

## 1. Background

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

## 2. Board Appointments

### **Chair and NED appointments by DHSC**

DHSC has re-appointed Peter Wyman as NHSBT Chair for a further term of 3 years from 1 April 2025 and Charlie Craddock as Non-executive Director for a further term of 3 years from 1 June 2025.

In addition, DHSC has appointed of Ian Murphy as Chair of NHSBT's Audit Risk and Governance Committee with effect from 18 February 2025.

The Board is asked to note these appointments.

### **Executive Director appointments to Board Committees**

Following changes in Executive Director posts in September/October, the opportunity has been taken to review the role of Executives on/at Board Committees. The following changes are proposed for which Board approval is sought:

#### People Committee

- Julie Pinder, Chief People Officer to be the Executive Lead for the People Committee.
- Dee Thiruchelvam, Chief Nursing Officer to be a regular Executive attendee of the Committee in place of Gerry Gogarty, Director of Plasma for Medicines.

#### Trust Fund Committee

- Antony Tiernan, Director of Communications and Engagement, to be appointed Executive Member of the Trust Fund Committee.
- Mark Chambers, Donor Experience Director, to be a regular Executive attendee of the Committee.

Terms of Reference of the Committees will be reviewed to identify any amendments required as a result.

## 3. Board Development

The annual skills, capability and diversity assessment identified opportunities to increase the knowledge of Directors. In order to ensure that, where time permits, such opportunities are realised, a Board development plan has been produced (see Appendix A). The nature of the development plan is such that it will be an evolving plan with sessions added as needs are identified. Timings within the plan are indicative until scheduled in diaries. The Board are asked to approve the initial development plan noting that it will be updated regularly. The plan will be saved into Convene within 'Key Information for all Directors' in order that the latest plan is available to all Directors.

Board Committees are also considering the skills and capabilities of their membership and regular Executive Director attendees and are identifying any committee specific training and development that would be beneficial.

## 4. Board Level Policies

The Health, Safety and Wellbeing Board Level Policy Statement is being presented to the Board for approval under agenda item 4.2.

## 5. Externally Facilitated Board Effectiveness Review

In line with corporate governance best practice and government advice for ALBs, an externally facilitated Board effectiveness review should be undertaken triennially. Arrangements have been made for such a review to be completed by BDO LLP. The review will include:

- An assessment of key governance documents including a review of minutes and reports;
- A survey of board members, and other key stakeholders, including executive management, including interviews with a number of Board members;
- An observation of meetings of the Board in November, and of the Audit and Risk Committee, if feasible;
- A benchmarking exercise against Corporate Governance in Central Government Departments: Code of Good Practice, HM Treasury and Cabinet Office Guidance (Chapter 4)

The review will be completed through November, December and January with BDO presenting their findings to the Board at its January 2025 meeting.

## 6. Stakeholder Engagement

Information in relation engagement of the Chair and Chief Executive with stakeholders and DHSC since the last meeting is included in the Convene Review Room.