

Members of the Board are asked to:

1. Note the contents of the draft constitution
2. Agree to adopt the constitution

This paper contains the draft constitution for Healthwatch Newcastle.

The constitution has been drafted with the assistance of Newcastle Council for Voluntary Service specialised services, and sets out the objects, powers and duties to ensure Healthwatch Newcastle is transparent and accountable.

Board members are asked to consider this draft and agree to adopt it, or suggest amendments where necessary. Board members are also asked to delegate approval of the final version to the Chair and Chief Executive.

# HEALTHWATCH NEWCASTLE CONSTITUTION

1. This constitution sets out the details, procedures and rules as to how Healthwatch Newcastle will carry out its governance.  
Healthwatch Newcastle is co-hosted by Newcastle Council for Voluntary Service (Newcastle CVS) and Involve North East.

## 2. **Objects**

The objects of Healthwatch Newcastle are:

- (a) to develop public, patient, service user and carer engagement in the design and delivery of health and social care service in Newcastle;
- (b) to identify key issues of concern in relation to the quality of health and social care services; and
- (c) to work on behalf of the public, patients, service users and carers to influence health and social care service providers to improve the quality of the services that they use.

## 3. **Area of benefit**

The area of benefit are users of health and social care services provided to the residents of Newcastle upon Tyne and surrounding areas.

## 4. **Powers and duties**

- 4.1 Apply funds to carry out the work of Healthwatch Newcastle.
- 4.2 Hire or lease premises for the activities of Healthwatch Newcastle.
- 4.3 Hire, lease or buy equipment for the activities of Healthwatch Newcastle.
- 4.4 Cooperate and work in partnership with other agencies and organisations, and exchange information with them.
- 4.5 Produce an annual report on activities and finance and send a copy to NHS England, relevant Clinical Commissioning Groups and Healthwatch England, among others specified in the legislation.
- 4.6 Do anything else within the law that is necessary in carrying out its objects.

## 5. **Role, responsibilities and functions**

- 5.1 The functions of a local Healthwatch are statutory as set out in the Health and Social Care Act 2012. They can be summarised as follows and are the functions of Healthwatch Newcastle:

- (a) promote and support the involvement of a diverse range of people in monitoring, commissioning (planning and buying) and providing social care and health services;
- (b) obtain the views of the wider community about their needs and experiences of local social care and health services and make those views known to those in commissioning and delivering services;
- (c) provide information and signposting to the public about accessing social care and health services;
- (d) make reports and recommendations about how social care and health services could or should be informed; and
- (e) provide information that supports Healthwatch England in its role to understand the needs, experiences and concerns of people who use services and speak out on their behalf.

5.2 Healthwatch Newcastle has two seats on the local authority statutory Wellbeing for Life Board (Health and Wellbeing Board).

5.3 The organisation of tasks that are needed to carry out and deliver all functions and activities will be determined and agreed by the Healthwatch Newcastle Board.

## **6. Equality, diversity and inclusivity**

Healthwatch Newcastle is committed to ensuring that any individual or organisation in Newcastle upon Tyne has an equal opportunity to participate in its activities. This means that Healthwatch Newcastle will be aware of and responsive to issues of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion and belief, sex and sexual orientation. Healthwatch Newcastle will respect diversity beyond what is required by equality legislation, for example, socio-economic background, political orientation, nationality, educational or professional background and working style. Healthwatch Newcastle will not create barriers, treat unfairly, or discriminate against any individual or organisation on any of these grounds. Healthwatch Newcastle will strive to ensure participants feel valued and included and will actively seek to engage and involve in its activities groups who are underrepresented in patient and public involvement on health and social care issues.

## **7. Appointment of Board members**

7.1 To be eligible for Board membership of Healthwatch Newcastle you must be over 18 years of age and be:

- (a) an individual living or working in Newcastle upon Tyne; or
- (b) a representative of a community and voluntary group with a base in Newcastle upon Tyne; or
- (c) a representative of a national or regional organisation with a base or focus in Newcastle upon Tyne; or

(d) a representative of a private sector organisation with a base in Newcastle upon Tyne.

- 7.2 The minimum number of Board members shall be 3 and the maximum shall be 12.
- 7.3 3 of the 12 spaces are allocated specifically to representatives of a community and voluntary group that is based or active in Newcastle upon Tyne.
- 7.4 Any person who is willing to act as a Board member, and is permitted by law to do so, may apply in writing and attend an interview with a panel which includes the Chair. If selected, the person will be a Board member for a term of 3 years.
- 7.5 Board members will also be approved for reappointment to the Board at the annual general meeting. There will be no limit on the number of times a Board member can be re-appointed.
- 7.6 The approval will be held by a show of hands by the Board members at the annual general meeting.
- 7.7 At the first Board meeting after the annual general meeting each year, the Board members must nominate from among themselves a Vice Chair.
- 7.8 The Chair will be appointed following a full recruitment process.
- 7.9 The Board shall also have the power to invite others to attend Board meetings in an advisory capacity either on a meeting by meeting or on-going basis.
- 7.10 A Board member may be removed if they break the Healthwatch Newcastle Code of Conduct and all the other Board members agree that it is in the best interests of Healthwatch Newcastle. The Board member has the right to be heard by the Board before a decision is made.
- 7.11 The Board members will not be remunerated but will have the right to claim reasonable expenses.

## **8. Board members authority**

- 8.1 The Board members shall manage the business/activity of Healthwatch Newcastle.
- 8.2 The Board members may delegate any of their powers or functions to a subgroup of 2 or more Board members but the terms of the delegation must be recorded.
- 8.3 The Board members may delegate authority to staff to carry out tasks or make decisions in accordance with specific terms of reference for such delegated authority.

## **9. Proceedings of Board meetings**

- 9.1 The principle of all meetings of Healthwatch Newcastle is consensus.
- 9.2 The Board will meet four times per year. The Board will hold two meetings a year in public to discuss health and social care services and two in private to discuss Healthwatch Newcastle business.
- 9.3 Board members and the public must be given at least 14 days' notice of Board meetings and at least 21 days' notice for the annual general meeting.
- 9.4 No decision may be made by a meeting of the Board unless a quorum is present. The quorum shall be 5 or one third of the total number of Board members, whichever is greater.
- 9.5 Questions arising at the meeting that cannot be agreed by consensus shall be decided by a majority of votes. The Chair will exercise a casting vote.

## **10. Proceedings of AGM**

- 10.1 There will be an annual general meeting (AGM) of the Healthwatch Board held every year in public and these will normally occur between September and December.
- 10.2 The AGM will receive the annual statement of accounts (duly audited or examined where applicable) and the annual report.
- 10.3 Board members who have completed their term of office will stand down at this meeting. These Board members can stand for re-election if they choose
- 10.4 Board members will be elected/re-elected and Board members who have retired will be announced.
- 10.5 Any elected/re-elected Board members will hold a three year term of office.

## **11. Conflict of interest and conflicts of loyalty**

- 11.1 Board members carrying out the business of Healthwatch Newcastle will declare any conflict of interest, or circumstances which may be viewed as a conflict of interest, as soon as it arises. A conflict of interest may arise because of:
  - (a) employment by another organisation; or
  - (b) involvement in the activities of another organisation; or
  - (c) duty of loyalty owed to another organisation; or
  - (d) personal interest (including but not limited to personal financial interest).
- 11.2 If Board members have a conflict of interest they must declare it and the other Members will decide if it is sufficient to require that the conflicted member leave the meeting while this matter being discussed or decided.

## **12. Code of Conduct**

Board members carrying out the business of Healthwatch Newcastle shall abide by a code of conduct which has been set by the Board, and which includes:

- (a) respect for confidentiality;
- (b) adherence to the Nolan Principles of public life; and
- (c) promotion and protection of the reputation of Healthwatch Newcastle.

## **13. Transparency and accountability**

- 13.1 Healthwatch Newcastle shall be open about the decisions and actions taken in the course of the business of the organisation.
- 13.2 Healthwatch Newcastle shall be accountable for decisions and actions taken in the course of the business and shall submit to appropriate scrutiny.
- 13.3 All Board meetings will be minuted. Minutes of meetings will be made available to the public, excluding items deemed to be confidential.
- 13.4 Minutes, or items contained in minutes, will be deemed to be confidential if:
  - (a) they pertain to an individual; or
  - (b) they pertain to information given or received in confidence; or
  - (c) they pertain to information that is commercially sensitive.
- 13.5 Financial accounts and reports will be prepared in accordance with statutory guidance.

## **14. Agreeing, adopting and amending the constitution**

- 14.1 The constitution shall be agreed, amended if necessary, and adopted by the Board.
- 14.2 The Board members of Healthwatch Newcastle can propose amendments to the constitution. These amendments must be with the Healthwatch Newcastle office no later than 14 days before the date of the Board meeting in order that they can be sent out with the notice of the meeting. No amendments can be proposed at the meeting.
- 14.3 Any amendments to the constitution must be passed by two-thirds majority of those voting. To ensure that amendments are passed by sufficiently representative number of Board members, at least 75% of Board members should take part in the vote.
- 14.4 If there is uncertainty about interpreting the constitution the Board members will have the power to rule on differing interpretations. Any challenge to the interpretation will be resolved through the amendment process.