

BRIEF FOR PROVISION OF GOVERNANCE ADVICE TO IMPERIAL COLLEGE HEALTH PARTNERS

1. Purpose of the Report

1.1. Imperial College Health Partners (“ICHP” or the “Company”) seeks proposals from firms wishing to be considered for appointment as an external governance advisor to undertake a governance review (the “Governance Review” or “Review”).

2. Background

2.1. ICHP was incorporated in June 2012. The Company is a company limited by guarantee, supported by a Members’ Agreement. The Company’s objective is to bridge the gap between what we know (best practice) and what we do in healthcare.

2.2. Equality of voice and contributions, regardless of relative size of member organisation, was a core founding principle of the Company. This originally meant that all member partner organisations had senior representatives named as Company directors who formed the Board of Directors.

2.3. In 2019, the Company undertook a governance review, following which, it made changes to the composition of its Board of Directors. This saw the introduction of a smaller board with nominated directors amongst the partners as well as a small number of Non-Executive Directors (NED).

2.4. The Board has an independent chair, who is not a director, but can cast a deciding vote.

2.5. A copy of the Memorandum and Articles of Association is attached separately to this document.

3. Scope of Work

3.1. ICHP is looking for governance advisors to undertake a Governance Review of the Company’s governance structures to ensure they remain fit-for-purpose.

3.2. The Review should be carried out in accordance with relevant legislation and governance best practice.

3.3. The core of the Review should include consideration of:

3.3.1. The appropriate membership of the Board of Directors;

- 3.3.2. Arrangements for those who are appointed as Directors to attend and make decisions at meetings of the Board of Directors. This should include, but not be limited to, considerations around attendance, notice, quorum and decision making at Directors' meetings;
- 3.3.3. The role of the Chair as an 'independent chair' with a casting vote but not appointed as a Director;
- 3.3.4. Arrangements to ensure that the partnership members are effectively able to hold the Board to account; and
- 3.3.5. Any other issues that might arise during the Review regarding governance structures to ensure effective relationships and decision making between the Board of Directors and members.

4. Format

- 4.1. The Governance Review should consist of a report and, where required, associated drafted documents, covering:
 - 4.1.1. Any recommendations to ensure the Company's governance processes conform to best practice; and
 - 4.1.2. The steps required to enact any recommendations.
- 4.2. If required, the Review should also include annexed full drafts of any legal documents, forms or processes required to enact any recommended changes.

5. Invitation to Submit Proposals

- 5.1. Proposals are invited from firms with expertise in Corporate Governance to be undertake the Governance Review.

6. Proposals

- 6.1. Proposals should include the following:
 - 6.1.1. Details and general background of your firm;
 - 6.1.2. Details of your firm's experience of not for profit or grant receiving organisations, and of existing clients, indicating size of those clients.
 - 6.1.3. Details of the team assigned to similar reviews, and of those staff who would be assigned to the Review, together with their experience.
 - 6.1.4. Details of your approach to reviewing similar organisations including grant receiving organisations.

- 6.1.5. Draft letter of engagement defining the scope of the Review and the extent of your responsibilities.
- 6.1.6. Details of your proposed fees for the work specified in point 3 above on both an hourly and fixed fee basis:
 - 6.1.6.1. hourly rates of all staff involved;
 - 6.1.6.2. your firm's policy of charging travelling time and other expenses;
 - 6.1.6.3. anticipated time input of different staff/grades of staff;
 - 6.1.6.4. total number of days to be allocated to the Review;
- 6.1.7. A copy of your proposed terms and conditions;
- 6.1.8. Details of other advice offered by the firm;
- 6.1.9. Details of your firm's professional indemnity insurance;
- 6.1.10. Details of your firm's equal opportunities policy;
- 6.1.11. Details of other organisations who could be contacted for references.

7. The Process

- 7.1. Proposals should be sent electronically with Subject "TENDER – Governance Review", and are required to be submitted to: tenders@imperialcollegehealthpartners.com
- 7.2. Proposals should be submitted by 1800 on 11 July 2022.

8. Evaluation

- 8.1. Submissions will be evaluated on:
 - 8.1.1. expertise and experience of the team (20%).
 - 8.1.2. quality of previous work (20%).
 - 8.1.3. approach to review (30%).
 - 8.1.4. cost (30%).

9. Supervision of the Contract

- 9.1. Supervision of the contract will be the responsibility of the Company Secretary of ICHP, and/or other employees of ICHP as she may determine.
- 9.2. Written reports should be submitted to her and/or other employees of ICHP as they may determine.

9.3. The successful firm will be required to enter into a formal contract of engagement for the supply of services.

10. Break clause and payment

10.1. If ICHP wishes to terminate the process at any stage a minimum of one month's notice will be given.

10.2. The contract with the firm will be determined and fees will be paid on the basis of actual days worked, up to a maximum of the fixed price.

10.3. Payment will be made following the satisfactory completion of the Review.

10.4. The firm must submit an account detailing the fee plus any legitimate fees incurred.