

Board Meeting in Public Thursday, 06 June 2024

Title of Report	Governance Update	Agenda No.	4.1
Nature of Report (tick one)	<input checked="" type="checkbox"/> Official	<input type="checkbox"/> Official Sensitive	
Author(s)	Silena Dominy, 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	
Executive Summary			
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 note the report.		
Risk(s) identified (Link to Board Assurance Framework Risks)			
BAF-11 Corporate Governance Risk			
Strategic Objective(s) this paper relates to:			
<input checked="" 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			
Appendices:	None.		

1. Background

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

2. Re-appointment of Associate Non-Executive Directors

A proposal for the reappointment of the Board's three Associate Non-Executive Directors for a further term of one year is included in the meeting pack as agenda item 4.2. The Board has the power to make such appointments without reference to the Secretary of State for Health and Social Care.

3. GIAA Internal Audit of Corporate Governance

GIAA published their final report following their internal audit of Corporate Governance on 18 March 2024. This was reviewed by the Audit, Risk and Governance Committee (ARGC) at their meeting in May 2024. The internal audit found that whilst many of the expected elements of a governance framework are in place, there are some gaps and improvements in the effectiveness of current arrangements. Management actions have been agreed which will include reviews of the following areas of Board governance over the coming months:

- Standing Orders
- Skills and Capability Framework
- Induction, training and development
- Standing information for Directors
- Forward Plans for agenda setting
- Terms of Reference for Committees and Sub-committees, including reporting requirements
- Methodology for future Board Effectiveness reviews

This work will form part of a new Corporate Governance Improvement programme established to enhance NHSBT's corporate governance. Further information in relation to this programme will be presented to the ARGC and the Board in July 2024.

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

An assessment of key themes arising from the Board effectiveness review is included in the meeting pack as agenda item 4.3.

All Board Committees have completed their reviews and considered their respective findings. Action plans are being finalised by each Committee and progress against these will be monitored by the Committees, with oversight through the Audit, Risk and Governance Committee.

The 2023/24 set of effectiveness reviews has become somewhat protracted due to the timing of meetings and different approaches adopted by the Board and Committees and their respective Chairs. By the end of July all actions will have been agreed and the focus can then fully turn to the delivery of improvements to effectiveness. The 2024/25 effectiveness review has been agreed to be externally facilitated and therefore this situation will be avoided for the next review, albeit that a consistent approach to carrying out delegation reviews and developing action plans will be required.

Rigor and structure will be applied to this process in order to ensure that the timing and format across all Committees is consistent. Details of the proposed approach to the externally facilitated effectiveness review will be included in the Governance Report in July 2024, with an intention that review fieldwork will be undertaken in the Autumn of 2024.

5. Board Approved Policies

A report proposing additions to the list of policies which require Board approval, a new format for such policies and annual reviews of such policies going forward, is included in the meeting pack as agenda item 4.4. This was considered by the ARGC at their recent meeting and is recommended for approval. The Conflicts of Interest Policy is one such policy and is presented in new format (as agenda item 4.5). A review of the supporting process to deliver the policy will follow.

6. Board Skills and Capability

Work is currently underway to review the Board of Directors Skills and Capability Framework ahead of the July Board meeting, to enhance its effectiveness. Following the Board's consideration of amendments to the framework in July, the annual skills assessment will be conducted during August in order that findings and recommendations can be brought to the September Board.