

Agenda item: Board succession planning

Summary

Action is required in respect of formally voting to re-elect Directors.

The Board may wish to discuss succession planning and whether amendments to the current [Articles of Association](#) are required.

The Board may wish to discuss formally naming Directors as having responsibility for certain matters e.g. Chris Morey as principal Director with responsibility for advising on finance matters and Vanessa Hollingworth as principal Director with responsibility for advising on HR matters. The Board may wish to discuss whether there are any other responsibilities which individual Directors could hold, based on skills and experience.

Detail

Chair recruitment

At the 8/8/2022 Board meeting, Geoffrey Bowden was appointed as Chair of Healthwatch Brighton and Hove for a term of 3 years. Geoffrey's tenure as Chair is therefore due to end 8th August 2025 and must be renewed by a unanimous vote in order for him to continue in this role.

The Board should note that previous attempts to recruit an external Chair (to replace Fran McCabe who stood down in 2022) were unsuccessful, attracting poor numbers and quality of applications.

The Board has previously discussed the creation and appointment of a Vice-Chair role, without this being implemented.

Director tenures

Companies House needs to be updated when Directors are appointed and when their role is terminated. Up-to-date filing history can be viewed [here](#). NB. Appointments do not specify the period of tenure, this is defined in the Healthwatch Brighton and Hove CIC [Articles of Association](#) (see below).

Action must be taken to ensure that the Board formally votes to re-elect Directors whose initial period of tenure has ended.

The Healthwatch Brighton and Hove CIC [Articles of Association](#) state that:

- There can be no more than 15 Directors
- Director's term shall be 3 years with one third of Directors retiring each year.
- Directors retiring by rotation are immediately eligible to stand for re-election for a term of 3 years.
- In exceptional circumstances, Directors may stand for and be re-elected by the Board for a further one year.
- A person ceases to be a Directors as soon as:

- (f) the Director fails to attend three consecutive meetings of the Directors and the Directors may resolve that the Director be removed for this reason; or,
- (g) at a general meeting of the Company, a resolution is passed that the Director be removed from office, provided the meeting has invited the views of the Director concerned and considered the matter in the light of such views.

Director roles

It is popular practice for Board members to be appointed with responsibility for certain matters relating to the specific governance of an organisation i.e. to provide expert advice or hold a brief i.e. risk. Healthwatch does not formally make this distinction but doing so can provide clarity and support the staffing team in reaching decisions or taking action.

Proposed actions

1. **Vote to reappoint Geoffrey Bowden as Chair for a further one-year.**
2. **Vote in retrospect to extend the tenures of four Directors.** Current Board members periods of tenure are shown in the Table A below. This relates to the following Directors (dates when the initial 3 yr periods expired are shown in brackets): Khalid Ali (1.1.24), Angelika Wydra (7.6.24), Gillian O'Connor (1.2.25), Chris Morey (7.2.25).
3. **Discuss and agree a process to ensure that the Board meets its duties under the Articles of Association, in respect of electing and re-electing Board members.**
4. **Discuss and agree what effective succession planning looks like.**
5. **Discuss the appropriateness of a Vice Chair role and naming or appointing Directors with responsibility for certain matters.**
6. **Discuss and agree whether any amendments to the Articles of Association are required.** Notably, is the requirement that one third of Directors must retire each year still applicable? It is not clear what benefit this clause provides.

The Board may wish to meet separately to agree actions 3-6.

Table A. Current Board members tenures

Board of Healthwatch Brighton and Hove					
Name	Date of appointment confirmed (as registered with Companies House)	Date of proposed termination under the terms of the Memorandum of Association			
		3 yr tenure	6 yr tenure	One yr extension	
Geoffrey Bowden	1.10.15	1.10.18	1.10.21	1.10.22	
Khalid Ali	1.1.21	1.1.24	1.1.27	1.1.28	
Angelika Wydra	7.6.21	7.6.24	7.6.27	7.6.28	
Gillian Connor	1.2.22	1.2.25	1.2.28	1.2.29	
Chris Morey	7.2.22	7.2.25	7.2.28	7.2.29	
Salma Ahmed	8.7.24	8.7.27	8.7.30	8.7.31	
Vanessa Hollingworth	30.10.24	30.10.27	30.10.30	30.10.31	