



Mental Health Network Constitution

1. Legalities and Governance

- 1.1 The NHS Confederation is the membership body that brings together the full range of organisations that commission and provide NHS funded services.
- 1.2 The NHS Confederation is comprised of two legal entities: The NHS Confederation Charity, which is subject to the regulations of both the Charity Commission and Companies House; and which owns The NHS Confederation Group Company Ltd.
- 1.3 The NHS Confederation Audit Committee oversees the work of all three legal entities and reports to The NHS Confederation Charity's Board of Trustees.
- 1.4 The NHS Confederation Group Company undertakes the day to day work of the NHS Confederation and hosts a range of forums and connecting networks. The Mental Health Network (MHN) is one of these and The Chair of the MHN is, at the discretion of The NHS Confederation Charity, a Trustee of their Board.

2. Purpose, Objectives and Powers

- 2.1 The **purpose** of the MHN is to support and engage with member organisations in furtherance of providing the best possible treatment, care, support and outcomes for people of all ages with mental health problems and their carers; including those people with complex co-morbidities or dual diagnoses of mental illness and learning disabilities, challenging behaviour, substance misuse or criminal activity. The pre-determinant being that care is largely commissioned through NHS funds and policy and provision can be influenced and affected through the NHS.
- 2.2 The **objectives** of the MHN are to:
 - 2.2.1 Raise the profile of mental wellbeing and mental health issues and to support parity with physical health in the development of policy and system reform.
 - 2.2.2 Use our collective experience, knowledge and skills to influence public debate, provide an informed and balanced view to the media and politicians and reduce discriminatory practice against those with mental health problems.
 - 2.2.3 Support members in the interpretation of policy and in the implementation and sharing of best practice based on both clinical evidence and meaningful service user engagement and feedback.
 - 2.2.4 Foster co-operation and communication between Mental Health Care Providers, and other statutory and non-statutory bodies, government departments, ministers, health professional bodies, local authorities, service user forums, charitable organisations and regulatory bodies as relevant to the pursuance of the MHN's purpose.
- 2.3 In support of these objectives the MHN shall have the **powers** to:



- 2.3.1 Employ the required staff to achieve these objectives, as agreed by The Chair and Chief Executive of the MHN Board, and through the legal contractual employment processes of the NHS Confederation.
- 2.3.2 Pay for services, items or Consultancy arrangements as required and by agreement of The Chair and Chief Executive and reported to the MHN Board.
- 2.3.3 Publish, or contribute to, papers, documents, books, periodicals or reports as relevant.
- 2.3.4 Establish time limited task groups and engage with member organisations to provide specialist advice or input from professionals or service users to support work which can then be of benefit to the wider membership.
- 2.3.5 Nominate MHN representatives to join working parties, committees or other such functional groups that would be in pursuance of the MHN's objectives.
- 2.3.6 Gather, co-ordinate and promote the views and interests of member organisations to government and influential national bodies and figures.
- 2.3.7 Hold conferences, meetings, lectures, exhibitions in the interest of the MHN's purpose and objectives.

3. Membership

- 3.1 Membership of The NHS Confederation is a pre-requisite to being a member organisation of the MHN. Both organisations require payment of a subscription fee.
- 3.2 Membership of the MHN is open to all statutory, not-for-profit and commercial providers of mental health services that share the network's values.

The Mental Health Network is dedicated to promoting excellence in mental health services and the importance of good mental health. The network:

- Celebrates the multi-sector provision of mental health services
- Champions diversity at all levels
- Puts service users and carers at the heart of decision making
- Promotes evidence-based innovation in practice

Organisations seeking to join the Mental Health Network will have their membership confirmed by agreement of the Mental Health Network board

- 3.3 Annual membership and fees will run from 1 April of one year to 31 March of the next.
- 3.4 Any member organisation can resign its membership of the MHN in writing to The Chair of the MHN at any time. However, there will be no "part year" rebates of the annual subscription fee.
- 3.5 If a member's subscription fee remains unpaid from 1 April to 30 June of the same year, then The Chair and Chief Executive of the MHN can jointly agree to remove the organisation from the register of member organisations and report this to the next Board meeting of the MHN.



- 3.6 Subscription fees shall be fixed and reviewed annually by the MHN Board, and such decisions shall be transparent and communicated to member organisations.
- 3.7 Any form of membership (including full membership or any associate membership) can be ceased if the Board of the MHN believes that the conduct of an organisation could be harmful or prejudicial to the purpose, values and objectives of the MHN of the NHS Confederation. This would be resolved by a majority vote of the MHN Board.

4. The Board Membership and Meetings

- 4.1 The Board shall comprise the following:
 - 4.1.1 The Chair, who will be a Chief Executive or Chair from any MHN member organisation.
 - 4.1.2 The Vice Chair, who will be a representative from any MHN member organisation and an existing MHN board member.
 - 4.1.3 Three Chief Executives and three Chairs of Mental Health NHS or Foundation Trusts.
 - 4.1.4 Two people to give a service user's perspective.
 - 4.1.5 One person to give a carer's perspective.
 - 4.1.6 Two "for profit" provider representatives.
 - 4.1.7 Two "not for profit" provider representatives.
 - 4.1.8 Three healthcare practitioners in active and substantive clinical practice; one to be an Allied Health Professional (including Psychologist), one to be a Nurse Director and attendee of the Nurse Directors' Forum and one to be a Medical Director Representative who will take on an additional role as Chair of the Mental Health Medical Directors' Forum.
 - 4.1.9 The Chief Executive of MHN.
 - 4.1.10 MHN member organisations will be represented in a maximum of two board roles at any given time. The Board should not exceed 19 members.
- 4.2 The board will identify strategic priorities for the network and ensure that new board members with the appropriate knowledge base are recruited into "for profit" provider and "not for profit" provider representative roles as necessary. Details of the preferred candidate profile will be clearly communicated through the election process.



- 4.3 The Board will have the powers to co-opt members for agreed purposes or specific pieces of work as necessary, or in the event of “acting arrangements” being required between elections to ensure appropriate representation.
- 4.4 The Board membership may be reviewed if requested by The Board members in order to recognise or reflect any changes in membership of the MHN.
- 4.5 The Board shall meet at least 4 times a year and hold one Annual General Meeting in the summer of each year.
- 4.6 Should a Board member miss 3 consecutive Board meetings; their Board position will be reviewed by The Chair and may be subject to termination.
- 4.7 Quorum for Board meetings shall be a minimum of 5 members, including the Chair or Vice Chair. Should the Board need to take a decision which is not unanimous a majority vote will be taken, with The Chair of the meeting having casting vote if necessary.
- 4.8 Board members will be required to sign up to a Code of Conduct, as appended to this Constitution.
- 4.9 Board responsibilities will include:
 - 4.9.1 The conduct of the business of the MHN.
 - 4.9.2 The appointment of the MHN Chief Executive.
 - 4.9.3 The approval of an annual forward-looking Business Plan and Budget, for presentation at the Annual General Meeting.
 - 4.9.4 The approval of a retrospective annual report on the activities of the MHN for presentation at the Annual General Meeting.
 - 4.9.5. Representation of the MHN and the promotion of the interest of its membership as appropriate.
 - 4.9.6 Oversight of fairness and transparency in all election processes to support Board membership.

5. Elections

- 5.1 The Chief Executive of the MHN is appointed substantively by the Board. All other Board members shall be elected by the member organisations of the Network.
- 5.2 Elections should reflect the representative role (eg For Profit organisations vote for their representative, NHS organisations vote for their representatives, etc). The MHN Board can seek the most effective and transparent way to secure nominations for service user and carer representatives from its wider membership and associations.
- 5.3 Board members will be elected by member organisations for a 3-year term of office. The MHN board will seek to represent the diversity of all those who work in and access mental health services by actively encouraging nominations from a diverse range of candidates to all positions, and achieving no less than 20% BAME



representation by 2025 (equivalent to 4 Board members) and setting targets for adequate representation across all protected characteristics; this will be clearly communicated throughout all election processes.

- 5.4 The MHN values the lived experience of service users and carers. Representatives seeking election to these positions will either have current or past experience as a service user or carer.
- 5.5 The Board can agree to a rotation of elections to ensure the appropriate balance of continuity and fresh representation and may also agree to the extension of a term of office of any member for any period beyond 3 years, but not exceeding a maximum of 6 years.
- 5.6 The Chair of the Board is voted for by Board members and must already hold a position on the Board. In the exceptional case of a member being voted as Chair of the Board, but already approaching a maximum 6-year term of office, the Board may agree to extend the maximum term of office of the Chair to 9 years. The Board will consider the extension of a term of office of any member beyond 3 years. Unless a formal objection is raised by a serving board member, the board will grant an extension without an external election process. If such an objection is received by the Chair, an election process will be triggered at the end of the member's 3-year term.
- 5.7 The Chair of the Board will appoint the Vice Chair from the existing board, to be ratified by the full Board.
- 5.8 Both the Chair and Vice Chair will serve 3-year terms of office in these positions. Extensions to these positions can only be requested and approved by the full Board. In such circumstances the individual concerned must declare an interest and not participate in any vote. The Vice-Chair will undertake a full deputising role in the absence of the Chair, undertake specific tasks and responsibilities as requested by the Chair, and share and support in general the full workload range of the Chair.
- 5.9 Should a Board member resign or retire from their substantive post which made them eligible for election, and their new post is not sufficiently comparable, they must resign from the MHN Board. Any areas of uncertainty or dispute may be considered by the full Board and decided by majority vote if necessary.
- 5.10 The Board has the power to co-opt members or appoint an interim Chair or Vice Chair should unforeseen vacancies arise and pending the conclusion of the appropriate election processes. The Chief Executive of the MHN will advise and support the Board in this as required.
- 5.11 In the event of a deadlocked election result, the result will be considered by the full Board and decided by majority vote.

Code of Conduct for Board Members

1. I will uphold and support the purpose of the MHN and abide by its Constitution.
2. I will seek to ensure that the member organisations and constituency that voted for me are fairly represented at, and informed by, the MHN.



3. I will show respect to my Board member colleagues, value their contributions and ensure discussions are fair and unbiased and my representative opinions are properly founded.
4. I will seek to ensure that no-one is discriminated against because of their religion, belief, race, colour, gender, disability, sexual orientation, age or social status.
5. I will not make, permit or knowingly allow, untrue or misleading statements relating to my own duties in relation to the MHN or wider actions of the MHN.
6. If I am a member of a political party, trade union or other activist organisation, I will not be representing that organisation or their views, but those of the member organisations that elected me.
7. I will accept responsibility for my actions and conduct as a Board member.
8. In regard to my duties as a MHN Board member, I will uphold the seven principles of public life as outlined by The Nolan Committee and listed below:-
 - **Selflessness** – holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends.
 - **Integrity** – holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
 - **Objectivity** – in carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
 - **Accountability** – holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
 - **Openness** – holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
 - **Honesty** – holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
 - **Leadership** – holders of public office should promote and support these principles by leadership and example.