

Board Meeting in Public Tuesday, 26 March 2024

Title of Report	Governance Update	Agenda No.	5.2
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, Chair		
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	The Board is asked to approve the revised Board committee membership.		
Risk(s) identified (Link to Board Assurance Framework Risks)			
Linked to Regulatory Compliance risk (BAF-09).			
Strategic Objective(s) this paper relates to:			
<input type="checkbox"/> Collaborate with partners <input type="checkbox"/> Invest in people and culture <input type="checkbox"/> Drive innovation <input type="checkbox"/> Modernise our operations <input type="checkbox"/> Grow and diversify our donor base			
Appendices:	None.		

1. Background

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

2. 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 appointment of three new non-executive directors (NEDs) and departure of one NED has necessitated a review of the Board committee membership.

A summary of the revised committee membership is shown in the table below.

Committee	Membership	
Audit, Risk and Governance	Piers White	Chair
	Rachel Jones	Non-executive director
	Ian Murphy	Non-executive director
	Nicola Yates	Associate non-executive director
	Niamh McKenna	Independent non-executive member
Clinical Governance Committee	Prof. Charles Craddock	Chair
	Professor Lorna Marson	Non-executive director
People Committee	Caroline Serfass	Chair
	Peter Wyman	NHSBT Chair
	Penny McIntyre	Non-executive director
	Bella Vuillermoz	Associate non-executive director
	Stephanie Itimi	Associate non-executive director
Trust Fund Committee	Penny McIntyre	Chair
	Rachel Jones	Non-executive director

Ian Murphy is the nominated NED for Freedom to Speak Up / Whistleblowing.

3. Self-Effectiveness Review of the Board and its Committees

It is best practice for the board and its committees to undertake an annual self-effectiveness review. The evaluation process should be designed to rigorously test whether the board and its committees' composition, dynamics, operations, and structure are effective for the organisation and its business environment, both in the short- and long-term.

An internal self-effectiveness review was conducted for the Board and all its committees.

The findings from the committees' effectiveness reviews were presented to each committee at their respective meetings, with one exception - the People Committee. This Committee received its report through correspondence because of the current scheduling of the People Committee's meeting dates, which will be reviewed for the following financial year.

The findings of the effectiveness review exercise of the Board together with its committees are presented to the Board as a separate agenda item.

The Board, at its meeting on 28 November 2023 approved the practice of undertaking the board and committee effectiveness review every three years by an external organisation, with an internal self-assessment of board and committee effectiveness in each of the two intervening years. Since the last external effectiveness review of the Board was undertaken in September 2021, the next effectiveness review of the Board and its committee will be undertaken at the end of 2024 by an external organisation, for reporting to the Board and committees between January and March 2025.