

Ian Buckmaster

17/03/2014 14:06

Directors' decision

To Dean, Anne-Marie • Smith, Joan • Patel, Hemant

This email confirms a decision of the Directors, acting collectively other than at a Board meeting, to adopt the attached summary of the Company's governance arrangements in place of all previous arrangements.

Kind regards

Ian Buckmaster, MA FCIS
Executive Director & Company Secretary

Havering Healthwatch Limited
A company limited by guarantee
Registered in England & Wales no.08416383

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Management Structure

Management Board

Role:

- To manage the corporate and financial affairs of Healthwatch Havering as a limited company and employer, and in exercising statutory functions
- To ensure due and proper compliance with the Companies Acts, the Health & Social Care Act 2012 and the Local Government & Public Involvement in Health Act 2007, and all other relevant regulations and regulatory requirements
- To liaise with the Havering Council as funder of Healthwatch Havering
- To authorise (and where appropriate to withdraw authorisation of) Directors, Lead Members and Active Members to undertake activities on behalf of Healthwatch Havering, including (but not limited to):
 - Representing Healthwatch Havering at meetings
 - of Havering Council
 - with other Healthwatch organisations at local, regional or national level
 - with other local authorities
 - of relevant NHS bodies
 - carrying out “Enter and View” of premises and facilities within the purview of Healthwatch Havering
 - meeting with community groups and charitable and other voluntary organisations with interests in Health and Social Care issues
 - To prepare the Annual Report of Healthwatch Havering
 - To approve all statutory and other returns required of Healthwatch Havering as a limited company

Membership: Chairman, Company Secretary and Director (Quorum: 2)

Frequency of meetings: The Management Board will meet monthly in private.

Strategy, Governance and Assurance Board

Role:

- To ensure there are appropriate tools and mechanisms in place to enable any individual to express their views and concerns about the local health and social care services and ensuring that this contribution is recognised and helps to build a picture of local services.
- To ensure that appropriate support is available to provide people with information about their choices and what to do when things go wrong; information about local health and care services and how to access them
- To provide authoritative, evidence-based feedback to organisations responsible for commissioning or delivering local health and social care groups, and support Clinical Commissioning Groups to make sure the services really are designed to meet individual's needs.

- To ensure the views and experiences of patients, carers and other services users are taken into account by the Health and Wellbeing Board when local needs assessments and strategies are being prepared.
- To promote public health, health improvements and tackling health inequalities
- To alert Healthwatch England, Care Quality Commission (CQC) and/or other statutory regulators to concerns about specific care providers
- To work with the CCG and Havering Council to develop a consistent set of quality standards that support best practice and define good outcomes.
- To ensure sound stewardship of the funds and working methods of the organisation
- To support and develop the members of Healthwatch Havering, enabling them to become vibrant and effective ambassadors on behalf of their local communities.
- To receive and consider reports from the Directors, Manager, Lead Members and others on matters of interest, and to advise the Management Board thereon, including (but not limited to):
 - Outcomes of "Enter and View" exercises
 - Public consultations
 - Presentations to, and other activities with, local community groups and charitable and other voluntary organisations with interests in Health and Social Care issues
 - Reports from Healthwatch Havering representatives at meetings of local authority and NHS bodies
 - Determining the action to be taken, if any, in the light of such reports
- To approve the Annual Report of Healthwatch Havering
- To approve all formal reports by Healthwatch Havering to any local authority or NHS bodies

Membership: Chairman, Company Secretary, Director, Manager and all appointed Lead Members (Quorum: 50% of appointed membership, plus 1, provided 2 Directors are present)

Frequency of meetings: The Strategic, Governance and Assurance Board will meet monthly, usually immediately following the monthly Management Board meeting. Meetings will be held in private but other Members of Healthwatch Havering may be invited to attend as required to discuss matters of particular interest.

General Meetings

In accordance with the Companies Acts and the Articles of Association of Havering Healthwatch Limited, General Meetings of the Members of the Company may be convened from time to time.

As required by Article 33.2, notice of any such general meeting shall specify the time, date and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it.

Annual General Meeting

An Annual General Meeting (AGM) of the Members of the Company shall be convened on a date agreed by the Strategic, Governance and Assurance Board in June of each year.

The business to be transacted at the AGM shall comprise:

1. The Minutes of the preceding AGM and any General Meeting held subsequently.

2. Reception, and if thought fit, approval of the Annual Accounts of the Company and any auditor's report thereon.
3. Approval of the Annual Report of the Company, agreement to its formal submission to the authorities to whom it must be submitted and authorisation of its general publication.
4. Endorsement of the Work Plan for the ensuing year.
5. Consideration of any resolutions to be proposed, of which due notice shall have been given.

Committees

The Strategy, Governance Assurance Board may, with the approval of the Management Board, establish such Committees as they think fit. Such Committees may be permanent or set up for a specific task, then dissolved.

No Committee shall have power to commit Healthwatch Havering (or Havering Healthwatch Limited) to expenditure without the approval of the Company Secretary.

The terms of reference of all Committees shall be agreed by the Board (but may be altered and amended subsequently), subject to approval by the Management Board.

Lead Members

Lead Members:

- Are Senior volunteers who help to provide the leadership, governance and accountability framework
- Ensure that Healthwatch Havering is inclusive and reflects the diversity of the community it serves
- Will take the lead in running and co-coordinating specialist teams of Active Members
- Will give authoritative, evidence based feedback to organisations responsible for commissioning or delivering local health and social care
- Will develop specialist knowledge and expertise which will enable Healthwatch Havering to alert commissioners, Healthwatch England and CQC where appropriate, to concerns about specific care providers, health or social care matters
- Will be play an active part in the management of the Company as members of the Strategy, Governance and Assurance Board

Lead Members will be appointed for the following Service specialisms:

- Social Care
- Hospital
- Mental Health - Dementia
- Mental Health - Learning Disability
- Over 50's
- Quality, Safety and Risk
- Young People
- General Practice

- Community and Disability groups and community-based dental, pharmacy and optometry

In addition, there will be **three** Facilitators of Lead Member status, advising across all specialisms on

- Black and minority ethnic issues
- Communications
- **National Policy**