

## **Directors Meeting 19.2.2016 Appendix 7**

### **Participation of the Public in the Board meetings of Healthwatch Worcestershire**

**Lead Director: Jo Ringshall**

#### **Background Information**

Healthwatch Worcestershire [HWW] is a social enterprise and as a legal entity is constituted as a private company limited by guarantee. The responsibilities of its Directors towards the company are therefore governed by the Companies Act and associated legislation.

Although HWW is not a public body, its Directors are committed to governing the company transparently and therefore unanimously agreed to conduct in public those Board meetings which addressed issues in which patients, service-users, carers and the public generally may have an interest. To do so HWW put in place the 'Board Meeting in Public' [BMiP] with governance arrangements developed on NHS/Local Authority practice including provision for public participation. That decision did not prevent the Directors from meeting in private to deal with issues of company business.

Therefore, to date the Directors have governed the business of HWW through a combination of Board Meetings in Public and Directors meetings. Whilst the Directors meetings were originally held as a closed session, since the appointment of co-opted members from the company membership scheme, the Directors meetings have been held in the presence of the co-opted members. A closed session to address confidential issues from which the co-opted members are excluded is held as required.

#### **Board Meetings in Public**

The BMiP have been rotated around the major centres of population in the county and as evidenced by attendance have presented an opportunity for HWW to engage with the public. They have provided the community with the opportunity to scrutinise the work of Healthwatch Worcestershire and the role of the Directors and Officers.

However, the administration of the BMiP, which are run along quasi NHS/Local Authority procedures eg the advance publication of agenda and papers has challenged the limited resources of HWW. Whilst HWW aspired to hold six BMiP a year it has not managed to achieve this.

The BMiP were originally conceived as a way of involving the public in making decisions on local Healthwatch activities. However, experience has meant that the regularity with which those decisions have had to be made has required us to find other ways of involving the public such as using task & finish groups or taking decisions at Directors meetings where the co-opted members are present.

Presentation of HWW's performance has been a regular feature at BMiP, providing an opportunity for the public to hold HWW to account.

The new contract to deliver local Healthwatch services from April 2016 and need to deliver efficiencies whilst maintaining or improving on HWW's engagement with patients, service users, carers and the general public.

The size and scope of the Reference & Engagement Group provides an opportunity to develop the process by which HWW is held to account by patients etc, whilst meeting some members wish to meet more regularly with HWW.

## **Recommendations for future participation of the public in Board meetings**

### **Recommendation 1**

The current arrangements for the BMiP are discontinued wef 1 April 2016 and replaced by the arrangements set out in the following recommendations.

### **Recommendation 2**

Wef 1 April 2016 the Directors Meetings are renamed Board Meetings, and that Board Meetings are held in open or closed session with a presumption that business will be conducted in open session unless it is of a confidential nature eg involves legal advice, is an HR matter or a commercially sensitive issue etc.

The open session of the Board meeting should constitute the Directors as the voting members, and the Chief Operating Officer and Co-opted Members as non-voting attendees. The public should be permitted to attend to observe the meeting and participate at the discretion of the Chair.

Attendance at the he closed session of the Board meeting should be limited to the Directors as voting members, and the Chief Operating Officer as a non-voting attendee.

### **Recommendation 3**

That Board meetings should be held bi-monthly at the Company's registered office at the Civic Centre Pershore.

The agenda for both sessions and available papers for the open session should be published on the website 7 days before the meeting.

The agenda for the open session should include an item for public participation [the existing governance arrangements for public participation in BMiP should work for the Board meeting provided they are complied with - reproduced at appendix 1 below for discussion].

The approved minutes of the open session should be posted on the website.

### **Recommendation 4**

HWW holds 4 meetings a year, to present the quarterly performance report to the public. One of these meetings should be the Annual Conference, and the meetings, with the exception of the Annual Conference, should be rotated about the county's major centres of population.

HWW Volunteers and the membership of the Reference & Engagement Group should be the Core invitees to the meetings, as well as general promotion to the public.

It is envisaged that the meetings, with the probable exception of the Annual Conference for logistical reasons would be held in community facilities, and be of 3 hours duration.

This would provide opportunity for engagement on business priorities or, for example presentations on contemporary health and social care issues.

#### **Recommendation 5**

Whilst HWW should commit to give effect to the governance arrangements in the above recommendations the arrangements should not fetter the Directors in their legal duties to HWW. Therefore the governance arrangements in the recommendations may be departed from where it is reasonable in all the circumstances to do so. Eg Directors may call a meeting at short notice if they deem it necessary to fulfil their duties.

Appendix 1.

#### **Rules for the good governance of a Board meeting in public**

Healthwatch Worcestershire will publish the time, date and venue of Board meetings in public at least 28 days in advance of the meeting.

The agenda for a Board meeting in public and any supporting papers will be published on the Company's website 7 working days in advance of the date of the meeting. Copies of the agenda and supporting papers will be made available at the meeting on request.

Agenda items will be those matters, which in the opinion of the Directors, are of interest to the community. The Directors will consult the Reference & Engagement Group in preparing the agenda.

A Board meeting in public will normally be scheduled for 90 minutes of which 30 minutes will be allocated for public participation.

In order for the Board to provide an effective response to matters addressed to the Board the Directors recommend that the Company Secretary should be given a minimum of 2 working days' notice together with a written summary of the issue in no more than 500 words. This does not preclude a member of the public addressing the Board without notice with permission of the Chairman.

A member of the public will be expected to limit their contribution to a maximum of 5 minutes. This can be extended at the discretion of the Chairman.

Those attending or participating in a Board meeting in public will be expected to conduct themselves in an appropriate manner. The Chairman reserves the absolute right to request a member of the public to leave the meeting if their conduct disrupts the business of the meeting.

A note of a Board meeting in public will be prepared by the Company Secretary for approval by the Directors and publication on the Company's website within 28 days of the meeting.

#### **Social Media**

The Directors and those attending a Board meeting in public should be aware of the potential for those attending to publicly comment on the business of the meeting using social media channels such as Twitter.