

HDR UK: the role of Non-Executive Director Board Members

As a Non-Executive Director of the Board, you will share the collective responsibility for the effective governance and development of Health Data Research UK (HDR UK), setting its major policies and agreeing the strategic direction with the Institute Director and senior staff in accordance with the Institute's charitable objectives, set-out below:

- to improve, protect, preserve and advance the health of the public particularly by:
 - the development and application of biomedical and health data research;
 - the development of the tools, technologies, skills and partnerships required to transform health informatics research and to enable the realisation of its benefits in practice;
 - the sharing of information; and
- the advancement of medical and health research, particularly by undertaking, promoting, disseminating and improving research into biomedical and health informatics.

Non-Executive Directors are expected to enter into a positive and proactive relationship with the Institute and its staff, as well as providing oversight and guidance for its future strategy and fulfilling the necessary statutory governance obligations.

Non-Executive Directors are ambassadors for HDR UK and will fully embody our values.

Term

Non-Executive Directors will be appointed for an initial term of three years. Thereafter, Non-Executive Directors may be elected by the Board for a subsequent term of up to three years.

Specific and statutory duties

- To act within the company's powers.
- To act in a way the Non-Executive Director considers (in good faith) is most likely to promote the success of the company for the delivery of the charitable objectives.
- To exercise independent judgment.
- To exercise reasonable care, skill and diligence.
- To avoid conflicts (or possible conflicts) between the interests of the Non-Executive Director and those of the company.
- To respect Board and individual confidentiality, while never using confidentiality as an excuse not to disclose matters that should be transparent and open.
- Not to accept benefits from third parties (i.e. a person other than the company) or gain materially or financially by reason of being or doing anything as a Non-Executive Director.
- To declare any interest in a proposed transaction or arrangement.
- A duty of compliance with HDR UK's objects, its governing documents and all relevant legislation and regulation.
- A duty of care, to ensure that HDR UK is well run and efficient and that professional advice is sought in order to manage risk.

- A duty of prudence in respect of managing the company's assets.

Stewardship

HDR UK is committed to providing our Non-Executive Directors with the highest level of support and training to ensure they are able to carry out their role effectively and represent HDR UK.

HDR UK commits to:

- Provide a high level of governance support to ensure Non-Executive Directors are fully equipped to carry out their duties at Board meetings, sub-committees and other formal meetings where they represent the charity.
- Provide Non-Executive Directors with access to the latest information about our work and health data research so they are well informed to act as Ambassadors
- Equip Non-Executive Directors with the necessary materials, information and resources for all activities they will undertake on our behalf and appoint appropriate assistance from within HDR UK to maximise support.
- Provide Non-Executive Directors with opportunities to meet with key staff, scientists, and technologists, which may include visits to HDR UK research locations.
- Provide an induction programme.