

Your vote counts

Benenden Health
Annual Conference 2024



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Have your say

It's time to make your vote count

As a membership organisation, we value our members' views so that we can ensure we're operating in the best possible way for everyone. We hope that all our members take the opportunity to cast their votes on the key decisions for Benenden Health, and you can play your part.

This year, we're asking you to vote on three Resolutions, an amendment to our Memorandum and Rules, and the election of candidates for our Board of Directors.

Resolutions

The Resolutions are:

1. That this Conference agrees to receive the Annual Report and Financial Statements for the year ending 31 December 2023.
2. That this Conference agrees the Directors' Remuneration Report 2023.*
3. That this Conference agrees that PricewaterhouseCoopers LLP be appointed as Auditors to the Society from the conclusion of Conference 2024 until Conference 2025.

Election of our Board of Directors

We're holding elections for two of the director roles on our Board.

- Member-nominated Director (two positions)
- Board-nominated Director (two positions)

You can read about our financial performance during 2023 in the Summary Annual Report booklet.

Memorandum and Rule Amendment

The Board of Directors is seeking to enhance our product offering to members by proposing changes to our Memorandum and Rules which will enable us to offer different products, each on a flat rate basis.

*Unlike listed companies, a friendly society does not have to ask its members to vote on a Directors' Remuneration Report, but the Board of Directors is committed to acting in accordance with corporate governance best practice. Members therefore have the opportunity to vote on this report. The vote is advisory – which means that a general view is given – and the Board will consider the result and decide what action, if any, will be appropriate.



Memorandum and Rule Amendment

Proposed by the Board of Directors

The Board of Directors is proposing amendments to the Society's Memorandum & Rules to enable the Society to offer different products, each on a flat rate basis.

Rationale for the proposal

Throughout much of its history, membership of the Society has been based on a single product at a single flat rate. However, keeping the Society financially sustainable within this approach is becoming increasingly difficult.

The cost of meeting the demand for care is rising sharply and the contribution rate increase to £15.50 in April 2024 reflects this. Member growth is largely occurring through groups who need us most and therefore cost more to the Society.

The Society is seeking to attract and engage with a younger demographic, particularly in the following areas:

Corporate membership, where members are, on average, younger and have lower claim costs.

Families, where we are constrained by being unable to provide a standalone family product. Our competitors have no such problem in packaging a product specifically designed for families.

This proposal to Conference 2024 seeks to provide the Society with flexibility to offer different products at different prices to these two different member groups through:

- the option to charge a lower contribution rate for corporate schemes
- the ability to charge a lower average rate for a family group

This simple price differentiation approach supports the sustainability of the Society while maintaining its ethos of providing affordable healthcare for everyone.

In developing these proposed changes, we have consulted with the Member Council to ensure that Member Representatives have been able to contribute to the proposal.

Member Council View

Your Member Council has considered the Board's proposals for introducing flexibility to offer different products at different prices. We have also listened to the views of the Benenden Health Community Representatives. The clear view of both is that we welcome the use of a simple price differentiation to enable the introduction of new products for members which support you and your family's health whilst maintaining our aim of delivering good quality services at affordable prices. The proposed changes do that. We have also been able to secure a guarantee that your Member Council will be consulted on any future proposals to extend price differentiation beyond corporate schemes and a family product.

The proposed amendments to the Society's Memorandum and Rules are shown on the next page.



The proposed amendments are as follows (deletions in ~~strikethrough~~ and additions in **bold**):

Memorandum

3. Purposes

The purposes of the Society are:

3.1 the relief or maintenance of Members and their nominees during sickness, infirmity, disability, or any medical condition, by the provision of benefits including surgical and medical treatment, nursing care and otherwise ~~on a discretionary basis or by effecting and carrying out contracts, funded by voluntary contributions on a flat rate basis with or without donations, and subject at all times to the limitations set out in Heads C & D of Schedule 2 of the Act.~~ **funded by voluntary contributions either:**

3.1.1 on a discretionary basis, or

3.1.2 by effecting and carrying out contracts on a flat rate basis

with or without donations, and subject at all times to the limitations set out in Heads C & D of Schedule 2 of the Act.

This amendment clarifies that 'flat rate basis' applies only to the Society's contractual benefit (treatment for tuberculosis) and enables flexibility of product design, provided the tuberculosis treatment element is always costed at the same 'flat rate'.

Rule 1. Interpretation

1. Interpretation

1.2.43	Product	A single benefit or a combination of the benefits outlined in Rule 9.
1.2.44	Regulations for Benefit	For the purposes of the Act a document providing the terms of a Product.

The new definition regarding 'Product' enables products of varying benefits.

The new definition regarding 'Regulations for Benefit' means that there will be a document for each product that provides details of the product benefits, information on eligibility for accessing the benefits and details on how to access the benefits. This will be the equivalent of the 'Your Guide to Benenden Healthcare' for each product offered by Benenden Health.

Rule 6. Scale of Contributions

6. Scale of Contributions

- 6.1 The monthly contribution per head payable **for each Product offered by The Society** by or on behalf of a Member or on behalf of each Nominee shall be such sum as shall be determined by the Board, following a timetabled period of detailed and meaningful consultation at meeting events with elected Member representatives.

This addition enables different pricing for each product offered by Benenden Health.

Rule 8. Non-Payment of Contributions

8. Non-Payment of Contributions

- 8.2 Payment of contributions for a Member and any Nominees of that Member ~~shall be waived for any period that such Member is absent without pay from employment on authorised sick leave from any cause~~ **may be waived by the Board in circumstances specified in the Regulations for Benefit.**

This amendment enables flexibility for the Board to offer payment holidays and to offer a zero Contribution Rate to support discounts for groups of members.

Board of Directors Election

Election of our Board of Directors

This year we are holding elections for our Member-nominated and Board-nominated Directors.

The Directors on our Board are collectively responsible for setting the strategic direction of the Society and ensuring that the decisions we make are in the best interests of our members.

Member-nominated Directors

Earlier this year, members were invited to express an interest in standing for election. Candidates have undergone a robust nominations process to determine those who will go through to the election (see overleaf). There are two positions available, and this year we have one candidate.

Board-nominated Directors

Our Board-nominated Directors are selected for the specific skills and experience they bring to the Board. There are two positions available, and this year the Board has nominated one candidate.

When voting, you can cast your vote per candidate, either 'for' or 'against' or to withhold your vote. If a candidate receives more votes 'for' than 'against' they will be elected.

Member-nominated Director interview process

In line with Board rotation arrangements, two Member-nominated Director roles are subject to election in 2024. As a result, two sitting Member-nominated Directors are required to stand down with the option to seek re-nomination to stand for election. One of the sitting directors, James Clarke, has chosen to step down from the Board at Conference 2024 to focus on the responsibilities of a new senior role in the NHS.

Members interested in standing for election were directed to a dedicated area of the Society's website to access comprehensive information about the role, responsibilities, accountabilities and time commitment of serving on the Board.

Members were invited to self-nominate through completion of an application form and submission of a Curriculum Vitae. If shortlisted for interview, candidates were required to attend a panel interview process.

The panel consisted of two Member Council Representatives, two members of the Board, and was led by an independent chair with a background in Non-Executive Director recruitment.

The interview process sought to carry out an objective and evidence-based assessment on the competencies of each candidate relative to a Board-level role. The interviews were structured to ensure a process that was consistent and transparent. The output of the process was a recommendation to the Benenden Health Member Council.

The interview panel concluded that, as a membership organisation, the Society should seek to have the very best possible candidates in the interests of members. Candidates should only go forward for election if they demonstrated the required capabilities to serve on the Board of Directors.

One candidate achieved that threshold. That candidate is a sitting member of the Board of Directors.

The Member Council agreed to ratify the conclusions of the interview panel, acknowledging that this will result in a Member-nominated Director vacancy.

The interview panel is keen to develop a pipeline of candidates to increase the likelihood of a competitive field for future elections. If you are interested in joining our Board of Directors and self-nominating in a future election please contact **board.election@benenden.co.uk** to register your interest

The Member-nominated Director candidate is presented on the following page of this booklet.



Lee Howell

OBE



Biography

Having been elected in 2023, I had the privilege of serving on the Board this year. This has been a wonderful experience and given me real insight into the passion, pride and commitment of the Board, Benenden Health staff and the many dedicated members who volunteer their time for the good of the Society.

I have brought my Non-Executive and Executive Director experience in the private and public sectors to Benenden Health. This includes leading a risk critical organisation for the last 15 years as its Chief Executive with responsibility for circa 2,000 staff and a budget of over £75m p.a. I have also worked extensively across Whitehall, including advising Ministers and informing Government policy on a range of issues.

I am a Chartered Insurance Risk Manager and an Assessor for the Advisory Committee on Clinical Impact Awards (for the Department of Health and Social Care). I am also the co-chair of the "Non Executive Director/Chief Risk Officer", Special Interest Group for the Institute of Risk Management.

If re-elected, I will continue to contribute effectively, as well as provide constructive challenge and support, to ensure that Society Member interests remain at the forefront of every Board decision.

Q&A

1. What does Benenden Health mean to you?

All of us will need medical care at some stage in our lives and membership of Benenden Health provides my family with access to great quality, affordable healthcare and peace of mind. As a mutual, Benenden Health also gives me a sense of belonging to a Society that I believe genuinely cares about all of its members.

2. Why do you want to remain on the Board?

Having had the privilege of serving on the Board for the last year, I have seen the difference that Benenden Health makes to the lives of so many people. If re-elected, I will be able to continue to use my skills and experience to attract new members, whilst ensuring that we remain relevant and affordable for our existing membership.

3. What knowledge, skills and experience would you bring to the Board?

I am an experienced Non-Executive/ Executive Director, hold a Master's Degree in Business Administration and am a Chartered Risk Manager. I worked across Whitehall, advising Government Ministers and was a Chief Executive for a risk critical emergency service for fifteen years. I offer these skills and experience to the Board to help ensure Benenden Health's ongoing success.

4. What contributions do you plan to make to the governance of Benenden Health?

I have really enjoyed being part of the Benenden Health Board for the last year and have learned a huge amount from colleagues. I have contributed risk management expertise and ensured that member interests are at the heart of the Board decision-making process. I care passionately about people and would continue to provide constructive challenge and support to the Board.

Board-nominated Director interview process

In line with Board rotation arrangements, two Board-nominated Director roles are subject to election in 2024. The Society's Board is currently carrying one Board-nominated Director vacancy. As a result, one sitting Board-nominated Director is required to stand down in 2024 with the option to seek re-nomination to stand for election. Sitting director Paula Clark has chosen to retire from the Board at Conference 2024 after five years of dedicated service on the Board.

Board-nominated Directors are subject matter experts and use their skills and experience to work with their fellow Directors to set the strategic direction of the organisation, provide constructive challenge to the Executive, and oversee operational activity and compliance with current legislation.

Candidates standing for the role of Board-nominated Director participate in an extensive interview process on first

appointment, led by Benenden Health's Group Nominations and Remuneration Committee. Candidates are selected for the specific skills and experience they bring to the Board.

Following the outcome of the recruitment process, the Board is recommending one candidate for the Board-nominated Director positions. This will result in a Board-nominated Director vacancy.

The Board-nominated Director candidate is presented on page 18 of this booklet.

The outcome of the Member-nominated and Board-nominated Director processes will result in at least two vacancies on the Board of Directors. Whilst this outcome was not intended, it provides an opportunity for the Board to trial a reduced Board size. Consideration of a reduction in Board size has been a long-standing action that has been deferred due to the magnitude of recent governance changes.



Miranda Dodd



Biography

I am a Healthcare Executive with 24 years' experience working in Private Healthcare, Initially clinically as a Chartered Physiotherapist then moving into a diverse portfolio of senior leadership and executive roles delivering challenging transformational change through developing and leading high performing teams with authenticity, credible inclusive communication and collaboration.

As CEO of the Princess Grace Hospital (HCA Healthcare UK) I lead the turnaround of a requires improvement hospital, transforming culture alongside compliance, leading the North, Central and Eastern London Cancer Surgery delivery for HCA during COVID 19, and successfully strategically repositioning poor performing service lines for growth. Prior to this, as COO of London Bridge Hospital, I delivered and operationalised on time and on budget multi stakeholder, multimillion pound projects.

I am currently the Director of Operations for Mayo Clinic Healthcare, leading on developing the strategic and commercial direction for the Mayo Clinic, new entrants to the UK Private Healthcare market.

I have an MBA and recently completed the Financial Times Board Directors Programme undertaken to ensure I have the knowledge needed to discharge my responsibility as a board director and add value in ensuring the success of the Society for its members.

Q&A

1. What does Benenden Health mean to you?

Benenden Health is striving to improve the nation's health through offering affordable health and wellbeing services to its members at a time when our National Health Service is unable to meet demand. Playing an increasingly vital role supporting its members and with an opportunity to work with its members to offer more services and grow the number of people benefiting.

2. Why do you want to join the Board?

I have developed a strong knowledge and skill base at executive level that I can offer to a Board overseeing an organisation that both from a sector and values perspective is aligned to mine. I believe in the Benenden Health purpose and that my experience as an executive in private healthcare enables me to add value to the society.

3. What knowledge, skills and experience would you bring to the Board?

I would bring to the board 15 years' experience in senior leadership roles in the Private Healthcare sector, shaped by my clinical background, including financial, legal and commercial responsibility at CEO and registered manager level. I have a strong governance and compliance background and proven ability to deliver business growth and transformational cultural change through collaborative strategic planning and execution.

4. What contributions do you plan to make to the governance of Benenden Health?

I am committed to bringing my experience and independent perspective, whilst ensuring I develop sufficient knowledge of the Society to both constructively challenge and add value in shaping the strategic direction of Benenden Health, whilst always acting in a way that promotes the success of the Society for the benefit of its members.

Got any questions?

We'll be holding an online meeting to talk about our performance and finances and welcome your questions, which we look forward to answering.

This meeting will be held on
Tuesday 4 June at 6:00pm.

Join us



To join us, go to www.benenden.co.uk/jointhediscussion at the start of the meeting. You'll be asked to enter the meeting code, **30299**, and your **voting credentials**



If you can't attend the meeting, you're welcome to submit your questions before **Tuesday 28 May** to thesecretary@benenden.co.uk