



Enriching Lives of People with Disabilities & Maximising Potential

#OneLifeLetsLiveIt

Governance Framework

Produced by Wirral Evolutions Ltd Managing Director: June 2019
Approved by Wirral Evolutions Ltd Board: July 2019

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SECTION 1

Wirral Evolutions Ltd: -

- **Purpose**
- **Corporate Governance Principles**
- **Company Context**
- **Company Strategic Framework**

INTRODUCTION

1.0 PURPOSE

The purpose of this Governance Framework¹ is to define the corporate governance principles, its structures, relationships, levels of accountability, processes and behaviours that creates value for Wirral Evolutions Ltd over the next five years. This will ensure long-term continuity and success for its shareholders, commissioners, stakeholders, employees and the people we support.

1.1 CORPORATE GOVERNANCE PRINCIPLES

Good governance is responsive to the present and future needs of Wirral Evolutions Ltd, exercising prudence in policy setting and decision making to ensure that the best interests of all parties are taken into account. According to the OECD², a corporate governance framework consists of three main elements:

- ✚ A set of relationships between a company's management, its board, its shareholders and other stakeholders
- ✚ A structure through which the objectives of the company are set and the means of attaining those objectives and monitoring performance are determined
- ✚ Proper incentives for the Board, Shareholder and Employees to pursue objectives that are in the interests of the company

It is essential for Wirral Evolutions Ltd to achieve its objectives and drive improvement, as well as maintain legal and ethical standing in the eyes of shareholders, regulators and the wider community. In doing so, this Framework will comply with The UK Corporate Governance Code 2018³ and outline best practice solutions in the form of a set of 'Good Governance Characteristics'⁴ for The Company, as illustrated in DIAGRAM A below:

DIAGRAM A

Characteristics	Definitions
Rule of Law	✚ Is legal and compliant in accordance with Companies Act 2006 ⁵ - an impartial regulatory body, for the full protection of shareholders, board and stakeholders
Transparency	✚ Provides information in an easily understandable form; directly accessible to those who will be affected by the governance policies and practices
Responsiveness	✚ Ensures that their processes are designed to serve the best interests of the Shareholder, the Board and Stakeholders within a reasonable timeframe
Consensus oriented	✚ Understands the different interests of the shareholders, board and stakeholders in order to reach a broad consensus of what is in the best interest for the company, how this can be achieved in a sustainable and prudent manner
Equitable and Inclusiveness	✚ Demonstrates behaviours that values and respects individuals and groups with different backgrounds, challenges and circumstances
Effectiveness and Efficiency	✚ Culture of 'do the right things' and 'do things right' helping ensure the service delivery is efficient, effective and economical in accordance with National Audit Office (NAO) value for money model ⁶
Accountability	✚ Provide clear and transparent lines of accountability and decision-making protocols in accordance with the rules of law

¹ Referred to 'The Framework' throughout the document

² OECD Principles of Corporate Governance (2004), page 11.

³ [The UK Corporate Governance Code 2018](#)

⁴ [Good Governance Characteristics](#)

⁵ Companies Act 2006, section 172

⁶ <https://www.nao.org.uk/successful-commissioning/general-principles/value-for-money/assessing-value-for-money/>

1.2 COMPANY CONTEXT

Wirral Evolutions Ltd⁷ was incorporated in 2015 as a Local Authority Trading Company (LATCo)⁸ – this strategic and innovative approach to delivering day services and opportunities for adults with learning and physical disabilities, was one of the first in the North West of England.

Its aims were to ensure the people we support have access to a: -

- ✚ High standard of personalised care
- ✚ Sustainable service model that is flexible, responsive and enriching
- ✚ Culture where relationships are a priority

Wirral Evolutions Ltd currently provide support services for adults with a wide range of learning and physical disabilities. The size of the adult population in Wirral with a learning disability aged 18 and over is estimated at 5,914 (2016) with a slight predicted increase to 6042 by 2030⁹. There is a noticeable trend of people with learning and physical disabilities living longer with more complex care needs and a relative decrease in the 18-25-year olds in the Wirral as a percentage of the overall population. National research also indicates that people with learning disabilities die 15-20 years earlier than the general population¹⁰.

Alongside these trends, the support for more personalised choice for people is set to continue for the foreseeable future. In response, the NHS Long Term Plan¹¹. Universal Personalised Care comprehensive model¹² seeks to improve the care for people with learning disabilities and autism by:

- ✚ Shared decision making
- ✚ Personalised care and support planning
- ✚ Enabling choice, including legal rights to choose
- ✚ Social prescribing and community-based support
- ✚ Supported self-management
- ✚ Personal health budgets and integrated personal budgets

To respond to the wide range of needs of the people we support, Wirral Evolutions provides services that enable positive outcomes ensuring that: -

- ✚ Lives are enriched (physical and mental health)
- ✚ Wellbeing is improved (enjoyment, self-esteem, happiness, feel good and friendship)
- ✚ Life skills are developed (confidence, choice, exercising control, communications and self-awareness)
- ✚ Community integration is a way of life (volunteering, employment, education & training, social connectivity)

This is achieved through a wide range of people centred services and activities across several locations¹ in Wirral. These are illustrated below: -

- ✚ Creative expression (arts, pottery, crafts, music)
- ✚ Physical wellbeing (sport and leisure)
- ✚ Hospitality and catering
- ✚ Horticulture, conservation and woodwork
- ✚ Beauty, sensory and relaxation
- ✚ Information Technology
- ✚ Vocational qualifications
- ✚ Education and learning
- ✚ Community engagement (volunteering & employment)
- ✚ Advisory and advocacy support (travel, health, housing)

⁷ Companies House - 09589553

⁸ The Local Authority (Companies) Order 1995

⁹ Wirral Learning Disabilities Data and Intelligence (July 2016)

¹⁰ University of Bristol Norah Fry Centre (2018), The Learning Disabilities Mortality Review (LeDeR) Programme: Annual report 2017

¹¹ NHS UK Long Term Plan

¹² NHS Model of Personalised Care

1.3 STRATEGIC FRAMEWORK 2024: PURPOSE, VISION, MISSION, VALUE & OUTCOMES

Through effective engagement and consultation with the people we support, their families and carers, key stakeholders and partnerships, Wirral Evolutions Ltd have co-designed a strategic framework¹³ which provides a clear focus and commitment to our work. Our purpose, vision, mission, values and contributory benefits are brought to life through DIAGRAM B below: -

DIAGRAM B

Benefits ↑	Mental & Physical Health	Enjoyment, Self-Esteem, Happiness, Feel Good, Friendship	Confidence, Choice, Exercise Control, Resilience, Life Skills, Communications, Self-Awareness	Volunteering, Employment, Education & Training, Social Connectivity
Outcomes	Lives Enriched	Wellbeing Improved	Individual Developed	Community Integrated
Purpose	We enrich the lives and opportunities of people with learning and physical disabilities through maximising their personal potential			
Vision	To enable the people we support to have choice and exercise control over their own lives			
Mission	Working together to inspire lives, remove barriers and widen horizons for the people we support			
Values	<ol style="list-style-type: none"> 1. Personal – ‘Person centred’ 2. Integrity – Doing the right things for the right reasons’ 3. Quality – Being outstanding in everything we do’ 4. Openness – Willingness to listen’ and ‘honesty’ 5. Accountable – Responsible for your own actions’ 6. Collaborative – Working with others to deliver best outcomes’ 			
Strapline	#OneLifeLetsLiveIt			

¹³ [Wirral Evolutions Ltd - Strategic Framework 2024](#)

1.4 STRATEGIC FRAMEWORK 2024: OUR OBJECTIVES

Providing high quality provision for the people we support is fundamental. Enabling choice and exercising control over their own lives, what matters to them and their individual strengths, needs and preferences is where Wirral Evolutions Ltd wants to be. As illustrated in DIAGRAM B, page 6, our outcomes will ensure the people we support are seen as a whole person within the context of their life, creating valuable life skills and experiences.

To inspire lives, remove barriers and widen horizons for the people we support, we recognise we need a whole company approach to our objectives which are illustrated in DIAGRAM C below: -

DIAGRAM C

Themes	Objectives
People	To provide high quality provision to all the people we support
	To supply a qualified and motivated workforce
	To embed a culture of volunteering, reward and recognition
Place	To deliver opportunities to widen horizons to all the people we support
Profile	To be the provider of choice
Partnership Working	To have strong partnerships that are aligned to our company vision, mission and values

SECTION 2

Wirral Evolutions Ltd Structures and Arrangements for: -

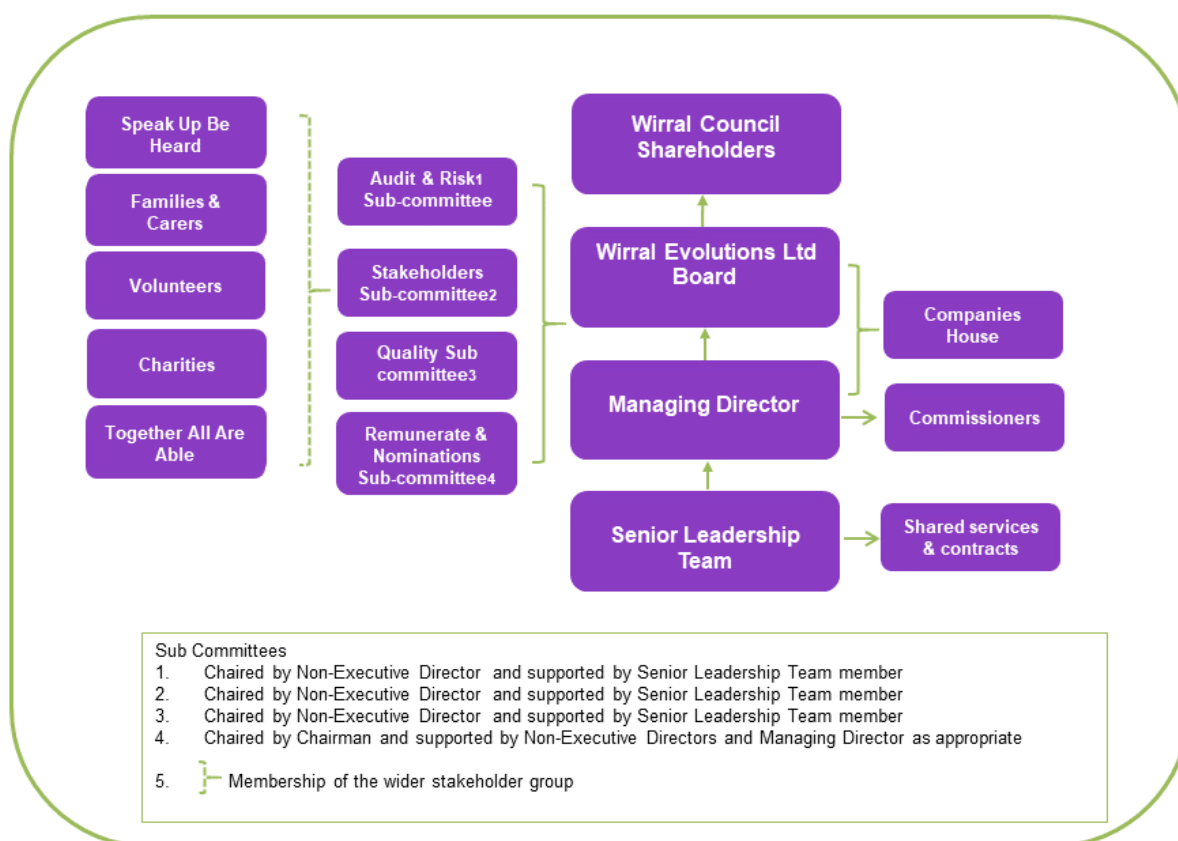
- **Our ways of working**
- **Code of conduct principles**
- **Conflict of interest**
- **Monitoring and Evaluation**
- **Legal and Financial**
- **Risk, Mitigating Factors & Business Continuity**
- **Succession Planning**
- **Wirral Council Shareholder Agreement – Annual Planning Cycle**

2.0 GOVERNANCE STRUCTURES AND ARRANGEMENTS

OUR WAYS OF WORKING:

- 2.1 Wirral Evolutions Ltd is a private company limited by shares¹⁴ registered in England and Wales, no. 09589953, trading as a Local Authority Trading Company (LATCo)¹⁵. It is led by a strong, strategic leadership board who set the direction of travel for the company in terms of strategy, performance, quality standards, human resources, audit and risk, improvement and mentoring. (Roles and responsibilities are illustrated in the Terms of Reference in section 3)
- 2.2 The Board is supported by four sub committees (SC) as a vehicle for engagement, communications and scrutiny. This provides a valuable contribution to enable successful outcomes for the people we support. (Roles and Responsibilities are illustrated in the Terms of Reference in section 3)
- 2.3 DIAGRAM D sets out the relationships and accountability between the Shareholder, the Board, Executive Team and other Stakeholders

DIAGRAM D: Wirral Evolutions Ltd - Governance Diagram

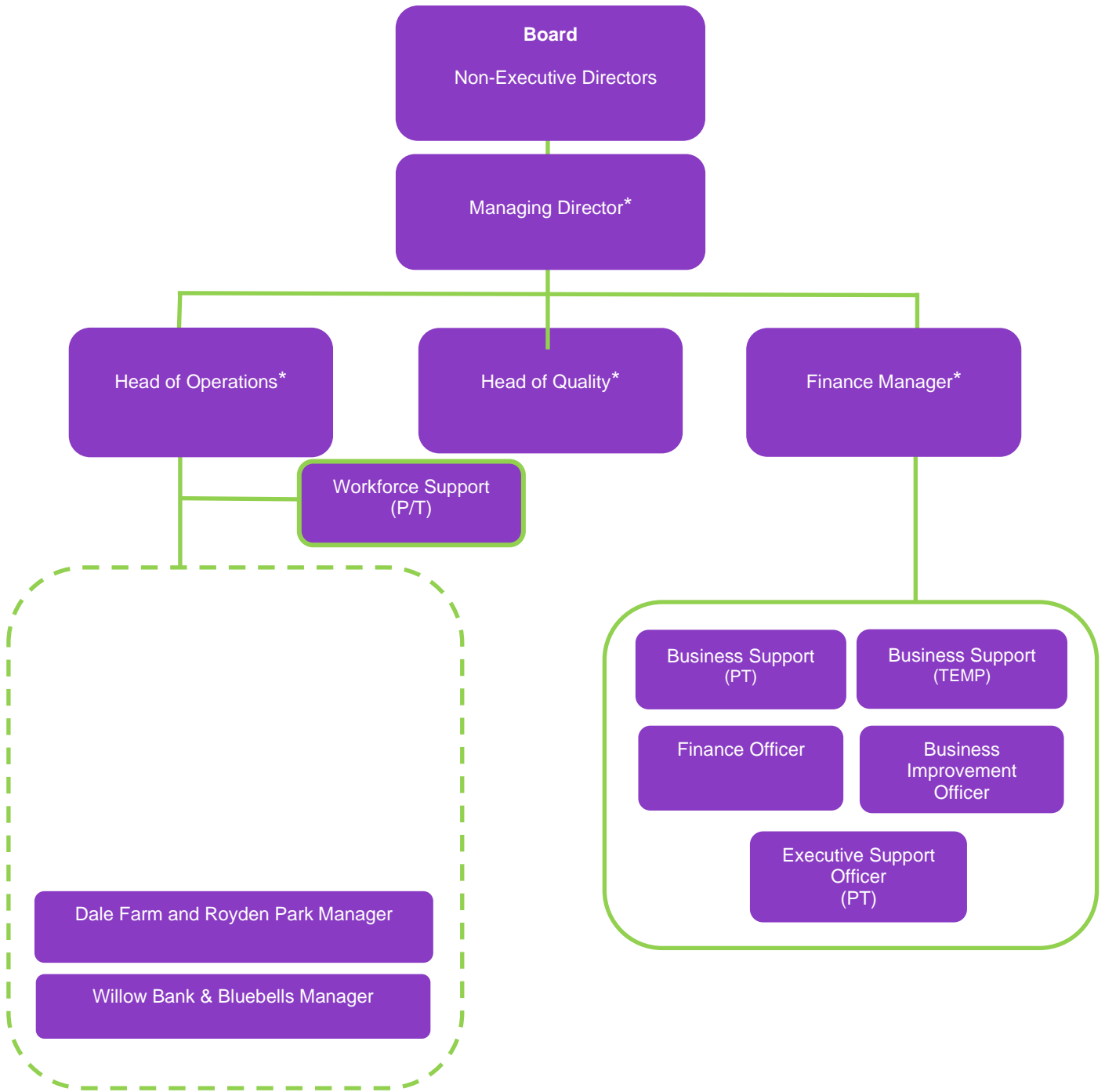


¹⁴ Articles of Association

¹⁵ Local Authority Trading Company Model

2.4 DIAGRAM E sets out the relationships and accountability between the Non-Executive Directors (NED's), Executive Team and the wider workforce

DIAGRAM E: Wirral Evolutions Ltd: Workforce Structure



Notes

1. * Senior Leadership Team
2. [Dashed Green Box] Responsible for Team Leaders, Service Coordinators, Service Support staff and Volunteers at the locations¹⁶
3. [Green Box] Denotes Business Support Function

¹⁶ Total workforce establishment is 135.4 FTE

CODE OF CONDUCT PRINCIPLES

2.5 Non-Executive Directors (NED's) and the employees of Wirral Evolutions Ltd, are expected to uphold a set of principles as illustrated in DIAGRAM F below¹⁷ for the benefit of the people we support, workforce, volunteers, shareholder, commissioners, stakeholders and other significant partnerships. These include: -

DIAGRAM F

Values and Beliefs	Definitions
Accountability	<ul style="list-style-type: none"> ✚ Exercise their powers in good faith with clear and transparent lines of decision-making in accordance with the rules of law
Integrity	<ul style="list-style-type: none"> ✚ Act consistently and fairly by applying the principle of 'doing the right things for the right reasons' in all actions, communications and behaviours promoting a person-centred culture
Honesty Openness Respect	<ul style="list-style-type: none"> ✚ Act with honesty in all actions, communications and behaviours, declaring any conflicts of interests relating to the duties of a board member ✚ Be open and transparent about decisions, restricting information only when there is a need for confidentiality ✚ Treat individuals and groups with different backgrounds, challenges and circumstances with dignity
Professionalism	<ul style="list-style-type: none"> ✚ Take responsibility for ensuring your knowledge and skills are relevant
Leadership	<ul style="list-style-type: none"> ✚ Lead by example in upholding and promoting high quality standards and use them to create a culture in which these values can be adopted by all
Quality	<ul style="list-style-type: none"> ✚ Being outstanding in everything we do to provide a safe, effective, compassionate and high-quality care service
Collaborative	<ul style="list-style-type: none"> ✚ Work with others to achieve best outcomes for the people we support

¹⁷ Based on the Nolan principle

CONFLICT OF INTEREST

- 2.6 An important principle of company law is that Non-Executive Directors (NEDs), Shareholder, Stakeholders and Employees have a duty to promote the success of Wirral Evolutions Ltd in an objective and legal manner. It is prohibited from directing the activities of the company in favour of NED's, Shareholder, Stakeholders and Employees (Known as '*all parties*')¹⁸ as personal gain
- 2.7 '*All parties*' have an obligation to act in the best interests and to declare any potential conflicts or interests impacting on Wirral Evolutions Ltd, in accordance with Articles of Association, the Shareholder Agreement with the context of the definition of Pecuniary and Non-Pecuniary interest as illustrated below: -
- ✚ **Pecuniary interest** involves an actual or potential financial gain or loss, or other material benefit or costs (in some jurisdictions they are also known as material personal interests)
 - ✚ **Non-pecuniary interest** does not have a financial or other material component. (They may arise from a personal or family relationship or involvement)
- 2.8 The Company's Conflict of Interest Policy & Process is located in section 4

MONITORING & EVALUATION

- 2.9 Good governance is achieved through on-going monitoring, tracking and continual improvement that tests the viability of the Company's Governance Framework as a living breathing document thus assuring that all interests are addressed, reflected in policy and through its service delivery
- 2.10 Wirral Evolutions Ltd operates a comprehensive Balanced Scorecard, across four components: People, Profile, Place and Partnership Working – and in doing so, monitors and reviews the performance against its strategic objectives, outcomes, governing policies and procedures
- 2.11 Annual Report is published in July of each year, demonstrating Wirral Evolutions Ltd, progress, impact and achievements¹⁹
- 2.12 Company performance is reported to the Board and the Shareholder on a quarterly basis in accordance with this Governance Framework, Annual Audit Plan and Shareholder Planning Cycle
- 2.13 The Company's Audit and Risk sub committee review the internal audit plan annually to receive assurance on compliance of this Governance Framework and associated rules and procedures for approval at Board
- 2.14 Wirral Evolutions Ltd, produces and uploads their annual accounts²⁰ to Companies House²¹ in compliance with Company Law

¹⁸ Term referred as '*all parties*' for Non-Executive Directors (NEDs), Shareholder, Stakeholders and Employees

¹⁹ www.wirralevolutions.org

²⁰ Unaudited accounts as Wirral Evolutions Ltd., fall beneath the turnover threshold in compliance with Company Law

²¹ [Companies House](https://www.companieshouse.gov.uk)

LEGAL & FINANCIAL ARRANGEMENTS

LEGAL

- 2.15 Wirral Evolutions Ltd was incorporated in 2015 as a private company limited by shares²² registered in England and Wales, no. 09589953, trading as a Local Authority Trading Company (LATCo)²³. This was part of a new delivery model for adult social care service²⁴ operating under a Teckal²⁵ exception criteria
- 2.16 It operates within the legal context of a Memorandum and Articles of Association²⁶ which states, ***'The objects of The Company are to deliver adult social care services in Merseyside' and/or such other services in such other locations as decided by the Directors²⁷ by: -***
- ✚ entering into contracts and commissioning and purchasing goods and services
 - ✚ supplying goods, services, advice and assistance
 - ✚ encouraging and facilitating adult educational and personal development
 - ✚ encouraging and facilitating joint working, shared resources and the sharing of best practice;
 - ✚ the delivery of training and consultancy
 - ✚ exercising any other function which a local authority is able to carry out or any action connected with or incidental to such function; and
 - ✚ doing anything which appears to the Company to be necessary or desirable for the purposes of or in connection with the Objects
- 2.17 The governance diagram located in section 2, illustrates the lines of accountability between the Board and the Shareholder Board.
- 2.18 The purpose of the Shareholder Board is *to advise the Cabinet Member in the exercise of his/her responsibility for the Council's functions as corporate Shareholder of a company or group of companies and in their role to represent the interests of the Council as Shareholder Representative at meetings of a company.* See Terms of Reference located in section 3
- 2.19 The Company is also bound by the Shareholder Agreement of which an annual planning cycle of compliance between the Company and the Shareholder is located in section 2
- 2.20 Wirral Evolutions Ltd is led by an independent leadership board²⁸ who set the direction of travel in terms of strategy, overall contractual performance, quality standards, human resources, audit and risk, improvement and mentoring. (Wirral Evolutions Ltd Board Terms of Reference located in section 3)

²² Articles of Association

²³ [Local Authority Trading Company Model](#)

²⁴ [V4.pdf](#)

²⁵ [Chartered Institute of public finance and accountancy - TECKAL -explained](#)

²⁶ Articles of Association

²⁷ [Wirral Evolutions Ltd - Non-Executive Directors](#)

²⁸ www.wirralevolutions.org

FINANCIAL

2.21 As a local authority trading company, Wirral Evolutions Ltd operates within the parameters of Teckal. In order to remain 'Teckal compliant'²⁹ there are criteria's in place, firstly its '**control**' and secondly its '**function**' as illustrated below: -

- ✚ The '**Control Test**' - The local authority must control all the shares in Wirral Evolutions Ltd and must exercise its powers within an effective governance structure underpinned by its articles of associations³⁰
- ✚ The '**Functional Test**' – At least 80% of its turnover must be for its public sector owners – Wirral Council. Although, changes to the EU procurement regulations in 2015 means that 20% of trading can be outside the 'Teckal' contract which is calculated based on three years turnover and in accordance with tendering and procurement legislation

2.22 Wirral Evolutions Ltd – Financial Rules and Regulations Framework complies with the Financial Conduct Authority (FCA)³¹ and is subject to a rigorous internal and independent audit annually by the Audit and Risk sub committee – see Terms of Reference located in section 3. It content includes: -

- ✚ General principles
- ✚ Accounting
- ✚ Delegations of Authority
- ✚ Budget and forward planning
- ✚ Ordering of goods and services
- ✚ Contracts
- ✚ Assets
- ✚ Payment of invoices
- ✚ Payment of salaries and wages
- ✚ Petty cash
- ✚ Stock control
- ✚ Income
- ✚ Banking
- ✚ VAT and Tax
- ✚ Insurance
- ✚ Risk Management
- ✚ Loans and investment
- ✚ Gifts and hospitality
- ✚ Third party property
- ✚ Charities
- ✚ Review of financial regulations and procedures

Full document is location in section 4

²⁹ [Chartered Institute of public finance and accountancy - TECKAL -explained](#)

³⁰ [Articles of Association](#)

³¹ [Financial Conduct Authority](#)

RISK & MITIGATING FACTORS

MANAGEMENT OF RISK

- 2.23 All organisations, whether in the public or the private sector, face risks to people, property, equipment, vehicles, business continuity and effectiveness. Increasingly, reputational risk (the impact of adverse publicity), and regulatory risk (failure to achieve published objectives or comply with specific statutory requirements), are also being identified as key risk management issues.
- 2.24 Wirral Evolutions Ltd has a robust and comprehensive management of risk policy and processes in place, located in section 4. The policy and processes support a structured, systematic approach of identifying, responding to and managing the associated risks forming an integral part of day-to-day business. This includes: -
- ✚ a vision for effective management of risk
 - ✚ the identification of typical risks associated with strategic and operational delivery
 - ✚ levels of assessment in terms of consequences and likelihood of the risk
 - ✚ how the risk is managed and implemented
 - ✚ responsibilities for identifying, assessing and adhering to risk
 - ✚ monitoring, reviewing and evaluating existing and emerging risks
- 2.25 The management of risk policy and processes are reviewed annually by the Audit and Risk Sub Committee with risks of a high nature reported to the Company board on a quarterly basis – see Terms of Reference located in section 3

MITIGATING FACTORS

- 2.26 Risk mitigation is defined as taking action to reduce adverse effects. The Company Risk Register identifies 6 types of risk mitigation strategies to ensure Business Continuity and Disaster Recovery, which is located in section 4
- 2.27 Risks are reviewed, evaluated and actioned by the Company board on a quarterly basis against the below headings: -

Political	Technological
Economically	Legislative & Operational
Social	Environmental

- 2.28 Minimising the risks with strong mitigating actions will ensure The Company: -
- ✚ Support services, keep people we support safe
 - ✚ Quality assurance assessment is successfully achieved
 - ✚ Reputation with its Shareholder, Commissioners and Stakeholders is valued
 - ✚ Strategic Framework is co-designed and co-produced
 - ✚ Performance is outcomes centred
 - ✚ Financial sustainability improved
 - ✚ Approach to management of risk is balanced
 - ✚ Corporate Governance and Compliance is maintained
 - ✚ Organisational resilience improved and Partnership working is embedded

BUSINESS CONTINUITY

- 2.29 Wirral Evolutions Ltd has a business continuity plan (BCP) in place located in section 4. This is to help ensure that business processes can continue during a time of emergency or disaster. Such emergencies or disasters might include a fire or any other case where business is not able to occur under normal conditions. It provides several benefits that will: -
- ✚ Minimise the effect of disruption on the company
 - ✚ Reduce the risk of financial loss
 - ✚ Retain the company's brand and image and promote confidence
 - ✚ Enable the recovery of critical systems within an agreed timeframe
 - ✚ Meet legal and statutory obligations

SUCCESSION PLANNING

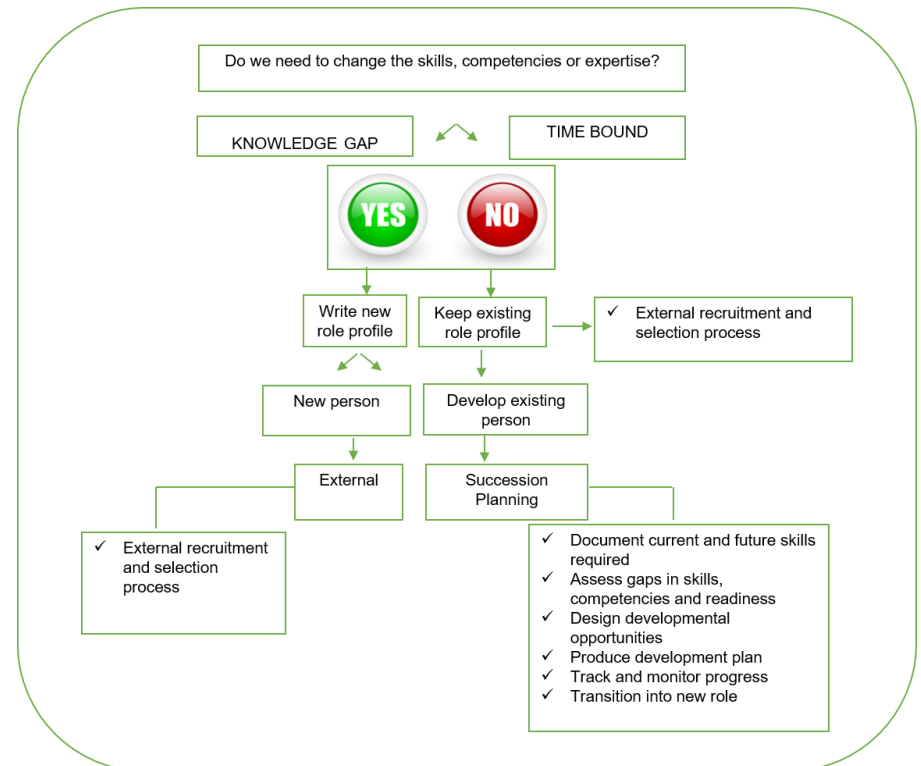
- 2.30 Wirral Evolutions Ltd succession planning model purpose is to increase the likelihood that The Company will have the strong leadership required to increase capacity, effectiveness, long-term stability and sustainability of its people and business.
- 2.31 Illustrated in the diagram below, the model provides a clear and transparent process to empower and develop skills, abilities and competencies required for Non-Executive Directors, senior key positions currently and to future proof the Company's legacy as a dynamic and progressive organisation who 'enrich the lives and opportunities of people with disabilities through maximising their personal potential'.

Impact of the loss of Non Executive Directors and Senior Key Positions

In reviewing the pressures and how Wirral Evolutions Ltd would respond to key roles not being available – the scenarios tested below are based on :

- A. Acute – short and unplanned loss of a Non Executive Director and Senior key position for a period of up to three months
 B. Permanent – planned loss of a Non Executive Director and Senior Key Positions

	Acute Solution	Permanent Solution
Board Chair	<ul style="list-style-type: none"> ✓ Non Executive Director would act up in the position of Chair 	<ul style="list-style-type: none"> ✓ Remuneration & Nomination Sub Committee to implement succession planning model as illustrated in diagram
Non Executive Director	<ul style="list-style-type: none"> ✓ Remuneration & Nomination Sub Committee to implement succession planning model as illustrated in diagram ✓ External advertisement for New Non Executive Director role 	<ul style="list-style-type: none"> ✓ Recruitment for new positions in accordance with Industry good practice guidelines for Non Executive Director and terms of reference located on page
Managing Director	<ul style="list-style-type: none"> ✓ Nominate a Senior Leadership Team Member to act up to cover Managing Director role ✓ Or share key responsibilities across 3 Senior Leadership Team members 	<ul style="list-style-type: none"> ✓ Remuneration & Nomination Sub Committee to implement succession planning model as illustrated in diagram ✓ Recruitment for new positions in accordance with Industry good practice guidelines for Executive / Senior level officers
Senior Leadership team	<ul style="list-style-type: none"> ✓ Share key responsibilities across 2 Senior Leadership Team Members and Managing Director ✓ Explore internal development opportunities ✓ External advertisement for agency / interim cover 	



WIRRAL COUNCIL SHAREHOLDER AGREEMENT: WIRRAL EVOLUTIONS LTD - ANNUAL PLANNING CYCLE

Clause in the Shareholder Agreement			Notes
Business Plan	14	The Annual Business Plan for the forthcoming Financial Year shall be submitted by the Board to the Shareholder Board for approval no later than 31 January in any year and the Company shall do all things necessary to implement the Business Plan.	✚ Annual Business Plan definition - 'a plan prepared by the Board for each Financial Year outlining the Company's proposed objectives, with cash flow projections and an operating budget for that Financial Year'
	15	Within 9 months of the date of this Agreement (2015) and annually thereafter, the Board shall submit to the Shareholder Board for approval, a 5-year Strategic Plan for the business to be updated annually.	✚ Strategic Framework in place from 2019-2024
SCHEDULE 2 Reporting Requirements	1	The Company shall produce an annual report to the Shareholder Board by 1st June of each Financial Year. This will set out for the previous Financial Year the performance of the Company assessed against its Annual Business Plan	✚ See Board Terms of reference
	2	The Company shall provide to the Shareholder Board a set of annual accounts of the Company, prepared in accordance with all statutory requirements and good accounting practice, within 9 months of the end of the year to which the annual accounts relate. Also, a set of quarterly management accounts of the Company, within 40 Business Days of the end of each quarter to which the management accounts relate, which shall include a profit and loss account, a balance sheet and a cash flow statement.	✚ See Audit and Risk Terms of reference
	4	The Company shall provide an annual summary and review of health and safety incidents and data protection breaches together with more specific information as may reasonably be required from time to time by the Shareholder Board.	

SECTION 3

Wirral Evolutions Ltd Terms of References for:-

- **Wirral Evolutions Ltd Board**
- **Wirral Evolutions Ltd Sub Committees**
- **Wirral Council Shareholder Board**

**TERMS OF REFERENCE:
WIRRAL EVOLUTIONS LTD: BOARD**

Headings		Terms
1	Purpose	The purpose of Wirral Evolutions Ltd Board is to ensure its prosperity by collectively directing the company's strategic vision, upholding good governance and monitoring overall performance , while meeting the appropriate interests of its Shareholder, wider stakeholders and the people we support to have 'choice and exercise control over their own lives'
2	Accountability	The Board comprises of independent Non-Executive Directors and the Company's Managing Director. The Board are accountable to its Shareholder. Two voting members of the Board will be required for quoracy
3	Reporting	The Board shall report to its Shareholder on how it discharges its responsibilities and draw to their attention to overall performance on a quarterly basis
4	Principles	Each member agrees to work co-operatively to achieve the vision of Wirral Evolutions Ltd adopting the following principles: <ul style="list-style-type: none"> ✚ Be collective advocates for people we support ✚ Foster openness and productive debates amongst members ✚ Apply independent thinking and objectivity ✚ Promote continuous improvement and celebrate achievements ✚ Embrace the values of inclusion and equality ✚ Uphold the Wirral Evolutions Ltd code of conduct principles as set out in section 2 ✚ Advocate good practice in relation to safeguarding standards ✚ Adopt an outcome focussed approach allowing for local flexibility and innovation ✚ Recognise that sub committees will be at different stages of development
5	Roles and responsibilities	<ul style="list-style-type: none"> ✚ Determine the company's Strategic Framework to guide and set the pace for its current operations and future development ✚ Set a clear and transparent Corporate Governance Framework ✚ Set and agree the Company's 5-year business plan ✚ Review and monitor the Company's performance balanced score card ✚ Approve annual reports and accounts ✚ Determine the company's appetite for risk and to engage in the process of backing a robust risk management programme focused in the company's business ✚ Ensure that the company's organisational structure and capability are appropriate for implementing the chosen strategies ✚ Exercise accountability to the Shareholder and be responsible to relevant stakeholders ✚ Ensure that communications both to and from the Shareholder and relevant Stakeholders are effective ✚ Stay abreast of new developments and trends to ensure that the Company can respond positively and effectively to them ✚ Actively participate in an annual self-review
6	Membership, Recruitment and Selection	Recruitment, Selection, Induction and Development of Board Members <ul style="list-style-type: none"> ✚ All Board Members are externally recruited and selected through an open and transparent process, based upon skills and experience required
7	Remuneration of membership	<ul style="list-style-type: none"> ✚ Remuneration forms part of Board Members contract ✚ Travel and other reasonable expenses can be reimbursed in accordance with Wirral Evolutions expenses policy located in HR Rules and Regulations in section 4
8	Conflict of interest and confidentiality	<ul style="list-style-type: none"> ✚ All members to adhere with the Company's conflict of interest policy in section 4
9	Administration and reporting arrangements	<ul style="list-style-type: none"> ✚ The Board will meet a minimum of 10 times per year at a suitable location determined by the Chair ✚ Agendas will be prepared and distributed by Business Support one-week prior to the meeting. Action notes will be prepared and distributed by Business Support, two weeks post the meeting ✚ The Terms of Reference will be reviewed annually by the Board

TERMS OF REFERENCE:

WIRRAL EVOLUTIONS LTD: AUDIT AND RISK SUB COMMITTEE

Headings		Terms
1	Purpose	The Audit and Risk Sub Committee purpose is to ensure the Company remains compliant in accordance with Financial Conduct Authority (FCA) 'The Code' standards and is authorised by the Board to investigate any activity within its terms of reference
2	Accountability	The Audit and Risk Committee is a non-executive committee and has no executive powers, other than those specifically delegated in these terms of reference
3	Reporting	The Committee shall report to the Board on how it discharges its responsibilities and draw to attention any issues that require Board action in a timely manner
4	Principles	Each member agrees to work co-operatively to achieve the objectives of Wirral Evolutions Ltd adopting the following principles: <ul style="list-style-type: none"> ✚ Foster openness and productive debates amongst members ✚ Apply independent thinking and objectivity ✚ Promote continuous improvement and celebrate achievements ✚ Embrace the values of inclusion and equality ✚ Uphold Wirral Evolutions Ltd code of conduct principles in section 2
5	Roles and responsibilities	<p>Financial Standards</p> <ul style="list-style-type: none"> ✚ To receive and review reports from internal and external audit, and officers of the Company ✚ To seek assurance that there are effective internal control arrangements in place ✚ To monitor the integrity of the financial statements and review the annual accounts, prior to submission to the Board ✚ To oversee that there is a framework for accountability in place ✚ Internal audit and external audit have direct access to the Chair of the Committee <p>Management of Risk</p> <ul style="list-style-type: none"> ✚ To review the Management of Risk policy annually and make recommendations to the Board ✚ To ensure that action is taken on risks and highlight any issues to the Board in a timely manner
6	Membership, Recruitment and Selection	<ul style="list-style-type: none"> ✚ The Committee shall be appointed by the Board from its independent, Non-Executive Directors and shall consist of no less than two voting members not including the Chair of the Board ✚ One of the members of the Committee will be appointed as Chair of the Committee by the Board ✚ The Finance Manager and internal/external audit representatives will attend meetings ✚ Other Non-Executives/managers may be invited to attend, particularly when the Committee is discussing areas of risk that call upon certain expertise or are relevant to a service area or Committee ✚ Co-opted individuals may be recruited in response to specific challenges or opportunities to support the purpose of the Committee ✚ Two voting members of the Committee will be required for quoracy
7	Remuneration of membership	<ul style="list-style-type: none"> ✚ Remuneration forms part of the Non-Executive Directors contract ✚ Travel and other reasonable expenses can be reimbursed in accordance with Wirral Evolutions expenses policy located in HR Rules and Regulations in section 4
8	Conflict of interest and confidentiality	<ul style="list-style-type: none"> ✚ All members are too adhere with the Company's conflict of interest policy in section 4
9	Administration and reporting arrangements	<ul style="list-style-type: none"> ✚ The Committee will meet at least three times a year at a suitable location ✚ The Board, Audit and Risk Committee, internal audit or external audit may request an additional meeting ✚ Agendas will be prepared and distributed by Business Support one-week prior to the meeting. Action notes will be prepared and distributed by Business Support, two weeks post the meeting ✚ The Terms of Reference will be reviewed annually by the Board

TERMS OF REFERENCE:

WIRRAL EVOLUTIONS LTD: REMUNERATION AND NOMINATION SUB COMMITTEE

Headings		Terms
1	Purpose	The Remuneration and Nomination Sub Committee purpose is to assist and advise the Board in order to motivate and retain an appropriate structure, size and balance of skills, which will attract the best talents in the market to support the Company's Vision and Values, whilst maximising Shareholder benefit
2	Accountability	The Remuneration and Nomination Sub Committee is a non-executive committee and has no executive powers, other than those specifically delegated in these terms of reference. Two voting members of the Committee will be required for quoracy
3	Reporting	The Committee shall report to the Board on how it discharges its responsibilities on an annual basis and draw to the attention any issues that require Board action in a timely manner
4	Principles	Each member agrees to work co-operatively to achieve the objectives of Wirral Evolutions Ltd adopting the following principles: <ul style="list-style-type: none"> ✚ Foster openness and productive debates amongst members ✚ Apply independent thinking and objectivity ✚ Promote continuous improvement and celebrate achievements ✚ Embrace the values of inclusion and equality ✚ Uphold Wirral Evolutions Ltd code of conduct principles in section 2
5	Roles and responsibilities	Remunerations, the Committee will: - <ul style="list-style-type: none"> ✚ Review and oversee the implementation of remuneration policies ✚ To make recommendations to the Board on the Company's policy for all Non-Executive Directors and Senior Management remuneration ✚ Review and make recommendations on National Joint Council pay awards ✚ Benchmark salaries, paid by comparable companies annually ✚ Review and make recommendations to Board on any compensation arrangements Nominations, the Committee will: - <ul style="list-style-type: none"> ✚ Oversee and support a formal, rigorous and transparent recruitment and selection process of the Managing Director's appointment ✚ Examine the skills and characteristics needed in accordance with the succession planning model in section 2 ✚ Consider and make recommendations regarding potential external Non-Executive Director roles on the Board ✚ Oversee the maintenance of an effective framework for succession planning of senior executive and non-executive roles
6	Membership, Recruitment and Selection	<ul style="list-style-type: none"> ✚ The Committee shall be appointed by the Board from its Non-Executive Directors and shall consist of no less than two voting members ✚ The Chair of the Board will be appointed as Chair of this Committee ✚ The Managing Director and internal/external representatives will attend meetings upon request
7	Remuneration of membership	<ul style="list-style-type: none"> ✚ Remuneration forms part of the Non-Executive Directors contract ✚ Travel and other reasonable expenses can be reimbursed in accordance with Wirral Evolutions expenses policy located in HR Rules and Regulations in section 4
8	Conflict of interest and confidentiality	<ul style="list-style-type: none"> ✚ All members to adhere with the Company's conflict of interest policy located in section 4
9	Administration and reporting arrangements	<ul style="list-style-type: none"> ✚ The Committee will meet as required, but a minimum of once a year at a suitable location ✚ Agendas will be prepared and distributed by Business Support one-week prior to the meeting. Action notes will be prepared and distributed by a Non Executive Director, two weeks post the meeting ✚ The Terms of Reference will be reviewed annually by the Board

**TERMS OF REFERENCE:
WIRRAL EVOLUTIONS LTD: QUALITY SUB COMMITTEE**

Headings		Terms
1	Purpose	The Quality Sub Committee purpose is to review, challenge and monitor the standards of care provision delivered across the Company . In accordance with recognised industry led standards of practice, the Committee is authorised by the Board to investigate any activity within its terms of reference
2	Accountability	The Quality Sub Committee is a non-executive committee and has no executive powers, other than those specifically delegated in these terms of reference
3	Reporting	The Committee shall report to the Board on how it discharges its responsibilities and draw to the attention any issues that require Board action in a timely manner
4	Principles	Each member agrees to work co-operatively to achieve the objectives of Wirral Evolutions Ltd adopting the following principles: <ul style="list-style-type: none"> ✚ Foster openness and productive debates amongst members ✚ Apply independent thinking and objectivity ✚ Promote continuous improvement and celebrate achievements ✚ Embrace the values of inclusion and equality ✚ Uphold the code of conduct principles on page 11 ✚ Advocate good practice in relation to safeguarding standards ✚ Adopt an outcome focussed approach allowing for local flexibility and innovation
5	Roles and responsibilities	<ul style="list-style-type: none"> ✚ To oversee the development and embedding of a Quality Assurance Framework ✚ To oversee the delivery of a review of the Quality Assurance Framework on an annual basis and make recommendations to Board for improvements ✚ To receive internal and external assessment reports and make recommendations to Board for improvement ✚ To have the opportunity to visit Wirral Evolutions services by arrangement with Core members of the Quality Sub Committee (Chair and/or Officer) ✚ To oversee the embedding of 'Making it Real' across all the services in the Company ✚ Maintain meaningful relationships with the people we support, families, carers and communities
6	Membership recruitment and selection	<ul style="list-style-type: none"> ✚ An independent Non-Executive Director will be appointed by the Board as the <i>Chair of the Quality Sub Committee</i> ✚ A member of the Executive Team (Head of Quality) will form part of the membership of the Committee ✚ Co-opted individuals may be recruited in response to specific challenges or opportunities to support the purpose of the Committee based on skills and expertise
7	Remuneration	<ul style="list-style-type: none"> ✚ Remuneration forms part of the Non-Executive Directors contract ✚ Travel and other reasonable expenses can be reimbursed in accordance with Wirral Evolutions expenses policy located on page 30
8	Conflict of interest and Confidentiality	<ul style="list-style-type: none"> ✚ All members to adhere with the Company's conflict of interest policy and process located on pages 32 - 33
9	Administration and reporting arrangements	<ul style="list-style-type: none"> ✚ The Committee will meet at least three times a year at a suitable location ✚ Agendas prepared and distributed by Business Support one-week prior to the meeting ✚ Action notes prepared and distributed by Business Support, two weeks post the meeting ✚ The Terms of Reference will be reviewed annually by the Board

**TERMS OF REFERENCE:
WIRRAL EVOLUTIONS LTD: WIDER STAKEHOLDER SUB COMMITTEE**

Headings		Terms
1	Purpose	The group's purpose is to provide the wider stakeholder perspective, as articulated by the people we support, families/carer, and associated charities representatives on the development, planning, implementation and evaluation of services delivered by Wirral Evolutions Ltd in line with the Strategic Framework 2024
2	Accountability	The Wider Stakeholder Sub Committee is a non-executive committee and has no executive powers, other than those specifically delegated in these terms of reference
3	Reporting	The Committee shall report to the Board on how it discharges its responsibilities and draw to the attention any issues that require Board action in a timely manner
4	Principles	Each member agrees to work co-operatively to achieve the objectives of Wirral Evolutions Ltd adopting the following principles: <ul style="list-style-type: none"> ✚ Be collective advocates for people we support ✚ Foster openness and productive debates amongst members ✚ Apply independent thinking and objectivity ✚ Promote continuous improvement and celebrate achievements ✚ Embrace the values of inclusion and equality ✚ Uphold Wirral Evolutions Ltd code of conduct principles in section 2 ✚ Advocate good practice in relation to safeguarding standards ✚ Adopt an outcome focussed approach allowing for local flexibility and innovation ✚ Recognise that groups will be at different stages of development
5	Roles and responsibilities	<ul style="list-style-type: none"> ✚ To facilitate the wider stakeholder perspective to be expressed and utilised to influence proposals and decisions ✚ For Wirral Evolutions Ltd to share information about organisational proposals and plans ✚ To work with Wirral Evolutions Ltd to identify areas of concern and opportunities, with a focus on continual improvement ✚ To assist in communicating information shared at meetings to local stakeholder groups within Wirral Evolution services
6	Membership recruitment and selection	<ul style="list-style-type: none"> ✚ A member of the Executive Team (Head of Operations) will form part of the membership of the Committee ✚ An independent Non-Executive Director from Wirral Evolutions Ltd Board will be appointed by the Board as the <i>Chair the Wider Stakeholder Group</i> ✚ Representative membership will be from the following groups: <ul style="list-style-type: none"> ▪ Parent/Carers ▪ People we support ▪ Associated Charities ▪ Wirral Evolutions Ltd ▪ Volunteers ▪ Together All Are Able ▪ Co-opted members as appropriate ✚ Group members (as outlined in Appendix A) shall represent the stakeholder group that they have been nominated to represent. A nominated representative may attend if a group member is unable to
7	Remuneration	<ul style="list-style-type: none"> ✚ Remuneration forms part of the Non-Executive Directors contract ✚ Travel and other reasonable expenses can be reimbursed in accordance with Wirral Evolutions expenses policy in section 4
8	Conflict of interest and Confidentiality	<ul style="list-style-type: none"> ✚ All members to adhere with the Company's conflict of interest policy and process in section 4 ✚ Members are expected to respect confidentiality of specific topics discussed at the meeting as requested by other members, Wirral Evolutions Ltd, or guest speakers ✚ Documents circulated, and the notes from the meetings, can be shared externally unless

		<p>expressly stated as confidential or in draft form</p> <ul style="list-style-type: none"> The group is not a mechanism to raise or deal with individual complaints; these should be directed through appropriate channels in the usual manner
9	Administration and reporting arrangements	<ul style="list-style-type: none"> The Wider Stakeholder Sub Committee will meet at least three times a year to be determined by the group. The Chair may call additional meetings as necessary Agendas to be prepared and distributed by Business Support one-week prior to the meeting Action notes to be prepared and distributed by Business Support; two weeks post the meeting (Paper copies of the meeting papers will be provided upon request from Wirral Evolutions Ltd) Requests for Agenda items should be sent to the Wirral Evolutions Ltd Board Secretariat a minimum of two weeks in advance of meetings Meetings will be held at a nominated venue agreed by the group A verbal update will be provided to the Wirral Evolutions Board, via the Chair or Co-Chair alongside minutes of meetings and actions The Terms of Reference will be reviewed annually by the Board Diagram 1 below outlines the reporting and communication relationship – underpinning the Governance Diagram in section 2 <div data-bbox="475 808 1094 1299" data-label="Diagram"> </div> <ul style="list-style-type: none"> The function, membership and chairing arrangements will be reviewed annually.

TERMS OF REFERENCE:

WIRRAL BOROUGH COUNCIL: SHAREHOLDER BOARD

1. Overview

The purpose of the Shareholder Board is to advise the Cabinet Member in the exercise of his/her responsibility for the Council's functions as corporate Shareholder of a company or group of companies and in their role to represent the interests of the Council as Shareholder Representative at meetings of a company.

2. Decision making

The Cabinet Member may make decisions concerning companies in which the Council is or is proposed to become a Shareholder, either:

- a. within Cabinet; or
- b. in the presence of the Shareholder Board.

3. Membership and Arrangements

The Shareholder Board shall consist of the Cabinet Member with portfolio for Transformation (or other Cabinet Member as may be appointed by the Leader for this purpose) in the presence of:

- a. at least one relevant senior officer of the Council as are appointed by the head of paid service (or their deputies);
- b. such other Members of the Cabinet as may be invited by the Cabinet Member;
- c. up to two co-opted members, who may be appointed from time to time, who will be independent persons providing relevant expertise and appointed on merit (but which process may be carried out in association with the Audit Committee's arrangements for co-opted appointments); together with
- d. a Chair (or representative) of a relevant Overview and Scrutiny Committee, who may be invited by the Cabinet Member to act in the capacity of Observer.

The s.151 officer and the monitoring officer, or their deputies, will be advisors to the Shareholder Board to provide open and strong advice.

4. Restrictions on Membership

As the Shareholder Board is to advise on the discharge of executive functions in relation to company matters and the role of the Shareholder Representative, only executive members may be members of the Shareholder Board and, only then, where there is no conflict of interest between the role of the Shareholder Board in advising the Shareholder Representative on behalf of the Council's corporate interest and that member's role as portfolio holder or company director.

5. Meetings

The Shareholder Board shall meet on a basis agreed by itself and normally in private.

The quorum of Shareholder Board Meetings must include the elected member of the Cabinet together with at least one officer of the Council to give advice on the matters to be discussed.

Where an invitation to attend is made to the Chair of Overview and Scrutiny Committee (or their nominated deputy) it should be made at least three clear days in advance of the meeting taking place. This notice period may be waived if the Chair of Overview and Scrutiny Committee (or their nominated deputy) so agrees.

An invitation to attend must also have been provided to the section 151 officer and the monitoring officer (or their nominated deputies), which will normally be at least three clear days in advance of the meeting taking place.

The Cabinet Member will chair the Shareholder Board and is the sole decision maker.

6. Functions

The purpose of the Shareholder Board is to provide strategic direction to a Council regulated company which shall, in particular, include to:

- (a) Oversee the performance of a company in relation to its Business Plan, including but not limited to monitoring the company's performance:
 - (i) in financial matters;
 - (ii) against the social goals of the company as set out in the company's Objects, Business Case or Business Plan; and
 - (iii) against the values of the Council.
- (b) Evaluate and monitor:
 - (i) the financial and social returns on investment (be that shareholding, loans or direct investment); and
 - (ii) risks and opportunitiesincluding those arising from joint ventures or new opportunities.
- (c) Consider matters reserved to the Council for shareholder approval, such as:
 - (i) Varying Articles of Association
 - (ii) Varying ownership and structure
 - (iii) Variations to shares (number of, rights, etc).
 - (iv) Appointment, removal and the remuneration of directors (members of the Company Board);
 - (v) Entering contracts that:
 - (1) have a material effect on Council business (including other companies or partnerships within which the Council holds an interest);
 - (2) are outside of the Company's Business Plan or do not relate to the business of the Company; or
 - (3) are significant in relation to the size of the business of the Company, the Business Plan, etc.;
 - (vi) Acquiring or disposing of any material assets of the Company (as may be defined in the Annual Business Plan) (whether by one transaction or a series of transactions);
 - (vii) Material legal proceedings outside of ordinary business;
 - (viii) Adopting and amending business plans each year and strategic plans (3 years);
 - (ix) Appointment of auditors
 - (x) Issue of dividendsas may be more particularly set out in a Company's Articles of Association or Shareholder Agreement.

7. Relationship

The Shareholder Board as it considers appropriate in accordance with its functions described above, may:

- (a) report and make formal recommendations to the Leader, directly or to the wider Cabinet;
- (b) make reports to and consult Overview and Scrutiny (including full Council) or
- (c) make reports to and consult the Audit Committee, in relation to that Committee's particular functions.

SECTION 4

Wirral Evolutions Ltd Policies and Procedures for:-

- **Financial Rules and Regulations**
- **Human Resources Rules and Regulations**
- **Delegations of Authority: Non-Financial**
- **Conflict of interest and declaration**
- **Management of Risk**
- **Business Continuity Plan**

FINANCIAL RULES AND REGULATIONS

**WIRRAL EVOLUTIONS LTD POLICY AND PROCEDURES
HUMAN RESOURCES RULES AND REGULATIONS**

WIRRAL EVOLUTIONS LTD BLUEPRINT DELEGATIONS OF AUTHORITY:

In accordance with Wirral Evolutions Ltd Governance Diagram illustrated on page 9 the below chart ensures a clear and transparent assignment of responsibilities, accountability, scrutiny and approval of core business areas enabling the Company to fulfil its promise **'to enable the people we support to have choice and exercise control over their own lives'**

Core Business Areas →	Strategic Framework	Governance Framework	5-year ³² Business Plan	Annual ³³ Implementation Plan	Balanced Scorecard	Annual Report	Financial Rules and Regulations	Human ³⁴ Resources Rules and Regulations
Levels of delegations ³⁵ →	Levels of delegation's key = P= Prepare, C= Consult, E= Engage, R= Review and A= Approve							
Company Shareholder	A	R	A	A	R	A		
Wirral Evolutions Ltd Board	R & A	R & A	R & A	R & A	R & A	R & A	A	A
Managing Director & Senior Leadership Team	P	P	P	P	P	P	P	P
Audit & Risk Sub Committee			E	E		E	R	
Quality Sub Committee			E	E		E		
Stakeholder Sub Committee			E	E		E		
Remuneration and Nomination Sub Committee								R
Wirral Council Commissioner	E		E	E	E	E		

³² Includes Quality Framework, Cost, People, Time, Stakeholder Engagement, Brand

³³ Includes Wirral Council Commissioned Contract

³⁴ Includes Wirral Evolutions Ltd handbooks for staff, board and volunteers

³⁵ Levels of delegation's key = P= Prepare, C= Consult, E= Engage, R = Review and A = Approval

**WIRRAL EVOLUTIONS LTD POLICY AND PROCEDURES
CONFLICT OF INTEREST AND DECLARATION**

**WIRRAL EVOLUTIONS LTD POLICY AND PROCEDURES
MANAGEMENT OF RISK**

**WIRRAL EVOLUTIONS LTD POLICY AND PROCEDURES
BUSINESS CONTINUITY**

VERSION CONTROL

Timeline	Action	Progress
April 2019	Governance Framework 2019-2024 V1 distributed to Board Members for input and feedback	
June 2019	Governance Framework 2019-2024 V2 distributed to Executive Team for input and feedback	
June 2019	Governance Framework 2019-2024 V3 final distributed to Board Members review ³⁶	
July 2019	Board Approval	
August 2019	Invite feedback from Wirral Council Shareholder representative	
August 2019	Invite feedback from Wirral Council Auditor	
August 2019	Communications 'View from the chair'	
September 2019	Uploaded onto www.wirralevolutions.org	