

Corporate Governance Framework

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Corporate Governance Framework

BrisDoc Organisation

The diagram below articulates the broader service structure for BrisDoc Healthcare Services.



Corporate Governance

Corporate Governance ensures that the conduct of our business and the delivery of our services attain the highest standards. That is, in an open, honest and proper way, adopting best practice and adhering to legal and regulatory requirements.

Patient safety and quality of care is critical to BrisDoc and all processes in place ensure this is the highest priority. BrisDoc's mission is "*patient care by people who care*". Governance encapsulates everything we do and cuts through all elements of the services provided.

BrisDoc operates in accordance with its Memorandum and Articles of Association (M&AA) as approved by co-owners, and overall responsibility rests with the Board of Directors.

Clinical Governance

Clinical governance is the cornerstone of providing safe and effective health care services. Good clinical governance is underpinned by an open responsive, learning culture. It includes management of clinical performance, education and professional development, management of risk, safeguarding processes, clinical and records' audit, and comprehensive management of complaints and learning events.

Workforce Governance

Workforce governance ensures services are provided by the right staff with the right skills and knowledge, who have the opportunity for personal development. It ensures a fair wage is attributed to a role and staff are remunerated and rewarded appropriately. It ensures employment and management of staff, and their performance, is in accordance with employment law.

Corporate Governance Framework

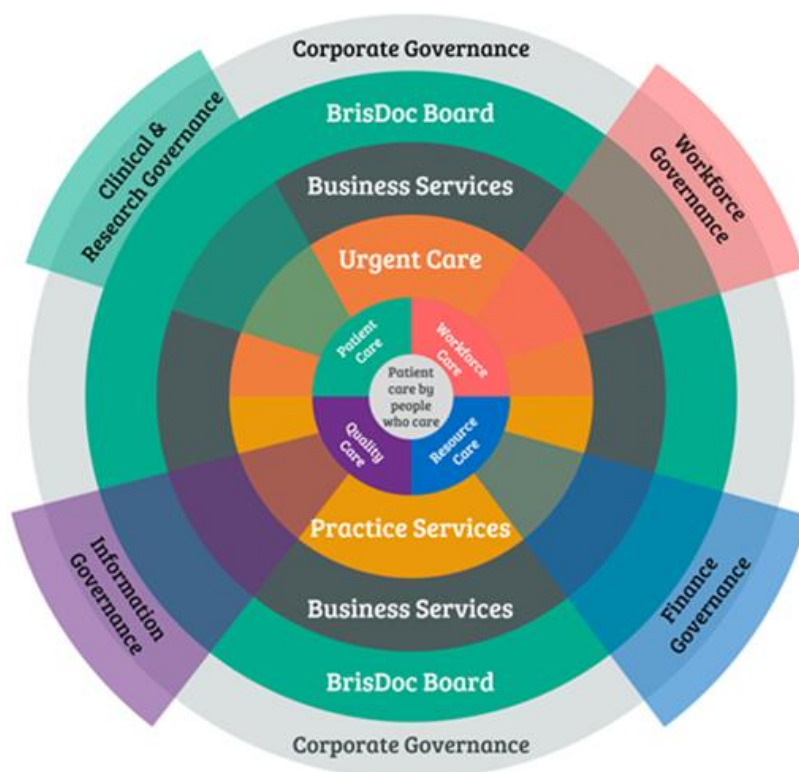
Financial Governance

Financial governance provides rigour for the use of public funds. Standards for managers are set out in the Corporate Financial Framework. Good financial governance assures the BrisDoc Board of the probity with which resources are managed and monitored, by whom they are used and for what. It ensures best value is obtained and that resources are used effectively, efficiently and appropriately.

Information Governance

Information Governance is fundamental to the protection and integrity of patient, employee and corporate information.

This is achieved through a comprehensive framework of policies and processes, defining the way we receive and process information, and how we monitor and review practices to ensure the highest standards of confidentiality are maintained throughout our business and services.



Leadership

BrisDoc Directors provide a balance of expertise covering Executive and Non-executive roles, covering both clinical and operational leadership.

The Board of Directors sets the strategic aims for BrisDoc, taking into consideration the views of co-owners. The Board ensures the necessary viability, financial and human resources are in place to meet its priorities and objectives. The Directors will regularly review progress and manage performance, with Non-Executive Directors undertaking an annual performance review of the Executive Team.

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As a whole, the Corporate Leadership Board is responsible for ensuring the quality and safety of healthcare services provided by BrisDoc and its sub-contractor(s), applying the highest standards and guidelines for clinical safety. The Board is responsible for the safety of all staff and equipping them with the necessary skills and resources to ensure services are safe, effective, efficient and economically provided.

- Operational leadership and delivery are the responsibility of each Head of Service, reporting to the Managing Director
- Clinical and Research Governance are the responsibility of the Director of Nursing, AHPs and Governance, reporting to Medical Director
- Corporate Governance is the responsibility of the Managing Director, reporting to the Chairman and Full Board
- The Executive Directors are accountable to the Board of Directors and ultimately co-owners, as well as to regulatory and legal bodies. The Executive Directors benefit from the non-executive members who provide additional rigour regarding corporate governance and performance

Values

A FIVE-way leadership model is at the heart of all processes and practices and provides the core values for service development and workforce management through to individual performance management. These values ensure that strong core leadership foundations are in place.

<https://www.radar-brisdoc.co.uk/our-strategy/>

Quality

BrisDoc has previously gained BS EN ISO 9001 certification. BrisDoc's Executive and Management Teams, and the co-owners, have a continuing commitment to fulfilling the following objectives:

- To ensure quality, workforce, resource, and patient care are the forefront of everything it does
- To continue to develop, improve and maintain the Quality Management Systems through review of the effectiveness of managing, reporting, and auditing quality
- To encourage and facilitate our co-owners to achieve their full potential through their career with BrisDoc, in part measured via an improving Learnership score
- To achieve exemplary levels of positive feedback from patients and stakeholders in all services, measured via direct feedback, and to respond to trends where high levels of satisfaction is not achieved
- To ensure that patients' needs and expectations are identified and fulfilled through the effective and efficient consultations
- To communicate throughout BrisDoc the importance of meeting patient and stakeholder needs and all relevant statutory and regulatory requirements, ensuring co-owners understand these expectations
- To ensure resources are made available to provide high quality, evidence-based services that meet local and national requirements, wherever practicable
- To support co-owners with their health and well-being, providing access to high quality, trusted supportive resources when needed. Monitored via Warwick Wellbeing Scores, the aim is to have an emotionally and physically resilient workforce able to deliver at all times

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- To ensure focus is maintained to manage all learning events and feedback in an open manner that is thorough and efficient, shares learning widely across BrisDoc services, and ensures all feedback is responded to within the timescale agreed with the patient, and 90% of learning events are managed in accordance with the incident management policy
- To undertake an annual Internal Audit programme, with results used as a means of monitoring and measuring the effectiveness of the Quality Management Systems
- To comply with all relevant statutory and regulatory requirements.

Professional Counsel and Advice

BrisDoc obtains financial (Bishop Fleming) and legal advice (Hughes Enterprise) to support the leadership structure and has adopted the UK Corporate Governance Code (2010) principles:

1. Leadership – the structure provides clear leadership for services through the Executive Team and for the running of the Board, through the Non-Executive members. The latter provide constructive challenge to service strategy and performance as well as accountability for the Executive.
2. Effectiveness – BrisDoc has appointed a balance of clinical and non-clinical expertise. This provides essential medical input, alongside financial, service operations, and patient/community expertise. The Executive Team is subject to a comprehensive annual review to assess performance and ongoing roles. The Board is fully accountable to co-owners and the Board. No single Director has independent overall control and the Executive members operate as a team in strategic decision making.
3. Accountability – corporate risk management is key in determining the overall Company strategy and performance. BrisDoc has applied Turnbull Guidance (2005) to support development of its internal financial controls and risk management, including:
 - appointed Auditors provide professional rigour
 - regular audit by NHS Audit South West to assess overall governance and risk
 - environment management is assessed by QMS to verify ISO 14001 status
 - registration and inspection by Care Quality Commission which provides additional focus and rigour for overall leadership and governance
 - NHS Digital Information Governance requirements
4. Remuneration – executive reward is determined by the Finance Governance Board with external benchmarking and advice provided by Bishop Fleming. No executive directors determine their own reward.

Co-Ownership

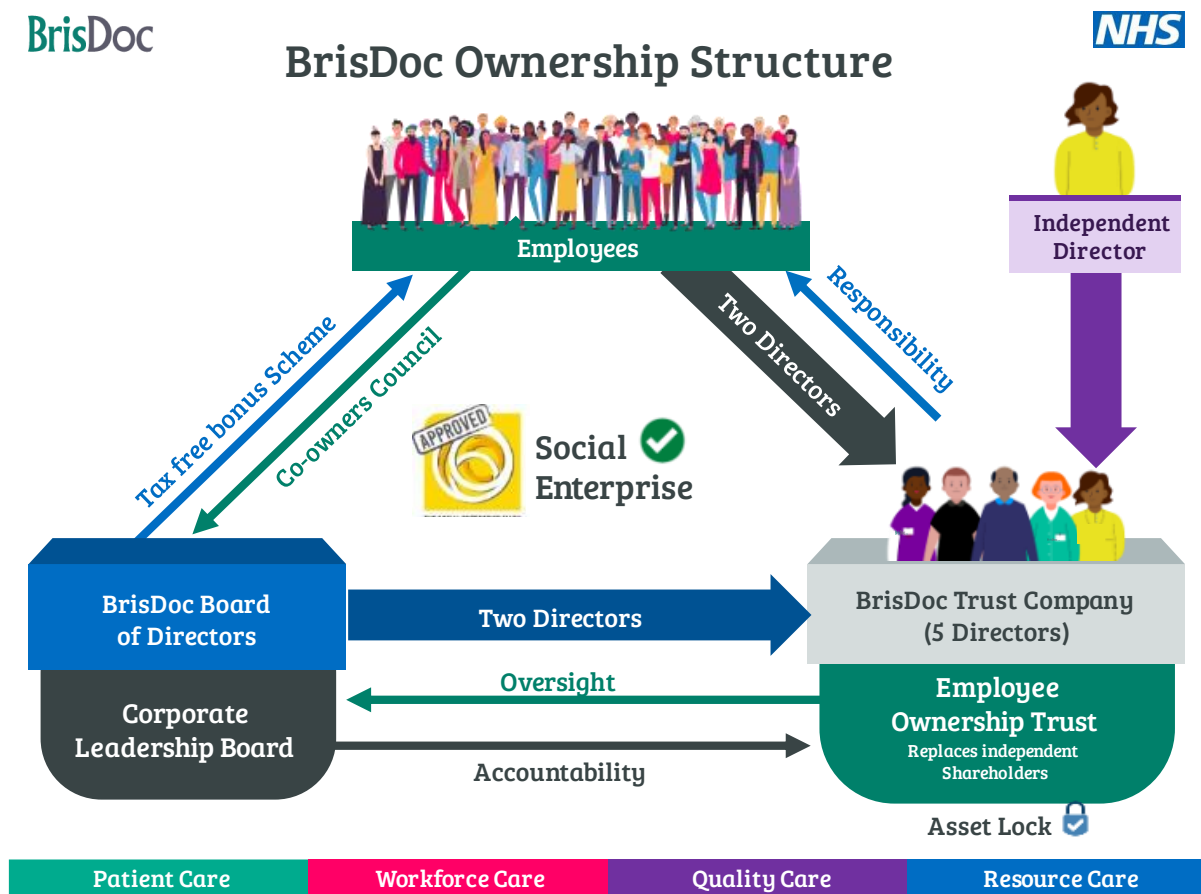
BrisDoc is an employee owned, social enterprise. Consultation with co-owners is achieved via the co-owner's council, newsletters, and on-line surveys to seek comments informing decision-making. An Annual General Meeting is held to inform all co-owners of performance. Co-owner participation is actively encouraged.

BrisDoc Trustee Ltd which holds 100% of the shares of BrisDoc on behalf of an Employee Trust Deed dated March 2021. The Board of Directors of BrisDoc is accountable to BrisDoc Trustee Ltd (as the shareholder). The Trust Deed sets out certain criteria specifically to endorse the social purpose of BrisDoc, matters requiring employee council decision and the use of funds in line with the requirements of a Social Enterprise.

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BrisDoc

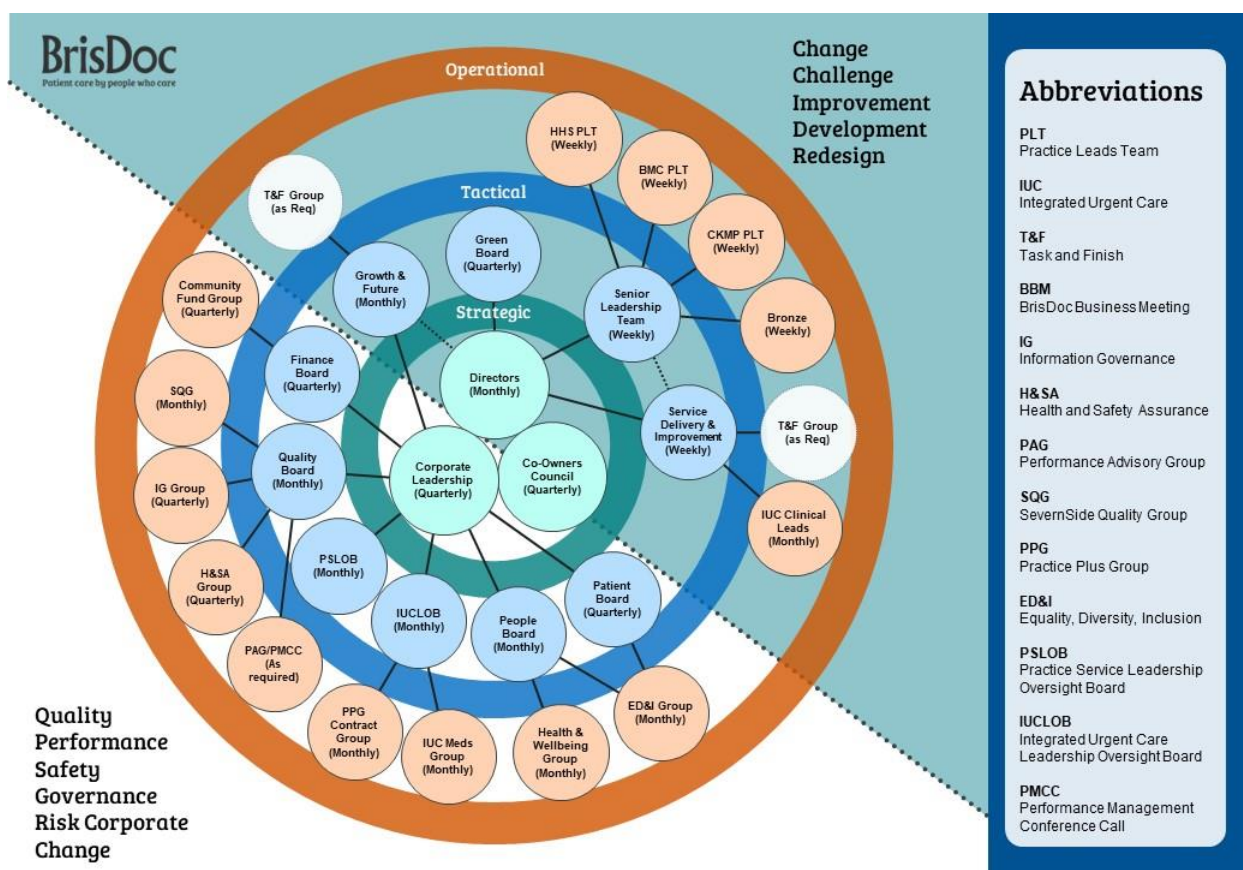
BrisDoc Ownership Structure



Meeting Structure

The organisation's corporate governance is set out in the following meeting structure.

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Each meeting has its own Terms of Reference (TOR) which defines the function, reporting, accountability and integration with the rest of the structure and ensures it meets the organisational needs while upholding high standards of quality across all areas. All Boards will provide a written report to the Corporate Leadership Board for assurance.

Documentation

The function of corporate governance is holistically supported by a suite of documents which enable quick reference and assurance to stakeholders. There are three key types of documents used by BrisDoc to inform practice and procedure. Each document is monitored and reviewed regularly to ensure accuracy and compliance with organisational corporate governance principles.

Policy

Policies guide processes and ensure a clear plan of what to do in particular situations. These documents have been agreed to by the relevant corporate governance groups and provide the basis against which compliance is measured.

Standard Operating Procedure

Standard operating procedures (SOPs) set out step-by-step instructions to ensure routine operations achieve efficiency, quality output and uniformity of performance, while reducing miscommunication and failure to comply with regulations.

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Handbooks

A Handbook is a convenient, quick reference tool which makes available facts and information on role or team's specific functions which links to SOPs and Policies as required.

Framework

A basic structure underlying a system, concept, or intent, these may accompany a strategy and are used to provide guidance on the approach to a specific intent.

Strategy

A strategy is used to clearly articulate a plan of action designed to achieve a long-term or overall aim in relation to a specific area.

Terms of Reference (TOR)

Terms of reference (TOR) define the purpose and structures of a meeting, or any similar collection of people who have agreed to work together to accomplish a shared goal. Terms of reference show how the object in question will be defined, developed, and verified. Each TOR covers purpose, membership, quoracy and engagement as well as a standard agenda template.

Change Register

Date	Version	Author	Comments
28/01/2013	1.1	Deb Lowndes	Updated IG section diagram and references
07/02/2013	1.2	Nigel Gazzard	Added section of Freedom of Information
06/02/2014	1.3	Deb Lowndes	Included new IGMS structure diagram
14/07/2015	1.4	Deb Lowndes	Include revised IGMS structure diagram, revised 4-way diagram and addition of social media policy in IG section.
30/3/2016	1.5	Claire-Louise Nicholls	Include additional governance boards and their associated governance groups, and the governance reporting structure.
12/3/2019	1.6	Claire-Louise Nicholls	Update to reflect new governance structure
20/10/2022	2.0	Rhys Hancock	Policy Re-write and Inclusion of Quality Policy
09/12/2022	2.1	Rhys Hancock	Updated meeting governance structure image