

# Wirral Evolutions Ltd

## Board of Directors

### Handbook



Enriching Lives of People with Disabilities & Maximising Potential  
#OneLifeLetsLiveIt

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# COMPANY CONTEXT

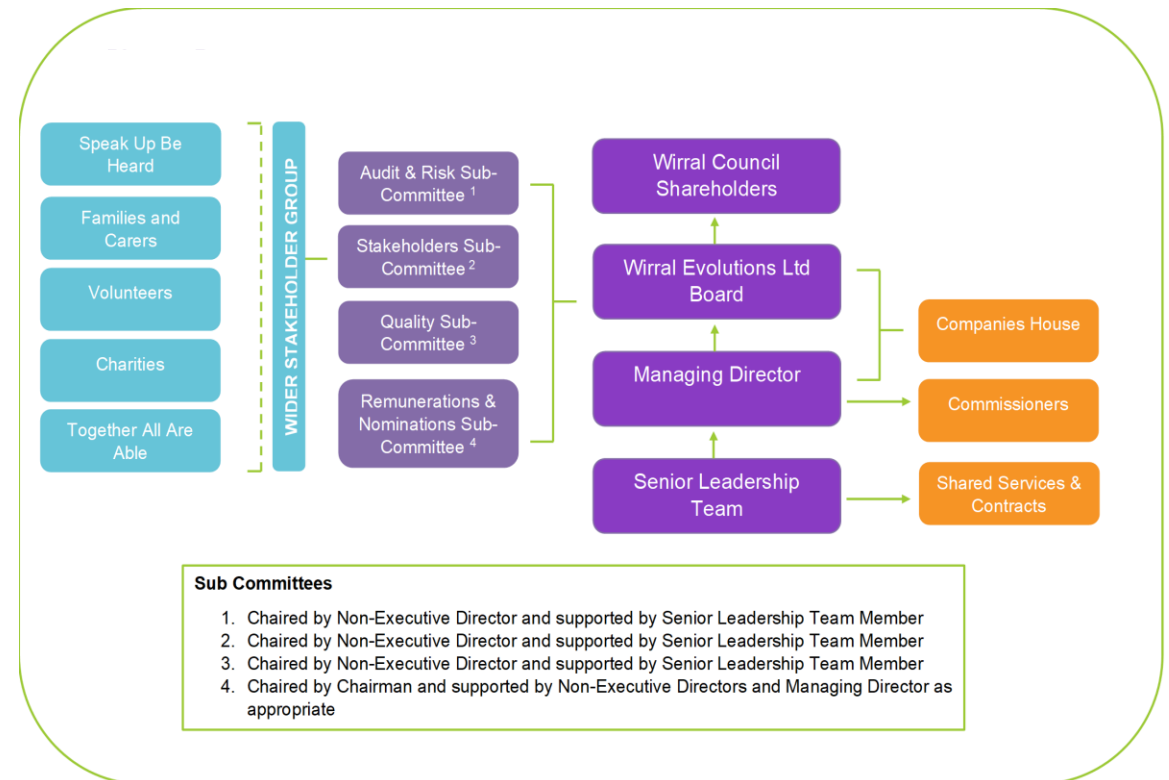
Wirral Evolutions Ltd is a private company limited by shares, registered in England and Wales, no. 09589953, trading as a wholly owned Local Authority Trading Company (LATCo) on behalf of its Shareholder, Wirral Council.

Through the company's comprehensive Governance (1) Framework it defines the *corporate governance principles, its structures, relationships, levels of accountability, processes and behaviours* in accordance with 'The UK Corporate Governance Code 2018' (2)

It is led by a strong, strategic leadership board of directors, who's prime responsibility it to set the direction of travel for the company in terms of strategy, performance, quality standards, human resources, audit and risk, improvement and mentoring (3). The Board is supported by sub committees as a vehicle for engagement, communications and scrutiny.

Diagram adjacent sets out the relationships and accountability between the Shareholder, the Board, Executive Team and other significant Stakeholders

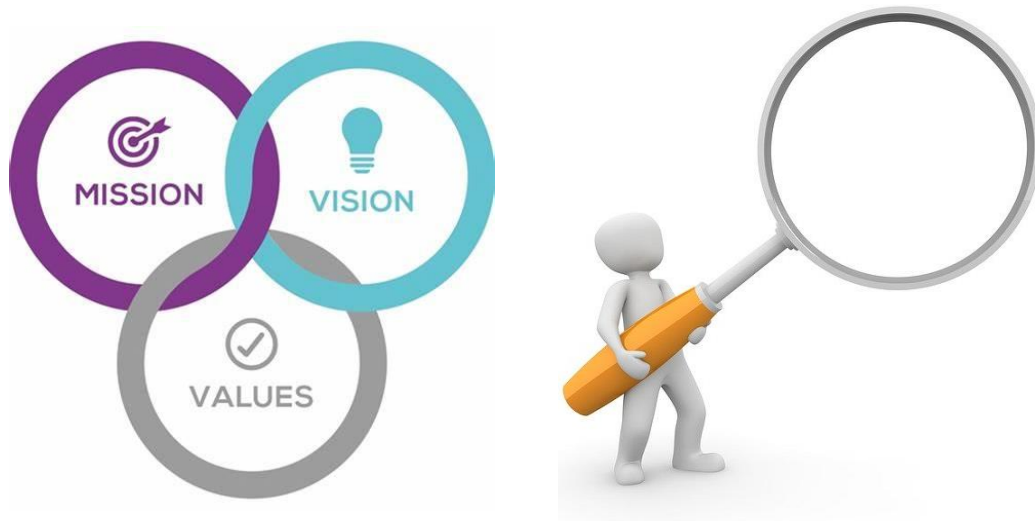
Wirral Evolutions Ltd : Governance Diagram



# PURPOSE OF THE BOARD OF DIRECTORS HANDBOOK

The purpose of Wirral Evolutions Ltd Board Handbook is to provide guidance to the Company Directors on the desired ways of working and behaviours to conduct themselves, legally and morally in a efficient and effective manner.

In doing so, enabling the company to deliver on its mission, vision and values as illustrated in the company's strategic intent in the adjacent diagram (4)



# GUIDING PRINCIPLES FOR THE BOARD OF DIRECTORS HANDBOOK

**Wirral Evolutions Ltd : Board of Directors Handbook has been guided by the code of conduct set of principles, values and beliefs as set out in the Company's Governance Framework:-**

## **Accountability**

- Exercise their powers in good faith with clear and transparent lines of decision-making in accordance with the rules of law

## **Integrity**

- 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

## **Quality**

- Being outstanding in everything we do to provide a safe, effective, compassionate and high-quality care service

## **Leadership**

- 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

## **Honesty, Openness & Respect**

- 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, and maintaining confidentiality
- Treat individuals and groups with different backgrounds, challenges and circumstances with dignity

## **Value for Money**

- 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

## **Professionalism**

- Take responsibility for ensuring your knowledge and skills are relevant

## **Collaborative**

- Work with others to achieve best outcomes for the people we support

# COLLECTIVE BOARD OF DIRECTORS PURPOSE, ROLES AND RESPONSIBILITIES

The primary 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'.

## Role & Responsibilities of Wirral Evolutions Ltd Board of Directors

- 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 scorecard
- 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



Full terms of reference can be found in the Company's Governance Framework

# BOARD OF DIRECTORS ROLES & DYNAMICS



# FIDUCIARY DUTIES OF BOARD OF DIRECTORS

Directors' duties were historically set down by a series of legal cases stipulating the interests which Directors serve, the need for independence, the need to act objectively, the need to remain loyal to the original purpose of the company and the need to ensure good company management. These are known as "fiduciary duties" and reflect those duties which exist where there is a relationship of trust and confidence, as essentially the Shareholders are entrusting their investment to the hands of Directors.

These decisions in the Courts led to Directors' duties being codified in the Companies Act 2006 which set down the following fiduciary duties (5):



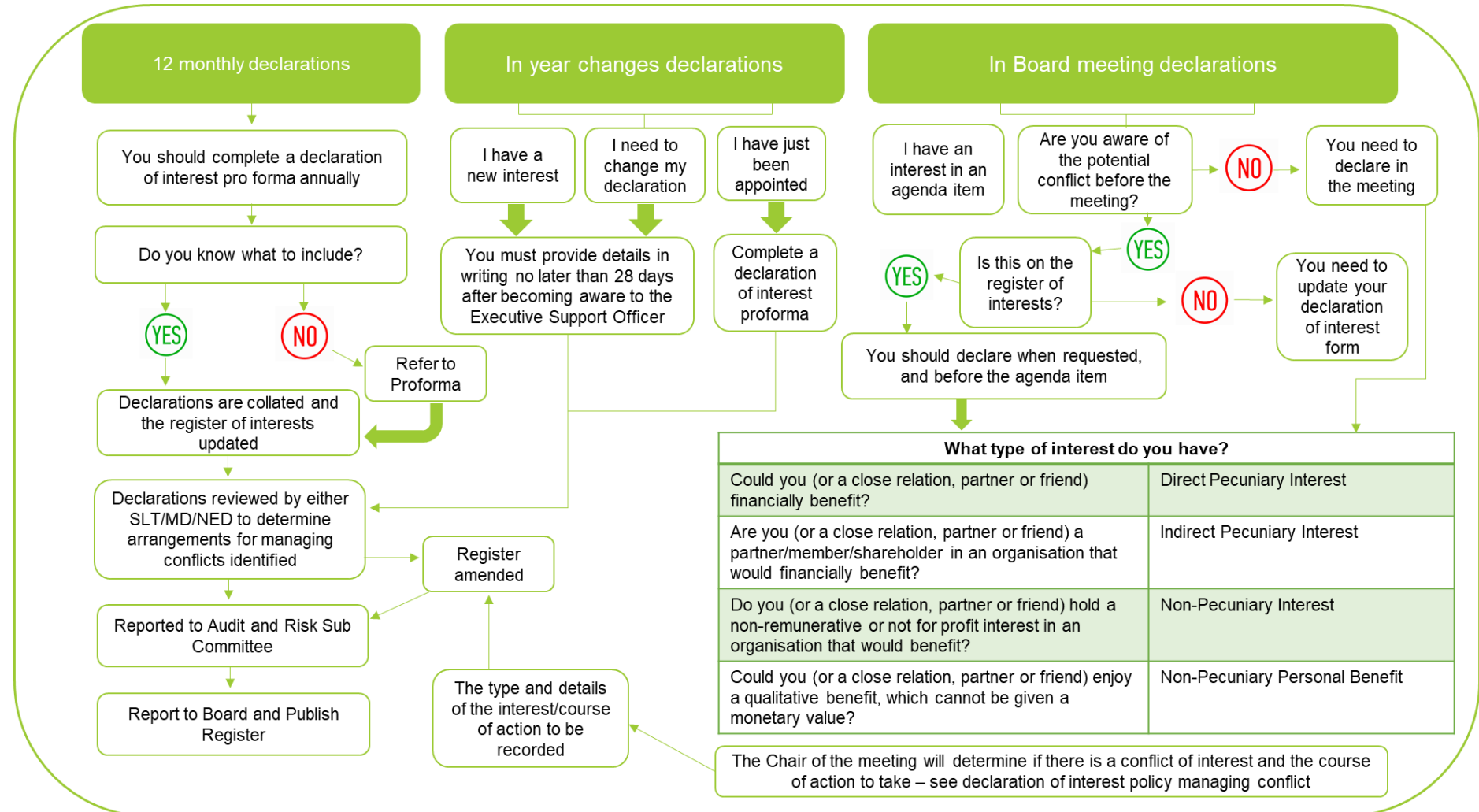
A Director must:-

- ✓ Only act within the powers as granted by the Company's constitution
- ✓ Have a prime duty to promote the Company's success (unless insolvent)
- ✓ Exercise independent judgment
- ✓ Exercise reasonable care, skill and diligence in his/her role
- ✓ Avoid conflicts between his/her role and his/her personal interests
- ✓ Not accept benefits from third parties which arise from his/her role
- ✓ Always declare to other director his/her personal interest in any transaction or arrangement which the Company proposes to enter into

# DECLARATION OF INTEREST PROCESS FOR BOARD OF DIRECTORS

An important principle of company law is that the Board of Directors have a duty to promote the success of Wirral Evolutions Ltd in an objective and legal manner.

In doing so, they 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 for declaring any Pecuniary and Non-Pecuniary interest as illustrated in the adjacent diagram

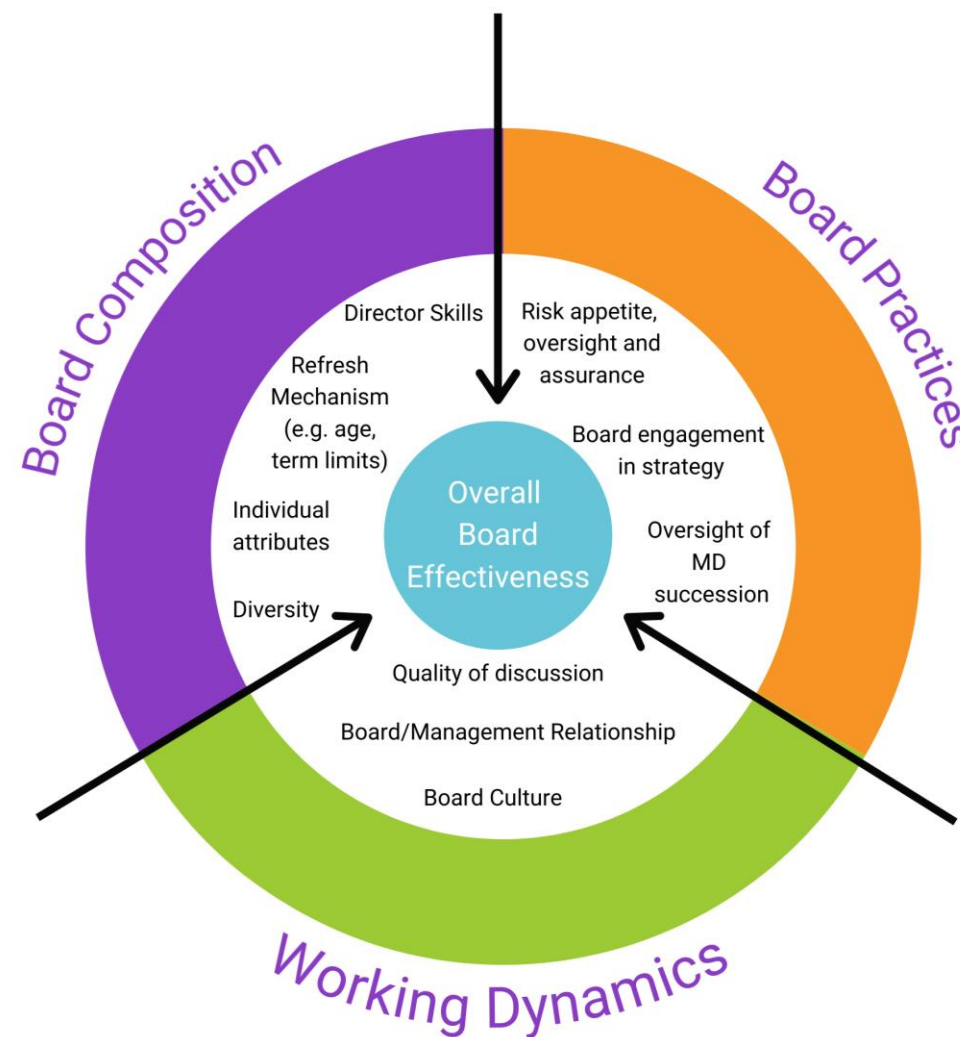


# BOARD EFFECTIVENESS AND DEVELOPMENT

Wirral Evolutions Ltd requires their Board to function effectively, providing executives with a different perspective and drawing on their wider external experiences to add value. Their effectiveness, by using the appropriate balance of skills, experience, backgrounds and knowledge enables them to be the successful guardian of the company.

The tone the board sets through its leadership, behaviour, culture and overall performance is critical to Wirral Evolutions Ltd success. Therefore, it is important to have a rigorous approach to company directors recruitment, performance and development.

By embracing Facet5 – harnessing the ‘power of personality’ to realise the potential the culture, behaviours and working dynamics enables our Board of Directors to thrive and successfully fill their role.



# KEY RESOURCES, DOCUMENTS & LINKS

## VERSION CONTROL

REF	Key resources, documents and links
1	<u><a href="#">Link to WE governance framework</a></u>
2	<u><a href="#">The UK Corporate Governance Code 2018</a></u>
3	<u><a href="#">Link to board profiles</a></u>
4	<u><a href="#">Link to company strategic intent and business strategy</a></u>
5	<u><a href="#">Link to company's house</a></u>

Version History		
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February 2024		

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