

Board in Public Tuesday, 29 November 2022

Title of Report	Governance Update	Agenda No.	6.2
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	Janet Kidd, General Counsel and Company Secretary		
Non-Executive Director Sponsor (if applicable)	Peter Wyman, Chairman		
Presented for (tick all that applies)	<input type="checkbox"/> Approval	<input checked="" type="checkbox"/> Information	
	<input type="checkbox"/> Assurance	<input checked="" type="checkbox"/> Update	
Purpose of the report and key issues			
One of the recommendations of the Campbell Tickell Board Effectiveness Review Report issued in October 2021 was to include a 'Governance' section as a standing item on all future Board agendas. This paper seeks to provide the Board with an update on governance related matters.			
Previously Considered by			
N/A			
Recommendation	<p>The Board is asked to:</p> <ul style="list-style-type: none"> i. review its decision made at its meeting on 29 March 2022 on the four recommendations put forward following the Board Effectiveness review, and to determine if changes are needed. ii. Note that an internal Board Effectiveness review will be conducted, and the findings presented to the Board at its meeting in January 2023. iii. Note that the Board Committees Terms of Reference and the revision to the Standing Orders are to be presented to the Board at its meeting in January 2023. 		
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

One of the recommendations of the Campbell Tickell (CT) Board Effectiveness Review Report issued in October 2021 was to include a 'Governance' section as a standing item on all future Board agendas.

2. Board Effectiveness

The Board at its meeting on 29 March 2022 approved the following four recommendations to be implemented on an experimental basis in May, July and September 2022 Boards, and then review to determine if changes are needed:

1. Zone the Board agenda into four categories: Strategy, Decision, Assurance and Consent.
2. Introduce occasional discussion papers to the Board to allow early debate on important emerging topics.
3. Reduce duplication between committees and Board by including summaries of the Clinical Governance Report and the Finance Report within the CEO report.
4. Revamp the performance report and append it to the CEO report.

The zoning of the agenda into segments was recommended to improve focus on the expected outcomes of each session. This was one of the CT recommendations.

The benefit of including occasional discussion papers was to create the opportunity to engage at a very early stage and to provide input on a less structured, more creative way.

Combining the Performance Report with the CEO report was to make better use of time and sharpen focus on what counts, as the CEO report comprised a summary of results already included in the Performance Report.

The Board is asked to review the decisions above to determine whether any changes are needed.

3. Government Internal Audit Agency Engagement Report

The Government Internal Audit Agency (GIAA) conducted an audit of the CT Board Effectiveness Review Report issued in October 2021, to provide assurance over the implementation of the recommendations made. One of the actions on the Management Action Plan produced following the audit, was for the administration around the tracking of the recommendations to be improved, specifically:

- i. One central tracker should be created to monitor and report on the status of the CT recommendations
- ii. The tracker should have separate fields to record the target implementation dates and the actual implementation dates
- iii. The trackers should include separate fields recording the status of implementing recommendations (e.g., overdue; closed; not yet due) and additional comments/progress updates.

Another action was that the Board should be provided with a copy of the revised tracker once all recommendations made as part of this audit have been addressed to ensure they have an accurate and up to date picture of the progress being made with implementing the CT recommendations. The agreed implementation date for this action is 29 November 2022.

The Board is aware that there has been a number of key changes to the Corporate Governance arrangements since the CT report was issued and the GIAA audit conducted; namely, the appointment of a new Chair of the Board and a new interim Chief Executive. In addition, there has been changes to the Company Secretary team and Executive Team. The GIAA acknowledged that these changes could trigger a fresh Board Effectiveness review in due course and may therefore impact how the organisation choose to take forwards the findings from their audit.

An internal Board Effectiveness review will therefore be conducted, and the findings presented at the next Board meeting on 31 January 2023.

The tracker will be cross-referenced against the findings of the results of the Board Effectiveness review to be conducted and against the action plan in response to the areas of concern raised by the Care Quality Commission (CQC) inspections in June and August 2022.

4. Standing Orders and Committee Terms of Reference

The Board at its meeting on 26 September 2022, approved a new Board Committee structure, following recommendations pertaining specifically to the operation of Board Committees set out in the 'NHS Blood and Transplant Board effectiveness review: Final report', October 2021. The approved changes were as follows:

- A new Clinical Governance Committee (CGC) reporting into the Board was created; the CARE Committee closed, with all current CARE groups reporting to the new CGC, and responsibility for clinical oversight moves to CGC from the Audit, Risk and Governance Committee (ARGC).
- The remit of the ARGC was revised to include finance and performance assurance.
- The Research and Development (R&D) Committee closes and is replaced by Scientific Advisory Board reporting to the ET. Oversight of R&D governance remains with the Chief Medical Officer and CGC as part of the Clinical Governance Framework assurance
- The formal reporting line for the Information Governance Committee revised to the ARGC.
- The formal reporting line for the Risk Management Committee changed to the ARGC instead of ET, in line with the IG reporting changes.

It was further proposed that the Terms of Reference (ToR) for the Committees are agreed by the Committees and recommended to the Board for ratification at its meeting in November 2022.

However, given that the CGC will hold its inaugural meeting in January 2023 and the ARGC will consider its ToR in December 2022, it is proposed that the Committees ToR and the revision to the Standing Orders are presented to the Board at its meeting in January 2023. The annual review of the latter is due in February 2023. It will therefore be more efficient for the Board to review it once, rather than twice in a short space of time.