

Board Meeting in Public Tuesday, 22 July 2025

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| Title of Report | Governance Update | Agenda No. | 5.1 |
| 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 and Governance | | |
| Non-Executive Director Sponsor | Peter Wyman, Chair | | |
| Presented for | <input type="checkbox"/> Approval <input checked="" type="checkbox"/> Information <input type="checkbox"/> Assurance <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 and in particular approve the appointment of Gerry Gogarty, Director of Blood Supply, as a voting Officer Member of the Board, and endorse the extension of term of office for a further year for Nicola Yates, Associate Non-Executive Director. | | |
| 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: | | | |

1. Background

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

2. Board Level Policies

This meeting presents the following Board Level Policies for approval:

- BLP1 - Conflicts of Interest Policy (agenda item 4.1)
- BLP8 - Business Continuity Policy (agenda item 4.2)
- BLP3 - Modern Slavery Statement and NHSBT Modern Slavery Policy (Supply Chain) (agenda item 4.3)

The Framework Agreement between DHSC and NHSBT has been reviewed by DHSC and steps are now being taken to share it with HM Treasury for final clearances.

3. Board Committee Terms of Reference Reviews

Each of the Board's Sub-Committees have carried out their annual review of their respective Terms of Reference at their latest meetings. As a result, amendments to each are proposed. A summary, and tracked change versions of the documents can be found under agenda item 5.1.1 which will be presented for approval of the Board.

4. Board Appointments

Following the appointment of Caroline Walker as Interim Chief Executive, DHSC has also confirmed the appointment of Caroline as Accounting Officer for NHSBT. In line with statute, Caroline becomes a voting Officer Member of the Board.

Following the appointment of Gerry Gogarty as Director of Blood Supply the Board are asked to approve Gerry becoming a voting Officer Member of the Board.

Having completed two years as an Associate Non-Executive Director, action has been taken to extend Nicola Yates' term of office for a further year. The Board are asked to endorse the action taken to extend Nicola's term to expire on 16 July 2026.

5. Fit and Proper Person Regulations

Annual checks are being completed for all Board members and are intended to be complete by the end of July in order that the Chair and Senior Independent Director (in relation to the Chair) can certify the conclusion of the annual process under the Fit and Proper Persons Testing Framework.

Fit and Proper Persons testing was completed on 1 July 2025 in relation to the appointment of the Interim Chief Executive with no issues raised.

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.