

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	<p>Each member agrees to work co-operatively to achieve the vision of Wirral Evolutions Ltd adopting the following principles:</p> <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 focused 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	<p>Recruitment, Selection, Induction and Development of Board Members</p> <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 Declaration of interest and confidentiality	<ul style="list-style-type: none"> ✚ All members to adhere with the Company's declaration 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