

NHSBT Board**NHSBT GOVERNANCE: REVIEW OF BOARD SUB-COMMITTEES****27 September, 2022****Status: Official****1. Summary and Purpose of Paper**

The governance review of the Board Sub-Committee structure proposes a new Clinical Governance Committee, revising the remit of the Audit, Risk and Governance Committee to include Finance and Performance assurance and establishing a new Research and Development forum.

2. Action Requested

The Board is asked to agree the proposal at paragraph 5.

3. Background

This review builds on the recommendations pertaining specifically to the operation of Board Sub-Committees set out in the 'NHS Blood and Transplant Board effectiveness review: Final report', October 2021. The review was requested by the Board's Chair, Peter Wyman.

Review**Objectives**

- To provide a consistent, high-quality service to the Board in support of its NHSBT governance responsibilities
- To ensure that Clinical Governance Sub-Committee/Groups are directly accountable to the Board, in line with the majority of NHS Boards
- To reduce the amount of time attending and supporting multiple Sub-Committees
- To streamline effective decision-making by creating a clear line of sight from the Board to the Sub-Committees responsible for audit, finance, risk and clinical governance.

Scope and Issues to Address

- The focus of this review is intentionally narrow in order to facilitate swift, robust implementation of improvements. The focus is on how the Sub-Committees of the Board operate. It builds on the recommendations pertaining specifically to the operation of Board Sub-Committees set out in the '*NHS Blood and Transplant Board effectiveness review: Final report*', October 2021. It may also address any relevant recommendations in the CQC '*Well-led*' inspection report.
- The problems we are trying to solve are ensuring that:
 - our clinical governance framework oversight is in line with NHS standard operating models and best practice by ensuring a direct line of sight from the accountable CMO and Clinical Governance Sub-Committee to the NHSBT Board;

- the Board has assurance on everything it needs to be assured on with sharper and better reporting – particularly for clinical risk and audit – while not increasing, and ideally reducing, staff time in attending and supporting Committees;
- the Audit Risk and Governance Sub-Committee remit is manageable and clinical input by NEDs is primarily focused on Clinical advice via a dedicated Sub-Committee;
- we have the appropriate level of scrutiny by each Sub-Committee in order to utilise Executive and Non- Executive Director time, expertise and talents to best effect.

Principles of ‘Good Governance’

- Ensuring that the organisation can behave as a discrete legal entity, separate from those in control
- Ensuring that Board Directors are appropriately accountable, and fulfil their role as being responsible for the organisation’s direction
- Ensuring that all stakeholders are considered appropriately in decision making
- Ensuring the separation of governance and management, as far as this is practicable day-to-day
- Ensuring that the Board is an environment of constructive challenge
- Ensuring that the correct functions are delegated and reserved
- Ensuring that there is confidence that business and decision-making processes would stand exposure to the public eye.
- Ensuring that the various roles and support systems are in place to enable the board to work well.
- Understanding the organisation and its operating environment
- Ensuring that decision-makers are in a position to be competent to take a decision.

5. Proposal

5.1 Changes

- A series of changes have been discussed with existing Sub-Committee Chairs. These are:

Current	New/Change
CARE Committee	Create Clinical Governance (CG) Committee chaired by clinical NED, CARE Committee closes and all current CARE groups report to the new Clinical Governance Board Committee. Responsibility for clinical oversight moves to CG Cttee from ARG Cttee.
Finance and Performance Committee	F&P Cttee closes. Finance and Performance assurance responsibilities are for the revised ARG Committee.
Research and Development Committee	R&D Cttee closes and is replaced by Scientific Advisory Board reporting to ET. New Board Chaired by the CMO. Oversight of R&D governance remains with CMO and Clinical Governance Committee as part of Clinical Governance Framework assurance

Information Governance Committee	Information Governance will provide regular reports to Clinical Governance the Cttee. We propose that the formal reporting line will be to the revised ARG Committee.
Risk Management Committee	We propose that the Risk Management Committee should report to the ARG Committee (instead of ET), in line with the IG reporting changes.

5.2 Revised Structure and Implementation

- The new structure of Board Sub-Committees is at Appendix A.
- The Terms of Reference (ToR) have been updated. Subject to agreement of the Proposal by the Board, ToRs will be agreed with Sub-Committees and returned to the Board for ratification and approval in November.
- The new arrangements should begin from October, kept under review and fully implemented by 31 December, 2022. Sub-Committee Chairs will share revised Terms of Reference Sub-Committee with their members at the earliest opportunity this year. The revised Sub-Committees should meet at least once before November Board.
- The existing CARE Group should hold a final meeting, following September Board, to formally close the Group and recommend the revised Terms of Reference for agreement at the first meeting of the new Clinical Governance Sub-Committee.

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Responsible Director: Peter Wyman, Chair

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APPENDICES

Appendix A Board Sub-Committee – structure

Appendix B Proposed Board Membership of Sub-Committees September 2022