

## Board Meeting in Public Tuesday, 30 September 2025

<b>Title of Report</b>	Governance Update	<b>Agenda No.</b>	5.1
<b>Nature of Report</b>	<input checked="" type="checkbox"/> Official	<input type="checkbox"/> Official Sensitive	
<b>Author(s)</b>	Silena Dominy, Company Secretary		
<b>Lead Executive</b>	Helen Gillan, Director of Quality and Governance		
<b>Non-Executive Director Sponsor</b>	Peter Wyman, Chair		
<b>Presented for</b>	<input type="checkbox"/> Approval <input checked="" type="checkbox"/> Information <input type="checkbox"/> Assurance <input checked="" type="checkbox"/> Update		
<b>Executive Summary</b>			
This report provides the Board with an update on corporate governance matters in NHS Blood and Transplant (NHSBT).			
<b>Previously Considered by</b>			
N/A			
<b>Recommendation</b>	The Board is asked to note the report and endorse the re-appointment of Niamh McKenna as Independent Member of the ARGC.		
<b>Risk(s) identified (Link to Board Assurance Framework Risks)</b>			
BAF P11 Corporate Governance "There is a risk that the Board does not have full oversight of significant risk caused by ineffective systems or their application resulting in uninformed decision-making, a requirement for emergency management, sub-optimal outcomes and reputational damage" The frequent review of governance arrangements ensures continuous improvement and oversight reduces the likelihood of the Board not fulfilling its duties, or stepping outside of its powers, therefore strengthens governance.			
<b>Strategic Objective(s) this paper relates to:</b>			
<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			
<b>Appendices:</b>			

## 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:

- BLP-S – Health, Safety and Wellbeing Policy Statement of Intent (agenda item 4.1)
- BLP6 – Environment and Net Zero Policy Statement (agenda item 4.3)

The Framework Agreement between the Department of Health and Social Care (DHSC) and NHSBT has been approved by DHSC and HM Treasury and has now been published on the .gov.uk website. The NHSBT website links to this.

## 3. Board Committee Terms of Reference Reviews

At the Board meeting in July 2025 the Board agreed amendments to the Terms of Reference of each of its Sub-Committees, following reviews that had been carried out by the committees themselves. The further amendments to the Terms of Reference have been made and final versions of the Terms of Reference are in the Review Room for this meeting for information.

## 4. Board Appointments

Following the completion of pre-appointment and Fit and Proper Person checks, DHSC have confirmed that:

- Caroline Serfass has been re-appointed as a Non-Executive Director of NHSBT for 3 years from 1 May 2026, being the day following the expiry of her current term.
- Rachel Jones current term of office as a Non-Executive Director of NHSBT which expires on 30 April 2026, has been extended for a further 10 months from 1 May 2026.

Following completion of a three-year honorary term of office as Independent Member of the Audit, Risk and Governance Committee, Niamh McKenna has been re-appointed to this role for a further three-year term. The Board is asked to endorse this appointment.

## 5. Fit and Proper Person Regulations

Annual checks for all Board members were completed at the end of July 2025 and the Chair and Senior Independent Director (in relation to the Chair) have certified the conclusion of the annual process under the Fit and Proper Persons Testing Framework.

## 6. Board Knowledge Development

The Board Knowledge Development Plan can be found in the Review Room for this meeting, for information.

## 7. Stakeholder Engagement

Information in relation to engagements of the Chair and Chief Executive with stakeholders and DHSC since the last meeting is included in the Review Room for this meeting.