

**Minutes of the One Hundred and Nineteenth Board Meeting in Public of
NHS Blood and Transplant
NHSBT Filton Centre
Thursday, 6 June 2024 13:00 to 15:45**

Present		
Voting Members	Peter Wyman	Chair
	Caroline Serfass	Non-Executive Director
	Piers White	Non-Executive Director
	Virtual Rachel Jones	Non-Executive Director
	Ian Murphy	Non-Executive Director
	Lorna Marson	Non-Executive Director
	Penny McIntyre	Non-Executive Director
	Jo Farrar	Chief Executive Officer
	Wendy Clark	Deputy Chief Executive Officer
	Deborah McKenzie	Chief People Officer
	Anthony Clarkson	Director of Organ and Tissue Donation and Transplantation
	Carl Vincent	Chief Financial Officer
	Gail Mifflin	Chief Medical Officer and Director of Clinical Services
Non-voting Members		
Nicola Yates	Associate Non-Executive Director	
Gerry Gogarty	Director of Plasma for Medicines	
Helen Gillan	Director of Quality	
Paul O'Brien	Director of Blood Supply	
Rebecca Tinker	Chief Digital and Information Officer	
Denise Thiruchelvam	Chief Nursing Officer	
Mark Chambers	Deputy Director of Donor Experience	
In attendance		
Virtual Virtual Virtual	Silena Dominy	Company Secretary
	Claire Williment	Chief of Staff
	Jasmin Gill	GRacE Network Co-Chair
	Tapiwa Songore	Interim Corporate Governance Manager
	Omolola Majolagbe	Corporate Governance Officer
	Jo Dobie	Executive Assistant to the Chair
	Helen McDaniel	Department of Health and Social Care, England (<i>until 14:45</i>)
	Linda White	Scotland
	Anthony Davies	Wales
	Mark Taylor	Assistant Finance Director Planning & Performance (<i>item 3.3 only</i>)
Brad Parker	Assistant Director - Strategy, Planning and Change (<i>item 3.4 only</i>)	
Apologies		
Charles Craddock	Non-Executive Director	
Stephanie Itimi	Associate Non-Executive Director	
Bella Vuillermoz	Associate Non-Executive Director	
James How	Scottish Government	
Joan Hardy	Northern Irish Government	
Public		
Three members of the Public		

		Action
1	Opening Administration	
1.1	Welcome and apologies	
	<p>The Chair welcomed everyone to the 119th NHS Blood and Transplant (NHSBT) Board meeting in private, in particular, Jasmin Gill - GRacE Network Co-chair, Anthony Davies the representative from the Welsh Government and Linda White who was standing in for James How.</p> <p>Apologies were received from Charles Craddock, Stephanie Itimi, Bella Vuillermoz, James How, Joan Hardy.</p> <p>The Chair reported that as it was pre-election period, the meeting would follow guidance on what could be discussed in the public domain.</p>	
1.2	Register of Interests	
	<p>The following declarations were made;</p> <ul style="list-style-type: none"> • Piers White reported that he had been appointed as the Chair of The Personal Finance Society. • Lorna Marson reported that she was a Non-Executive Director on the board of NHS Lothian, representing the University of Edinburgh. • Deborah McKenzie reported that she had been appointed as an Associate NED at Portsmouth Hospitals University NHS Trust <p>The Register of Interest would be updated to reflect this.</p> <p>No conflicts were declared in respect of the items on the agenda.</p>	
1.3	Minutes of the previous meeting	
	The Board APPROVED the minutes of the meeting held on 26 March 2024 as a true and accurate record.	
1.4	Matters arising from previous meeting	
	The Board noted the action log and approved the closure of action B01/24 which had been proposed for closure.	
2	Patient Story	
2.1	Patient Story	
	<p>The Board received excerpts from the videos from the IBI titled '2018', 'testimonials' and '2024', reflecting peoples experience. The video was shown on 20 May 2024.</p> <p>The Board thanked Denise Thiruchelvam for putting the video together and all Board members were encouraged to read the IBI report in full and reflect on the experience of those affected and infected.</p> <p>The Board noted the report.</p>	
3.	For Assurance	
3.1	Chief Executive's Board and Board Performance Report	
	Jo Farrar presented the Chief Executive Report, and it was noted that as the Board meeting was within the election period, pre-election restrictions were applicable. The report was therefore focusing on the IBI report only.	

	<p>The Board enquired on the next steps from the Blood Inquiry, and it was noted that there were twelve recommendations and the Infected Blood Inquiry Implementation Group had been established to oversee the report recommendations.</p> <p>The Board noted the report.</p>	
3.2	IBI Update	
	This was discussed as part of the item 3.1	
3.3	Finance Report	
	<p>The Board welcomed Mark Taylor to present the Finance Report. The highlights of which were:</p> <ul style="list-style-type: none"> • The accounts for 2023-24 had been closed, and the provisional interim position was an £18m surplus against plan. This position was however subject to the finalisation of the quinquennial revaluation and the requirement to fully revalue the asset base. • The 2024-25 budget presented for approval at the March board, was noted as being subject to funding confirmation from Department of Health and Social Care (DHSC). DHSC had now advised on the funding envelope for 2024/25 and this had resulted in a higher funding level. This improved the ODT deficit to £5.9m, an uplift of £5.4m. • The National Commissioning Group process concluded in February 2024, however the process was still yet to be finalised and NHSBT continued to bill at 2023/24 pricing. There had been follow up discussions with DHSC/NHSE, which were expected to result in a further change to the budgets for 2024/25, • A ring-fenced reserve of £3.4m was brought forward from 2023-24. It was expected that this reserve would grow during 2024-25. • Future Proofing Blood and Contingency of £6.4m contingency. <p>The Board</p> <ul style="list-style-type: none"> • noted the report. • Approved the overall NHSBT budget position of a £19.6m deficit (versus £25m approved at the March Board). 	
3.4	People Plan Update	
	<p>Deborah McKenzie introduced the report and the Board welcomed Brad Parker to provide an update of the People Plan. The plan was launched in April 2024 and the Board noted the subsequent developments, including launch activities and plans for implementation and measuring progress. An implementation roadmap for the three-year horizon of the plan was in development, including corporate actions and objectives under the leadership of the People Directorate and objectives.</p> <p>The Board asked how the objectives would be separate from those of other initiatives like the Forward Together program and the work of the Networks. It was noted that the Plan had been developed following feedback received from staff and the Networks were key stakeholders in its development. The Plan was focused on the element of the Join, Stay, Thrive and in some areas, complemented some of the programs like Forward Together Program.</p> <p>The Board inquired on the metrics to measure success and it was noted this was still being developed. It was agreed that updates on the People Plan and progress be reported on an ongoing basis to the People Committee and a report made to the Board.</p> <p>The Board noted the report.</p>	

3.5	Annual Management Quality Report and Update	
	<p>The Board received the Annual Management Quality report demonstrating compliance with quality as required by the regulators. The MQR was related to BAF 09 Regulatory Compliance (Primary Regulators) and enabled NHSBT to meet regulatory requirements. Overdue actions continued to be an area of focus and individual directorate plans had been introduced and monitored at senior management team level.</p> <p>The Board inquired whether overdue actions were due to setting unrealistic dates for completing actions. It was noted that there were realistic dates and assurance was provided that this was being monitored the trend was on a downward trajectory.</p> <p>The Board sought clarity on the actions being taken to catch up with supplier audits and ensure safety of products. It was noted that it was the completion of supplier reviews on time that had been a challenge, and a risk based approach was being adopted in response. It was suggested that the Clinical Governance Committee review the number of supplier reviews to ensure quality was maintained. Board members offered to help with completion of supplier audits.</p> <p>The Board queried the compliance with mandatory records, and it was noted that due to manual processes, it was difficult to evidence completion and electronic record were being rolled out to aid compliance. The Board raised the issue of temperature control, and it was noted that this was related to the Estates strategy that was being developed.</p> <p>The Board noted the report.</p>	
4.0	GOVERNANCE	
4.1	Governance Update	
	<p>Silena Dominy presented the Governance Update. GIAA published their final report following their internal audit of Corporate Governance on 18 March 2024. This was reviewed by the ARGC at their meeting in May 2024. Management actions had been agreed and would form part of a new Corporate Governance Improvement programme established to enhance NHSBT's corporate governance. A report on the programme would be presented to the ARGC and the Board in July 2024.</p> <p>The Board of Directors Skills and Capability Framework was also being reviewed and proposed changes would be circulated to the Board by way of email changes for agreement ahead of the skills assessment being undertaken in August.</p> <p>The Board noted the report.</p>	
4.2	Associate NEDs	
	<p>The Board received a proposal to reappoint the current Associate Non-Executive Directors for a further term of one year.</p> <p>The Board approved the reappointment of the three Associate NEDs for a further term of one year, subject to completion of the fit and proper persons assessment.</p>	
4.3	Board Effectiveness Review Themes	
	<p>Silena Dominy presented the report on the Board Effectiveness Review Themes and outlined the areas for further development and focus. The Board thanked the Chair of the ARGC for supporting the work on the Effectiveness reviews. The next review would be undertaken by an external assessor.</p>	

	<p>The Board reviewed the recommendations from the themes, and it was agreed that the Board should create a set of Board objectives. It was suggested that Board members send suggestions for such objectives to the Company Secretary and the Chair for discussion. Objectives would then be set at a future Board meeting.</p> <p>The Board sought clarity on the actions being taken to improve the quality of Board papers and it was noted there had been an improvement in the quality and this was an ongoing process. Pre - Board sessions on specific topics were now being held to ensure the Board better understood the subject matter prior to review of Board papers, which was improving Board processes. Board members were asked to feedback on the quality of papers in order that the Executive Team had clarity on formats that worked best for the Board.</p> <p>The Board noted the report.</p>	
<p>4.4</p>	<p>Board Policies</p>	
	<p>Silena Dominy presented the report on Board Policies. The initial list of Board policies was approved by the Board on 28 March 2023 and a review had been undertaken to consider whether the current list of Board policies remained appropriate. A recommendation had been made that the following policies be added to the list of policies which require Board approval.</p> <ul style="list-style-type: none"> • Risk Management Policy • Fit and Proper Persons Regulations Policy/Process • Patient Safety Incident Response Framework Policy. • Audit Policy (subject to ARGC confirmation) <p>The approval of the FPPR Policy/Process would be delegated to the People Committee, and the PSIRF Policy approval delegated to the Clinical Governance Committee. The Trust Fund Committee currently approved the Reserves Policy, and it was recommended that this policy be included in the list of policies which require Board approval but that the approval would remain with the Trust Fund Committee.</p> <p>A new Board policy prefix and template had been developed and work was underway to separate out the policy statement from process elements, and to refine the process for management of their review. A proposal had been made to review the policies annually.</p> <p>The Board</p> <ul style="list-style-type: none"> • Noted the report. • Approved the additions to the list of policies for Board approval. • Endorsed the new format for Board Level Policies. • Approved the new annual timeframe for the review of Board Level Policies. 	
<p>4.5</p>	<p>Conflict of Interest Policy</p>	
	<p>The Board received the Conflict-of-Interest Policy which had been reviewed and was now in the new format as approved in agenda item 4.4.</p> <p>The Board noted that whilst there was clear evidence that employees were following the Policy, a number of assurance gaps had been identified with no process existing for identifying declarations for some groups classified as decision making staff and unclear processes in place for the approval of interests and gifts and hospitality by line managers. These areas were being reviewed to ensure full compliance with the Policy.</p>	

	<p>The Board</p> <ul style="list-style-type: none"> • Approved the new format of the Conflicts of Interest Policy, • Noted the planned action to ensure compliance with the policy. 	
<p>4.6</p>	<p>Committee Assurance Reports</p>	
	<p><u>4.6.1-Audit, Risk and Governance Committee and ARGC ToRs</u></p> <p>The Board received the report from the meeting on Thursday 16 May 2024. The main highlights from the meeting were;</p> <ul style="list-style-type: none"> • Recommendation for the addition of Principal Risk NHSBT-11 Corporate Governance risk on the Board Assurance Framework. • The Draft Annual Audit Opinion for 2023/4 • The Draft Internal Audit Plan for 2024/5 • The revised timetable for the Annual Report and Accounts. • The revised Policy Framework • Committee Annual Reports • Approval of the Conflicts of Interest Policy and the Revised ARGC Terms of Reference <p>The Board APPROVED the recommendation for the addition of Principal Risk NHSBT-11 Corporate Governance risk on the Board Assurance Framework. The Board queried the scoring of the risk and the timeframe for mitigating current risks and it was agreed that would be reviewed.</p> <p><u>4.6.2-Clinical Governance Committee</u></p> <p>The Board received and noted the report from the Clinical Governance Committee (CGC) meeting held on the 14th of May 2024</p> <p>Key items were;</p> <ul style="list-style-type: none"> • Annual report and recommendations. • One SI had been declared in the period. • Review of the Governance structure and the setting up of new Subgroup. <p>The Board noted the reports.</p>	
<p>4.7</p>	<p>Annual Report of Board Committees</p>	
	<p><u>4.7.1-Audit, Risk and Governance Committee</u></p> <p>The Board received the ARGC Annual Report for the 2023/24 financial year. The Committee provided assurance that it had met its designated objectives and responsibilities as outlined within its terms of reference.</p> <p>Reference was made to the following areas that had been determined to be outside the scope of ARGC when the Finance Committee was stood down.</p> <ul style="list-style-type: none"> • Finances <p>It was agreed that a limited review of performance against budget be included within the remit of the ARGC, however the Committee already had a full remit and therefore full oversight should remain with the Board.</p> <ul style="list-style-type: none"> • Programmes of Change <p>It was agreed that the Board would retain oversight of the program. Performance Reports should reflect this and a report on benefits realisation would be made to the Board a year after each program ended.</p> <ul style="list-style-type: none"> • Procurement Risks 	

	<p>It was agreed the Board would satisfy itself that there were processes in place to mitigate any risks in this area. Internal Audit has provided assurance in this area.</p> <ul style="list-style-type: none"> • Climate Change Risk <p>The Board agreed the importance of identifying climate related risks and would retain oversight of this area.</p> <p><u>4.7.2-Clinical Governance Committee</u></p> <p>The Board received the Clinical Governance Committee for the year 2023/4. The Committee provided assurance that it had met its designated objectives and responsibilities as outlined within its terms of reference. Highlights in the year included.</p> <ul style="list-style-type: none"> • The implementation of PSIRF. • Challenges related to the oversight of key indicators, such as complaints, compliments, and clinical incidents, due to variations in management and presentation methodologies across directorates and the lack of interoperability and linkages between systems, or the absence of a digital system altogether. • The recommendation to change the frequency of meetings. <p>It was agreed that there should be a distinction between Committee members in the annual report and the Board encouraged Board members to attend and observe other Committee meetings.</p> <p><u>4.7.3 - People Committee</u></p> <p>The Board received the People Committee Annual Report for the 2023/24 financial year. The Committee provided assurance that it had met its designated objectives and responsibilities as outlined within its terms of reference. The Terms of Reference had been reviewed to include the People Strategy and associated KPIs.</p> <p><u>4.7.4 - Trust Fund Committee</u></p> <p>The Board received the Trust Fund Committee Annual report for the 2023/24 financial year. The Committee provided assurance that it had met its designated objectives and responsibilities as outlined within its terms of reference. Plans were underway to grow the fund and create a pipeline for projects to be funded.</p> <p>It was noted that greater consistency would be encouraged for Annual Reports in future years to ensure that all Committees reported on relevant areas of their work.</p> <p>The Board noted the reports.</p>	
5.0	For Report	
5.1	Reports from the UK Health Departments	
5.1.1	England	
	<ul style="list-style-type: none"> • The Board noted the report from England. 	
5.1.2	Northern Ireland	
	<ul style="list-style-type: none"> • The Board noted the report from Northern Ireland. 	

5.1.3	Scotland	
	<p>James How presented the report from Scotland and highlighted the following:</p> <ul style="list-style-type: none"> • Result from the Transplant Patient Survey. A report with recommendation to be shared with the Board. • The intention to introduce Statutory Regulations in Scotland, which would create a duty for transplant clinicians and organ specialists to report suspicions about transplant-related crimes and information about overseas transplants to the Human Tissue Authority (HTA). <p>The Board noted the report.</p>	
5.1.4	Wales	
	The Board noted the report from Wales.	
5.2	Board Forward Plan	
	The Board noted the Forward Plan.	
6	Closing Administration	
6.1	Any Other Business	
	None	
6.2	Close of Meeting	
	The Chair thanked everyone for their attendance and contribution.	
6.3	Date of Next Meeting	
	The date of the next meeting is 30 July 2024 at NHSBT Barnsley.	