

Minutes of Healthwatch Cornwall Board Meeting
Tuesday, 25 April 2023, 10.00 am to 12.30pm
The Alverton Hotel

Present:

Directors: Anna Pascoe (AP) – (Chair); Christine Hunter (CH), Deryth Stevens (DS), Tracey Camps (TC)

In Attendance: Anne Oliver (AO), Jody Wilson (JW), Natalie Swann (NS), Zoe Skyrme (ZS)

Part 1: In public agenda

1. Welcome and introductions

1.1 AP welcomed all to the meeting and thanked the Board and the Management Team for their commitment and actions during the past few months.

2. Apologies

2.1 Julia Wildfire–Roberts and Roger Sinden were unable to attend the meeting and sent their apologies.

3. Questions and comments from the public

3.1 No formal questions or comments have been received.

4. Declarations of interest

4.1 No declarations of interest or comments.

5. Minutes of the last meeting: 24 January 2023

5.1 Subject to minor amendments in para 10.5 amended sentence correcting spelling of Sage and Thyme and removing the reference to prompt cards and para 15.3 regarding an update to the Have Your Say form adding the range of economic information, the minutes were agreed upon and ratified as a true record after being proposed by AP, seconded by DS and approved by all.

6. Matters arising

- 6.1 AP requested comments regarding items on the agenda and if there are any items not on the current agenda. There were no other comments.
- 6.2 AP noted that the current action log is now comprehensive and clear. We need to make sure that there is a procedure for these tasks ongoing for the next quarter. AO suggested that we may need to add a recurring log. Building on this DS mentioned that it might be beneficial to implement a triage system, so that the board can demonstrate oversight that recurring actions have been embedded into operational procedures and these actions can be removed from the log. All agreed.
- 6.3 AP reminded Directors and colleagues to send de-briefs to the Board, Management Team and relevant departments when attending external meetings so the organisation is updated.
- 6.4 AP enquired about dates regarding the environmental and diversity policies as it would be good to set an endpoint to these actions. The policies need to identify what we are doing well and what we need to improve on, with a baseline to maintain standards. AO mentioned that it is the same individuals in a working group covering both policies and a date has been set to look at them, on the 23rd of May.
- 6.5 No other matters arising.

7. Governance

- 7.1 AP thanked the Directors for completing the skills audit and ZS for the summary of findings. AP opened the floor for Directors to review the experience.
- 7.2 TC described the experience as easier than expected because she has completed one before. She found it to be beneficial as it focused on understanding future development. Also regarding some of the suggestions for Directors, TC has spoken to several members of staff

to shadow, but due to time scales, cancellations and rescheduling issues, it has been difficult to set dates as yet.

- 7.3 DS thought it was a good opportunity to identify gaps but had found it difficult to identify what previous experience was helpful or not. For example, DS explained she has had some financial training some time ago but was unsure if this would be beneficial. DS mentioned that she was looking forward to the Royal Cornwall Show to experience some engagement activities.
- 7.4 CH mentioned that before she became a Director, she had been a volunteer for HC so had some knowledge of operational matters, however she had found the process helpful.
- 7.5 AP said that the next stage will be developing skills and experience for current board members. AP is conscious that we need to grow as a Board as with only 6 members we are small. The Board needs more voices and a greater pool to have strength for the future.
- 7.6 DS mentioned that we need more skills to fill the identified gaps within the current Board and suggested 2 or 3 more Directors.
- 7.7 TC agreed and felt convinced that our application process involving writing a CV and going through an interview allows the Board to identify skills that fill current gaps when recruiting new Board members and relieve some pressure from current Directors. TC also suggested that the Board review the process every 12 months. All agreed.
- 7.8 AP mentioned that the current recruitment process will be retained and the Board skill audit will become a yearly process to see skills grow and any developing gaps.
- 7.9 AP mentioned that Board recruitment will need to be added to the diversity and inclusion process as well as flexible recruitment methods for new Board members.
- 7.10 TC suggested that in the future, depending on new board members we might want to look at changing times of meetings such as holding some in the evening and/or at weekend.. All agreed.

- 7.11 AP noted that the governance log has a lot of actions created from recent meetings and asked AO to go through the action log to ensure progress is being captured and reviewed.
- 7.12 Following ODAG it was highlighted that it isn't a formal subcommittee regarding declarations of interest and the work plan did not get discussed. AO said the example from the F&GPSC was beneficial because it makes sure that the important themes are covered. AO will compile a list for the year and circulate the proposal to ODAG members. AP agreed that the workplans were intended to be understood by an internal or an external individual as straightforward themes looked at by ODAG and F&GPSC.
- 7.13 AO noted that the organigram, currently in circular form as previously requested by Board, will be updated for a hierarchical structure taking into account the role of the Board. This will be completed as an urgent action once the new CEO has been appointed.
- 7.14 The director 1-2-1 didn't arise at ODAG, TC agreed to follow this up. DS would like the director 1-2-1 form to align with the updated staff 1-2-1 forms for consistency within processes.
- 7.15 AP requested that to capture the succession planning matrix, a table with all current Directors be created to include contract start and end/renewal dates to meet with legislation. The Articles of Association also need to be reviewed.
- 7.16 AO advised that work had begun with external financial support with a view to then setting up a training schedule for Directors, the Business Support Team and the Management Team. Unfortunately, due to personal circumstances, this external finance support has now been withdrawn. AO will contact RRL, our accountants, and our Xero provider for support. AO has spoken with AP to see how to achieve and agree to budgets as well as create a reserve policy.
- 7.17 AP noted that the external support to complement the finance committee is a number one priority, as it was previously agreed at a Board meeting.

7.18 AP presented the updated governance paper with 5 recommendations based on professional observations of what HC current practice is, and what needs to improve to benefit the organisation.

7.18.1 Succession planning matrix for staff to inform development and business continuity beyond April 2024. AP has sent an email to staff to ask for their current role, hours and where would they like to increase/decrease hours or change roles/hybrid between roles. This will be reviewed to see how we can be responsive both for new opportunities and for renewal of the core contract. AP also wishes to include leavers who have left on good terms in the past 5 years to find out if they would like to work on an ad-hoc basis and/or are open to returning on a temporary basis. Our 1st priority is current staff for additional work, then leavers, then external recruitment or agency if required.

7.18.2 JW asked for clarification whether this will be Board or Management Team led to make the decisions. This is because the Management Team has had some conversations with current staff and would like to be part of this review. This could be picked up by the new CEO.

7.18.3 AP said that as a team we will need to look forwards. The need for this planning was identified in the Autumn of 2022 and not actioned by the previous CEO. There isn't a strong understanding of the Board's actions and flow of communication between Board, CEO, Management Team and staff because there isn't clarity of strategic flow. HC has received various requests from potential partners to lead future projects as well as contracting with Cornwall Council and the Board may take a directional approach rather than a consultative approach, until a clear strategy is in place.

7.18.4 JW explained that she and NS had had a meeting with Lucy Tuson from the ICB regarding contract work, but the Management Team would appreciate clarity as to whether

they have to consult with the Board before they accept additional work.

- 7.18.5 AP understood the pressures, but believed the recruitment of a new CEO will help reduce conflicting demands. AP would like the Management Team to dedicate 1 day per week to not attending meetings and spend time together with the board and colleagues to discuss plans and timelines.
- 7.18.6 DS agreed that the Management Team has been firefighting for a long time and it is appreciated that they have little time. All agreed.
- 7.18.7 DBS checks for Directors have not been completed and a renewal of DBS checks for long-standing staff should also be processed. AO said that a DBS refresh for existing staff (those whose DBS was over 3 years old) and DBS checks for all Directors would be implemented during May.
- 7.18.8 A finance workshop will be arranged once we have identified a new external resource for financial advice. Areas that need to be covered, and by whom, have been established.
- 7.18.9 AP felt it beneficial to have governance and probity training for the Board. This is because everyone has been bringing lots of skills and inputting into discussions, but all Directors could benefit from external governance training. It was agreed to contact Anna Jay, who is an independent consultant and is known to HC through her role as a Trustee of Voluntary Sector Forum.
- 7.18.10 AP said that to complement the training session any identified training provider would be asked to help with policy and procedures for the Board, to ensure clarity of process.
- 7.19 AP has updated the Governance schedule up to March 2024, including the main priorities from May to September. AP is looking to make organisational and operational priorities so the Board can set appropriate objectives for the Management Team who can then set objectives for staff. The annual review of the schedule will occur in

August 2023. AP asked for comments on anything that hasn't been covered.

- 7.20 DS asked about appraisal of the Chair, which could be done by a 360 degree process. AP agreed and would like to add this process for the development of the Board. TC said that external providers could be asked and she will research into an appropriate process. All agreed.
- 7.21 AP mentioned that the Your Say Cafes with Sarah Pryce had been beneficial and had given the management team and Board a good insight from the report on how people feel about the way they are led and managed.

8. Appointment of Vice chair

- 8.1 AO noted that this was not mentioned at ODAG.
- 8.2 AP said that appointing a vice chair was a recommendation following the January governance paper. AP is conscious that having a vice chair is best practice and would like a job description to be written as soon as possible. Following the approval of a job description, we need to ascertain interest from current Directors and agree time element for role and remuneration.

9. Management report

- 9.1 The management report was circulated prior to the meeting.
- 9.2 JW mentioned that the Management Team keep hearing a recurring phrase throughout the organisation that staff are 'feeling like we are in limbo'. JW said that this isn't 100% correct as we are working hard, but it is a reflection of having no CEO and uncertainty around our contract renewal.
- 9.3 JW is proud of the Engagement Team who are targeting population groups and aiming to cover the whole of Cornwall. The team are currently attending ad-hoc groups rather than hospitals, at which they are picking up general conversations rather than specific individual stories. By working with the Research Team, they are capturing the information successfully.
- 9.4 NS mentioned that we would like to introduce this data into the next quarterly report. The ad-hoc groups are a great alternative to hospitals, who are still reluctant to revert to a HC presence since

COVID due to infection control, but the relationships have been maintained and we will be able to return slowly.

- 9.5 JW highlighted the phenomenal energy shown by Sarah Jones (Engagement Project Officer) working alongside Rhiannon Pring (Volunteer Development Officer). Both have increased their hours and Rhiannon has blended her role to support engagement. Jenny Salmon (Project Officer) is moving to the Research Team for extra support for HC to be more reactive and balanced to carry out short research projects such as the Cost of Living survey. It is proposed to carry out "12 hours in A&E". We continue to work on ideas around demonstrating our impact, which is harder with the larger projects that HC produce (some smaller local Healthwatch focus on very specific, small areas of work where it is easier to demonstrate outcomes and impact).
- 9.6 DS asked the Management team how they feel about showing impact, do the larger projects have a greater impact than small projects? NS said that HE have been supportive with webinars and seminars such as the Theory of Change and how to show impact. This has helped the team work through these processes for the Cost of Living Survey.
- 9.7 Our work is being presented at many of the meetings we attend and recommendations are being implemented. The Research Team has reviewed all the feedback in the past 12 months and is currently thinking about future pieces of work alongside the priorities of Cornwall's health and social care. This has helped with thinking, evaluating and preplanning about demographic data so that we reach the whole of Cornwall alongside local and national demographic data.
- 9.8 JW said that the Management Team prefer to look at data, build connections and work with the team so we can demonstrate more impact before deciding on priorities. The Mental Health Suicide and Prevention (MHSP) report has had a great impact because it has led to the development of the funding for the Volunteer sector with

Cornwall VSF leading a multi-team project with Public Health monitoring the service.

- 9.9 ZS has taken over on social media and the website since the Communications Officer left.
- 9.10 AO said she has recently attended the Population Health Improvement Group (PHIG). The ICB has asked the improvement group to help with priorities for their forward plan which needs completing by the end of June. The work HC has done about carers, dementia and MHSP can feed into these priorities. PHIG have also been asked to provide data on population groups but AO noted that our research has found that people identify as belonging to more than one population group. HC needs to capture how information that matches local priorities is used so we can be more proactive as an organisation and show impact.
- 9.11 JW updated the Board on ICB plans following a meeting with Lucy Tuson, and how HC can support their information gathering. There is potential for funding, however the ICB is restructuring to reduce numbers, so we are operating in a changing environment. A further meeting is planned for 28 April.
- 9.12 NS revealed that at the latest Citizen Advisory Panel (CAP) a potential conflict of interest arose in that they are considering Terms of Reference to include referring issues to HC when appropriate. We have now withdrawn our representation at that meeting.
- 9.13 All directors appreciated the updates.
- 9.14 AP noted that at exceptionally busy times, we generally don't have time to stop and reflect. She felt that we are moving towards the horizon. AP also emphasized that the Board is there to help prioritise and support well-being and it is OK for the Management Team to send apologies for routine meetings if they have other organisational commitments.
- 9.15 NS commented that since the development of the ICBs and ICAs etc., where there has been a huge ask from all sides, it feels to the Management Team that they still feel they are firefighting and

unable to work to the quality they would like to. Hopefully, this will improve with the appointment of a new CEO.

10. Finance report

- 10.1 All the finance papers have been previously circulated to Directors prior to the meeting and AP noted that the 3 directors in attendance were at the FGPSC.
- 10.2 AO said that the year end accounts have been presented differently than previous years to show an overview of the pan-organisational accounts and summary accounts for each project.
 - 10.2.1 The overview shows that there has been a greater underspend than previously predicted which was mainly due to staff shortages. JW has spoken with the Partnership Boards and aims to enhance the commitment in the coming year using the PB underspend. Also, KMVP and KPJ both have underspends which have been communicated to the LMNS which have been included in current plans going forward.
 - 10.2.2 HC core accounts; AO noted the accounts are an accurate reflection of income and expenditure over the financial year. However, the reserves noted require further investigation as they are based on historical records from CRCC (previous finance support).
 - 10.2.3 AP said that the Board will be unable to approve the finance report until the reserves have been investigated with external support. As a CIC we need to try and achieve a neutral budget and identify ways to use the reserves for the benefit of the contract once the investigation has been completed.
- 10.3 The budget for the core contract for 2023/24 remains a work in progress, until the situation with reserves is resolved. It is currently showing an overspend and has been formed with current staffing levels and salaries. The last financial year was the first with increasing engagement activities since the pandemic and gives us a benchmark for realistic expenses allowing for inflation.

10.4 AP commented that the Board cannot realistically approve until the reserves have been investigated and last year's finance has been approved. The Board is comfortable with an overspend because as a CIC we need to move towards a neutral budget that shows a planned approach to reducing our monetary reserves.

11. Risk register

11.1 The risk register was previously circulated to directors prior to the meeting and AO mentioned that it has been updated to show changes in mitigation in each of the areas.

11.2 NS suggested that we need to introduce a process to constantly review the risk register. AP agreed and would like to introduce risk meetings with the Management Team and for staff to also inform risk management. TC highlighted that this would then link to 1-2-1 meetings. All agreed.

11.3 AO mentioned that there has been a new risk added surrounding Financial Stability to highlight the need for sufficient income to meet current staffing levels.

12. Report from ODAG

12.1 TC presented the report from ODAG. She acknowledged that the staff survey had been completed during a challenging and not normal time for the organisation. This experience makes effective and consistent 1-2-1s so much more important. The Board agreed with the ODAG proposal that we run a workshop for the Management Team so that, they can understand how to run a 1-2-1 and what staff might expect from a 1-2-1. ODAG also proposed acceptance of a procedure formalising acting up and honorarium payments, which formalises what HC is currently doing.

12.2 ODAG also proposed acceptance of amendments to HR documents update by RBS Mentor based on current legislation and some amendments HC would like to make. AO mentioned that Mentor has responded has clarified how to implement these changes.

- 12.3 ODAG discussed the HE Quality Framework and how the action plan arising from this aligns with the Work Plan which should inform appraisals and 1-2-1s. Further discussions are needed with the Management Team and the wider team to close this circle.
- 12.4 The ODAG recommendations were accepted with TC proposing, CH seconding, and all in favour.

At this point the meeting was closed as the scheduled end time was reached. AP proposed to complete the items remaining which were for information and approval of policies by written approval. A date for an Extraordinary Meeting would be set to complete Part 2 items of the meeting.

13. Headline HR Report

- 13.1 This had been previously circulated to the Board.
- 13.2 AO noted by email that "other absence" has been removed from the sickness report for clarity as no other absences had been recorded during 2022/23.

14. Quarterly feedback update

- 14.1 This had been previously circulated to the Board for information.

15. Policies for review

- 15.1 Three policies due for review under our standard cycle were approved unanimously by email authorisation. These are the Comments, Compliments & Complaints, Risk Assessments and Probation policies.

16. CEO Recruitment

- 16.1 The Board were updated by email about arrangements for CEO Recruitment

17. Any Other Business

- 17.1 There was no other business.

18. Date and time of next meeting

- 18.1 Next board meeting, Tuesday, 25th July, 10 am to 12:30 pm at Truro Library.

Acronyms

A&E	- Accident & Emergency
CAP	- Citizens Advisory Panel
CEO	- Chief Executive Officer
CIC	- Community Interest Company
CV	- Curriculum vitae
DBS	- Disclosure & Barring Service
FGPSC	- Finance & General Purpose Sub Committee
HC	- Healthwatch Cornwall
ICA	- Integrated Care Area
ICB	- Integrated Care Board
KMVP	- Kernow Maternity Voices Project
KPJ	- Kernow Parenting Journey
LMNS	- Local Maternity & Neo-natal Service
MHSP	- Mental Health & Suicide Prevention
ODAG	- Organisation Development Advisory Group
PB	- Partnership Boards
PHIG	- Population Health Improvement Group
VSF	- Voluntary Sector Forum

Action logs:

October 2022 meeting actions:

Action	Responsible	Status	Target date
Publish to website "A Day in the Life" as a recruitment incentive	AO	Ongoing	July 23
Amend Representation List as per Board guidance	AO	Complete	July 23
Revise Inclusion Statement to reflect current and target operations	AO	Ongoing	October 23
Revise Environmental Policy to reflect current and target operations	AO	Complete	July 23
Governance actions:			
A role profile to be drawn up for the position of Vice-Chair and circulated to directors with a view to installing a Vice-Chair at a subsequent Board meeting	TC	Complete	June 23

January 2023 meeting actions:

Action	Responsible	Status	Target date
Ask staff, Board Members and volunteers to identify 2 or 3 underrepresented areas within Cornwall.	AO	Complete	June 23

Action	Responsible	Status	Target date
Review how to approach certain demographics within Board.	Board	Complete	July 23
Governance actions:			
Organigram to be updated to include new staff roles and team/Board relationship	BST	Complete	May 23
A director 1-2-1 form to be developed by ODAG	TC/ODAG	Complete	July 23
A succession planning matrix to be developed, displaying directors' terms and due dates for renewal/retirement and that our Articles of Association are reviewed, as we prepare for the new service design offer and re-contracting bid process	BST	Ongoing	May 23
A workshop to be organised to further enhance the organisation approach to risk management, including Assurance Framework/Lines of Defence; business continuity planning, risk appetite and risk register structural review	AP/AO	Ongoing	August 23

April 2023 meeting actions:

Action	Responsible	Status	Target date
Minutes published to the website within 4 weeks of meeting.	AO	Complete	24/05/23

Action	Responsible	Status	Target date
Recruitment plan to increase number of Directors	Board	Ongoing	Aug 23
Review dates and times of future meetings and consider evenings/weekends	AP/AO	Complete	May 23
Circulate workplan for ODAG	AO	Complete	May 23
Update organisational organigram	AO	Complete	May 23
Review of Director 1-2-1 forms	TC	Complete	Jul 23
Succession matrix of Directors	BST	Complete	May 23
Source external financial support	AO	Ongoing	August 23
DBS checks for Directors and current staff as appropriate	BST	Ongoing	Jul 23
Source Governance and probity training	AO/AP	Ongoing	August 23
Process for Chair appraisal	TC	Ongoing	August 23
Draft JD for Vice Chair	TC/ODAG	Complete	Jul 23
Arrange regular risk register meetings with Management Team	AO/AP	Complete	Jul 23
Arrange workshop for management team and Board around the 1-2-1 process and practice	TC/AO	Complete	May 23
Amend and circulate new Mentor policies	BST	Complete	May 23
Update review dates for the 3 approved policies (Comments, Compliments & Complaints, Risk Assessments, Probation Policies)	BST	Complete	May 23

Governance actions:			
A succession planning matrix for staff development/ business continuity to be developed	AP/BST	Complete	May 23
A system of DBS checks to be installed and refreshed with any successive term for all new/existing directors	BST	Ongoing	Jul 23
A workshop to be organised for directors and relevant staff to provide training on our updated management accounting processes as we enter into the first full year of operating with Xero/without CRCC	BST	Ongoing	August 23
A governance and probity training session to be arranged, for directors and team members, via the engagement of a suitably qualified independent provider, to further embed the culture of inclusive governance	AP/AO	Ongoing	August 23
To complement the governance and probity training, the appointed provider to create any additional policies and procedures necessary to further enhance the solid basis already extant	AP/AO	Ongoing	May 23
Appraisal process for Chair	TC/Board	Ongoing	August 23

Recurring log:

Action	Responsible	Frequency	Review by Board
Directors to receive invites to team meetings	BST	Monthly	
Directors to receive diary dates for engagement events to support where appropriate	Engagement team	As and when appropriate	
Directors to circulate an electronic debrief from outside panels/committees where they are the nominated HC representative	Board	As and when appropriate	
All directors to receive a copy of papers for the formal groups of the Board, namely the Organisational Development Action Group (ODAG) and the Finance and General Purposes Sub-Committee (FGPSC).	BST	Quarterly	
Training opportunities for staff to be made available to directors where relevant and appropriate and vice versa	BST	As and when appropriate	
A rolling 12-month calendar of Full Board and formal Board group meeting dates to be made available with the opportunity for any director to attend a Board group to gain further insight if they wish	BST	Quarterly	
The formal groups of the Board (ODAG and FGPSC) to set out their workplans at the beginning of each year so that any director or staff member may contribute to themed discussions as well as standard business, with these workplans and their quarterly progress updates being received by Full Board	ODAG & FGPSC	Annually	
Review of Board composition, skills and experience	Board	Annually	
Review of Board Governance Plan	Board	Annually	