



# **Board Member Handbook**

Terms and Conditions of  
Service

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## 1.1 Introduction

This Handbook has been written to act as a guide for existing and new Board Members. The intention is to set out the values and principles to be embedded in the organisation from the outset. The Appendices will act as a reference to supporting policies and resources dealing with specific issues and/or queries.

CCCV is a multi-stakeholder, co-operative organisation registered as a Community Benefit Society with the Financial Conduct Authority. This means that we have a distinct legal structure and that we have ownership and governance arrangements that reflect our status as a co-operative.

We are underpinned as an organisation by the internationally recognised statement of co-operative identity, which sets out a clear set of values and principles that we adhere to, and which shape our whole approach to the operation of the organisation.

You can read the statement here:

<https://www.ica.coop/en/cooperatives/cooperative-identity>

The Board of Board Members comprises of members of CCCV elected by the membership to provide:

- Governance – ensuring that our financial and legal responsibilities are met and our co-operative principles are adhered to;
- Oversight – to act on behalf of the membership in maintaining standards of service and development;
- Support – to provide support and resources to staff and volunteers as required.

The Rules of the Society (Appendix 1) sets out both the legal requirements for the Board and also set the parameters within which the Board and organisation can operate to uphold and develop the co-operative principles.

All members of the co-operative have equal status and equal voting rights. Members who are willing and elected to serve on the Board acquire legal duties and responsibilities and as such remain equal and accountable to the membership as a whole.

This Handbook is intended to be an active and responsive guide and as such will be reviewed by the Board on a regular basis.

## Our Vision, Mission and Objectives

CCCV is an ethical co-operative business operating on a not-for-private-profit basis. Any financial surplus will be used to improve our services by investing in our staff and volunteers who support the people we care for. We believe that people who need care in the Colne Valley and beyond deserve the best quality

care providing support that enables them to lead fulfilling and independent lives.

Our objective is to create and maintain a modern, flexible and emotionally intelligent organisation able to work with our diverse communities to sustain the service they need and the outcomes and opportunities they want.

Offering a service which:

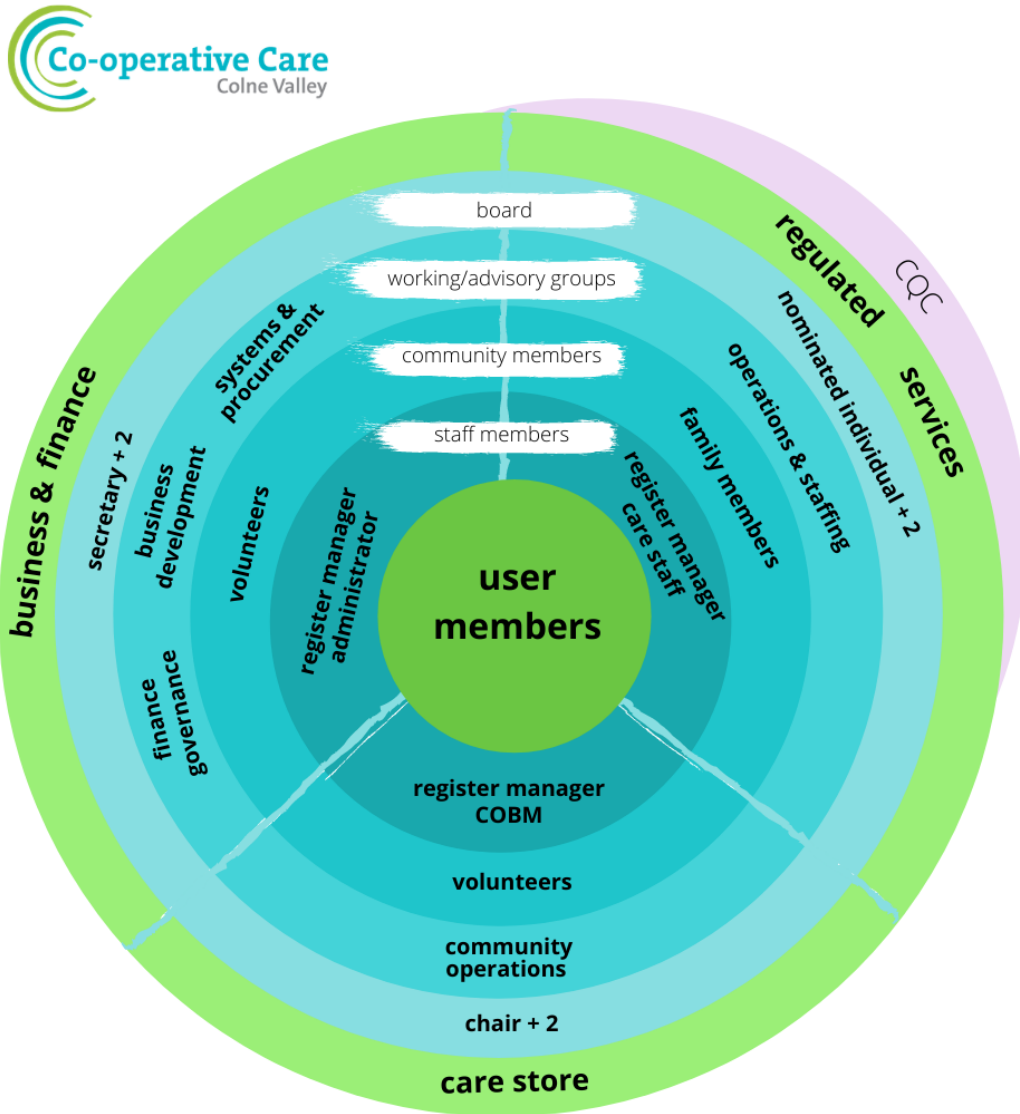
- Treats the people we care for as valued individuals and strives to provide them with the best quality care possible;
- Involves the people we care for and their families in making decisions about their care;
- Provides a consistent level of service to meet community needs and strives to maximise the impact of our services by collaborating with others;
- Safeguards vulnerable people, but wherever possible, seeks to not just provide a safety net, but also a route to help people control their own lives and to stay safe and well;
- As a co-operative, ensures that all members have a real stake and say in how the service is run;
- Ensures our staff are valued for the skills they bring to the service, well motivated, properly and continually trained and treated fairly and well;
- Connects ideas, people and resources across boundaries of all kinds, supporting our community to harness and build on their strengths;
- Focuses on creating trust and synergy between institutions, businesses and people in Colne Valley.

## **Our Values**

We will work together with a common sense of purpose. We will be:

- Fair – to all our members
- Flexible - in doing what we can, as well as we can
- Ambitious – about the difference we are going to make with our community
- Focused – on delivering high quality services

## 1.2 Organisational Structure



## 2.1 Code of Conduct

This Code of Conduct sets out the importance of all members and specified post holders adhering to the principles set out below.

In terms of Regulated Care Services and Care Quality Commission (CQC) registration a minimum rating of "Good" is the benchmark.

Registration is based upon an inspection regime and the importance of the inspection ratings to our reputation and in setting the standard for our service quality cannot be overstated.

The CQC inspection rating for services are referred to and set out as 5 'Domains' and require that the services are:

- Safe
- Effective
- Caring
- Responsive
- Well-led

The domain of 'Well-led' has particular relevance and is the responsibility of the Board Members and Management Team. Unless the organisation is 'Well-led' the domains of 'Safe', 'Effective', 'Caring' and 'Responsive' are unlikely to meet the benchmark.

More information about the domains can be found on CQC website: <https://www.cqc.org.uk/what-we-do/how-we-do-our-job/five-key-questions-we-ask>

Further, all Board Members have specific duties under Regulation 5 of the CQC regulatory framework. (<https://www.cqc.org.uk/guidance-providers/regulations-enforcement/regulation-5-fit-proper-persons-Board-Members>)

**All Board Members and specified post holders shall practice these ways of working:**

To fulfil their responsibilities
<ul style="list-style-type: none"> <li>● Be diligent in exercising and discharging their duties to CCCV and must acquire a broad knowledge of the business activity including the regulatory framework of the CQC;</li> <li>● Exercise diligence and monitoring of the financial affairs of CCCV;</li> <li>● Endeavour to attend all Board meetings and where relevant to their role Management Team meetings;</li> <li>● Familiarise themselves with the Policies and Procedures of CCCV as amended and updated from time to time;</li> <li>● Ensure that the Board and Management Team facilitates access to regular audits, internal and external that is open and unimpeded;</li> </ul>

- Comply with relevant legislation, regulations codes of practice which includes those relating to the Health and Social Care Act 2008 (Regulated activities) Regulations 2014 and the Care Quality Commission (Registration) Regulations 2009;
- Not disclose any confidential information;
- Pay due regard to their common and civil law obligations;
- Not put themselves in a position where their private activities discredit CCCV or bring CCCV into disrepute;
- Receive regular written and verbal reports from staff on all aspects of the CCCV's work, and to provide clarity and effective support to the staff team as required

#### To be good co-operators

- Contribute to the Board, establishing and maintaining its vision, mission, objectives and values and adhering to the underlying principles of the co-operative;
- Take the time to build relationships with other organisation members;
- Be inclusive and respectful to everyone regardless of different ages, ethnicities, religions, abilities and sexual orientations; Avoid the use of language, images or other media – whether written, printed or electronic – that could cause offence to an individual or others nearby;
- Make strategic decisions, delegating appropriately, be collaborative, co-operative and facilitate open and effective communication;
- Be prepared, when necessary, to challenge or express disagreement with colleagues. Be open to having behaviour and practice questioned or challenged in the spirit of supporting innovative practice; including the Chairperson, Board Members and the Nominated Individual;
- Encourage one another to challenge views or behaviours that collude in unfair, disrespectful and oppressive practices;
- Support all members to identify and take up learning and personal development opportunities;
- Be ready and willing, as far as they are able, to offer support for others, especially when they are experiencing difficulty.

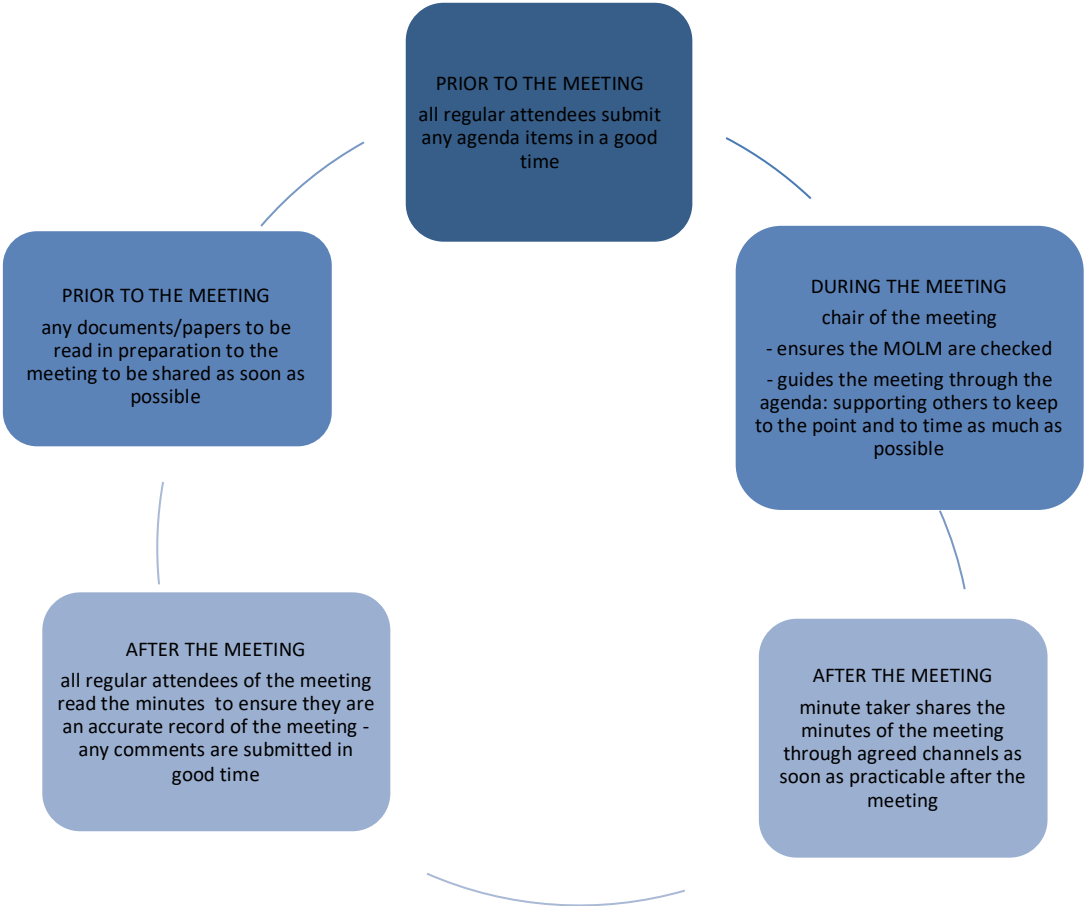
#### To show good leadership

- Exercise leadership in respect of their individual and collective responsibility that contributes to the smooth running of the Board and Management Team;
- At all times to act with integrity and in the best interests of CCCV and its membership to ensure professional conduct is ethical and holds up to public scrutiny and private reflection;
- At all times to demonstrate respect, honesty, openness and truth in dealings and communications;

- Create and facilitate a space where complex workplace questions can be discussed in a safe, respectful and open manner;
- Ensure potential problems are out in the open before difficulties arise, to prevent conflict and the misuse of power;
- Recognise and respect differences of opinion and operate in ways that preserve the dignity of others;
- Be conscious of the way in which we use our power regardless of our roles in CCCV and facilitate decision-making processes that are transparent and inclusive and work to share power among members of the organisation.

### 2.2 Protocols for Board and Working Group Meetings

Wherever possible specific steps in process should be followed: prior to a meeting; during a meeting, and; actioned as agreed at a meeting. This is intended to ensure that all meetings contribute to the overall benefit of CCCV and are held in an informed, transparent, effective, inclusive and positive manner. Clear and concise communication in terms of Agendas, Minutes and working papers will facilitate the efficient and effective working of the Board and CCCV as a whole.





## **Principles to be agreed and followed**

- All Board Members are expected to attend the Board Meetings as much as possible.
- Apologies for the meeting given to the chair of the meeting/Chair of the Board/Secretary of the Board in good time.
- Reasonable notice/time is provided for larger/longer documents to be read/provided feedback for at the meeting.
- Agenda items are to be submitted in the good time prior to the meeting.
- Flexibility around late agenda items; every effort should be made by meeting attendees to submit items on time.
- Main roles in the meeting conventions: agenda compiling (meeting reminder, call for agenda items, circulation), chairing, minute taking (during the meeting, circulation, any follow up).

### **Board Meetings - Agenda and order**

Prior to the meeting the Chair and Secretary discuss and agree together the Agenda and will circulate it in good time to Board Members inviting and prompting the submission of working papers/reports and additional items.

Welcome/Introductions – to ensure an open and inclusive way of holding the meeting. It is good practice that members have regard to each other's well-being and have an opportunity and freedom to raise any issues relating to the business and affairs of the Society. Board Members should endeavour to be prompt in attendance and concise in communication.

### Attendance and apologies for absence

Agreement of Minutes of the Last Meeting – Minutes will be circulated to the Board in good time following the Meeting and there is an expectation that all Members will read these and raise any amendments, queries or concerns to the rest of the Board Membership so any minor corrections or omission are dealt with prior to the next meeting. At the Meeting the Chair will ask for agreement that the Minutes of the last Meeting are a 'true and accurate record'. This is aimed at ensuring that the minutes will act as a record and resource to the Board on decisions, policies, initiative etc that have been properly agreed.

Any matters arising from the previous minutes that are not otherwise on the Agenda (Matters Arising) – this is the opportunity for all members of the Board to raise and discuss any unresolved concerns from the previous minutes.

Standing items – each meeting will have a list of standing items. The Agenda will be arranged in such a way as to ensure that non Board members for example Staff Members or invited guests will present to the Board in the first part of the Meeting so as to release them in good time and not require them to wait whilst Board only items are being discussed. Standing items will be e.g. updates from specific projects/working groups and can be added to or removed as appropriate to the development and progress of CCCV

Any other business (AOB) – this is a space for any items which are relevant for the meeting attendees, wherever possible these items should be submitted in advance but it is recognised that urgent issues may arise and require attention without notice.

Date/time + roles of the next meeting – it is a good practice to ensure that date and time of the next meeting. Additionally, if rotation principle is applied to roles in the meeting (e.g. note taker or chairing) these should be decided and minuted at this point.

### **2.3 Appointment and Composition of the Board of Directors**

It is anticipated that the Board will comprise 9 elected members with a broad range of skills, experience and expertise. Given the regulatory requirements and nature of the services operated by CCCV wherever possible one third of the Board should have knowledge and experience of the social care sector.

The Board may at any time fill a casual vacancy on the Board by co-option. Co-opted individuals must be Members of the Society and will only hold office as a Board Member until the next annual general meeting.

Following the first AGM of the Society a 'one third' retirement cycle, as set out in the Rules, will operate. A serving officer who is not re-elected to the Board at the AGM shall nevertheless continue in office until the first Board meeting following the AGM.

The Board will elect a Chairperson, a Secretary and any such officers as they may from time to time decide who will take on additional responsibilities as agreed by the Board, required by CQC regulations and set out in the guide available from Co-operatives UK – <https://uk.coop/guides>.

In order to maintain CQC registration the Board must appoint a Nominated Individual to monitor and oversee the regulated services provided. Because of the nature of the responsibility undertaken by the

Nominated Individual they will receive remuneration for their service in this respect, but not for any other duties or responsibilities carried out as a Board Member.

Given the nature and complexity of CCCV a number of Advisory/Working Groups will work with the Board to ensure that the organisation and staff team are fully supported. Board members with appropriate skills, knowledge and experience will form part of and lead these Groups reporting back to the Board as required.

All Board members hold joint and several liability for the financial dealings of the organisation and may be held liable for mismanagement of funds or negligence. The Business and Finance Working Group will take primary responsibility for monitoring the financial affairs of the organisation and will report to each Board meeting and/or earlier if specific concerns arise.

### **3.1 Eligibility, suitability and election to office**

CCCV is an inclusive, open and innovative member led organisation which welcomes participation from Members of the Society at every level.

Board Members are legally responsible to ensure that the service is safe and all legal requirements relating to its function as a regulated services provider under CQC regulations are met in full. It is therefore vital that all Members standing for election, or who are co-opted to the Board to fulfil a casual vacancy are subject to relevant checks to ensure their suitability as 'Fit and Proper Persons' to hold office under the CQC regulations.

To ensure compliance the Board will ensure that:-

- all relevant posts are advertised internally to members in good time prior to the AGM or externally, as appropriate, to ensure transparency and appropriately qualified candidates are appointed from as wide a field as possible;
- All Members standing for office undergo relevant employment checks and be eligible in line with the 'fit and proper' person guidance ([https://www.cqc.org.uk/guidance-providers/regulations-enforcement/fit-proper-persons-Board Members](https://www.cqc.org.uk/guidance-providers/regulations-enforcement/fit-proper-persons-Board-Members))
- A person specification for Board Members and specified post holders matched against job descriptions that detail their role, responsibilities, duties, and the limits to their accountabilities is provided to those wishing to be elected/and or appointed as appropriate and is freely available to all Members of the Society
- In the case of co-optees if a casual vacancy arises in between AGMs interviews will used an assessment criteria to ensure transparency

for all candidates and records will be a contemporaneous account of the interview;

- An Enhanced DBS check is obtained through CCCV's checking account; Employment checks are undertaken and every Board Member signs a Declaration of Criminal Conviction/Solvency (Appendix)

### **3.2 Removal Process**

If an issue subsequently arises following their election that brings into question the suitability of a Board Member to continue in office an internal investigation will take place as determined by the Board. If the Board then feels that the Board Member concerned is not a 'Fit and Proper Person' the Board will agree a course of action, which can include immediately calling a General Meeting of the Society with a view to terminating that Board Member's appointment in accordance with the procedures set out in the Rules.

### **4.1 Conflict of Interest**

You must declare your involvement with any person, persons or legal entity who may receive a benefit from CCCV. This includes but is not limited to:

- Friends and family and/or any businesses they may be involved with;
- A Board Membership or management role in any business, charity or voluntary organisation;
- Membership of a secret society: "An organisation which is secret in that the object of the organisation or the duties, obligations or secrets imposed upon or accepted by its members, or details of the membership itself of the organisation, are protected in any way by penalties which may be imposed upon its members."

For full details of procedures in circumstances where a conflict may arise please see the Conflicts of Interest Policy.

### **4.2 Expenses**

You will be entitled to claim back your reasonable expenses incurred in carrying out your duties and responsibilities as a Board Member PROVIDED ALWAYS that these have been agreed in advance with the Chairperson and the Secretary.

Expenses will be paid under the same terms and conditions as Staff Members and full details are set out in section 5 of the Employee Handbook.

### **4.3 Personal Interests and Beliefs**

You must ensure that your personal interests and beliefs do not hinder the performance of your CCCV duties.

You must also ensure that your behaviour (to include any posting on social media) doesn't impact on the reputation of CCCV.

CCCV will not tolerate any behaviour that could be construed as direct or indirect discrimination.

### **4.5 Gifts and Hospitality**

Please see the gifts and hospitality procedure for details

## **5.1 Information Security**

You have a responsibility to comply with this policy throughout your period of office as a Board Member. The policy includes:

- Responsibility for the security of information, systems, equipment and premises as far as these are within your control
- Awareness of the need to avoid unauthorised or unintended disclosure, loss or damage to CCCV's information; unofficial access to any CCCV system; loss or damage to any CCCV equipment, and unofficial access to CCCV premises.

Full guidance and information can be found in the Security Policy.

## **5.2 Equality & Diversity**

CCCV opposes all forms of discrimination and believes in treating all its members fairly regardless of any of the protected characteristics covered by the Equality Act.

All Members will be made aware of CCCV's equality and diversity strategy and the policy statement during induction which covers all aspects of discrimination and encouraged to refresh awareness through training sessions, team briefings and one-to-one discussions.

Board Members are expected to maintain the highest standards of behaviour when dealing with areas of diversity both inside and outside the CCCV. Failure to do so will result in removal of membership.



## Appendix 1 - Board Member application form

<b>Board Member application form</b>	
Personal Details	
First/Given Name/s	
Surname	
Date of Birth	
Address	
Phone number	
Email address	

Application information
Please tell us, in a few sentences, why you are interested in becoming a board member at Co-operative Care Colne Valley.
Please tell us, in a few sentences, about your skills and experiences which are relevant to a board member role at Co-operative Care Colne Valley.

As a care provider, regulated by the CQC, we are required to be really thorough when recruiting board members. In line with these requirements, we will need to do following checks. Please confirm that you are happy for us to do these together.	
Reference checks, both written and with verbal confirmation of their integrity.	Y/N
A disqualified Directors check, made via the Companies House register or the Insolvency Service Register for England and Wales (Scotland and Northern Ireland have their own insolvency registers).	Y/N
If applicable, qualifications (originals), to be validated and then copied for file retention.	Y/N
If applicable, right to work check, to comply with current immigration requirements.	Y/N
Enhanced DBS (Disclosure and Barring Services) check	Y/N

CQC declaration form (appendix 2 of this handbook)	Y/N
Interview	Y/N

First referee details	
First/Given Name/s	
Surname	
Address	
Phone number	
Email address	
Please tell us, in a few sentences, what is your relationship to your referee and how long have you known each other.	

Second referee details	
First/Given Name/s	
Surname	
Address	
Phone number	
Email address	
Please tell us, in a few sentences, what is your relationship to your referee and how long have you known each other.	

We would like to support everyone to become part of our board. If there is anything we need to consider (e.g. physical disability, caring responsibilities, other commitments) to make our cooperation work please tell us here - or speak to us at any point later.

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All the information on this form is processed, stored, retained and destroyed in line with our Privacy Policy <https://www.valleycare.coop/privacy-policy/>

Please return the filled form via email to [secretary@valleycare.coop](mailto:secretary@valleycare.coop).

By signing this form, I confirm that

- I have read, understood and agree to comply with the Code of Conduct;
- all the information I have given to CCCV is true and correct to my best knowledge;
- I am happy with CCCV to process this form in line with our Privacy Policy and take the next steps in the recruitment process.

Sign	
Print name	
Date	



Thank you & we're looking forward to co-operating together!

**Appendix 2 - CQC Declaration of financial suitability**

<b>CQC Declaration of financial suitability</b>
<p><b>Have you ever been registered or licensed for, or been the owner of any service registered or licensed under any of the following Acts of Parliament?</b></p> <p>The Registered Homes Act 1984            The Registered Homes (Amendment) Act 1991            The Children Act 1989 (including childminding and day care for children)            The Nurses Agencies Act 1957            The Care Standards Act 2000            Health and Social Care Act 2008</p>
Yes/No – if yes please provide details
<p><b>Was the registration of the organisation ever cancelled?</b></p>
Yes/No/n/a – if yes please provide full details
<p><b>Administration, receivership, and other insolvency processes</b>  <b>Have you ever been declared bankrupt or subject to any other insolvency process or proceedings resolved or otherwise?</b></p>
Yes/No – if yes please provide full details
<p><b>Have you been subject to any safeguarding investigation, criminal investigation or any investigation by a previous employer?</b></p>
Yes/No – if yes please provide full details
<p><b>Are you subject to any professional disciplinary action, current proceedings, investigations or restrictions or bars on activity by a health or care professional regulator or the Disclosure and Barring Service?</b></p>
Yes/No – if yes please provide full details
Full name:
Signed:
Date: