

Policy Document	
Title	Decision making Procedures
Approved by:	
Date Approved	
Review Date	
Reviewer	
Where to be published Intranet and or internet	Internet

Contents

	Page
1. Introduction	2
2. Background information	2
3. Who is empowered to make decisions	3
4. Procedures for making 'relevant decisions	4
5. Recording and publishing decisions	6
6. Appeals against decisions	6
7. Dealing with breaches of these procedures	7
8. Review of procedures	7
Annex A: Extracts from the Articles of Association of Healthwatch Hampshire CIC relating to Decision-making by the Board of Directors	8
Annex B: Services included in the service level agreements with each service delivery partner	10
Annex C: Process for agreeing annual priorities and Work Programmes	11

Draft Decision Making Procedures

1. Introduction

Healthwatch Hampshire wishes to ensure that the way it makes decisions and the outcome of any decisions made is transparent. We also wish to ensure that we always put the interests of the people of Hampshire first. Healthwatch Hampshire has therefore adopted the following decision-making procedures, which also aim to ensure that all decisions are evidence-based and are made in a consistent and fair way.

2. Background Information

As a community interest company limited by guarantee and a Local Healthwatch organisation, decision-making within Healthwatch Hampshire is governed by the company's Articles of Association (the relevant sections of the company's Articles of Association are reproduced at **Annex A**) and Regulation 40 of the NHS Bodies and Local Authorities (Partnership Arrangements, Care Trusts, Public Health and Local Healthwatch) Regulations 2012.

The Local Healthwatch Regulations require Healthwatch Hampshire, as a Local Healthwatch organisation, to have in place and to publish procedures for making 'relevant decisions', as defined in the Healthwatch Legislation¹ and set out below. These procedures must include:

- Provision as to who may make 'relevant decisions'
- Provision for involving lay persons or volunteers in such decisions
- Provision for dealing with breaches of any procedure referred to in the two previous points, which should include circumstances in which a breach would be referred to the local authority/authorities commissioning the Local Healthwatch service.

'Relevant decisions' are defined as including all decisions about:

- How we undertake our activities - including the planning and agreement of annual Work Programmes
- Which health and care services we intend to cover in our activities, as set out in our Work Programmes
- The resources we will spend on our activities, both financial resources and staff time
- Whether to request information (eg from a service provider)
- Whether to make a report or a recommendation (eg to a service provider or commissioner)
- Which premises to enter and view and when those premises are to be visited
- Whether to refer a matter to an Overview and Scrutiny Committee
- Whether to report a matter to another person or organisation (eg to the relevant Social Services Department, to the Care Quality Commission or to another regulator)
- Any decisions about sub-contracting.

Under the Equality Act 2010, Healthwatch Hampshire CIC is also subject to the General Equality Duty, which requires us, when making decisions, to have due regard to the need to eliminate discrimination, advance equality of opportunity and foster good relations². As a result, we must:

¹ Section 221 of the Local Government and Public Involvement Act 2007, amended by the Health and Social Care Act 2012

² <http://www.equalityhumanrights.com/private-and-public-sector-guid...sector-providers/public-sectorequality-duty/general-duty-faqs-gb>

- make sure we have adequate evidence (including from consultation) to enable us to understand the potential effects of our decisions on different people covered by the duty¹
- consciously and actively consider the relevant matters, in such a way that it influences our decision-making
- do this before and at the time a decision is taken, not after the event
- be aware that the duty cannot be delegated to third parties who are carrying out functions on our behalf (ie our service delivery partners).

3. Who is empowered to make decisions

In accordance with the Companies Act 2006 and as set out in the company's Articles of Association (see **Annex A**), overall accountability for decision-making within Healthwatch Hampshire rests with the Board of Directors. The Board comprises all the Directors of Healthwatch Hampshire, who are all Hampshire residents. The Directors are all volunteers and receive no payment for their work.

The Board has three main roles:

- Setting and ensuring the delivery of the overall strategy (What are we trying to achieve and how are we ensuring that we achieve our goals?)
- Stewardship and accountability for the delivery of the strategy (Are we using the resources entrusted to us wisely and how are we involving local people and keeping them informed about what we are doing?)
- Governance and assurance (Are we complying with relevant legislation and are our systems of control, such as our agreed processes, robust and reliable?)

Whenever possible, all 'relevant decisions' will be made at meetings of the Board held in public. When it is necessary to make 'relevant decisions' at other times, they will be ratified, where appropriate, at the subsequent Board meeting held in public.

Healthwatch Hampshire CIC has sub-contracted the delivery of the Local Healthwatch service to two service delivery partner organisations: Help & Care and Citizens Advice Hampshire. Help and Care in turn sub contracts some work to Action Hampshire. The staff employed by our service delivery partners to deliver the Local Healthwatch service on behalf of Healthwatch Hampshire CIC (as set out in the Service Level Agreements between Healthwatch Hampshire CIC and these organisations) will be responsible for the day-to-day operation of Healthwatch Hampshire, with the Board setting the overall strategy, which will also set out the priorities and parameters for them to work within. All strategic level decisions will be taken by the Board.

The Board of Healthwatch Hampshire has also delegated some of its decision-making powers to the Finance Committee. This Committee comprises four Board Members, one of whom chairs the Committee. The Committee has the power to make decisions as specified in its Terms of Reference and when specifically requested to do so by the Board. The Chair of the Committee reports back to the Board following each meeting. Minutes of the Committee's meetings are included with the Board papers.

¹ The nine Protected Characteristics covered by the Duty include: Age; Disability; Gender reassignment; Marriage and civil partnership; Pregnancy and maternity; Race, Religion and belief; Sex; and Sexual orientation.

4. Procedures for making 'relevant' decisions

The procedures followed within Healthwatch Hampshire for making 'relevant decisions', as defined in the Healthwatch Legislation¹, are set out below.

- **Decisions about how we undertake our activities and any future decisions about sub-contracting**

When Healthwatch Hampshire CIC was set up, the decision had already been taken to subcontract the delivery of the local Healthwatch service to our three service delivery partners: Help & Care, Citizens Advice Hampshire and Action Hampshire. These three organisations were responsible for setting up Healthwatch Hampshire CIC and are the Initial Members of the CIC. They are each represented on the CIC Board by an Executive Director.

The services delivered by each service delivery partner, including the resources allocated to each organisation for delivering these services, are set out in Service Level Agreements (SLAs) between Healthwatch Hampshire CIC and each organisation. Help & Care also provides administrative support to the CIC and the Board. A summary of the services included in each SLA is included at **Annex B**. Delivery against these SLAs is monitored quarterly by the CIC and quarterly progress reports are presented to the Board at the quarterly meetings of the Board held in public.

Any decisions to change these sub-contracting arrangements can only be made with the full agreement of the Board - and any such decisions will only be made at meetings of the Board held in public.

Any decisions about the sub-contracting of any other services for which Healthwatch Hampshire CIC is responsible will also always be made at meetings of the Board held in public.

- **Decisions relating to the planning and agreement of annual Work Programmes, including which health and care services we intend to cover in our activities and the resources we will spend on these activities**

The process for making decisions about our future priorities and which activities/investigations/projects will be included in our annual Work Programmes is described in **Annex C**, which also sets out the process for agreeing any additional activities/investigations/projects within year.

- **Decisions about whether to request information from another organisation**

Some of the activities/investigations/projects agreed in the Work Programmes and in-year will necessitate the requesting of information from another organisation (eg a service provider or a commissioner). Decisions about the making of such requests will therefore also be covered in our overall process for agreeing which activities/investigations/projects will be undertaken by Healthwatch Hampshire CIC, as set out in Annex C.

It may also be necessary for one of our service delivery partners to request information from another organisation (eg a service provider or a commissioner) in response to the raising of an issue of concern by a patient, service user or member of the public. Our service delivery partners will inform the Board of any such requests in a written report at the next meeting of the Board held in public.

¹ Section 221 of the Local Government and Public Involvement Act 2007, amended by the Health and Social Care Act 2012

- **Decisions about making a report or recommendation to another organisation**

Reports and recommendations arising from projects undertaken as part of the Work Programme will be submitted to the Board for final approval before being submitted to the relevant commissioners and/or providers.

- **Decisions about which premises to 'enter and view' and when these premises are to be visited**

Healthwatch Hampshire has developed separate procedures for deciding which premises to 'Enter and View'; when these premises are to be visited; and how personnel are authorised to undertake 'Enter and View'.

- **Decisions about the referral of a matter to one of the three Overview and Scrutiny Committees in Hampshire**

The decision to refer a matter to one of the three Overview and Scrutiny Committees will be made by the Board after having satisfied itself that all other avenues have been explored.

- **Decisions regarding the reporting of a matter to another person or organisation**

Healthwatch Hampshire has agreed to follow the procedures developed by Healthwatch England for escalating a concern to another person or organisation, eg to the relevant Social Services Department, the Care Quality Commission (CQC) or to another regulator¹.

All three service delivery partner organisations have agreed to operate in accordance with the procedures set out in Healthwatch England's Escalation Guidance, in addition to following any other relevant procedures in place within their organisation.

When faced with immediate safeguarding concerns, each organisation will make an immediate referral to the relevant safeguarding team in the relevant local authority, and will record that action on the CRM. At the same time, Help & Care will also report any such case (anonymised) to the CQC

Help & Care will also report to the CQC any other cases (anonymised) it considers to be "serious" and which it feels it would be helpful for the CQC to be aware of, to add to other intelligence or evidence it already holds. Help & Care will also raise these "serious" cases (anonymised) with the relevant service provider at the earliest opportunity.

Help & Care will inform the Board of any such referrals (both those relating to safeguarding and those relating to "serious" concerns) at the next meeting of the Board held in public and will also provide regular updates to the Board on any action taken as a result by local authorities, CQC or other bodies.

If a potential system failing has been identified (as opposed to a failing affecting an individual), the Board will decide whether to refer the issue to Healthwatch England and/or the CQC.

5. Recording and publishing decisions

All 'relevant decisions' will be recorded in the minutes of the Board meeting at which the particular 'relevant decision' was made. The minutes of all Board meetings are published on

¹ Healthwatch England Escalation Guidance, June 2013

Healthwatch Hampshire's website, once they have been agreed by the Board as being a correct record of the meeting concerned.

6. Appeals against decisions

The Board of Healthwatch Hampshire CIC will reconsider a decision where new evidence has become available, or if circumstances change, which might prompt it to reach a different decision; or where there is evidence that this decision-making process was not followed.

7. Dealing with breaches of these procedures

If a decision is taken in the name of Healthwatch Hampshire without authorisation in the manner set out above, the Board will determine what action is needed, either to approve the decision retrospectively, or to reverse the decision. If the breach of the agreed procedure is considered to have also breached the contract between Healthwatch Hampshire and Hampshire County Council, it will be reported to them and further action agreed.

8. Review of Procedures

The Board of Healthwatch Hampshire will review the effectiveness of the decision-making procedures set out in this document annually.

**Extracts from the Articles of Association of Healthwatch Hampshire CIC¹
relating to Decision-making by the Board of Directors**

DIRECTORS' POWERS AND RESPONSIBILITIES

7. Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

8. Members' reserve power

8.1. The members may, by special resolution, direct the Directors to take, or refrain from taking, specific action.

8.2. No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

11. Directors may delegate

11.1. Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles or the implementation of their decisions or day to day management of the affairs of the Company:

11.1.1. to such person or committee,

11.1.2. by such means (including by power of attorney),

11.1.3. to such an extent,

11.1.4. in relation to such matters or territories, and

11.1.5. on such terms and conditions, as they think fit.

11.2. If the Directors so specify, any such delegation of this power may authorise further delegation of the Directors' powers by any person to whom they are delegated.

11.3. The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

DECISION-MAKING BY DIRECTORS

12. Directors to take decisions collectively

Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 17 but no resolution shall be passed unless at least two executive directors have voted in favour of it.

15. Quorum for Directors' meetings

15.1. At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

¹ Articles of Association of Healthwatch Hampshire CIC, 2013

15.2. The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must:

15.2.1. never be less than three, (and unless otherwise fixed it is three) and

15.2.2. if any non-executive Directors have been appointed and remain in office, it must comprise at least two executive directors and one non-executive director.

15.3. If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to request the Initial Members to appoint and the Appointment Board to nominate the appropriate number of Directors.

17. Decision-making at meetings

17.1. Questions arising at a Directors' meeting shall be decided by a majority of votes provided that no resolution shall be passed unless at least two executive directors have voted in favour of it.

17.2. In all proceedings of Directors each Director shall not have more than one vote.

17.3. In case of an equality of votes, the Chair shall have a second or casting vote unless the Chair has a Conflict of interest (as determined in accordance with Article 19).

18. Decisions without a meeting

18.1. The Directors may take a unanimous decision without a Directors' meeting in accordance with this Article by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.

18.2. A decision which is made in accordance with Article 18.1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

18.2.1. approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors,

18.2.2. following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 18.2,

18.2.3. the date of the decision shall be the date of the communication from the Recipient confirming formal approval,

18.2.4. the Recipient must prepare a minute of the decision in accordance with Article 32.

**Services included in the service level agreements
with each service delivery partner**

Help & Care

Help & Care provides:

- central management, co-ordination and the primary contact for stakeholders
- an information and advice service via a telephone helpline and online
- online activity, including the Healthwatch Hampshire website and social media
- community engagement and outreach
- the provision and management of a Customer Relationships Management (CRM) System, into which all the service delivery partners enter the feedback they have gathered about local health and care services
- recruitment, training and support of volunteers
- "enter and view"
- research and project management
- communications and public relations
- influencing
- administrative support to the CIC and the Board, including Finance, HR and IT support.

Citizens Advice Hampshire

Citizens Advice in Hampshire provides an information and advice service face-to-face in Citizens Advice Bureaux across Hampshire and in their outreach locations.

Action Hampshire

Action Hampshire provides community engagement and outreach targeted at the voluntary and community sector, and people and groups from diverse and hard to reach communities.

Process for agreeing annual priorities and Work Programmes

Each year, at its April meeting, the Board of Healthwatch Hampshire will agree the priorities for Healthwatch Hampshire for the forthcoming year, as well as a programme of projects, investigations and activities to address these agreed priorities. These will be set out in the annual Work Programme and will be undertaken alongside the ongoing delivery of the local Healthwatch service.

The priorities agreed by the Board will reflect the views of local people about the health and social care services provided for people in Hampshire, as well as their issues of concern.

The Board will also take into account:

- local priorities identified by the Hampshire Health and Wellbeing Board, including the priorities of the commissioners and providers of local services; and
- national priorities identified by Healthwatch England, the Care Quality Commission, NHS England and/or other national bodies.

The process for agreeing the priorities and Work Programme for the next year is as follows:

1. An analysis will be undertaken by Healthwatch Hampshire staff¹ of the feedback received from the local community in the previous year about the health and social care services provided for people in Hampshire - this will include feedback given directly to Healthwatch Hampshire, all of which is recorded in the Customer Relationship Management (CRM) system, and feedback given to providers and commissioners of local services, where this has been shared with Healthwatch Hampshire.
2. The results of this analysis will then be presented to the Board, at an Awayday held in February each year, by the Healthwatch Hampshire Service Manager, members of his Team and other Healthwatch Hampshire staff, as appropriate². They will also provide an account of the current and future priorities of the two Health and Wellbeing Boards and other relevant local and national bodies.
3. The Board of Healthwatch Hampshire will then agree priorities for the forthcoming year, drawing on the recommendations made by the Healthwatch Hampshire Impact Manager.
4. A prioritising process will then be used to help assess which projects, investigations and other activities will be included in the Work Programme for the forthcoming year. To help ensure the prioritising process is undertaken in a transparent way, we have devised a process that ensures that each potential project/investigation/activity is assessed against a number of criteria (set out in the table below), scoring each criterion from 1 to 3. We have further refined the prioritising process by weighting each criterion (also from 1 to 3) according to their relative importance.

¹ Refers to staff employed by Help & Care to provide this element of the local Healthwatch service, as set out in the service level agreement between Healthwatch Hampshire and Help & Care.

² May also include staff employed by other service delivery partners (Citizens Advice in Hampshire and Action Hampshire)

Criterion	Scoring	Weighting
1. Evidence available	How much evidence is available about this issue? (1 being limited evidence from limited sources, 4 being well researched with a range of evidence from a range of structured sources). Weighting = 4	4
2. Impact range	Is the issue going to impact on lots of people? (1 being relatively little, 4 being community-wide likely to affect large numbers) Weighting = 3	3
3. Impact on those seldom heard	What is the impact on people and communities who suffer high inequalities in health and who are seldom heard or easily ignored? (1 being relatively little, 4 likely to affect large numbers of those seldom heard) Weighting = 4	4
4. Future Investment	Does the issue help us to make an investment in future health and care for the people of Hampshire? (1 being unlikely to, 4 being highly likely to) Weighting = 3	3
5. Alignment with Health and Wellbeing Strategy	Does the issue align to the joint health and wellbeing strategy? (1 being little alignment, and 4 being significant alignment) Weighting = 2	2
6. Is this an issue for Healthwatch	Is the issue already being dealt with effectively by someone else? (1 being dealt with satisfactorily by someone else, 4 not being dealt with elsewhere at all) Weighting = 4	4
7. Timing	If not, can we make an impact in the light of other people's or organisations' timetables? (1 being no not likely to, 4 being yes most likely to) Weighting = 2	2

5. Having identified potential projects, investigations and activities to address the priorities agreed for the following year, the Healthwatch Hampshire Impact Manager and his team will undertake the prioritising process described above to help identify which projects/ investigations/activities should be included in the Work Programme, using a weighted score matrix (see below) and producing a total weighted score for each potential project/investigation/activity. All proposed activities/investigations/projects must be within the remit of Healthwatch Hampshire - ie they must relate to health or social care and affect, or have the potential to affect, Hampshire residents.

Weighted Score Matrix			
Project			
	Initial score (1-3)	Weighting	Weighting Weighted score (Initial score x weighting)
1. Evidence available			
2. Impact range			
3. Impact on those seldom heard			
4. Future Investment			
5. Alignment with Health and Wellbeing Strategy			
6. Is this an issue for Healthwatch			
7. Timing			
Total weighted score (sum of weighted scores):			

6. For each potential project/investigation/activity, a template will be completed by the Service Manager and his team, which will also act as an Assurance Checklist for the Board, thereby ensuring due diligence is observed in identifying which projects will form the annual Work Programme.

Board Assurance Checklist and Template for Proposed Projects

- What is the outline project proposal?
- What is the evidence to validate the importance to the community of the issue to be addressed?
- What is the timeline associated with the proposed project?
- What is the total weighted score?
- What are the resource and finance implications of the proposed project?
- What is the risk assessment associated with the proposed project?

7. The Healthwatch Hampshire Impact Manager will present the outcomes of this prioritising process and will then go on to make recommendations to the Board for a number of specific projects/investigations/activities to be undertaken by Healthwatch Hampshire in the coming year.

8. The Board will then discuss these recommendations and, having taken account of the costs of undertaking each project/investigation/activity, the available resources within Healthwatch Hampshire and the risks to Healthwatch Hampshire of undertaking - or not undertaking - each project/investigation/activity (including financial, political and reputational risks), will agree a balanced portfolio of projects, investigations and activities¹

¹ Balanced in relation to, for example:

- geographical spread across Hampshire
- age of population covered
- prevention, treatment and care services
- primary care, community care, acute hospital care, mental health services and social care services

to be undertaken in the forthcoming year alongside the ongoing delivery of the local Healthwatch service.

9. The Board will make the final decision as to which projects are the focus of the Work Programme for the following year will and this decision will be published.

10. The three service delivery partner organisations will then each decide on the allocation of financial resources and staff time to each project/investigation/activity within the envelope each has been given (as set out in the relevant SLA) and in such a way as to best deliver the agreed Work Programme.

11. Sufficient flexibility will be built into the agreed Work Programme to enable urgent issues that arise in-year to also be addressed, if deemed appropriate when assessed against the same criteria as set out above and agreed by the Board.

DECISION-MAKING FLOW CHART

