BrisDoc Patient care by people who care

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Combined Corporate Board Terms of Reference (TOR)

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1 Purpose of the Board

The overall purpose of the Board is to:

- ensure responsible management of BrisDoc Healthcare Services, including setting and reviewing its strategic direction, supervising its financial, clinical and operational affairs, and putting in place effective systems, processes and policies;
- ensure the voice and views of Co-Owners are incorporated appropriately into the work of the Board;

so as to provide good governance, leadership and management, and compliance with regulatory requirements.

2 The work and responsibilities of the Committee

Review/overview matters

The Board remains accountable for all of its functions, even those delegated to individual committees, directors or officers and therefore expects to receive information about the exercise of delegated functions to enable it to maintain and fulfil its monitoring and scrutinising role and functions.

Specifically, however, the following are decisions reserved to the Board:

Decisions/review/approval

- Approval of amendments or changes to the company's Articles of Association and operation/administration of the Board of Directors (subject to approval of the BrisDoc Trustee Board).
- Approval of a scheme of delegation of powers from the Board of Directors to the Chief Executive Officer and to officers/committees.
- Requiring and receiving the Register of Directors' Interests, identifying any conflicts with BrisDoc's interests and determining the extent to which that Director may remain involved with the matter under consideration.
- Adoption of the organisational structures, processes and procedures to facilitate the discharge of business by BrisDoc and to agree any changes thereto.
- To receive reports from committees or the Strategic Leadership Team regarding matters that are required further to legislative or regulatory requirements and to take appropriate action thereon.
- To confirm or not the recommendations of BrisDoc's committees where the committees do not have executive powers.
- To establish terms of reference and reporting arrangements of all committees that are established by the Board of Directors.
- Authorise use of any company seal.

- Ratify or otherwise instances of failure to comply with the Articles of Association and/or related corporate governance processes brought to the Chair or Chief Executive Officer's attention.
- Disciplining Board members who are in breach of the Code of Conduct, Statutory Requirements or the Articles of Association.
- Resolving Board-level disputes between individuals or groups.

Appointments / Dismissal

- Appointment and dismissal of Board Directors (subject to approval of the BrisDoc Trustee Board).
- Appointment and dismissal of the Chief Executive Officer. (subject to approval of the BrisDoc Trustee Board).
- The appointment and dismissal of committees (and individual members thereof) that are directly accountable to the Board of Directors.

Policy Determination

- The approval of company policies that involve the appointment, dismissal and remuneration of staff, and their terms and conditions of employment.
- Specifically, the review and approval (or not) of the remuneration and terms and conditions of employment of the Strategic Leadership Team (further to recommendations from any Remuneration Committee).

Strategy and Business Plans and Budgets

- Define BrisDoc's strategic aims and objectives, including its vision, mission and values.
- Approval and monitoring of BrisDoc's policies and procedures for the management of risk.
- Approve Business Cases for Capital Investment with significant capital expenditure commitments according to any limits set out in Standing Financial Instructions.
- Approve BrisDoc's annual organisational budget.
- Approve annually BrisDoc's proposed business plan including related operational budgets and any capital expenditure plans.
- Ratify proposals for acquisition, disposal or change of use of land and/or buildings.
- Approve proposals on individual contracts, including purchase orders of a capital or revenue nature amounting to, or likely to amount to, the limits specified in Standing Financial Instructions.
- Approve proposals in individual cases for the write-off of losses or making of special payments above the limits of delegation (as set out in Standing Financial Instructions) to the Chief Executive Officer and Commercial and Finance Director.
- Approve proposals for action on litigation against or on behalf of BrisDoc where the likely direct financial impact is expected to exceed the limits specified (as set out in Standing Financial Instructions), or is contentious or novel, or likely to lead to extreme adverse publicity.

Audit Arrangements

- To receive (and approve or not) recommendations regarding the appointment (and where necessary dismissal) of the external auditors.

Annual Reports and Accounts

- Receipt and approval of BrisDoc's Annual Report and Annual Accounts prior to submission to Companies House and subsequent presentation to the Co-Owners Council.

Monitoring and Scrutiny

- Receipt of such reports as the Board of Directors sees fit from committees in respect of their exercise of powers delegated, including as a minimum, receipt of minutes from the relevant committee meetings.
- Regular appraisal of BrisDoc's affairs, including financial matters (eg, performance against budget and business plan), medical and clinical matters, operational, HR and IT-related matters, by means of reports to the Board of Directors from the Chief Executive Officer, Commercial and Finance Director, Medical Director, Director of People & OD and other Directors, as required.
- Receipt of reports from the Employee Directors regarding the operation of the Co-Owners Council.

Co-owner engagement

The Board of Directors will maintain a clear channel of communication with the Co-Owners Council, so that both parties are able to share information and consult one another as appropriate, and so that Co-Owners are appropriately involved in the Board's decision-making. The key conduit for this communication, sharing, consultation and involvement is via the appointment of two Employee Directors and the Independent Trustee to the Combined Board of Directors. In addition, the Board requires the appointment of either a Co-Owner Director or a nominated member of the Co-Owners Council on each of the following Committees:

- Finance, Risk, Digital/IT and Information Governance Committee
- Clinical Quality and Performance Committee
- People Committee.

The Chair of the Board and each Committee will also maintain regular contact with the Employee Director(s) to ensure they are kept updated on key discussions, issues and decisions. In addition, each Board and Committee meeting will include a standing agenda item inviting the Employee Director(s) to provide feedback on how the meeting went, supporting effective co-owner engagement.

3 The operation of the Board

Membership

Recognising BrisDoc Healthcare Services Ltd as an employee-owned company and trust (owned by BrisDoc Trustee Ltd, on behalf of all Co-Owners) the Board acts as a Combined Corporate Board bringing together the (Companies House) Directors of both the aforementioned companies. Thus the Board will consist of a minimum of 12 members, comprising the following:

Non-executive members (voting)

- Chair
- GP/clinical lead member
- Finance lead member
- People lead member
- Technology/Transformation lead member
- Two other non-executive director

In line with the UK Corporate Governance Code (January 2024, Section 2 Division of Responsibilities), at least half the Board, excluding the Chair, should be "independent". Factors that would have a negative impact on the ability to be "independent" include the following:

- ✓ Being an employee of the company within the last five years
- ✓ Having, or having had within the last three years, a material business relationship with the company
- ✓ Receiving or having received additional remuneration from the company (apart from a director's fee), including being part of a bonus scheme or pension scheme
- ✓ Having close family ties with the company's advisers, directors or senior employees
- ✓ Representing a significant shareholder
- ✓ Having served on the Board for more than nine years.

The role of Chair is appointed and dismissed by the Board (BrisDoc Healthcare Services' Articles of Association, art 13), while Board Directors can be appointed or dismissed by the BrisDoc Trustee Board (see further below).

<u>Absence from Board meetings</u>

The Board may dismiss a non-executive director where a non-executive director has either missed two consecutive meetings or three meetings over the course of 18 months. Minutes of Board and Committee meetings will record the non-attendance of directors as either "with apologies" (where advance notice of absence was received from the director) or "absent" (where no advance notice of absence was received).

Executive members (voting)

- Chief Executive Officer
- Medical Director
- Commercial and Finance Director

Employee-related members (voting)

- Two Employee Directors
- Independent Trustee

The Independent Trustee is also appointed as the senior non-executive director for the purposes of:

- acting as sounding board for the Chair and serving as an intermediary for the other non-executive directors
- coordinating non-executive director views and feedback on the performance and annual appraisal of the Chair.

In attendance (non-voting):

The following roles will also be required to attend meetings:

- Director of Nursing, AHPs and Governance
- Director of People & OD
- Programme and Service Director

The Executive Assistant to the CEO will be responsible to the Chair for the proper administration of all meetings of the Board and so will be entitled to attend, or be represented at, all such meetings in order to facilitate the preparation of minutes of the proceedings.

Meeting frequency

The Board will arrange at least four meeting dates each year. These will normally be in-person meetings retaining the option of video or teleconferencing when necessary. Other meetings may be arranged should the Board consider it necessary.

Tenure

Non-executive directors will be eligible to act as a director for a maximum of two terms of three years each (ie, six years in total). The Board will review each director’s appointment at the end of the first term and confirm (or not) the re-appointment of a director for a second term.

In exceptional circumstances, the Board may appoint a non-executive director for a further term of up to three years. Such further, third-term appointments must be approved by a two-thirds majority of the full Board.

In line with the UK Corporate Governance Code, no non-executive director will serve for longer than nine years, unless there are exceptional reasons to do so and such reasons are supported and approved by a two-thirds majority of the full Board. In the event that a non-executive director does serve for longer than nine years, then the Board will include a clear explanation and justification within the Directors Report in the Annual Statutory Accounts

Quoracy

The quorum for the Committee requires representation from at least two Non-Executive Directors (including Chair and Independent Director), one executive director and one clinician with a minimum of five members attending. The Chair may suspend decision-making on any item if the specific representation required for consideration of that item is not deemed adequate.

Chairs Action

In the absence of a quorum, the Chair of the Committee is authorised to take action on behalf of the Committee where it is necessary to do so. Any decisions taken under Chair's action will be reported to the next Committee meeting for noting or ratification.

In the absence of the Chair, the Independent Trustee (MB) may act as Vice-Chair if required. In the absence of both, the remaining quorum may nominate a non-executive director to chair the meeting. In the absence of Chair, Independent Director, and quoracy; the meeting must be postponed.

Meeting secretariat

The Chief Executive Officer will be the primary contact for the Board and whose Team will provide secretarial servicing for the Board.

The EA to the CEO (or in their absence, another nominated individual) will be responsible for:

- coordinating the preparation and circulation of agendas and papers for Board meetings, ensuring any paperwork is circulated at least a week in advance of any meeting
- preparing or organising the preparation of minutes recording the content of the meetings, decisions taken and the background to such decisions, and matters reserved for future consideration, in sufficient detail so as to provide a clear and unambiguous record of proceedings.

Where possible, draft minutes will be circulated to Board members and those who attended the meeting within 10 working days of the meeting, requesting confirmation or suggested amendment of the draft within a further 5 working days. The draft or revised draft will be submitted for formal approval at the following Board meeting.

Decision-making

Decisions are ultimately the responsibility of the Board members, but in reaching their decisions and recommendations they will, so far as possible, take account of the views of the other directors, senior leaders/managers and any advisors. The Chair will ensure that the Board's membership either has the appropriate expertise to reach a sound decision and/or that the Board has access to the required expertise or advice to support its decision-making processes. In the event that a vote is required on any matter or decisions, then the Chair will have the casting vote.

Where it is not possible, for logistical or timing reasons, to convene a formal meeting of the Board, the directors may consider matters and take decisions without holding a meeting. In such circumstances, regard should be had to the necessity of balancing the need for urgency with the overriding principle that each director should be given as much information as possible on which to make a decision and be given the opportunity to call a Board Meeting to discuss the matter prior to commitment.

Any decisions taken should be recorded in writing and included within meeting minutes..

Decisions requiring explicit Co-Owner involvement or approval

For the avoidance of doubt, further to the provisions of BrisDoc Healthcare Services Ltd's and BrisDoc Trustee Ltd's Articles of Association, the Employee Owned Trust Deed (agreed between the two companies) and UK company law, the following decisions require explicit Co-Owner involvement or approval in the manner described:

- Changes to the Articles of Association of either company (approval by the BrisDoc Trustee Board) (UK company law).
- Changes to the name of BrisDoc Healthcare Services Ltd (approval by the BrisDoc Trustee Board) (UK company law).
- Changes to the Employee Owned Trust Deed (approval by the Co-Owners Council) (Trust Deed).
- BrisDoc Healthcare Services establishing a subsidiary, entering into a corporate merger or acquisition, or other corporate reorganisation affecting shareholder's rights (approval by the BrisDoc Trustee Board) (UK company law).
- Sale, lease, exchange or other disposal of all or a substantial majority of BrisDoc Healthcare Services' assets, including the business as a whole (approval by the BrisDoc Trustee Board) (UK company law).
- Winding-up, insolvency or bankruptcy of BrisDoc Healthcare Services (approval by the BrisDoc Trustee Board) (UK company law).
- Approval of certain transactions between the directors/officers of the company, eg, loans, guarantees, etc (approval by the BrisDoc Trustee Board) (UK company law).
- Appointment and Dismissal of BrisDoc Healthcare Services' Board Directors (approval by the BrisDoc Trustee Board) (BrisDoc Healthcare Services' Articles of Association, clause 19, and UK company law).

Authority

Each director is authorised by the Board to seek from within the Company and any of its Co-Owners any information concerning the Company required for the furtherance of their duties.

The Board is authorised, when the fulfilment of its duties requires, to obtain any outside legal or other professional advice and to secure the attendance of external advisors at its meetings, at the Company's expense.

The Board shall have full authority to commission any reports or surveys which it deems necessary to fulfil its obligations.

Delegation to other Committees

Where the Board delegates any of its powers to a committee it should give its prior approval to the membership and quorum of any such committee, its terms of reference and the extent of any powers delegated to it.

Minutes of meetings of committees of the Board will be submitted for approval at a Board Meeting and, where practicable, this will be the next Board meeting to be held after the committee meeting.

Independent professional advice

Subject to the following procedure and limitations, the directors shall, both individually and collectively, have the right to consult the Company's advisers and, if necessary, to seek independent professional advice, at the expense of the Company, in furtherance of their duties as directors of the Company provided that allegations of negligence, breach of duty or bad faith have not been made against them. In advance of seeking such advice, a director shall notify the Chair, or in their absence, the Vice Chair, of their intention, and provide details of the advisor to be consulted and the nature of the advice sought. For the avoidance of doubt, this procedure shall not apply to executive directors acting in furtherance of their executive responsibilities and within their delegated powers

For the purposes of the procedure, independent professional advice shall include legal advice and the advice of accountants and other professional financial advisers on matters of law, accounting and other regulatory matters but shall exclude advice concerning the personal interests of the director concerned (such as their service contract with the Company or disputes with the Company).

Professional Development

The Chair is responsible for ensuring that all new directors receive appropriate induction on joining the Board with the aim of building a clear understanding of the nature of the Company, its business and the sectors in which it operates. Such induction shall involve site visits, meetings with senior leaders and managers and the provision of key financial, clinical, service and other data concerning the Company.

The Chair will ensure that directors update their skills, knowledge and familiarity with the Company required to fulfil their roles on the Board and Board committees.

The Chair is responsible for selecting an effective process for evaluating the performance of the Board, its committees and its individual directors and performance evaluations will be carried out regularly.

The non-executive directors, led by the Independent Trustee, are responsible for evaluating the performance of the Chair and, in so doing, will take account of the views of the executive directors.

The non-executive directors shall meet on their own on a regular basis in the absence of the executive directors.

A Board skills audit will be carried out as and when appropriate to highlight any skills or expertise missing from the Board's membership.

Review

The BrisDoc Trustee Board shall review the performance and terms of reference of the Combined Board every three years to ensure it is operating effectively.

Version Control

Version	Date	Author	Changes Overview
V1.0	23/07/2026	Combined Board	Initial TOR