BrisDoc Healthcare Services Ltd

Corporate Governance Framework

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3.0	Rhys Hancock (Director of Nursing, Allied Health Professionals and Governance)	1st November 2013
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24/07/2026	Combined Board	24/07/2027

Contents

Purpose and scope

This Corporate Governance Framework provides an executive-level overview of how governance operates within BrisDoc Healthcare Services Ltd. It is intended to give assurance to the Combined Board, co-owners and external stakeholders that BrisDoc has clear, effective and proportionate governance arrangements in place.

The Framework describes the overall governance architecture, including accountability, decision-making, escalation and assurance. It does not replace or duplicate detailed policies, terms of reference or operational procedures, which are held separately and referenced where appropriate.

It also describes the corporate governance arrangements through which BrisDoc Healthcare Services Ltd, BrisDoc Trustee Ltd and the Combined Board operate within agreed legal, ownership and delegated authority arrangements.

This document provides a high-level reference for internal and external assurance, including inspection and regulatory review, demonstrating how governance operates across the organisation.

BrisDoc Organisation

BrisDoc Healthcare Services Ltd delivers a range of primary and urgent care services and operates as an employee-owned organisation. Governance arrangements apply across all services and functions, providing consistent oversight, assurance and accountability while allowing for appropriate delegation and operational flexibility.

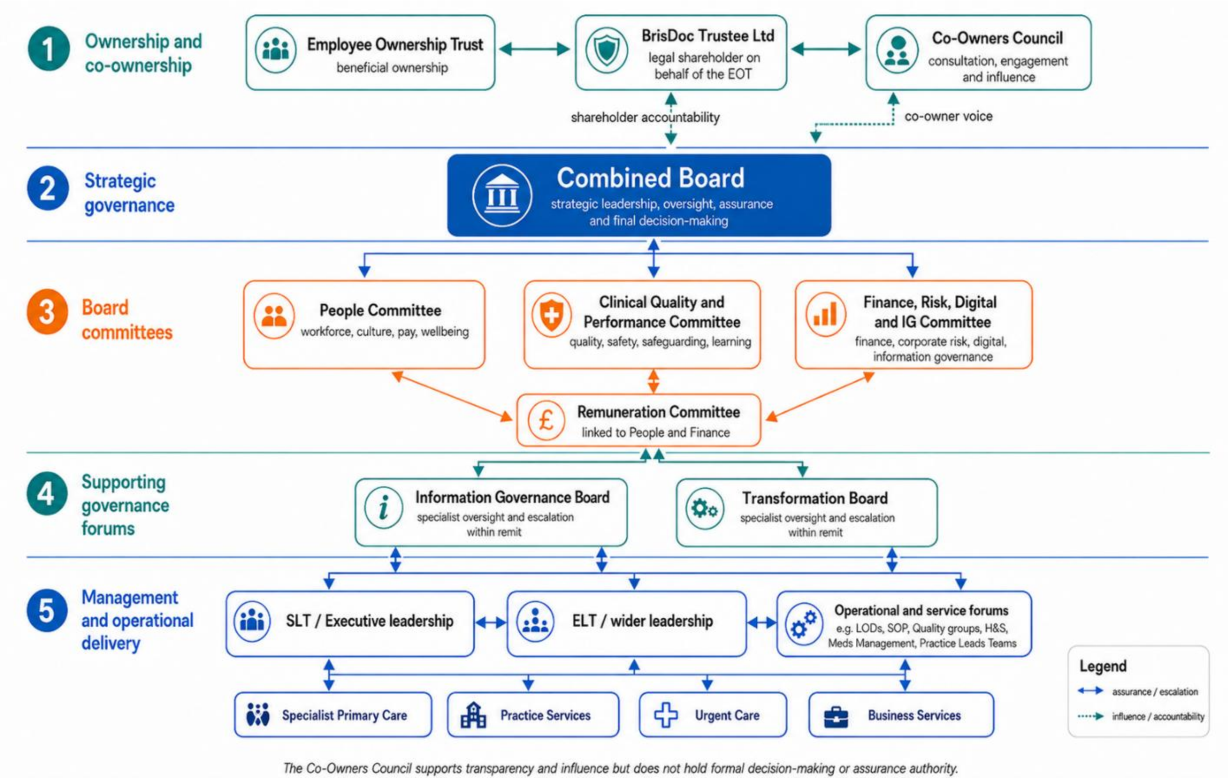
BrisDoc's broader service structure is shown in Fig 1.

Fig 1 High level organisational structure

Governance model

The governance model (Fig 2) illustrates BrisDoc's ownership, governance, assurance and escalation arrangements. It shows how shareholder accountability, co-owner voice, Board oversight, committee assurance and operational delivery connect across the organisation.

Fig 2 Corporate governance, assurance and escalation model



BrisDoc operates a Combined Board model which brings together the governance of BrisDoc Healthcare Services Ltd and BrisDoc Trustee Ltd, alongside Executive and Non-Executive Directors, to provide strategic leadership, oversight and assurance. This reflects BrisDoc's employee-owned structure, where BrisDoc Trustee Ltd holds the shares in BrisDoc Healthcare Services Ltd on behalf of the Employee Ownership Trust and acts as legal shareholder.

The Combined Board is responsible for setting strategic direction, overseeing performance and risk, and ensuring the organisation delivers safe, high-quality, sustainable services in line with its social purpose and employee-owned status.

Governance operates as an integrated system, with defined domains supported by committees, structures and behaviours. Assurance flows from operational delivery through committees to the Combined Board, enabling informed decision-making and effective oversight.

The Combined Board operates within the Company's Memorandum and Articles of Association, the Employee Ownership Trust Deed and applicable company law. Directors are required to comply with their statutory duties and exercise their responsibilities in a manner that promotes the long-term success, sustainability and social purpose of the organisation.

Governance domains

Corporate governance provides the overall framework for how authority, accountability, assurance and control operate across BrisDoc. Within that framework, the following domains represent the core areas through which governance assurance is provided.

Clinical governance

Clinical governance provides assurance that BrisDoc delivers safe, effective and continuously improving clinical services. It encompasses clinical quality, patient safety, safeguarding, learning from incidents and complaints, audit, and professional standards.

Assurance is provided to the Combined Board through the Clinical Quality and Performance Committee, supported by reporting, escalation of risks and learning, and executive accountability.

Clinical governance is supported by formal quality management and assurance arrangements, including audit, review of performance and outcomes, and learning from incidents, complaints and feedback. These mechanisms enable continuous improvement and provide assurance to the Board that quality and safety are being actively monitored and managed.

Workforce governance

Workforce governance ensures that BrisDoc has the right people, with the right skills and support, to deliver services safely and sustainably. It includes workforce planning, recruitment and retention, pay and reward, wellbeing, performance management, learning and development, and compliance with employment law.

Assurance is provided through the People Committee, enabling the Combined Board to oversee workforce risks, culture, capacity and capability.

Financial governance

Financial governance ensures the effective, transparent and proper use of resources. It includes financial planning, budget setting, financial controls, monitoring of performance against plan, and management of financial risk.

The Finance, Risk, Digital and IG Committee provides assurance to the Combined Board on financial sustainability, probity, value for money, corporate risk, digital governance and information governance. It also oversees statutory reporting, audit appointments, and actions arising from audit findings.

The Remuneration Committee operates as a sub-committee linked to both the Finance, Risk, Digital and IG Committee and the People Committee, providing oversight of executive remuneration arrangements and other remuneration matters within its approved terms of reference. No Executive Director is involved in determining their own remuneration.

Information governance

Information governance ensures the confidentiality, integrity and appropriate use of patient, employee and corporate information. It includes data protection, information security, records management and data quality.

Assurance is provided through established policies, controls, the Information Governance Board and reporting arrangements, with escalation of information risks to the Finance, Risk, Digital and IG Committee and, where required, to the Combined Board.

Governance enablers and mechanisms

The following elements enable governance to operate effectively across all domains.

Leadership and accountability

The Combined Board holds collective responsibility for governance, quality, safety and performance. Executive Directors are accountable to the Combined Board for leadership, performance, and delivery within their portfolios, supported by Non-Executive Directors who provide independent challenge and oversight.

Executive and Non-Executive Directors operate within clearly defined roles and responsibilities. Non-Executive Directors are appointed under Directors' Services Agreements, which set out expectations, standards and duties applicable to the role.

Heads of Service are responsible for operational delivery within delegated authority and for escalating risks and issues through agreed governance routes.

Delegated authority is set out through the Scheme of Delegation and relevant terms of reference, which define where decisions may be taken and when matters must be escalated for Executive, Committee or Board approval.

The Board is also accountable within BrisDoc's employee-owned structure, including accountability to BrisDoc Trustee as legal shareholder on behalf of the Employee Ownership Trust.

Committees and assurance flow

The Combined Board is supported by the following committees:

- People Committee
- Finance, Risk, Digital and IG Committee
- Clinical Quality and Performance Committee
- Remuneration Committee (sub-committee of Finance, Risk, Digital and IG Committee and the People Committee)

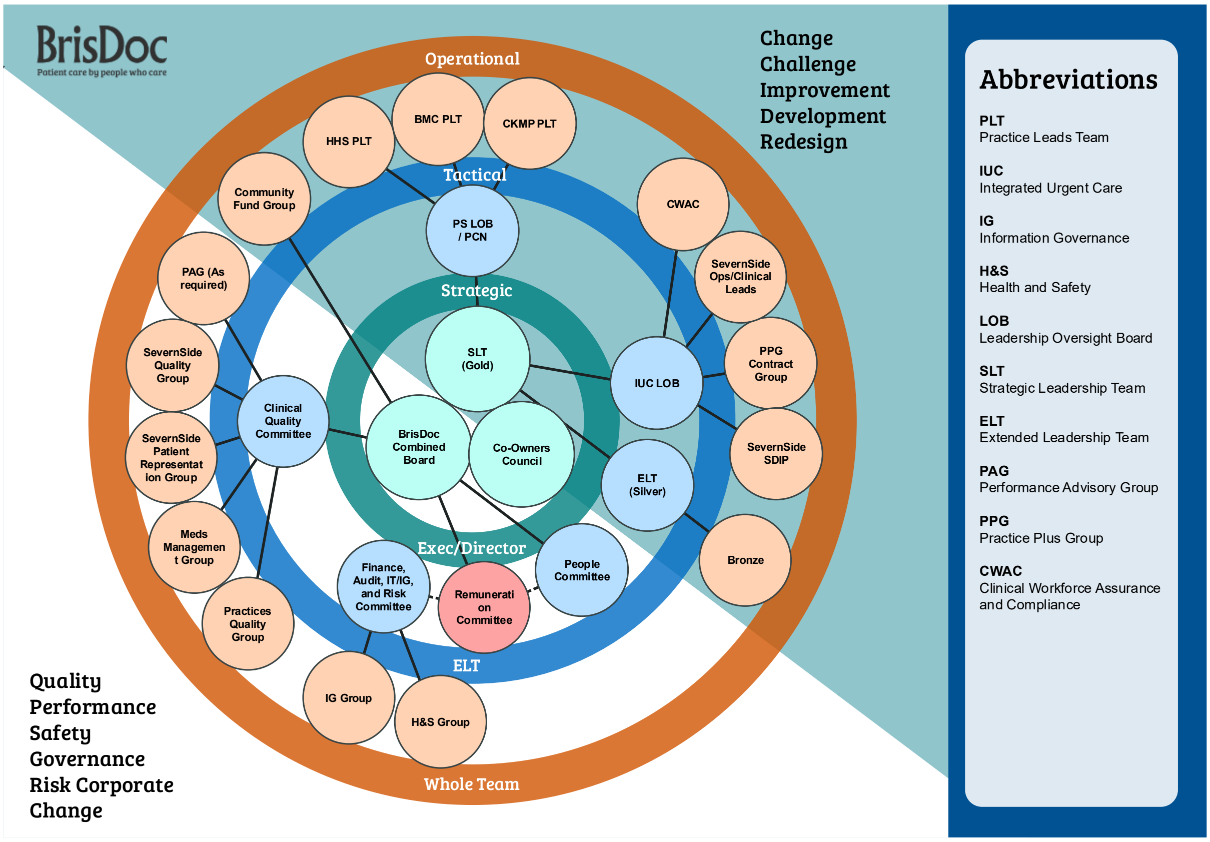
Other governance forums, including the Information Governance Board and Transformation Board, support the committee structure by providing specialist oversight, coordination and escalation within their agreed remits.

Each committee operates under approved terms of reference and provides assurance to the Combined Board within its remit. Committees do not duplicate operational management but focus on oversight, risk, performance and assurance.

Meeting Structure

The corporate meeting structure Fig 3 operates within the governance model shown earlier in Fig 2. It provides the formal route through which governance, oversight, escalation and assurance operate across BrisDoc. It shows how information flows from operational delivery through management, specialist governance forums and Board committees to the Combined Board, ensuring appropriate visibility, accountability and decision-making at each level.

Fig 3 Corporate meetings structure



Operational and service meetings focus on day-to-day delivery, performance, workforce matters, risk management, quality, safety and organisational learning. These meetings identify risks, issues and opportunities, and ensure appropriate action is taken within delegated authority. Where matters exceed operational authority, present significant risk, or require strategic oversight, they are escalated through the relevant governance route.

Supporting governance forums, including the Information Governance Board and Transformation Board, provide specialist oversight and escalation within their agreed remits. They support the Board committee structure by ensuring that relevant risks, assurance matters and improvement priorities are reviewed, coordinated and escalated as appropriate.

Board committees provide structured oversight within their respective domains, enabling detailed scrutiny of performance, risk, compliance and organisational assurance. Committees escalate material risks, emerging concerns and key assurance matters to the Combined Board to support effective strategic oversight and decision-making.

This structured approach ensures clear lines of accountability, timely escalation of risks and issues, and effective assurance to the Combined Board that governance is operating effectively across all areas of the organisation.

Fig 3 should be read alongside the relevant terms of reference and Scheme of Delegation. It illustrates the principal governance, assurance and escalation routes but does not replace the formal authority of each group.

Independent assurance and professional advice

The Board is supported by independent sources of assurance to inform decision-making and strengthen oversight. This includes external audit, internal audit activity where appropriate, and access to professional legal, financial and specialist advice. These arrangements provide additional rigour and assurance in relation to financial management, risk, governance and compliance.

The organisation maintains appropriate directors' and officers' insurance in line with legal requirements and good governance practice.

Values and culture

BrisDoc's values model (Fig 4) provides the behavioural foundation for how governance operates in practice. Governance structures, processes, and decision-making are expected to reflect and reinforce these values, ensuring that leadership authority is exercised responsibly, transparently, and in the best interests of patients, co-owners, and the organisation.

Leadership at all levels is expected to model these values through decision-making that is consistent with BrisDoc's purpose, ethical standards, and long-term sustainability.

Governance forums, including the Board, Committees, and Trust structures, are responsible for ensuring that organisational culture aligns with BrisDoc's values and supports safe, effective, and well-led services.

Fig 4 Values model

The Board and Trust Company exercise oversight of organisational culture through multiple assurance mechanisms, including workforce engagement, organisational learning processes, risk management, speaking-up arrangements, and co-owner representation. This ensures that governance is not limited to formal structures but is embedded in everyday behaviours and decision-making across the organisation.

Co-ownership

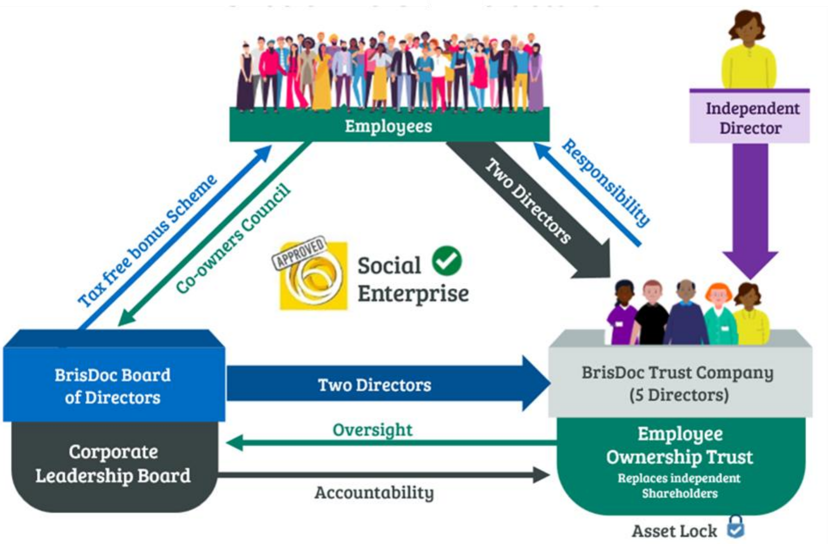
BrisDoc is an employee-owned organisation. Co-ownership is a core feature of BrisDoc's governance model and culture.

The Co-Owners Council provides a formal mechanism for consultation, engagement and influence, supporting informed decision-making by the Board. While the Council does not hold formal decision-making or assurance authority, it plays an important role in representing co-owner perspectives and strengthening transparency and trust.

BrisDoc Trustee Ltd holds 100 percent of the shares in BrisDoc Healthcare Services Ltd on behalf of the Employee Ownership Trust and acts as the legal shareholder, holding the Board of Directors to account in accordance with the Trust Deed. The shareholder responsibility is to the Trust and is distinct from the operational and assurance responsibilities of the Combined Board and its committees.

The co-ownership model (Fig 5) shows the legal ownership, governance, and accountability relationships within BrisDoc as an employee-owned organisation. It explains how control flows between employees, the Employee Ownership Trust, the Trust Company, and the operational Board.

Fig 5 Co-ownership model



Decision-making, escalation and assurance

Decisions are taken at the appropriate level in line with delegated authority. Matters of strategic importance, significant risk or material impact are escalated to the Combined Board.

The Scheme of Delegation, committee terms of reference and relevant policies define the authority levels for decisions, approvals and escalation. These arrangements ensure that operational flexibility is balanced with appropriate scrutiny, control and Board oversight.

Risks, performance issues and learning are escalated through committees, enabling assurance to be provided to the Board. This ensures the Board has visibility of issues across all governance domains and can take timely, informed action.

Governance of the framework

This Corporate Governance Framework is owned by the Director of Nursing, AHPs and Governance.

The Framework is reviewed annually as part of the Board review cycle and updated where there are material changes to governance arrangements, organisational structure or regulatory context. Updates are approved through the appropriate Board route to ensure continued accuracy and relevance.

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
20/08/2025	2.2	Rhys Hancock	New section on Steps for Approval of Documentation
08/07/2026	3.0	SLT	Updates following Corporate Changes