

Board Meeting in Public

Tuesday 30 July 2024

Title of Report	Standing Orders Review	Agenda No.	5.3
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 (tick all that applies)	<input checked="" type="checkbox"/> Approval	<input type="checkbox"/> Information	<input type="checkbox"/> Discussion
	<input type="checkbox"/> Assurance	<input type="checkbox"/> Update	
Purpose of the report and key issues			
<p>The GIAA Corporate Governance internal audit highlighted some areas of the Standing Orders that would benefit from additional content or greater clarity. The opportunity has therefore been taken to review this key governance document, and the following amendments are proposed:</p> <ul style="list-style-type: none"> • Inclusion of a definition for Associate Non-Executive Directors • Inclusion of a definition for Independent Committee Member together with details of their appointment • The role on the Board of Non-Executive Directors, Executive Directors who are not Officer Members, Associate Non-Executive Directors and Other Attendees has been clarified (2.14.6 / 2.14.8 / 2.14.9) • The role on Board Committees of Independent Members of Committees and Attendees has been clarified (2.14.10 / 2.14.11) • The frequency of meetings is clarified (3.4). • Clarity in relation to the quorum is provided, whilst not changing the current position (3.39). <p>In addition:</p> <ul style="list-style-type: none"> • The provisions in relation to giving notice of meetings has been modernised to reflect practical arrangements (3.6). • The opportunity has been taken to use gender neutral language • Two inaccurate cross references to provisions within the document have been corrected (2.7 / 3.37). <p>Finally, it recently became apparent that the provisions of the Standing Orders and People Committee Terms of Reference were contradictory in relation to the appointment of Executive Directors and the determination of those appointed as Officer Members of the Board. This matter was discussed at the People Committee in July 2024 and clarity provided that the Board's role in the appointment of Executive Directors was delegated to the People Committee and would extend to approval of the selection and appointment process and subsequent endorsement of the selected appointee following assurance that the process had been followed. The Chief Executive to be responsible for the selection of the appointee. The Chair and the Chief Executive shall determine which of the Executive Directors are to be appointed Officer Members, beyond the Finance Director and Chief Medical Officer, who along with the Chief Executive are always deemed Officer Members, and recommend such to the Board for approval. This has been made clear in the Standing Orders, together with the fact that the number of Officer Members shall not exceed the number of Non-Officer Members of the Board (2.11). It has also been made clear that the Board are responsible for both the appointment and removal of the Chief Executive (2.10).</p>			

Previously Considered by

The Board last reviewed the Standing Orders in January 2024 and usually undertake a review on an annual basis.

Recommendation

The Board is asked to review the proposed amendments to the Standing Orders, and if content to do so, approve them.

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 Standing Orders ensures that the governance of NHSBT is clear for both the Board and those interacting with the Board. It reduces the likelihood of the Board not fulfilling its duties, or stepping outside of its powers, therefore strengthening governance.

Strategic Objective(s) this paper relates to: [Click on all that applies]

- Collaborate with partners
- Invest in people and culture
- Drive innovation
- Modernise our operations
- Grow and diversify our donor base

Appendices:

Standing Orders (track changed)