the extent to which the proposed reference group should be formally enshrined in the constitution of the CIC.</p> <p>It was agreed that, for the time being, the Reference Group should operate with clear terms of reference, but that these should not be enshrined in the Constitution for a further 6-12 months, until we establish how best to make this group work.</p> <p>RC to draft TOR after the voluntary sector conference for agreement by the Board in November.</p> | RC | |
| 2 | <p>Constitution - other issues</p> <p>It was agreed to propose focussing the next board workshop session (October 28th), on detailed scrutiny of the proposed changes to the constitution to become a large form CIC.</p> <p>If this is agreed at 14/10/2014 Board meeting, JNP will prepare a succinct and clear briefing outlining :</p> <ul style="list-style-type: none"> • Why we should make this change • What will be different in terms of how we operate • The powers the change would give to members • Proposing formal adoption of the new constitution at the November board meeting. | JNP JNP | |
| 3 | <p>5. AOB and Date of Next Meeting</p> <p>ii. There was no AOB and it was not felt necessary to meet again before the next formal Board meeting on October 14th 2014.</p> | | |