

Agenda item 6. Board Member role – Transition & Re-Formation: for discussion

Purpose of the Role

The role will support the existing Board to provide strategic and legal leadership as the organisation responds to the government's plans to close Healthwatch.

The Board is responding to this by:

- Reviewing what is required to effect the potential **closure of the existing CIC**
- **The potential establishment of a new CIC.**

The role will provide support to ensure that the process is compliant, transparent, and aligned with community benefit, while helping shape the governance and sustainability of the new organisation.

Financial oversight is led by the Finance Director and the impacts on our staff and volunteers is led by the HR Director. The Transition & Re-Formation Director will work closely with them, the Chair and CEO.

Key Responsibilities

Strategic & Governance Leadership

- Provide oversight and challenge to ensure the transition complies with **CIC governance requirements** and protects the asset lock.
- Offer **board stewardship** during a period of organisational change, ensuring decisions are well-documented and accountable.
- Lead or support **risk oversight** relating to legal, operational, and reputational issues.

Legal & Regulatory Compliance

- Guide the board through the legal steps of **closing a CIC**, including filings, dissolution processes, and asset transfer.
 - Support the design of new governance structures and **Articles of Association** for the new CIC.
 - Ensure appropriate handling of **contracts and liabilities** before closure.
-

Financial Oversight

- Support the Financial Director to provide **financial due diligence**, assess the financial implications of closure and re-formation, including **transition budgeting and oversee compliance with CIC reporting requirements**.
-

People, Culture & Stakeholder Engagement

- Support the HR Director to ensure staff, volunteers, and partners are guided through change using strong **change management** skills.
 - Ensure the organisation remains accountable to its community and beneficiaries, upholding **community benefit principles**.
 - Contribute to clear, timely **stakeholder communication** with funders, commissioners, and partners.
-

Future-Focused Organisational Design

- Bring insight into **CIC close-down and start-up processes** to help determine and shape a potentially new organisation's mission, structure, and operating model.
 - Support the development of a robust **strategic plan** for the new CIC.
 - Strengthen approaches to **impact measurement** to demonstrate value and secure future funding.
-

Person Specification

Essential Skills & Experience

- Proven experience in CIC, charity, or social enterprise governance.
- Strong understanding of company law, regulatory compliance, and organisational transitions.
- Ability to analyse complex information and make balanced, evidence-based decisions.
- Excellent communication skills and the ability to engage confidently with diverse stakeholders.

Desirable Attributes

- Experience in organisational start-ups or restructures.

- Knowledge of commissioning, public sector partnerships, or community-based services.
- Familiarity with social impact frameworks or evaluation methods.

Personal Qualities

- **Calm decision-making** under pressure.
- **Diplomacy and mediation** when navigating differing viewpoints.
- Commitment to **ethical leadership**, transparency, and community benefit.

Time Commitment

- Approximately 1–2 days per month, including board meetings, transition planning sessions, and occasional stakeholder engagement.
- Additional availability during key transition milestones (e.g., dissolution filings, new CIC registration).

Term

- Initial term of 1–3 years, with a focus on supporting the transition and embedding the new CIC's governance. There may be the option to extend the tenure period

Remuneration

- This is a voluntary, unpaid role. Reasonable expenses will be reimbursed.
-