

Board Meeting in Public

Tuesday, 25 July 2023

Title of Report	Governance Update	Agenda No.	3.9.1
Nature of Report (tick one)	<input checked="" type="checkbox"/> Official	<input type="checkbox"/> Official Sensitive	
Author(s)	Brenda Thomas, Interim Company Secretary		
Lead Executive	Helen Gillan, Director of Quality		
Non-Executive Director Sponsor (if applicable)	Peter Wyman, Chairman		
Presented for (tick all that applies)	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Assurance	<input type="checkbox"/> Information <input checked="" type="checkbox"/> Update	
Purpose of the report and key issues			
This report provides the Board with an update on corporate governance matters in NHS Blood and Transplant (NHSBT).			
Previously Considered by			
N/A			
Recommendation	<p>The Board is asked to:</p> <ul style="list-style-type: none"> i. Approve deferring review of the effectiveness of the Board committees to coincide with the internal Board effectiveness review at the end of 2023/early 2024. ii. Approve the revised Terms of Reference for the Trust Fund Committee as recommended by the Trust Fund Committee. iii. Approve the updated Board Committee membership. iv. Formally note the approval of the Board Skills and Capability Framework which the Board approved outside of a Board meeting. v. Approve the following additional policies to be added to the list of policies requiring Board approval: Fit and Proper Persons Regulations Policy and Risk Management Policy. 		
Risk(s) identified (Link to Board Assurance Framework Risks)			
Linked to Regulatory Compliance risk (BAF-09).			
Strategic Objective(s) this paper relates to:			
<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:	Trust Fund Committee Terms of Reference		

1. Background

This report provides the Board with an update on Corporate Governance matters.

2. Committee Effectiveness

An internal Board effectiveness review was undertaken in December 2022. The findings of the review with proposed recommendations were discussed at the Board seminar in March 2023.

The Board reviewed the recommendations, and an action plan was developed to take forward the agreed recommendations.

The Board agreed that an effectiveness review for all Board committees should be carried out in the Summer 2023. This was agreed with the expectation that the appointment of the new non-executive directors (NEDs) would have materialised in the earlier part of the calendar year. Due to the delay in the appointment of the new NEDs and the departure of existing NEDs, carrying out a committee effectiveness review will not have the desired result, as the new NEDs are still in the process of settling down and completing their induction programme.

The Board is therefore asked to approve deferring the effectiveness review of the Board committees to the end of the 2023/ early 2024, to coincide with the planned internal Board effectiveness review. This will provide sufficient time for the new NEDs to be properly orientated to take part in the exercise and make meaningful contribution.

3. Trust Fund Committee Terms of Reference

The Terms of Reference for the Trust Fund Committee were revised to ensure consistency of approach with the other Board committees' Terms of Reference.

The main changes relate to:

- secretariat moving from Assistant Director - Finance Operations to Company Secretary
- removal of job titles
- Strengthening of the roles and responsibility of the committee
- Inclusion of reporting relationships and performance review.

The Committee reviewed its Terms of Reference and recommended them to the Board for approval. The Trust Fund Committee Terms of Reference are attached as appendix 1.

4. Board Committee Membership

Section 5.7 of the NHSBT Standing Orders states '*The Authority shall approve the appointments to each of the committees which it has formally constituted. Where the Authority determines, and regulations permit, that persons, who are neither members nor officers, shall be appointed to a committee the terms of such appointment shall be within the powers of the Authority as defined by the Secretary of State. The Authority shall define the powers of such appointees and shall agree the terms of their remuneration and/or reimbursement for loss of earnings and/or expenses*'.

The Board at its meeting on 6 June 2023, approved the Board committee membership due to the appointment of new non-executive directors. Following the appointment of associate NEDs and the departure of Professor Deirdre Kelly, the Board committee membership have been further reviewed.

The Board is asked to approve the revised NED/ associate NED membership on Board committees as shown in the table below:

Committee	Membership	
Audit, Risk and Governance	Piers White	Chair
	Rachel Jones	Non-executive director
	Nicola Yates	Associate non-executive director
	Niamh McKenna	Independent non-executive member
Clinical Governance Committee	Prof. Charles Craddock	Chair
	Peter Wyman (interim)	NHSBT Chair (<i>interim until Deirdre's replacement is appointed</i>)
People Committee	Peter Wyman (interim)	NHSBT Chair (<i>Chair until 30 September</i>)
	Caroline Serfass	Non-executive director (<i>Chair from 1 October</i>)
	Phil Huggon	Non-executive director
	Bella Vuillermoz	Associate non-executive director
	Stephanie Itimi	Associate non-executive director
	Alison Dickinson	Independent non-executive member
Trust Fund Committee	Phil Huggon	Non-executive director
	Rachel Jones	Non-executive director

5. Board Skills and Capability Framework

The Board reviewed and approved a Board Skills and Capability Framework outside of a Board meeting to guide the board skills matrix exercise.

The Board is asked to formally note the approval of the Board Skills and Capability Framework, which is available in the Document Library on Convene.

6. Board Policies

The Board at its meeting on 28 March 2023, approved a list of policies requiring Board approval, as put forward by the Executive Team following a recommendation from the Board Effectiveness review undertaken by Campbell Tickell in September 2022, to establish a list of policies which required Board level approval.

The Board is asked to approve two additional policies which require Board level approval. These are: Fit and Proper Persons Regulations Policy and Risk Management Policy.

The timeline for approving these policies is shown below. This timeline has been factored into the Board forward plan. The relevant Committees forward plans will also be updated to reflect this timetable.

Timeline for Approving Board Policies

Policy	Responsible Director	Executive Team Review date	Reviewing Board Committee	Reviewing Committee Date	Board approval Date	Comments
Anti-fraud, Bribery and Corruption	Chief Financial Officer	October 2023	Audit, Risk and Governance Committee	November 2023	November 2023	
Conflicts of Interest	Director of Quality (Company Secretary)	May 2023	Audit, Risk and Governance Committee	May 2023	June 2023	APPROVED
Data Security and Protection	Chief Information Officer	(To be updated)	Audit, Risk and Governance Committee			
Dignity at Work	Chief People Officer	March 2024	People Committee	March 2024	March 2024	
Disciplinary	Chief People Officer	March 2024	People Committee	March 2024	March 2024	
Grievance	Chief People Officer	March 2024	People Committee	March 2024	March 2024	
Fit and Proper Persons Regulations	Director of Quality	July/August 2023	People Committee	September 2023	September 2023	
Health, Safety and Wellbeing	Chief People Officer	November 2025	People Committee	November 2025	November 2025	
Modern Slavery	Chief Financial Officer	January 2024	Audit, Risk and Governance Committee	January 2024	March 2024	
Environment and Sustainability Statement	Chief Financial Officer	(To be updated)	Audit, Risk and Governance Committee			
Patient Safety Incident Response Framework	Chief Medical Officer	February 2024	Clinical Governance Committee	March 2024	March 2024	
Risk Management	Director of Quality	July 2023	Audit, Risk and Governance Committee	July 2023	July 2023	
Speak up (Whistleblowing)	Chief People Officer	August 2023	People Committee	September 2023	September 2023	
Safeguarding	Chief Medical Officer	December 2023	Clinical Governance Committee	January 2024	January 2024	