

MINUTES

of a meeting of the Management Board
22 January 2019 (1pm-2pm)

Present:

Directors:

Anne-Marie Dean, Chairman
Ian Buckmaster, Company Secretary

Carole Howard, Office Administrator
Bev Markham, Community Support Officer

Members June Alexander, Carol Dennis, Maria Dugdale, Jenny Gregory, Dildar Khan, Emma Lexton, Di Old, Vivien Saxby, Jennifer Smith and Ron Wright. Prospective member Vivienne Miles was also present.

Apologies were received for the absence of: Hemant Patel (Director), Mary Bell, Helena Cowin and Robby Levitt

All resolutions were passed unanimously

362 MINUTES OF LAST MEETING

The minutes of meeting of the Board held on 15 October 2018 were confirmed as a correct record and the Chairman was authorised to sign them.

363 DECLARATIONS OF INTEREST

There were no declarations of interest in business before the meeting.

364 OUTSTANDING ACTIONS

Action item 53 – 29/5/18 The Governance Review had been suspended pending the bid for the Contract for 2019-24/6 (but see also minute 367 following)

365 CHAIRMAN'S REPORT

The Chairman reported that:

- 1 Healthwatch England had been contracted by NHS England to undertake consultation and publicity work about the new NHS 10 Year

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plan and had made funds available to all local Healthwatches to support this work.

This would support work on children's mental health as part of the Work Programme for 2019/20.

- 2 The Health and Wellbeing Board was beginning to work better. It had endorsed the division of the borough into three localities in which services would be integrated across health and social care. Healthwatch would have a role to play in this.
- 3 The Chairman and the Executive Director had the previous day participated in a Parliamentary Reception arranged by Healthwatch England at the House of Commons. They had met two of the borough's MPs, Andrew Rosindell and Julia Lopez (the third, Jon Cruddas, had been unable to attend), and had discussed the work of Healthwatch with them. Mr Rosindell had Tweeted about the meeting.
- 4 Work continued with the CCG, East London Health Care Partnership and Havering Provider Alliance (PA). The CCG was considering contracting directly with the PA for services that would then be delivered by its members.
- 5 The Council had announced that they would be seeking bids for the provision of Healthwatch from 1st April 2019, for five years with the possibility of up to two years extension. The Directors would be considering the Company's position as regards submitting a bid for that contract. Some of this work would help BHRUT reduce its financial deficit. Healthwatch had proposed that care homes be added to the PA's membership.
- 6 The effects of the Review of Service for Visually Impaired People continued to be felt. The Chairman and the Executive Director had attended a further meeting of the North East London Eye Health Network to hear a report on progress with the Review's recommendations. It now appeared that not only were the recommendations leading to improvements in North East London but they were having influence across the rest of London. A particular issue was that confusion had been identified over referrals to Moorfields for emergency attention; arrangements were now being made to develop emergency eye care on a rotating basis among general hospitals across London to avoid unnecessary referral to Moorfields.

366 FINANCE REPORT

The Company Secretary submitted the Finance Report for December 2018. £9,955 had been spent on Healthwatch activity.

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367 BID FOR NEW CONTRACT

As noted at the last meeting, Havering Council had decided to seek bids for a new contract for the provision of the Healthwatch service from 1 April 2019. At that stage, nothing was known of the specification of the new contract.

Bids were invited on 12 November, with a closing date of 10 December. The Directors decided that the Company, as the incumbent Healthwatch organisation, should submit a bid.

The Company had recently been informed that, after careful and detailed consideration, the bid submitted by the Company had been successful and a letter of intent to award the contract had been received. The award could not be confirmed until a “standstill period” had expired in early February.

At this stage, the details of the contract therefore remained to be fully negotiated and it was still in the “subject to contract” stage. There were, however, a number of steps that would need to be taken in preparation for the contract to begin on 1 April (less than 10 weeks away) and time constraints meant that they would have to begin before the contract was finalised and signed. The Board was now invited to agree to various actions to implement them.

Company status and name

The contract requires the Healthwatch provider to be a Community Interest Company (CIC). CIC status was intermediate between a commercial company and a charity. Havering Healthwatch Limited was currently a “company limited by guarantee (CLG)”, which many charities also were, but CIC was an enhanced status. Essentially, the difference between a non-charitable CLG and a charitable CLG was that the latter had constraints upon the way in which its funds, and particularly its tangible assets, would be dealt with in the event of the company/charity becoming insolvent. CIC status applied the same constraints as charitable status without conferring it.

The way that the Company’s business was structured precluded applying for charitable status.

It would therefore be necessary for the Company to apply for CIC status. This would require a small change in the Company’s name (to “Havering Healthwatch CIC”, dropping the word “Limited”) and the adoption of new Articles of Association. Fresh registration would be required at Companies House as a CIC; this process would be straightforward and would cost £35 in registration fees.

In order to authorise the re-registration, a special General Meeting of the Company would be needed. There were specific legal requirements around this process, necessitating 14 days’ notice of the meeting and that at least 75% of those voting vote in favour.

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In order for this to be in place in time for the commencement of the contract on 1 April, even though the process should be straightforward, the special meeting would have to be held in mid-February. This would allow time for the legal requirements to be observed, and for the registration process to be completed in time.

The date proposed for the special meeting was 12 February 2019, at 2pm.

The Board agreed that the special meeting be held on 12 February 2019 and authorised the Company Secretary to convene it.

Member training

The contract was expected to set out training requirements with which members would be expected to comply. These requirements, broadly, matched the existing training programme for new members (and refreshers for existing members) such as Enter & View, Safeguarding, Mental Capacity and DoLS.

It will be necessary, however, to ensure that all members were trained (or had refresher training if necessary) to the level required by the contract.

The Board agreed that a (re)training programme be implemented as soon as possible.

Review of policies

The Board was reminded that Healthwatch had a number of procedural policies. Those relating to Data Protection had been updated in 2018 in preparation for the introduction to the General Data Protection Regulation, but others had not been reviewed and updated, many since 2014.

It was therefore proposed that the following policies be reviewed with a view to updated versions being available by 1 April at the latest:

- Complaints handling
- Dealing with the media
- Declaration of interests
- Enter & View – code of conduct
- Enter & View – policy
- Equality and diversity
- Escalation of concerns
- Expenses
- Freedom of Information
- Health and Safety
- Relevant Decision Making

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- Safeguarding
- Whistleblowing

The Board agreed that the policies be reviewed

Governance Review

At the meeting of the Board in May 2018, it had been agreed that a review of the governance of Healthwatch should be undertaken. Healthwatch England had published a “Good Governance Toolkit” which it was agreed would be used as the basis for that review. Jenny Gregory, Di Old and Ron Wright (“the team”) had agreed to undertake the review.

Although work had begun on the review, and the team had met the Directors individually to discuss various issues arising, it was suspended when Havering Council announced their intention to invite bids for the Healthwatch Service contract.

Some of the issues that had been identified by the team during their initial work had since been resolved or rendered unnecessary by the decision to seek a contract. But the need to ensure that governance was effective remained and it was proposed that the team be asked to review specifically the structure and relationship between the Directors, the Management Board and the Enter & View Panel to ensure that they remained fit for purpose.

The Board agreed to ask the team to resume the review, concentrating on members’ involvement in governance, through the Management Board and Enter & View Panel, and their relationship with the Directors.

Conduct of special General Meeting

The required changes in the Company’s status required approval by members at a special meeting. At least 75% of those voting at the meeting would need to be in favour of the changes.

It was likely that not all members would be able to attend the meeting. Normally, that would not be a problem but the changes needed to comply with the terms of the contract were significant and it was desirable that everyone should be able to vote on them. Accordingly, it was proposed on this occasion to invite those members unable to attend in person to vote by proxy. A form would be provided with the agenda for this, with instruction as to how to return it to the office (to be received 48 hours before the meeting begins).

The form would enable a member to nominate a proxy to vote on their behalf. This could be the Chairman of the meeting, another member who would be present, or someone who was not a member of the Company but who was attending for the express purpose of voting as a proxy. The form would require a member to indicate how their proxy should vote and the proxy is bound to vote that way.

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If a proxy were appointed but the appointing member was able to attend after all, the proxy would not be able to exercise that vote.

The Board approved the use of proxy voting on this occasion and to authorise the Company Secretary to arrange accordingly.

368 SCHEDULE OF MEETINGS, 2019

The dates proposed for meetings of the Board in 2019 (subject to the Company retaining the Healthwatch Havering contract) were:

12 February (to be combined with a special General Meeting of the Company)

9 April (possibly combined with an Awayday)

25 June (combined with Company AGM)

10 September

5 November

17 December

As ever, these dates would be changed if circumstances so require.

369 THE LATE DIANE MEID

The Chairman referred to the recent death of Diane Meid and paid tribute to her service to Healthwatch. A number of members had attended a Memorial Service for her at the Romford Synagogue, at which a eulogy was delivered on behalf of Healthwatch by the Company Secretary.

Chairman
12 February 2019