

## Board Meeting in Public Thursday, 06 June 2024

<b>Title of Paper</b>	Associate Non-Executive Director Appointments	<b>Agenda No.</b>	4.2
<b>Nature of Paper</b> (tick one)	<input checked="" type="checkbox"/> Official	<input type="checkbox"/> Official Sensitive	
<b>Author(s)</b>	Silena Dominy, Company Secretary		
<b>Lead Executive</b>	Helen Gillan, Director of Quality		
<b>Non-Executive Director Sponsor</b>	Peter Wyman, NHSBT Chair		
<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>Executive Summary (max 300 word count)</b>			
This paper sets out the current position in relation to the appointment of Associate Non-Executive Directors to the NHSBT Board and recommends the re-appointment of the current role holders for an additional term.			
<b>Previously Considered by</b>			
N/A			
<b>Recommendation</b>	The Board is asked to approve the reappointment of the current Associate Non-Executive Directors for a further term of one year.		
<b>Risk(s) identified (Link to Board Assurance Framework Risks)</b>			
Corporate Governance Risk P-11			
<b>Strategic Objective(s) this paper relates to:</b> [Click on all that apply]			
<input type="checkbox"/> Collaborate with partners <input checked="" type="checkbox"/> Invest in people and culture <input type="checkbox"/> Drive innovation <input checked="" type="checkbox"/> Modernise our operations <input type="checkbox"/> Grow and diversify our donor base			
<b>Appendices:</b>	None		

## Associate Non-Executive Director Appointments

### Introduction

The NHSBT Establishment and Constitution Order 2005 states that NHSBT shall consist of

- (a) a chairperson;
- (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.

The appointment of the Chairperson and Board members who are not officers (ie Non-Executive Directors (NEDs)) is the responsibility of the Secretary of State for Health and Social Care, with liaison through the Sponsorship Team. The powers of appointment derive from s2(1) of [NHSBT Regulations 2005](#) in line with the [Governance Code on Public Appointments](#). Appointments should have regard to the principle that appointments should reflect the diversity of society, and include a balance of skills and backgrounds.

Section 2.12 of the Board's Standing Orders provides that the Board can appoint Associate NEDs on a voluntary or remunerated basis to sit on the Board and/or Board Committees as non-voting members to bring additional expertise and diversity.

At their meeting on 28 March 2023, the Board approved a nominations and appointment process, and terms of appointment for Associate Non-Executive Directors, and agreed that the role of Associate Non-Executive Directors be taken into consideration in the formulation of the NHSBT Board Skills Framework. The Board Chair and the Chair of the People Committee were authorised to determine the needs for Associate NEDs.

### 2023 Appointment of Associate NEDs

During 2023 the decision was made to appoint three Associate NEDs, in recognition of the vacancies on the Board at that time, there being only five NEDs appointed by DHSC at that point, and also to complement the skills and diversity of the Board. The appointments were as follows:

Associate Director	Term Commencement	Term of Office	Expiry of Term
Stephanie Itimi	06/06/2023	1 Year	05/06/2024
Bella Vuillermoz	03/07/2023	1 Year	02/07/2024
Nicola Yates OBE	25/07/2023	1 Year	24/07/2024

Whilst the Associate Directors do not hold voting rights, they are considered to have added value to the work of the Board and Board Committees, and enhance the diversity of the Board.

### Conclusions

DHSC has now appointed NEDs into the Board vacancies that existed in 2023, and the Board is now in a more stable position.

Due to the complexity of NHSBT it generally takes a number of months for Non-Executive Directors to complete their initial inductions and to be in a position to fully participate in meetings.

In order to ensure that the three Associate NEDs are afforded the opportunity to contribute fully within the NHSBT Board and through Board Committees it would be beneficial for both NHSBT and the individual Associate NEDs to extend their terms of office for a further year. This will also ensure stability on the Board and Board Committees.

The Board Skills Framework and an assessment of the current Board against this is due to be reviewed by the People Committee and Board in July 2024. Any skills gaps will be identified by this process and will enable the Board to consider the appropriate approach for such appointments post June 2025.

### **Recommendations**

The Board is asked to approve the reappointment of the three Associate NEDs for a further term of one year.