

Board Meeting in Public Thursday, 06 June 2024

Title of Report	Governance Update	Agenda No.	5.2
Nature of Report	<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	Peter Wyman, Chair		
Presented for	<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 Governance update and specifically to approve the appointment of Denise Thiruchelvam as an Officer Member of the Board, and to confirm the list of roles that currently hold the position of Officer Member of the Board.		
Risk(s) identified (Link to Board Assurance Framework Risks)			
BAF P11 Corporate Governance “There is a risk that the Board do not have full oversight of significant risk caused by ineffective systems or their application resulting in uninformed decision-making, a requirement for emergency management, suboptimal outcomes and reputational damage” The frequent review of governance arrangements ensures continuous improvement and oversight. It reduces the likelihood of the Board not fulfilling its duties, or stepping outside of its powers, therefore strengthens governance.			
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. Board Appointments

The Board are asked to note the following updates:

- Bella Vuillermoz has confirmed her resignation as Associate Non-Executive Director with effect from 2 July 2024.
- The appointments, as Associate Non-Executive Directors, of Stephanie Itimi and Nicola Yates have been renewed for further one-year terms. The terms of office will expire as follows:

Stephanie Itimi - 5 June 2025.

Nicola Yates - 16 July 2025

- Stephanie Itimi has resigned from her role on the People Committee.
- The Chair has requested DHSC to consider the appointment of Ian Murphy as Chair of the Audit, Risk and Governance Committee with effect from the expiry of the second term of office of Piers White on 17 February 2025. Piers will be required to leave the Board at this point. A decision is awaited.
- The Chair and Chief Executive recommend to the Board the appointment of Denise Thiruchelvam as an Officer Member of the Board, and to confirm the roles holding such position as being:

Chief Executive (*mandated*)

Chief Financial Officer (*mandated*)

Chief Nursing Officer/Director of Clinical Services (*mandated*)

Deputy Chief Executive

Director of Organ and Tissue Donation and Transplantation

Chief People Officer *

Chief Nursing Officer

* This role shall cease to be an Officer Member of the Board at the point that Deborah McKenzie leaves the role.

3. Fit and Proper Persons Regulations

The annual programme of fit and proper person checks for 2024 have been completed in relation to all Directors and the Company Secretary. The Chair has submitted his report to DHSC confirming such. The People Committee reviewed the FPPR Policy at their meeting on 3 July 2024, and agreed a number of changes. The Company Secretary and Talent Acquisition and Recruitment team have also produced guidance in relation to the checks required on recruitment of new Directors. An internal audit of this area will commence in August 2024.

4. Standing Orders and Committee Terms of Reference reviews

To address recommendations from the GIAA Corporate Governance Internal Audit and the Board and Committee effectiveness reviews, the Standing Orders of NHSBT and the Terms of Reference of each Board Committee have been reviewed. Amendments resulting from these reviews are presented in agenda items 5.3 and 5.4 for the Board's approval.

5. Board Approved Policies

In line with the schedule of Board Approved Policies the Modern Slavery Statement was reviewed by the ARGC at their July meeting and is now presented to the Board for approval (agenda item 4.1).

6. Board Skills and Capability

The annual skills assessment will be conducted during August in order that findings and recommendations can be brought to the September Board. As agreed with the Board (6 June 2024) proposed amendments will be circulated by email for agreement.