

## TERMS OF REFERENCE



**BLCRef0003**

**BlueLight Commercial Board  
Terms of Reference**



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## Document Control

Responsible Officer:	Chair – BlueLight Commercial Board
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## Version history

Version	Issue date	Author/editor	Responsible Officer Approval Date	Summary of changes
0.4	18/11/2020	Local Partnerships	18/11/2020	First issue.
1.0	31/10/2023	Caroline Moss, Head of Business Services & Company Secretary & Janine Nelson, Commercial Lawyer	31/10/2023	Audit Committee changed to Audit & Risk Committee throughout. Paragraphs 2.5, 3.2, 6.1, 10.1 & 11.1 updated. New para 4.1.2 added.

## Related documents

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## 1. Introduction

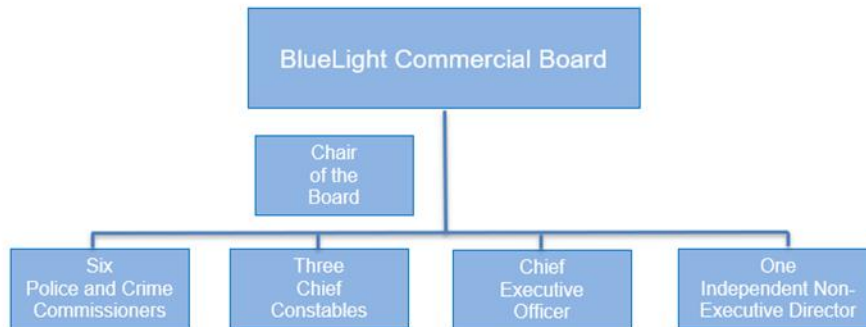
- 1.1. BlueLight Commercial (BLC) is an organisation working with police forces across England and Wales to transform their commercial and procurement functions.
- 1.2. The Company is designed to support delivery of the Policing Vision 2025, encourage transformation of policing and engender cultural change.

## 2. Purpose

- 2.1. The purpose of the Board is to monitor and oversee the Company's operation, ensuring competent and prudent management, sound planning, proper procedures for the maintenance of adequate accounting and other records and systems of internal control, and for compliance with statutory and regulatory requirement.
- 2.2. The Board is collectively responsible to the members for the long-term success of the Company, exercising all of the powers of the Company, subject to any relevant laws and regulations in accordance with the Articles of Association. In particular, the Board will take into account the Directors' duties contained in the Companies Act 2006 ('CA 2006').
- 2.3. The Board considers strategic issues and risk. It has overall responsibility for setting the long-term plans for BLC, reviewing and monitoring financial reports.
- 2.4. The Board is responsible for ensuring the best interests of the stakeholders are considered and ensures that the company is stable and meets its financial obligations.
- 2.5. The Board is responsible for overseeing the business as usual and , in particular, focuses on:
  - 2.6. Giving visibility to the Company across policing
  - 2.7. Shaping the strategic direction of the Company
  - 2.8. Providing support, advice and guidance to the Chief Executive Officer (CEO) as requested or required.

## 3. Board Structure

- 3.1. The Board shall act as the Board of Directors of the Company and shall comprise the following:



3.2. The Home Office, the APCC, Police Digital Service and National Fire Chiefs Council shall each have the right to send an Observer at meetings of the Board. Any such Observer shall have the right to attend and speak at meetings but shall have no rights to vote and must enter into a non-disclosure agreement with the Company.

3.3. The Articles of Association sets out the appointment of the Board Chair, the appointment and retirement of Directors, the removal of Directors and the termination of a Directors' appointment at points 19 – 22. The appointment and removal of Alternate Directors are set out in points 24 – 25.

## 4. Responsibilities

4.1. The Board will have the following responsibilities:

- 4.2. Reviewing, approving and guiding corporate strategy, major plans of action, risk appetite and policies, annual budgets and business plans; setting performance objectives; monitoring implementation and corporate performance; and overseeing major capital expenditures, acquisitions and disposals;
- 4.3. Determining and agreeing the total individual remuneration package of the company's Chief Executive Officer and senior management team
- 4.4. Monitoring the effectiveness of the Company's governance arrangements and practices, making changes as needed to ensure the alignment of the Company's governance framework with current best practices;
- 4.5. Ensuring that all responsibilities are managed in transparent way with the Company ethical values and culture at their heart
- 4.6. Ensure an annual review of the Company policies takes place
- 4.7. Ensuring that appointments to the Board or its Committees are affected in accordance with the appropriate governance process;
- 4.8. Monitoring and managing potential conflicts of interest of management, Board members, shareholders, external advisors and other service providers, including misuse of corporate assets and abuse in related party transactions; and;
- 4.9. Ensure that the Company aligns its social value framework to the Social Value Act 2013 (due to be updated) and UK policies.

- 4.10. The Board is also responsible for all other matters of such importance as to be of significance to the Company as a whole because of their strategic, financial or reputational implications or consequences.
- 4.11. Monitor and ensure the Company's performance under the Customer Agreement.
- 4.12. Determine any disputes arising under the Customer Agreement that are escalated to the Board for resolution.

## 5. Frequency of Meetings

- 5.1. This Board will hold at least four meetings in every calendar year at intervals of not more than four calendar months between each. Board meetings will generally be scheduled to take place monthly, and meetings will align to the financial timetable. However, there may be times (for example during the set-up phase of the Company) when it will need to be convened more frequently to deal with specific decisions or issues.
- 5.2. Meetings will be conducted virtually, by Microsoft Teams in the main, however there will be occasions when it is more appropriate for the Board to convene in person and in these instances every effort should be made to do so.

## 6. Non Attendance

- 6.1. If a board member is unable to attend a meeting, the Executive Officer to the CEO and the Company Secretary should be notified beforehand and if the Board member wishes to appoint an alternate, the procedure set out in the Articles of Association at point 24.3 must be followed.

## 7. Quorum

- 7.1. At a meeting of the Board, unless quorum is participating, no proposal is to be voted on, except a proposal to call another meeting. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be, and in any case, shall never be less than five.
- 7.2. No proposal concerning the Company's:
  - Budget or finances; or
  - Strategy

is to be voted on unless PCC Directors constitute a majority of the Directors present and eligible to vote upon such proposal at the relevant meeting of the Board.

## 8. Chair

- 8.1. The Chair's primary role is to ensure that the board is effective in its task of setting and implementing BLC's direction and strategy. He or she shall chair all meetings of the Board at which the Chair is present but, in their absence, the Deputy Chair will chair that meeting.

## 9. Secretariat

- 9.1. The Company Secretary will record each Board Meeting and produce minutes and actions thereafter. The papers for the Board Meeting will be provided to all attendees at least 5 working days before the meeting.
- 9.2. A register of attendance will be maintained which will be included in the Company Annual Report return.

## 10. Decisions

- 10.1. The Board Directors shall, where they also hold the role of a Chief Constable or Police and Crime Commissioner, be responsible for disseminating decisions taken by the Board to their fellow Chief Constables and Police and Crime Commissioners via the APCC or NPCC or such other forum as they deem suitable and appropriate save for those decisions that are listed in the Articles of Association at point 26.16 where the Chair shall ensure such decisions shall be notified to all members promptly after the meeting and at the Company's AGM.

## 11. Managing Risk

- 11.1. A process for identifying, prioritising and managing risk has been established, and working with the CEO, the Board will continuously monitor and manage all risks related to the Company. This process of risk management will be continual through set-up and 'business as usual' and will be addressed at all Board meetings.

## 12. Committees

- 12.1. The Audit & Risk and Nomination & Remuneration Committees report into the BLC Board.

## 13. Changes to the Terms of Reference

- 13.1. Changes to the Board's Terms of Reference must be approved by the Board. The Terms of Reference will be reviewed periodically, and the change history recorded in this document.



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