

Blood and Transplant

Board Meeting in Public

Tuesday, 22 July 2025

Title of Paper	NHSBT Board Committees - Terms of Reference Annual Review		Agenda No.	5.1.1
Nature of Paper	<input checked="" type="checkbox"/> Official		<input type="checkbox"/> Official Sensitive	
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Lead Executive	<ul style="list-style-type: none">• Carl Vincent, Chief Finance Officer –Audit, Risk and Governance Committee and Trust Fund Committee• Dee Thiruchelvam, Chief Nursing Officer – Clinical Governance Committee• Julie Pinder, Chief People Officer – People Committee			
Non-Executive Director Sponsor	<ul style="list-style-type: none">• Ian Murphy, Audit, Risk and Governance Committee Chair• Lorna Marson, Clinical Governance Committee Chair• Penny McIntyre, People Committee Chair• Caroline Serfass, Trust Fund Committee Chair			
Presenter(s) at Meeting	Silena Dominy, Company Secretary			
Presented for	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Assurance		<input type="checkbox"/> Information* <input type="checkbox"/> Update	

Executive Summary

Corporate governance best practice recommends that Board Committee terms of reference should be reviewed at least annually to ensure that they remain fit for purpose. All Committees have reviewed their terms of reference. The substantive revisions are summarised below and presented for Board approval.

Audit, Risk and Governance Committee Terms of Reference:

- **2.1** - Amendment to ensure all members of the Committee have voting rights within ARGC meetings.
- **2.4** - Updates to list of regular attendees, including the Deputy Senior Information Risk Officer being noted as an ad hoc attendee for relevant agenda items, rather than a regular attendee at each meeting.
- **3.3** - Quorum to remain at three members, one of these must be a Non-Executive Director member and members present must include a member with recent and relevant financial experience. Clarity that any decisions can be made outside of meetings by email, telephone or videoconference where agreed by the members.
- **7.1** – Addition of ARGC Finance Oversight and Scrutiny Group to the structure.

Clinical Governance Committee Terms of Reference:

- **1.0** - Updated to align with Scheme of Delegations approved by the Board and outputs of Committee Annual Assurance review and additional wording re supporting innovation included
- **2.1** - Regular attendees for meetings recorded based on discussions at the CGC meeting on 10 July, including two roles that will determine if attendance is appropriate on a meeting by meeting basis
- **2.4** – Ad hoc attendance recorded based on discussions at the CGC meeting on 10 July. Both the Chair and members of the Committee are able to request the attendance of specific role holders where it is appropriate for them to be involved in the discussion or presentation of agenda items.
- **3.2** – Amended to reflect the schedule of four meetings each year.

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- **3.3** - Quorum remains as three voting members plus the Director of Quality and Governance (or their deputy), the Director of Blood Supply (or their operational deputy) and the Director of OTDT (or their operational deputy). Clarity that any decisions can be made outside of meetings by email, telephone or videoconference where agreed by the members.
- **5.1/5.2.22** – Clarification of Committee’s role in reviewing clinical excellence and innovation
- **5.2.27** - Revalidation delegation revised following Committee Annual Assurance process.
- **5.2.34** - Specific reference made to the Committee role re: Infected Blood Inquiry recommendations
- **6.** – Reference to review of clinical risks added and titles of principal risks updated.
- **7.1/7.2** - Removal of text that refers to Clinical Quality and Safety Governance Group (CQSGG) administration arrangements as this is better located in CQSGG Terms of Reference.

People Committee Terms of Reference:

- **2.4** – Regular attendee changed removing Director of Plasma for Medicines and adding Chief Nursing Officer
- **5.2.5** – Removal of requirement to seek assurance on process for Local Clinical Excellence Awards as it is understood that following years of equal awards being issued, these have ceased with effect from 1 April 2025.
- **5.2.10** – Amendment to reflect decision for mandatory training compliance statistics to be included in Workforce Dashboard going forward, whilst retaining an annual assurance report to be presented to the Committee. Amendment to reflect that ARGC will no longer routinely monitor this area.

NHSBT Trust Fund Committee Terms of Reference:

- Title amended to match the current formal name.
- **1.0** - Purpose updated, to refer to ‘the charity’, references made more specific to the breadth of NHSBT work. Reference included to specific charity governance documents.
- Reference to ‘the charity’ continues throughout the revised terms of reference.
- **2.1** - Membership composition updated to reflect the increase to three Executive and three Non-Executive Directors, as approved by the Board in 2025.
- **3.3** - Quorum composition amended to require at least one Non-Executive Director and one Executive Director to be present.

Previously Considered by

People Committee on 1 May 2025, Trust Fund Committee on 23 June 2025, ARGC on 4 July 2025 and Clinical Governance Committee on 10 July 2025.

Recommendation

The Board is asked to consider the proposed amendments to the four sets of terms of reference and approve these if thought appropriate.

Risk(s) identified (Link to Board Assurance Framework Risks)

N/A

Strategic Objective(s) this paper relates to:

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

Appendices:

Appendices – Tracked change versions of Terms of Reference:
 1: Audit, Risk and Governance Committee
 2: Clinical Governance Committee
 3: People Committee
 4: Trust Fund Committee