



BOARD CHARTER

April 2025

MASTERCALL BOARD CHARTER

Context

The IoD (Institute of Directors) specifies that an organisation should clearly define and document its structure and the duties, responsibilities and powers of members, Directors, committees and management.

Background

The purpose of a board charter is to clearly define the respective roles, responsibilities and authorities of the Board of Directors (both individually and collectively) and management in setting the direction, the management and the control of the organisation.

The Charter should be reviewed in line with Mastercall's Articles of Association (AoA) and amended accordingly. The Board should lead the process of updating and tailoring the content to ensure the final document reflects their own environment and can play an active part in strengthening the culture and governance of their specific organisation.

Contents

MASTERCALL BOARD CHARTER	1
1 PURPOSE OF THIS CHARTER	3
2 ROLE AND RESPONSIBILITIES OF THE BOARD	3
3 MEMBERSHIP AND INDEPENDENCE	4
4 BOARD CULTURE	4
5 CQC WELL-LED GUIDANCE	5
6 NHS CONSTITUTION, NHS LEADERSHIP FRAMEWORK AND NOLAN PRINCIPLES	6
7 MASTERCALL VISION, MISSION, PURPOSE, VALUES AND BEHAVIOURS	7
8 REVIEW OF CHARTER	8
9 PUBLICATION OF THE CHARTER	8
10 ACCOUNTABILITY AND DECISION MAKING	8
11 SOCIAL VALUE COMMITMENT	8
12 SIGNATORIES	9
13 APPENDIX	10



1 PURPOSE OF THIS CHARTER

1.1 The Board Charter sets out the role, composition and responsibilities of the Board of Directors (“the Board”) of Mastercall Healthcare.

1.2 The conduct of the Board is also governed by the Articles of Association (AoA) of Mastercall Healthcare, a copy of which is located at Companies House.

A number of operational Board matters such as number of meetings per year, election and appointment processes and member meetings are governed by the AoA and are not reproduced here.

2 ROLE AND RESPONSIBILITIES OF THE BOARD

The Board’s key responsibilities are:

- to act in the best interests of Mastercall Healthcare as a whole;
- observe their duties as Directors in terms of the Companies Act 2006, the Mastercall Healthcare AoA and any other relevant legislation; and
- provide strategic direction for Mastercall Healthcare and effective oversight of Management.

The key functions of the Board are to:

Provide effective leadership and collaborate with the executive management team in:

- Articulating the organisation’s values, vision, mission and strategies
- Developing strategic plans and ordering strategic priorities
- maintaining open lines of communication and disseminating through the organisation and with external stakeholders the values, vision, mission and strategies
- Developing and maintaining an organisation structure to support the achievement of agreed strategic objectives
- Ensuring a diverse and effective Board, in line with the Mastercall Healthcare AoA with appropriate policies and procedures for the Board and its committees;
- Monitor the achievement of the strategic and business plans and annual budget outcomes
- Supporting, reviewing and monitoring the operational and financial performance of Mastercall Healthcare;
- Establish such committees, policies and procedures as will facilitate the more effective discharge of the Board’s roles and responsibilities
- Ensure, through the Board committees and others as appropriate, compliance obligations and functions are effectively discharged
- Ensure that all significant systems and procedures are in place for the organisation to run effectively, efficiently, and meet all legal and contractual requirements
- Monitoring key financial and non-financial risk areas by ensuring the implementation of an effective risk management and internal control framework;
- Ensure that the organisation has a robust Health & Safety policy in place. Ensure that H&S is a standing agenda item and that all Board members receive adequate H&S training.
- Ensure the organisation has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility;
- Managing Directors’ interests, conflicts of same and related-party transactions

Delegation of powers and authorities, while understanding the Board remains responsible for all decision of Mastercall Healthcare;

- oversight of compliance with appropriate laws and regulations and major litigation;

- evaluating Board processes and performance of the Board as a whole, as well as contributions by individual Directors, ensuring the Board's effectiveness in delivering good governance, including performance and conformance matters;
- corporate governance matters, including frequency and agendas of Board and Committee meetings, and the appointment of the Company Secretary;

The Board has delegated authority for the operations and administration of the organisation to the Chief Executive Officer (CEO). The CEO is responsible for the overall day-to-day management and the performance of the Organisation. The CEO manages Mastercall Healthcare in accordance with strategy, delegations, business plans and policies approved by the Board to achieve agreed goals and objectives included therein.

As a general principle the Board (at a non-Executive level) has no operational involvement in the conduct of the organisation's business activities and delivery of services, unless under exceptional circumstances.

3 MEMBERSHIP AND INDEPENDENCE

The AoA provides directives for the Board composition.

Directors are free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the organisation.

The Board shall regularly assess the independence of each Director in light of the interests disclosed by them.

Each Director must provide the Board with relevant information to assess their independence.

In assessing independence, the following matters will be considered, and a Director will be regarded as independent if that Director:

- is a non-executive Director (i.e. is not a member of Management);
- is not a Director, officer or otherwise officially associated directly with a member or affiliated organisation;
- has within the last three years not been a principal of a material professional adviser or a material consultant to Mastercall Healthcare or an employee materially associated with the service provided;
- has not been a material supplier of Mastercall Healthcare, or an officer of or otherwise associated directly or indirectly with a material supplier;
- has no material contractual relationship with Mastercall Healthcare, other than as a Director of the Organisation;
- has been free from any business relationship which could, or could reasonably be perceived to, interfere materially with the Director's ability to act in the best interests of the Organisation.

Membership of the Board shall be disclosed in the annual report.

4 BOARD CULTURE

The Board actively seeks to have engaged culture which is characterised by candour and a willingness to challenge (in a positive and constructive fashion as typified in section 4.4.)

The Board will adopt, in addition to principles of character and behaviour, principles of communication and transparency which include:

- **Contribution.** Each member of the Board should be encouraged to dream openly about the future. Each idea should be deemed important. No one member should dominate the discussion.
- **Tolerance.** Each member of the Board should respect the viewpoints of others based on their background and experiences.

- **Representation.** It is important to keep in mind that the Board is called to represent different members, stakeholder and functional needs (ensuring that all voices are heard).
- **Confidentiality.** Each member of the Board should assume that information discussed in meetings is confidential unless instructed otherwise.
- **Constructive Dialogue.** Each concern expressed should be matched with a constructive recommendation for solution. Members should be cognisant of their own functional and positional biases and employ reflection prior to any reaction.
- **Harmonious Debate.** Full and open debate should be encouraged in order to reach decisions that can be supported by all members of the Board. Once decisions are made, they are to be supported by each member after the meeting is concluded.
- **Communication.** It is important to keep each other informed. Be sure to seek the truth in all matters under discussion. Rumours should not be entertained. The Chair should be empowered to speak on behalf of the Board and should be accountable to the Board.
- **Modelling.** Each member of the Board should seek to model the Nolan principles in order to create confidence in the Board's decisions.
- **Cohesion.** Each member of the Board should demonstrate teamwork to all other members in order to develop a team spirit.

Mastercall Healthcare takes ethical and responsible decision-making very seriously. It expects its employees, members and Directors to do the same.

The Board must adhere to follow both CQC Guidance, intrinsic Corporate Values and the NHS Constitution and Nolan Principles as outlined below:

5 CQC WELL-LED GUIDANCE

The CQC Well-Led guidance and Key Lines of Enquiry (KLOEs) has prompts and ratings characteristics for healthcare services. They define this as;

'By well-led, we mean that the leadership, management and governance of the organisation assures the delivery of high-quality and person-centred care, supports learning and innovation, and promotes an open and fair culture.'

The Well-Led Key Lines of Enquiry (KLOEs) encompass a number of areas including:

- Leadership capacity and capability
- Vision and strategy
- Culture of the organisation
- Governance and management
- Management of risk and performance
- Management of information
- Engagement and involvement
- Learning, improvement and innovation

An outstanding organisation will demonstrate that the *leadership, governance and culture* are used to drive and improve the delivery of high-quality person-centred care. The first KLOE asks 'Is there the leadership capacity and capability to deliver high-quality, sustainable care?'

For this to be rated outstanding we must evidence that there is compassionate, inclusive and effective leadership at all levels. Leaders at all levels demonstrate the high levels of experience, capacity and capability needed to deliver excellent and sustainable care. There is a deeply embedded system of leadership

development and succession planning, which aims to ensure that the leadership represents the diversity of the workforce.

Whilst we do have the objective to achieve CQC Well-Led status in our business plan, this must be embedded at all levels.

6 NHS CONSTITUTION, NHS LEADERSHIP FRAMEWORK AND NOLAN PRINCIPLES

Values and behaviours are also a key tenet of the NHS Constitution and the NHS Leadership Framework which also adopts the **Seven Principles of Public Life** (also known as the **Nolan Principles**). Although Mastercall is not a public sector organisation, it does hold closely to the principles as both servants of the public and stewards of public resources.

The NHS Constitution for England states that:

- The NHS belongs to the people.
- It is there to improve our health and wellbeing, supporting us to keep mentally and physically well, to get better when we are ill and, when we cannot fully recover, to stay as well as we can to the end of our lives. It works at the limits of science – bringing the highest levels of human knowledge and skill to save lives and improve health. It touches our lives at times of basic human need, when care and compassion are what matter most.
- The NHS is founded on a common set of principles and values that bind together the communities and people it serves – patients and public – and the staff who work for it.
- The Constitution establishes the principles and values of the NHS in England. It sets out rights to which patients, public and staff are entitled, and pledges which the NHS is committed to achieve, together with responsibilities, which the public, patients and staff owe to one another to ensure that the NHS operates fairly and effectively. The Secretary of State for Health, all NHS bodies, private and voluntary sector providers supplying NHS services, and local authorities in the exercise of their public health functions are required by law to take account of this Constitution in their decisions and actions.
- <https://www.gov.uk/government/publications/the-nhs-constitution-for-england/the-nhs-constitution-for-england>

The seven principles of public life are:

- **Selflessness**
Holders of public office should act solely in terms of the public interest.
- **Integrity**
Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
- **Objectivity**
Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- **Accountability**
Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

- **Openness**

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

- **Honesty**

Holders of public office should be truthful.

- **Leadership**

Holders of public office should exhibit these principles in their own behaviour and treat others with respect. They should actively promote and robustly support the principles and challenge poor behaviour wherever it occurs.

7 MASTERCALL VISION, MISSION, PURPOSE, VALUES AND BEHAVIOURS

The Mastercall vision, mission purpose, and values are defined as follows:

OUR VISION

Enhancing lives.... because we CARE

The care we deliver will be provided by healthcare professional experts underpinned by innovative digital technology to maximise the best possible outcomes for patients.

OUR MISSION

EMPOWERING patients to live and age well

Passionate about supporting patients to take responsibility for living their best life, using innovation to solve problems that can save lives. Providing meaningful futures for our workforce. Expanding our range of services to support patients and the NHS. Being an organisational leader of the use of innovation and digital technology and ensuring financial stability to support innovation and growth.

OUR PURPOSE

Providing OUTSTANDING healthcare

Encouraging a culture of collaboration, inspiring our workforce to be innovating and dynamic. Improving patient care and health outcomes, relieving pressure on the NHS and social care.

OUR VALUES



INNOVATE

Improving and growth



TEAMWORK

Collaboration to succeed



INSPIRE

One step further



DIGNITY

Caring with respect



EMPOWER

For people and communities



KINDNESS

To self and to others

Mastercall Values Behaviour Framework (*Green light/positive indicators only*)

Innovate - Improving and growth

- Open to new ideas.
- Invest in new technologies and demonstrate their effect.
- Continually challenge existing practise.

Teamwork – Collaboration to succeed

- Supporting colleagues to succeed in their efforts.
- Help others to develop in their weakness.
- Share knowledge, understanding and experience with others.
- Develop strong and trusting relationships with our system partners.

Inspire – One step further

- Making an extra effort to support a patient/colleague or customer.
- Making “more than enough” the norm.
- Making a difference every day.

Dignity – Caring with respect

- Recognise and acknowledge another’s achievements.
- Actively listen to another’s ideas.
- Prioritise positive comments/behaviour over negative behaviour.

Empower – For people and communities

- Actively seeking, listening and responding to patient views
- Involving patients wherever possible in the development and review of our services.

Kindness – To self and others

- Demonstrating care, compassion, friendship, and generosity.
- Treating others as you would like to be treated.

8 REVIEW OF CHARTER

The Board will review this charter annually to ensure it remains consistent with the Board’s objectives and responsibilities.

9 PUBLICATION OF THE CHARTER

Key features of the Charter are to be outlined in the organisation’s Annual Report. A copy of the Charter is available on the Mastercall intranet.

10 ACCOUNTABILITY AND DECISION MAKING

All Directors should bring an independent judgement to bear on all Board decisions.

11 SOCIAL VALUE COMMITMENT

In accordance with Mastercall’s Social Value Commitment, Board has agreed that at least 4% of all annual surpluses should be delegated to the Good Governance Social Value Committee to invest directly into community development as per the guiding principles outlined in the Social Value Programme PID and SVC TOR. Board may choose to increase the % commitment based on surplus generated and thus should be a standing item of the Financial Year End Board meeting.

12 SIGNATORIES



Dr Jullien Walkley
Chairman/NED



John Sullivan
Deputy Chair/NED



Alexandra Hatchman
NED



Mark Wilkinson
NED



Dr Colin Kelman
NED



Sandra Jones
Council Member Representative
NED



Michaela Buck
CEO/Company Secretary



Timothy Davison
Deputy CEO/CIOO/Director of
Strategy & Transformation



Dr Michael Rooney
Medical Director



Angela Chidley
Chief People Officer/Director of
People & Organisational
Development



Suzanne Curtis
Director of Nursing & Allied Health
Professionals



Jonathan Ritchie
Chief Information Officer/Director
of Digital Innovation

Board Chair/Vice Chair

Chair's Responsibilities

The Chair of the Board has a major role as the head of the Board in providing leadership to the Directors and other functions including:

- leading and facilitating the Board;
- setting the Board direction and focus;
- conducting an effective decision-making process and ensuring that the Board is focussed on achieving outcomes;
- ensuring that no one has excessive influence;
- maintaining a professional working relationship with the CEO;
- acting as a spokesperson, where appropriate, in conjunction with the CEO;
- promoting constructive and respectful relations and communications between the Executives and Non-executives ensuring culture of innovation, continuous improvement and development whilst upholding the Nolan Principles above
- ensuring the Board and individual Directors have a performance evaluation process;
- ensuring that the Board's workload is dealt with effectively;
- role-modelling ethical standards and behaviour based on the Mastercall Healthcare agreed values;
- ensuring meetings are effectively conducted and minutes are circulated and acknowledged in a timely manner.
- chairing Board meetings and shareholder meetings, including, approving the agenda for Board meetings (in consultation with the other Directors and the Company Secretary) and ensuring that adequate time is available for discussion of all agenda items, including strategic issues;
- facilitating the effective contribution of all Directors and guiding Board deliberations, free of undue bias;

Role of Non-Executive Director

Comply with the general duties of a Director as set out in The Companies Act 2006:

- act within their powers and must act in accordance with the company's constitution.
- promote the success of the company (including considering the interests of the company's employees, the community and environment, the company's reputation, and the company's members).
- exercise independent judgment.
- Exercise reasonable care, skill and diligence, to a degree expected of someone with the knowledge, skills and experience of a given Director.
- declare interest in proposed transaction or arrangement and annually (or more frequently if required) to declare in writing to the Chief Executive any interest likely to conflict – again, to minimise any potential conflicts of interest.
- Attendance at quarterly Board meetings and sub-committee meetings as required, ensuring you are well prepared and have read all related documents.
- Constructively challenge and contribute to the development of strategy at Board level.
- Play a key role in scrutinising the performance of the Executive Leadership Team in achieving organisational objectives and performance.
- Support and 'buddy and mentor' ELT members in your area of expertise and knowledge.
- Adhere to the Company's risk policy ensuring effective controls are in place to enable risks to be managed and assessed.
- Uphold Mastercall values, being an appropriate role model for staff and stakeholders.

- Comply with all organisational mandatory training requirements.
- Work in accordance with IG principles.
- To keep up to date with all Mastercall policies and procedures.
- To uphold and promote Dignity in Care for colleagues and patients alike.

Role of Executive Management (Executives and CEO)

Authority

- The CEO (or equivalent), supported by the CEO's executive direct reports, are responsible for the day-to-day management of the Group under delegated authority from the Board.
- The Board may impose further specific limits on the CEO delegations. These delegations of authority will be maintained by the Company Secretary and will be reviewed by the Board from time to time.
- The CEO has authority to sub-delegate to senior management.
- The CEO and management are ultimately accountable to the Board.

Responsibilities

The CEO/Dep CEO has the authority to control the affairs of the Company in relation to all matters other than those responsibilities reserved to the Board in this Charter, or to Board committees in their respective Charters. The authority delegated to the CEO includes responsibility for:

- managing the day-to-day operations of the Group in accordance with the core values, strategic objectives, business plans, budgets and key policies approved by the Board;
- developing strategies, business plans, budgets and key policies for the Group for consideration by the Board and, to the extent approved by the Board, implementing such strategies, business plans, budgets and key policies;
- maintaining a culture within the Group that promotes sustainable and responsible behaviour in accordance with the core values and the Code of Conduct;
- developing and maintaining the Group's risk management framework and systems, including internal compliance and control mechanisms;
- managing the Group's financial and other reporting mechanisms, control systems and monitoring systems to ensure that these mechanisms and systems function effectively and capture all relevant material information on a timely basis;
- ensuring compliance with the Group's continuous disclosure obligations in accordance with contractual and CQC requirements (albeit aspects of disclosure may deputise to the Medical Director, Caldicott Guardian and SIRO as appropriate and outlined in respective authorities);
- recommending to the Board significant operational changes, and major capital expenditure, acquisitions
- and divestments, which are beyond delegated thresholds; and
- reporting to the Board with accurate, timely and clear information, such that the Board is fully informed to discharge its responsibilities effectively

Company Secretary

The Company Secretary will:

- be appointed and removed by the Board; and
- report and be accountable to the Board, through the Chair of the Board, on all matters to do with the proper functioning of the Board and Board Committees.

The Company Secretary is responsible for:

- advising the Board and its Board Committees on governance matters;
 - monitoring that Board and Board Committee policies and procedures are followed;
 - coordinating the timely completion and despatch of Board and Board Committee papers; and ensuring that the business at Board and Board Committee meetings is accurately captured in the minutes.
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CONTACT

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