

## Board Meeting in Public

Tuesday, 31 January 2023

<b>Title of Report</b>	Board Committees Terms of Reference	<b>Agenda No.</b>	4.1.2
<b>Nature of Report</b> (tick one)	<input checked="" type="checkbox"/> Official	<input type="checkbox"/> Official Sensitive	
<b>Author(s)</b>	Brenda Thomas, Interim Deputy Company Secretary Samaher Sweity, Head of Clinical Governance, Clinical Services		
<b>Lead Executive</b>	Carl Vincent, Chief Financial Officer Deborah McKenzie, Chief People Officer Dr Gail Mifflin, Chief Medical Officer Janet Kidd, General Counsel and Company Secretary		
<b>Non-Executive Director Sponsor</b> (if applicable)	Piers White, Chair of Audit, Risk and Governance Committee Professor Charles Craddock, Chair of Clinical Governance Committee Joanna Lewis, Chair of People Committee		
<b>Presented for</b> (tick all that applies)	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Assurance	<input type="checkbox"/> Information <input type="checkbox"/> Update	
<b>Purpose of the report and key issues</b>			
<p>The approval of a new governance structure by the Board at its meeting on 27 September 2022, and the Action Plan introduced following the Care Quality Commission Report on the Well Led inspection, has necessitated a review of the Board Committees Terms of Reference.</p> <p>The details of the changes to the Audit, Risk and Governance Committee and the People Committee Terms of Reference, and the newly drafted Terms of Reference for the Clinical Governance Committee are detailed in section two of this report.</p> <p>A review of the Terms of Reference for the Trust Fund Committee will be undertaken in the summer, to coincide with the Board Committees effectiveness review.</p>			
<b>Previously Considered by</b>			
<p>a) The Audit, Risk and Governance Committee reviewed its Terms of Reference at its meeting on 12 January 2023</p> <p>b) The Clinical Governance Committee reviewed its Terms of Reference at its meeting on 17 January 2023</p> <p>c) The People Committee reviewed its Terms of Reference at its meeting on 6 December 2022.</p> <p>Subject to some amendments for the latter two Committees, which have been incorporated, all the Committees recommended their Terms of Reference to the Board for approval.</p>			
<b>Recommendation</b>	<p>The Board is asked to approve the Terms of Reference for the following committees:</p> <p>a) Audit, Risk and Governance Committee</p> <p>b) Clinical Governance Committee</p> <p>c) People Committee</p>		

## Blood and Transplant

<b>Risk(s) identified (Link to Board Assurance Framework Risks)</b>	
Linked to Regulatory Compliance risk (BAF-09).	
<b>Strategic Objective(s) this paper relates to:</b> [Click on all that applies]	
<input checked="" type="checkbox"/> Collaborate with partners <input checked="" type="checkbox"/> Invest in people and culture <input checked="" type="checkbox"/> Drive innovation <input checked="" type="checkbox"/> Modernise our operations <input checked="" type="checkbox"/> Grow and diversify our donor base	
<b>Appendices:</b>	Appendix 1 - Audit, Risk and Governance Committee Terms of Reference Appendix 2 - Clinical Governance Committee Terms of Reference Appendix 3 - People Committee Terms of Reference

## 1. Background

The main proposals for the new governance structure which were approved by the Board at its meeting on 27 September 2022, was for the creation of a new Clinical Governance Committee (CGC), revising the remit of the Audit, Risk and Governance Committee (ARGC) to include finance and performance assurance and establishing a new Research and Development (R&D) forum.

This has necessitated a review of the Terms of Reference (ToR) for the Audit, Risk and Governance Committee, and the drafting of new ToR for the newly formed CGC.

In addition, the Action Plan introduced following the Care Quality Commission (CQC) Well Led Inspection Report, also necessitated a review of the People Committee ToR.

The details of the changes to the ARGC Committee and People Committee ToR, and the new ToR for the CGC are detailed in section two of this report.

## 2. Committee Terms of Reference

### 2.1 Audit, Risk and Governance Committee

The ToR for the ARGC were updated following the governance review of the Board committee structure. Responsibility for clinical oversight and clinical regulatory matters have been moved from the ARGC to the CGC, following the creation of the latter. The Finance and Performance Committee has ceased, and aspects of finance and performance assurance responsibilities transferred to the ARGC. The Risk Management Committee now reports to the ARGC instead of the Executive Team.

Other administrative changes have been made to the ToR, including removal of names of Non-Executive Directors (NEDs).

The Committee reviewed its revised ToR at its meeting on 12 January 2023 and recommended them to the Board for approval.

### 2.2 Clinical Governance Committee

The purpose of the CGC is to provide assurance to the Board that the NHSBT has a robust framework for the management of all critical clinical systems and processes. The CGC sets the tone and direction for patient/donor safety, clinical effectiveness, patient outcomes and patient/donor experience. It supports the operating directorates in the development, implementation and monitoring of a robust framework for clinical governance, meeting donors' and patients' needs.

The Committee reviewed its newly drafted ToR at its inaugural meeting on 17 January 2023 and, subject to minor changes which have been incorporated, recommended them to the Board for approval.

## 2.3 People Committee

The ToR for the People Committee were updated primarily to ensure that the relevant actions referenced within the Action Plan introduced following the CQC Well Led inspection review have been incorporated, and other necessary changes.

The Committee at its meeting on 6 December 2022 reviewed its Terms of Reference and agreed that further changes are required, which should be incorporated and circulated to the Committee prior to submitting to the Board for approval. These changes have been incorporated.

The changes include:

- Inclusion of Fit and Proper Persons Regulations compliance oversight
- Inclusion of Equality, Diversity and Inclusion compliance oversight
- Inclusion of Mandatory Training Sub-committee reporting
- Quorum changed from three to two NEDs
- Making explicit the Committee's responsibility to assure that Honours and Clinical excellence awards are being appropriately considered and nominated, but not to have any involvement in the process of recommendation
- Where the Committee is listed as acting as Nominations Committee, it was made explicit that the Committee's responsibility is for ensuring that proper processes are in place for the appointment or removal of chief executive officer, and other executive directors, the latter, in collaboration with the chief executive officer
- Inclusion of monitoring effectiveness
- General administrative tidying.

## 3. Next Steps

Following approval by the Board, the Committees ToR will be circulated to the relevant Committee members and uploaded on to the appropriate NHSBT platform.