

Board Meeting in Public Tuesday, 28 March 2023

Title of Report	Associate Non-Executive Director Appointment	Agenda No.	4.3.2
Nature of Report (tick one)	<input checked="" type="checkbox"/> Official <input type="checkbox"/> Official Sensitive		
Author(s)	Brenda Thomas, Interim Deputy Company Secretary		
Lead Executive	Wendy Clark, Interim Chief Executive Officer Deborah McKenzie, Chief People Officer		
Non-Executive Director Sponsor (if applicable)	Peter Wyman, NHSBT Chair		
Presented for (tick all that applies)	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Information <input type="checkbox"/> Assurance <input type="checkbox"/> Update		
Purpose of the report and key issues			
This paper summarises the guidance for the appointment of associate non-executive directors.			
Previously Considered by			
N/A			
Recommendation	The Board is asked to approve the nominations and appointment process, and terms of appointment of an associate non-executive director.		
Risk(s) identified (Link to Board Assurance Framework Risks)			
Linked to Regulatory Compliance risk (BAF-09).			
Strategic Objective(s) this paper relates to: [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			
Appendices:	None		

1. Background

The role of the NHSBT Board is to formulate strategy within an agreed framework; shape a positive culture for the Board and the organisation; and ensure accountability by holding the organisation to account for the delivery of strategy and through seeking assurance that systems of control are robust and reliable. The Board of directors is responsible for ensuring NHSBT's compliance with relevant statutory and legal requirements.

The Board is currently made up of a chairman, five non-executive directors (NEDs) and an executive team with four voting directors.

The NHSBT Establishment and Constitution Order 2005 states that the Authority shall consist of (a) a chairman; (b) not more than eight members who are not officers of the Authority in addition to the chairman; and (c) not more than eight members who are officers of the Authority including the persons who for the time being hold the office of chief executive, director of finance and medical director. There is currently a gap of three NEDs. Appointments of NEDs, including the chairman, are made by the Department of Health and Social Care (DHSC), and recruitment is underway to fill these positions.

The chairman and the non-executive directors come from a range of professional backgrounds with a wide range of skills and experience that reflect the needs of the organisation. When appointing to the Board, due consideration is given to the range of skills and experience required for the running of the organisation.

2. Associate Non-Executive Director

To compliment the skills and experience of NEDs, it may be desirable from time to time to introduce the role of associate NEDs. This is a new role that will bring an independent perspective to the boardroom in addition to the specific knowledge and skills they possess.

The associate NED role is used successfully in the NHS to support Board succession strategy and achieving a balance of Board level skills. Associate NEDs will take full part in all aspects of Board work including as members of Board committees, the only difference from a full NED is that they do not participate in any formal vote at Board.

Appointment process

The appointment of associate NEDs will be managed internally by NHSBT, and not by the DHSC.

Once a vacancy for an associate director is identified, the People Directorate in consultation with the chairman, will develop the job description and person specification, and advertise the role. Associate NEDs are expected to have Board level experience of a significant and complex organisation, or experience of a senior management role in such an organisation; and a proven track record of successful leadership, with experience of making strategic decisions in a complex environment.

Blood and Transplant

A shortlisting panel will be identified, and interviews conducted. The decision made by the interview panel will be approved by the NEDs. The Board will make the appointments on the recommendation of the NEDs. All appointments will be subject to successful completion of Fit and Proper Persons Regulations checks.

Terms of appointment

Associate NEDs:

- 1) will be remunerated in the same way as NEDs appointed by the DHSC
- 2) will not have voting right
- 3) will attend all Board and relevant Board committee meetings
- 4) will participate in NED site visits
- 5) in performing their individual roles, will agree formal, annual performance objectives with the chairman
- 6) must champion the standards of public life - by upholding the highest standards of conduct and displaying the principles of selflessness, integrity, objectivity, accountability, openness, honesty, and leadership.

3. Next Steps

The role of associate NEDs will be taken into consideration in the formulation of the NHSBT Board Skills Framework. This Framework is in draft and will be presented to the Board for approval in due course.