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NON-EXECUTIVE DIRECTOR (GENERAL PRACTITIONER)

- Accountable to:** Chairman of PML Board
- Duration:** Tenure 2 years
- Commitment:** 2 sessions per month (10 hours minimum)
- Base:** PML Central Office, Bicester

PML is a not for profit Limited Company and was founded by local GPs to provide and enhance local NHS clinical services to patients within the local community.

Due to a recent retirement we have a vacancy for a Non-Executive Director to join PML's Board to help set the future strategic direction for the primary care and community services that we deliver within Oxfordshire and Northamptonshire. The role also involves providing insightful leadership and advice to the Executive team to help develop and expand future services provided by the Company and as a Board member of a Limited Company you will have statutory duties to fulfil in order to comply with company law requirements. A full job remit is attached.

To apply you must be a registered and practicing General Practitioner within the locality and be an active member of the evolving PCN/Trust structures. If you are committed and passionate about improving local clinical services to patients we would be keen to for you to apply. As an Equal Opportunities employer we are underrepresented on the Board by woman and ethnic minorities and would particularly encourage and welcome applicants from these groups.

Informal enquiries can be made by contacting John Harrison, Chairman, john.harrison22@nhs.net or Andrew Elphick, CEO, a.elphick@nhs.net

To make application please send your CV together with a covering letter setting out why you are in interested in undertaking the role to Recruitment@principal-medical.co.uk by the closing date of Friday **14 February, 2020**.

PML is a not-for-profit organisation working to develop, enhance and improve healthcare services for local patients.

Registered Office:
3 Barberry Place,
Bicester,
Oxfordshire,
OX26 3HA

Company No. 4679678



Providing NHS services

MEDICAL/CLINICAL DIRECTOR (Non-Executive) Job Description

Accountable to: PML Board Chairman

Hours: Approximately 2 sessions per month (average 10 hours)

Period of tenure: 2 years*

(*The Board may at their discretion reduce the tenure to a lesser period if there is a material change in the other roles & responsibilities undertaken by the candidate in the local health system subject to 3 months' notice)

Remuneration: £12,000 per annum

Main purpose of the post

- Contribute actively to the Board's role in giving firm strategic direction to the organisation, to set overall policy, define goals, set targets and evaluate performance against agreed targets.
- Ensure that PML complies with its governing document (Memorandum of Articles of Association), company law and any other relevant legislation or regulations.
- Ensure that PML pursues its objects as defined in its governing document.
- Ensure that PML applies its resources exclusively in pursuance of its objects.
- Safeguard the good name and ethos of the organization.
- Ensure the financial stability of the organization.
- In addition to the above statutory duties, each Director is required to use any specific skills, knowledge or experience they have to help the Board reach sound decisions. This may involve leading discussions, focusing on key issues, providing advice and guidance on new initiatives, evaluation or other issues in which the director has special expertise.

Principle duties and responsibilities

- Provide clinical advice to develop and expand the range of Primary and Community services provided by the company
- Provide medical leadership and advice to Executive Directors and where appropriate to clinicians working within the services provided by the Company, including implementation of NICE guidance across all services
- To advise on the interpretation and implementation of National clinical policy and initiatives relevant to the Company
- To monitor specific areas of clinical performance and clinical governance issues, in collaboration with the Chairman and Vice Chairman, ensuring that national and locally agreed Clinical Governance processes are followed
- To ensure strong links are developed and maintained with key stakeholders e.g. local commissioners
- Contribute to the investigation and management of complaints and incidents, in conjunction with the Executive team, as required.
- Advise operational managers on effective methods of communicating with clinicians
- To attend other meetings as required in order to give clinical advice and direction

- The Medical Director will be expected to take a lead on a particular clinical area (Primary Care, Community services or Urgent Care), on behalf of the Board.
- The Director will be a locally practicing clinician and will be expected to work for PML at least 10 hours per calendar month, including attendance at bi-monthly Board meetings.

Person Specification

Post Title: MEDICAL/CLINICAL DIRECTOR (Non-Executive)

Criteria	Essential	Desirable
Qualifications	Registered Health Professional	MRCGP
Experience/ Skills	<ul style="list-style-type: none"> • Local practicing clinician with experience of working primary and community services • Interest, experience and detailed understanding of healthcare services across Oxfordshire • Evidence of an understanding of and commitment to future service models – good knowledge of national and local strategy and direction • Experience of leading and/or chairing groups • Effective communicator, advisor and influencer • Experience of audit and/or research • Understanding of Care Quality Commission Standards 	
Other relevant factors	<ul style="list-style-type: none"> • Committed to personal and professional development • Team player 	<ul style="list-style-type: none"> • Holds other posts including but not exclusively PCN CD and/or Medical role in local trusts or in the local community, ICP and/or ICS structures. • Contribute to the diversity of the Board & PML

This job outline is not restrictive or definitive in any way and should be regarded only as a guideline to the duties required, and may be amended in the light of changing circumstances following consultation with the post-holder.

PML is an “Equal Opportunities Employer” and actively seeks to reflect diversity within our workforce and corporate policies.

Directors' responsibilities

Company directors are responsible for the management of their companies. They must act in a way most likely to promote the success of the business and benefit its shareholders. They also have responsibilities to the company's employees, its trading partners and the state. As a director, you need wide powers to help you promote the company. However, you face serious penalties if you abuse those powers or use them irresponsibly.

This briefing covers:

1. Appointing company directors.
2. Directors' powers.
3. Directors' responsibilities.
4. Penalties for misuse of position.
5. How to protect yourself.

1 Appointing directors

Every private limited company must have at least one company director. At least one of the directors must be an actual person (as opposed to another company).

1.1 The **first directors** (though there may be only one of them) are appointed by the shareholders who form the company.

- Directors are often shareholders or company employees, but do not have to be.

1.2 **Subsequent appointments** must follow procedures set out in the Articles of Association. Usually, the board can appoint a new director (subject to any maximum number set in the Articles) or the shareholders can appoint a person who has been recommended by the board or proposed as a director in advance.

1.3 If you are a director but have no executive position within the company, you are classed as a **non-executive**.

- As a non-executive director, you may have nothing to do with the day-to-day running of the company. Even so, you still carry the same responsibilities as other directors.

1.4 Even if you have never been appointed a director, you could be classed as a **shadow director** (if the other directors are 'accustomed to act' under your instructions) or as a 'de facto' director if you act as if you were one - for example, if you resign but continue making decisions as a director.

- As a shadow director or de facto director you carry many of the legal responsibilities, and are subject to many of the penalties, of other directors.

1.5 Some people are **debarred** from becoming directors.

- Auditors may not be appointed directors of the companies for which they act.

- People who have been disqualified ([see 6.3](#)) may not be appointed.
- Undischarged bankrupts may not be appointed unless they have first obtained leave from court.
- Directors must be aged at least 16 or over.

1.6 The appointment, departure or change of particulars of any director must be **reported** to Companies House within 14 days, using the appropriate [form](#).

2 Exercising directors' powers

Check if there are any limits on directors' activities in your company.

2.1 Check if there are any restrictions listed in the Articles of Association.

- Companies set up since 1 October 2009 are not restricted in their objectives ('objects') unless their Articles of Association say otherwise.
- Companies set up prior to 1 October 2009 listed their objectives in the Memorandum of Association. These are now deemed to be part of the Articles unless a resolution to remove them has been passed.
- If the directors act outside the company's objects, the company may be entitled to take legal action against them.
- You can only change the company's objectives by getting shareholder agreement.

2.2 You must act within the **powers granted** in the Articles of Association.

- The Articles of Association define the rules governing how the company is to be run, including what the directors' powers and responsibilities are. The Articles also set out how decisions are to be taken: for example, the procedures for calling a board meeting and how many directors are needed to vote on a proposal.

2.3 In exercising directors' powers, you are required to exhibit 'such a **degree of skill** as may reasonably be expected' from a person with your knowledge and experience.

- For example, a chartered accountant might be expected to know if the company was trading while insolvent.

2.4 You must also exercise a **degree of care** in your actions as a director.

- The test of an acceptable level of care is what a reasonable person would do in looking after their own affairs.
- You are generally not liable for the actions of your fellow directors, if you knew nothing about them and took no part in them, but you have a duty to make sure you are informed about the company's affairs. It is very dangerous to turn a blind eye.

3 Fiduciary responsibilities

As a director, you must act in a way which you think is most likely to promote the success of the company for the benefit of its shareholders. You need to consider a number of statutory factors, including the long-term consequence of decisions, your firm's reputation and the interests of other stakeholders such as employees and the community.

3.1 **The Company** is a separate legal entity from its directors, shareholders and employees. The best interests of the company are not always the same as the best interests of the shareholders.

- You must always consider the interests of other stakeholders such as creditors and employees.

- You must consider the long-term prospects of the company and its reputation.

3.2 You must give equal consideration to all **shareholders**.

- Even if you hold most of the shares, or act as the nominee of the major shareholder, you must consider the interests of shareholders as a whole.
- In practice, it is very difficult for a minority shareholder to have a significant say in decisions made by majority shareholders.

3.3 You must not use your position to make **private profits** at the company's expense.

- If you are found to have secretly profited from a contract, you might be forced to hand those profits over to the company.

3.4 You are legally obliged to declare any actual or potential **conflict of interest**.

- For example, if you have interests in another company with which your company is planning to do business.

- The Articles may say you should not vote on such a deal and, if you do, your vote will be disregarded.

3.5 If you, or someone connected with you, such as a relative, personally plan to enter into **substantial deals** with the company, they must be approved by the shareholders.

3.6 Your **contract of employment** must be approved by the shareholders in a general meeting, if your term of employment is capable of exceeding two years.

Wrongful trading

You will be guilty of wrongful (or fraudulent) trading if you allow the business to carry on and incur debts when you know there is no reasonable prospect of repaying them. If you do, you could be held personally liable for the company's debts if it subsequently becomes insolvent.

The fact that the company is making **losses** does not in itself mean that the company is trading wrongfully.

- But if there is no reasonable prospect of it moving into profit, and there are doubts about whether its assets will cover its liabilities or whether it can pay its debts, the company is probably trading wrongfully.

The value placed on **assets** may be critical.

- The values as stated in the balance sheet are on a going-concern basis. The value of any assets will be much lower in a forced sale.

This is particularly true with intangible assets, such as goodwill.

Allow for the expenses of winding up the company in calculating your **liabilities**.

4 Duties under company law

Directors are personally responsible for ensuring that the company complies with company law. These duties are usually delegated to the company secretary (if the company has one) or to a director or trusted employee. However, you must ensure that these responsibilities are carried out.

4.1 You must make sure that the **statutory returns** are filed with the Registrar of Companies on time.

- These include the annual report and accounts, the annual return and notice of changes to directors and secretaries.

- Failure to deliver can result in fines for which you may be personally liable, disqualification or criminal conviction.

4.2 All companies have to **file accounts** with Companies House.

- In most cases small and medium-sized companies can submit abbreviated accounts. Small companies with a turnover of no more than £6.5 million, and fixed and current assets of no more than £3.26 million, do not generally need to have their accounts audited and as such are not required to appoint an auditor.
- Directors are required to sign a declaration acknowledging their responsibilities with respect to accounting records and the accounts in general.

4.3 Most private companies are no longer obliged to hold an **AGM**, although they must give adequate notice of and hold a general meeting if any director or 5 per cent of members request it.

- Private companies with traded shares must still hold an AGM.
- If you do hold a general meeting, you must give appropriate notice (usually 14 days) and ensure that minutes record all decisions taken. This could protect you if you face legal action later ([see 6](#)).

4.4 You are no longer required to circulate copies of the annual accounts for **approval** at a general meeting. However, members must be sent a copy before they are filed with the Registrar of Companies.

- A director must sign the balance sheet and approve and sign off the directors' report.

4.5 You must ensure that all the company's business stationery carries its name, registered number, country of registration and registered address. These details must also appear on your company website, emails and order forms.

5 Other legal duties

5.1 You must comply with **employment law** in dealings with employees.

- You (personally) can be sued for unfair dismissal, discrimination or unfair work practices, such as unequal pay.
- Act quickly to ensure the company complies with any new employment laws.

5.2 You must take reasonable care to ensure the **health and safety** of your employees.

- You can be prosecuted for dangerous practices started or continued with your consent, or illness or accidents attributable to your negligence.
- You must undertake a risk assessment. If you have five or more employees, you must record this in writing and have a written health and safety policy.

5.3 You must ensure that the correct amounts of **tax, VAT and National Insurance** are paid on time.

5.4 Watch out for **legal pitfalls** in other areas.

- These include data protection, defamation, libel and providing misleading information.

6 Potential penalties

Exercise your directors' responsibilities carefully as the penalties for failing to do so can be formidable.

6.1 Even in a limited liability company, you could be held **personally liable** for losses resulting from some acts or omissions.

- These include illegal acts and acts beyond your powers or undertaken with insufficient skill and care ([see 2](#)).
- You could be liable to contribute for company debts incurred through wrongful or fraudulent trading.

6.2 Directors can be **jointly and severally liable** for the consequences if they act collectively in breach of their responsibilities.

- Liability could be unlimited, so you could be made bankrupt as a result of decisions of the other directors, even in a limited liability company.
- If you disagree with the decisions being made, have it noted in the minutes, including your reasons for disagreeing.

6.3 You could be **disqualified** from acting as a director for some types of conduct.

- They include continuing to trade when the company is insolvent, failure to keep proper accounting records, failure to pay tax and failure to co-operate with the official receiver.
- Disqualification lasts from 2 to 15 years.

6.4 Some actions could result in criminal **convictions**.

- They include failure to keep proper accounting records, fraudulent trading, health and safety shortcomings and misappropriation of company funds.

7 Avoiding danger

7.1 **Monitor** the financial situation of the company continuously, whether or not you are the financial director.

7.2 Take steps to **minimise losses** to creditors if the company is in, or seems likely to face, financial difficulties.

- Ask an insolvency practitioner to advise the board. Take detailed minutes of the meeting.

7.3 Make sure that **minutes** of directors' meetings are maintained in any event.

- They could protect you against future legal action, particularly where there have been boardroom disagreements.

7.4 Keep in mind the requirements of your **employment contract** and powers granted under the Articles.

7.5 Whenever possible, avoid giving **personal guarantees** of the company's debts.

- Always negotiate to limit the extent of any guarantee (e.g. by limiting its duration).

7.6 Ensure the company considers directors' and officers' liability **insurance**. The company may also be able to indemnify directors.

- These will pay for legal expenses, and sometimes, damages awarded against you, if you are sued for negligence or breach of duty. But they may not protect you against actions for dishonesty, or company failure.

