

NHSBT Board Effectiveness Review

3 February 2026

1. Background

Corporate governance best practice and Cabinet Office guidance sets out the principle that a Board effectiveness review should be conducted annually. Every third year this should be externally facilitated as was the case for the 2024 review undertaken by BDO LLP the findings of which were reported to the Board in January 2025. When not externally facilitated the review is co-ordinated by the Company Secretary as is the case for this review for 2025.

A thorough assessment of the Board and its committees' effectiveness should aim to carefully examine whether the composition, dynamics, operations, and structure of the board and its committees are suitable and effective for the organisation and its business environment, in both the short and the long term. Furthermore, feedback should be given to enhance the board's strengths and identify key areas for improvement.

2. Review Process

A self-assessment questionnaire was developed based on best practice and was circulated to all board members (both voting and non-voting) to complete. The questionnaire in part mirrors that used within the prior year's review to enable some comparison year on year.

The response rate was 94%, with participation from the Chair, all six non-executive directors (NEDs), the Associate non-executive director, the Chief Executive and eight of the nine executive directors.

The questionnaire examined the following areas in relation to the Board:

1. The Board's purpose
2. Risk management
3. Board culture and the Chair
4. Communication and stakeholder engagement
5. Board skills, capability, diversity and succession planning
6. Information, focus, debate and minutes

The questions were rated as follows:

- This works well
- Ok- could do better
- Not good enough
- I can't judge

The questionnaire included an opportunity for directors to provide explanatory information where they consider that improvements could be made. Most Board members took up the opportunity to do so.

The questionnaire also examines the effectiveness of the Board's four sub-committees that cover Audit, Risk and Governance, Clinical Governance, People and NHSBT's Charity. The findings are included within this report and will also be shared with each committee as part of their annual assurance review.

Questions related to committees were rated as:

- Agree
- Disagree
- Insufficient Evidence

The findings from the review are presented in this report, which is based on the analysis of the completed questionnaires.

3. Summary of Analysis

Appendix 1 provides the responses to the questions posed in the six aforementioned sections related to the Board including individual comments provided. Appendix 2 provides similar information related to each Board Sub-committee.

All comments have been anonymised and any comments that could potentially reveal the identity of a board member, or roles, have been slightly altered.

Comparison has been made to the scoring provided in the Board effectiveness review conducted by BDO LLP last year. It should be noted that during the last year the Chief Executive resigned and was replaced by an interim Chief Executive, and two executive directors have left the organisation without being replaced. An Associate non-executive director has also left the Board and has not been replaced. Despite these changes in Board composition, it is considered that comparison of the findings against those of last year gives an indication of progress made and further improvements possible.

Board Effectiveness

Board's Role in NHSBT

All respondents felt that the Board supported the Accounting Officer in meeting the requirements set out within Managing Public Money. All but one respondent felt that the Board embraces and acts in accordance with NHSBT's values and principles. Whilst the first point was not raised in the 2024 review, the second was, and this question saw an improvement in scoring from 77% believing it works well to 94% this year.

A more mixed view was provided when asked about the Board's drive for continuous improvement (2025: 53% believe this works well versus 47% feeling the Board could do better). Whilst this is an improvement on last year, at which point only 32% believed it was working well, it is a potential area for improvement. Comments acknowledged that the current Board has a focus on improving performance. It was suggested that further scrutiny and accountability of projects to ensure delivery on time would be a benefit and that there would also be a benefit in learning from other organisations and inquiries, and through reviewing lessons learnt.

There was a decrease in confidence in whether the Board have established a strategy that secures NHSBT's long-term future and is aligned with the DHSC's strategic aims. (2025: 53% works well versus 2024: 64% works well). There was comment that whilst there has been an understandable need to focus on performance improvement over the last year or so, now was the time to drive forward long-term strategic thinking. In view of the Government's 10 Year Plan for the NHS there is an opportunity to refresh NHSBT's strategy and to work towards a sustainable funding model. Greater clarity on how the strategy is to be delivered was felt to be needed by one respondent, although it was acknowledged that the business plans elaborate on this. A view was given that there should be greater consideration of external drivers for strategic change.

Risk Management

The views in relation to the Board's role in risk management have increased significantly over the last year. 76% of respondents felt that the Board understands NHSBT's risk appetite and embeds it into decision making (59% in 2024), and 82% of respondents believe that the Board ensures that effective risk management processes are in place (59% in 2024). This year an additional question was asked in relation to how well the Board discusses and challenges on risk and mitigating actions. 82% of respondents believed this works well.

Whilst views were positive and improvement over the past year was noted in comments, it was felt that major projects need strong mitigation plans. There is a continuing need to monitor completion of actions to reduce risk. It was felt that focus should be maintained at Board level on strategic, rather than operational risks. It was also suggested that there was an opportunity to test the application of risk appetite and how risk appetite across different areas comes together to ensure the Board makes effective decisions that balance ambition to innovate with protection of existing services.

Board Culture and The Chair

The majority of respondents (71%, similar to 2024's 73%) felt that the Chair ensures that the Board has the necessary information, time and space to explore key issues and reach decisions. There was an improving view of whether the Board is a well-functioning team, led by the Chair, where members work together and allow all voices to be heard and respected. This year's 53% compares to last year's 36%. The scoring for whether the Chair encourages respect and welcomes diverse, different and at times, conflicting views was similar across the two years (53% in 2025, 59% in 2024). In comments it was suggested that improvement might be made by ensuring that both NEDs and Executive Directors have the opportunity to challenge and debate in equal measure. Whilst NEDs have a role to constructively challenge the executive team and management, Executive Directors also have a role to do so, which will often be undertaken in Executive Team meetings, but is also relevant for Board meeting discussions. All Board members have a responsibility to share their views and to actively listen to the views of others and acting on this could improve the inclusivity of the Board.

59% of respondents felt there is a constructive relationship between the Board, its committees and members of the Executive Team and wider management, compared to 73% last year. There were comments of a clear boundary between NEDs and Executive Directors. There is clear acceptance that the Executive Team have a need to meet as a team on a regular basis, however there appear to be questions as to why NEDs meet separately at times. It would be beneficial to discuss this and to provide clarity as to the purpose of different meetings that take place. It was however acknowledged that teamwork has improved over the past year. Opportunities to embed the whole Board as one team moving could be considered.

Communication and Stakeholder Engagement

There was a clear view from 94% of respondents that arrangements work well for Board sub-committee reporting lines, transparency of Board activities and decisions, and the effectiveness of working relationships with key external stakeholders, DHSC and the devolved nations. It was noted that sub-committees were at differing levels of maturity.

71% of respondents felt that appropriate mechanisms were in place to gain feedback from staff, this view was similar to that of 2024 (73%). It was suggested that there could be more formal opportunities for the Board to engage with staff when visiting centres such as Town Hall events and that strengthening visible leadership for the whole Board would be beneficial.

18% of respondents were not able to judge whether there were effective communication channels in place with hospitals, trusts and other partners, although 35% believed this works well. This uncertainty is likely due to the fact that processes are largely executive led. Whilst more can be done it appears that improvement is being made as last year 32% of respondents couldn't judge this, and only 23% believed it worked well. It was suggested that NHSE/DHSC have a role to play in strengthening the voice on interoperability and integration strategies.

The survey saw an improved view in how the Board responds to feedback from stakeholders (59% viewed it works well, up from 45% in 2024). However, opportunities to improve further could be progressed.

Board communication in between meetings was generally found to be effective by 88% of respondents, however as previously mentioned there would be value in providing clarity for the full unitary Board as to the purpose and benefit of holding NED only meetings/events at times.

Board Skills, Capability, Diversity and Succession Planning

29% of respondents felt that adequate succession plans and development plans were in place for Board and Committee members, however 18% did not feel they could judge this. It is likely that those sitting on the People Committee are more informed about this work than other directors therefore enhanced reporting could improve understanding, equally a greater understanding of DHSC's role in NED succession planning would be beneficial.

Comments from respondents and the scoring in relation to whether the Board and its sub-committees have the right blend of skills, expertise, personalities and degree of diversity suggest that there is opportunity for improvement. (47% indicated current arrangements worked well versus 59% last year). Several respondents referred to the benefit of strengthening the diversity of the Board.

Information, Focus, Debate and Minutes

All respondents were happy that minutes adequately reflect the discussions of the Board. There was also a high level of respondents confirming their view that full inclusive debates with constructive challenge are held before decisions are made (82%), that the Board have had the opportunity to set expectations for the data they wish to receive (88%) and that papers are circulated in good time before meetings (94%). All of these questions received improved scores on the prior year. Despite these positive scores it was still commented that debates could be more inclusive. This can be achieved by all Board members sharing their views. It is also considered important that action follows such debates where a clear direction is identified.

In relation to the strategic level of focus of the Board, 53% of respondents felt that the Board maintained this. This was an improvement on last year's 36% score. Comments acknowledged that the Amber alert had driven the Board to be more operationally

focussed, however with an improved position the opportunity was there to refocus on long term strategy. The importance in maintaining this strategic focus was noted.

71% of respondents (64% in 2024) felt that the Board have sufficient access to relevant and timely information to inform its decision making, including high quality performance data and KPIs to assess outcomes and challenge underperformance. The balance between presenting to public or private meetings was commented to be better than previously. Improvements to the quality and size of Board papers is still to be a focus.

Board Sub-Committees

Audit, Risk and Governance

The Committee is generally seen as being effective in its role with scores ranging from 63% to 100% in agreement for the questions asked. The main areas of improvement highlighted relate to ensuring the right items for agendas with the right standard of papers to allow review and challenge. Also, ensuring appropriate membership for the committee is key with access to training and support where required. Comments related to the variability of papers and the length of the papers and agenda. Improving this would allow time for more in-depth discussions moving forwards and would be a benefit. The Committee will consider the findings of this review as part of their annual assurance review.

Clinical Governance

The Committee is seen to be evolving into its new format and whilst generally effective in its role improvements can be made. Scores ranged from 50% to 100% in agreement for the questions asked. The main areas of improvement highlighted related to ensuring the right items for agendas with the right standard of papers to allow review and challenge. It was felt that there was room for improvement in the level of detail and quality of papers and their presentation and in ensuring appropriate challenge and support in a respectful manner. The Committee will consider the findings of this review as part of their annual assurance review. Comments related to the Committee bedding into its new format and a need to align to clinical risks, incidents and learning. There was a desire for greater understanding of the timeframe and plan for the clinical governance review with a view to how this may impact the information and data that the Committee sees.

People

The Committee is seen as being effective in its role with all scores 100% in agreement for the questions asked. A comment was received related to enhancing paper quality and the benefit of operational leadership regularly attending the committee for appropriate agenda items. The Committee will consider the findings of this review as part of their annual assurance review.

NHSBT Charity

The Committee is generally seen as being effective in its role with scores ranging from 60% to 100% in agreement for the questions asked. The main areas of improvement highlighted related to ensuring the right membership and regular attendees for the Committee with access to training and support where required. Discussions are already underway regarding regular attendees. In addition, ensuring the right number of meetings are held to allow the Committee's role to be successfully undertaken, and improving the standard of papers were raised as opportunities for improvement. No supporting comments were submitted in the review. The Committee will consider the findings of this review as part of their annual assurance review.

4. Conclusion

The Board effectiveness review has raised a number of areas of improvement that could be addressed as follows:

Continuous Improvement

- Ensure further scrutiny and accountability of projects to ensure delivery on time.
- Seek opportunities to learn from other organisations and inquiries, and through reviewing lessons learnt.

Strategic Focus

- Refresh of NHSBT strategy in view of appointment of new Chief Executive and the Government's 10 Year Plan for the NHS, including consideration of how the strategy is to be delivered.
- Continued focus on achieving a sustainable funding model.
- Consideration of external drivers for strategic change.

Risk Management

- Strong mitigation plans be monitored for major projects.
- Continued focus on strategic, rather than operational risks.
- Further consideration of how risk appetite across different areas comes together to ensure the Board makes effective decisions that balance ambition to innovate with protection of existing services.

Board Culture and The Chair

- All Board members act on their responsibility to share their views and to actively listen to the views of others to improve the inclusivity of the Board.
- Discuss purpose of NED only meetings.
- Consider opportunities to embed the whole Board as one team.

Communication and Stakeholder Engagement

- Consider how to strengthen visible leadership of the Board as a whole.
- Consider opportunities for the Board to engage with staff formally.

Board Skills, Capability, Diversity and Succession Planning

- People Committee to report back to Board on their work related to succession planning and provide, together with the Chair, information on DHSC's role and activities related to NED succession planning.
- Consider opportunities to strengthen the diversity of the Board.

Information, Focus, Debate and Minutes

- Actions following debates be captured more clearly to enable monitoring.
- Improvements to the quality and size of Board papers to remain a focus.

5. Next Steps

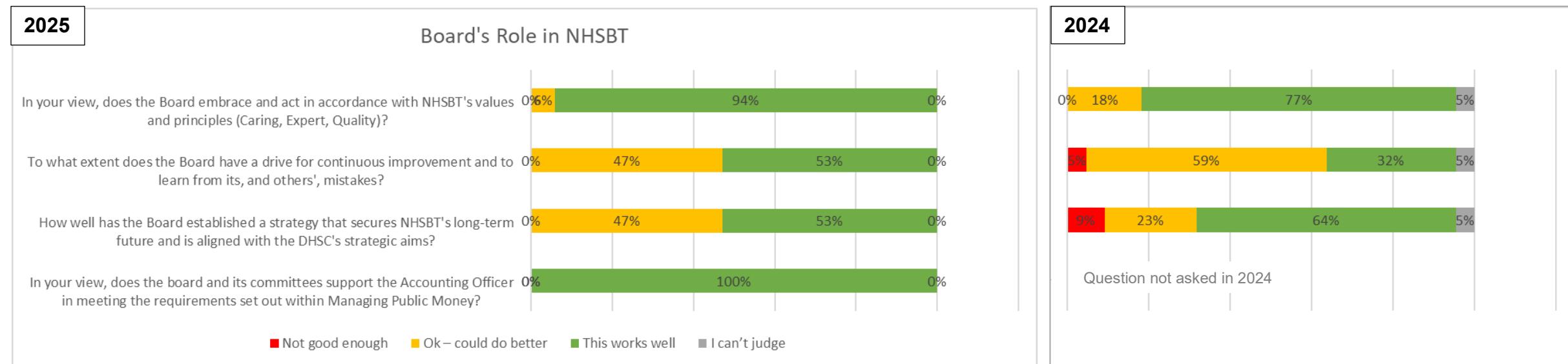
The Board is asked to review the outcomes of its self-effectiveness review, and collectively agree what actions they wish to prioritise over the next year and who will lead on such.

Appendix 1 – Summary of responses by section re Board effectiveness

Section 1: Board's Role in NHSBT

This section covered strategy, purpose and values, support for statutory responsibilities and continuous improvement.

The graphs below show a summary of the results for section one for the period to February - December 2025 (2025), and the prior year (2024) where the same question was asked that year.



The comments provided under section one are noted below:

Strategy

- I feel the strategy is ok at "What" we want to do but less good on the "How". For example, it suggests we are going to diversify our donor base, but not how we are going to diversify our donor base. This bit is left to the annual business plans.
- I think we would benefit with greater attention on future strategy from the Board and bringing the outside in view. We spend a lot of time overseeing operational delivery, which given the context has been understandable but I would like the Board to help drive our future strategic thinking harder.
- We need a strategy refresh given the new government and 10YP. This is happening though so will be corrected.
- We have made good progress in how NHSBT is positioned but there is more work to do to secure a sustainable funding model that meets the needs long term. I am encouraged by recent messages from the Chair on this, including the consideration for how we are branded.

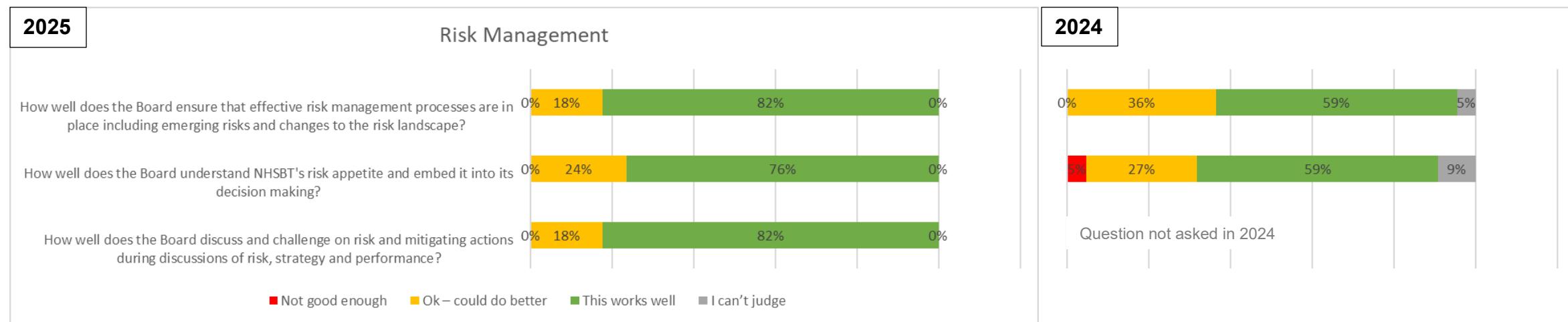
Continuous Improvement

- Whilst the board is now focused on improvement in performance there is often a view that things in need of change have been like this for some years and improvements not yet delivered.
- The challenging new projects require further scrutiny and accountability to ensure speedy and in time delivery.
- In relation to learning from others' mistakes - this worked well in relation to the IBI where it is directly related to our work, however we could do better in learning from other NHS / Public Sector inquiries and investigations.
- I think that the Board could do deeper dives into where things haven't worked as well as expected or desired and look at how we implemented lessons for the future. I also think we should look up and out more at what others are doing - there is mention of other services but could we do more?

Section 2: Risk Management

This section covered risk process, risk appetite and risk strategy.

The graphs below show a summary of the results for section two for the period to February - December 2025 (2025), and the prior year (2024) where the same question was asked that year.



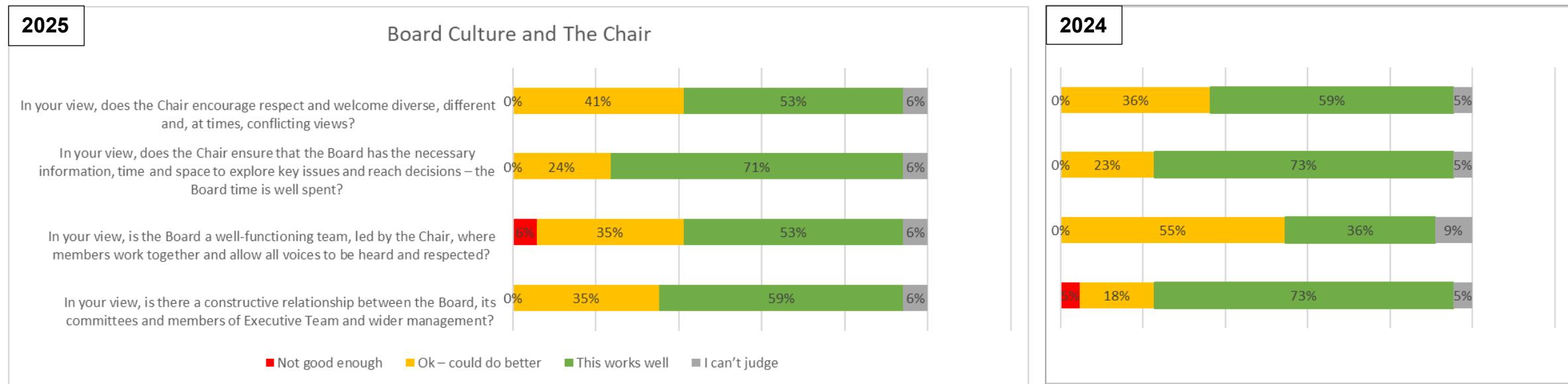
The comments made under section two are noted below:

- Risks per major change project need to have strong mitigation plans.
- The process has been greatly improved in the past 12 months and allows for robust discussions. We need to make sure that control points are in place and that actions take place to lower the risk level where appropriate.
- We have made a lot of improvements in risk management, but there is further opportunity to really test the application of risk appetite and how the risk appetite across different areas comes together in how we make effective decisions that balance ambition to innovate, with protection of existing services.
- Sometime the Board focuses too much on the operational/ tactical elements rather than the strategic risks and therefore the conversation isn't as useful as intended.

Section 3: Board Culture and the Chair

This section reviewed the Board's culture and the relationship between Board members. It also considers the role of the Chair in the effectiveness of the Board.

The graphs below show a summary of the results for section three for the period to February - December 2025 (2025), and the prior year (2024) where the same question was asked that year.



The comments provided under section three are noted below:

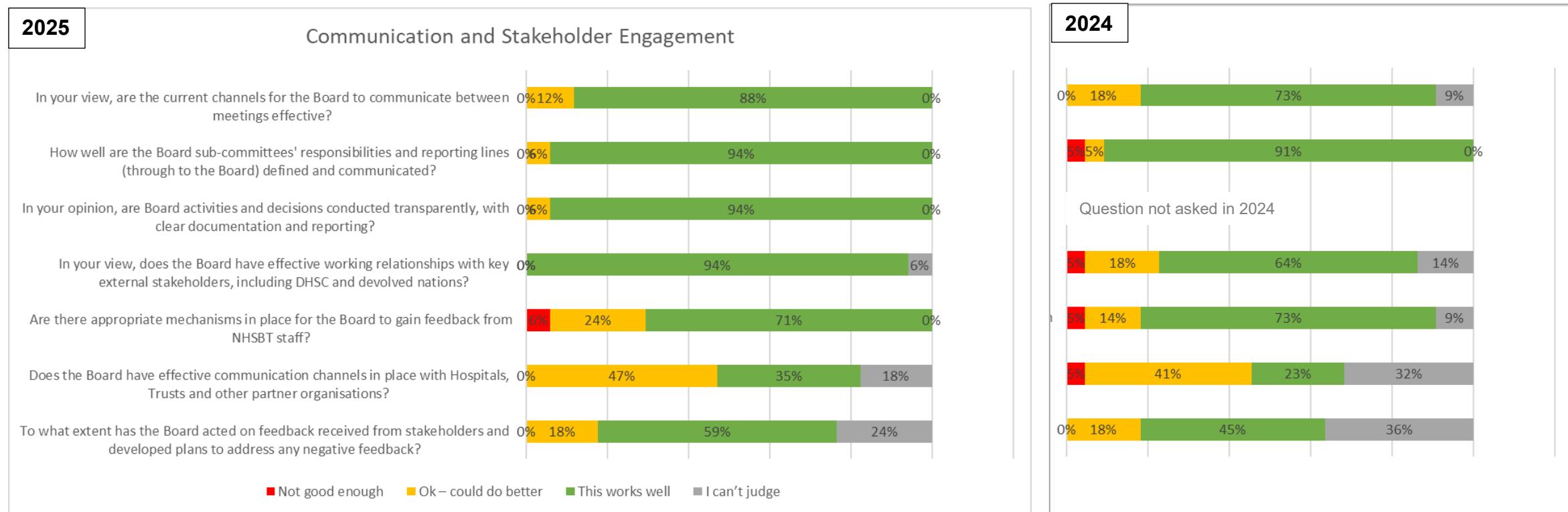
- There is a clear boundary between the non-executives and the executives. Part of the role of the Board is to hold the executives to account for delivery, but too often the executives position is to explain performance and/or provide expert explanation, and not enough discussion and debating as equals. The main reason for this is that the Board is much too big, but also the Chair treats non-execs differently to the execs.
- At times the views of the executive members of the board are not sought sufficiently and often when referring to the board some members are referring only to the non-executive members.
- Generally good engagement and challenge.
- Whilst we have come a long way we still need to maximize opportunities to be one team, rather than Non-executive and Executive.
- Team work has greatly improved in the past 12 months. There are still areas where improvement is necessary but that has to also come with performance discussions and perhaps some further changes of membership.
- I think we need to ensure the Board doesn't slip into executive leadership space.

- The Chair invites views from all but not all views appeared to be equally listened too. Also having meetings/message groups with NEDs only and not including ET members makes the Board feel two-tier, I think we could be more effective with a truly Unitary Board. There is also a risk that NEDs hear a filtered view that might be different if Executive Board members were in these meetings.
- The good relationship with board members is continuing to improve. Further consideration could be given to if Board members are all given equal time to be heard. The recent improvements to making sure we review more items in the public board has been positive, and the strategy sessions add real value to discussions. More time for strategic discussion would make this even better.
- In the main, relationships are constructive. At times, the volume of information and board papers mean that not enough attention is paid to specific areas of challenge. It is very difficult to strike the right balance.

Section 4: Communication and Stakeholder Engagement

This section reviewed communication, transparency and stakeholder engagement.

The graphs below show a summary of the results for section four for the period to February - December 2025 (2025), and the prior year (2024) where the same question was asked that year.



The comments provided under section four are noted below:

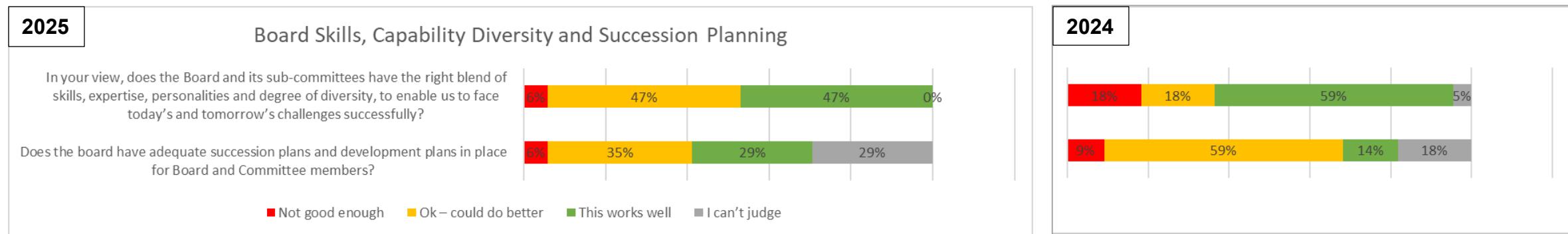
- This process is largely via execs in their individuals, or a small number of Non-Exec relationships with NHS (e.g. the Chair) but there isn't a great deal of this systematically informing the Board. Having said that, I'm not sure it's a priority to increase.
- More to do on effective engagement with Trusts.
- External engagement could be enhanced by wider exec and non-exec involvement
- Some sub-committees' are still finding their feet in relation to their responsibilities on behalf of the full board.

- I feel there may be more opportunities to engage with staff when visiting centres. It's good that we meet staff over lunch and dinner, but should we have more formal opportunities i.e. Town Hall events?
- Donor experience needs to be improved with a sense of urgency.
- I would like to see the Board and Neds undertake more engagement with staff and strengthen visible leadership.
- Transparency is now improving with more discussions in public board. Board NED only meetings/dinners - discussions not communicated to ET board members. Good comms with stakeholder organisations and Hospitals is largely via ET and is good. I don't know how much NEDs do this (but I think have always done when asked). Chair has effective relationship with DHSC and meets many stakeholders.
- Further work is required with NHSE to have a stronger voice on interoperability requirements and long-term integration strategy.
- I'm not convinced that many staff would know who the Non-execs are or what they do. They barely know the Execs, so more needs to be done, like a 'back to the floor' type approach. Link=ages with hospitals and trusts could be much better too, as awareness and engagement is limited.

Section 5: Board Skills, Capability, Diversity and Succession Planning

This section reviewed board skills, expertise and diversity. It also gains views on succession planning and knowledge development.

The graphs below show a summary of the results for section five for the period to February - December 2025 (2025), and the prior year (2024) where the same question was asked that year.



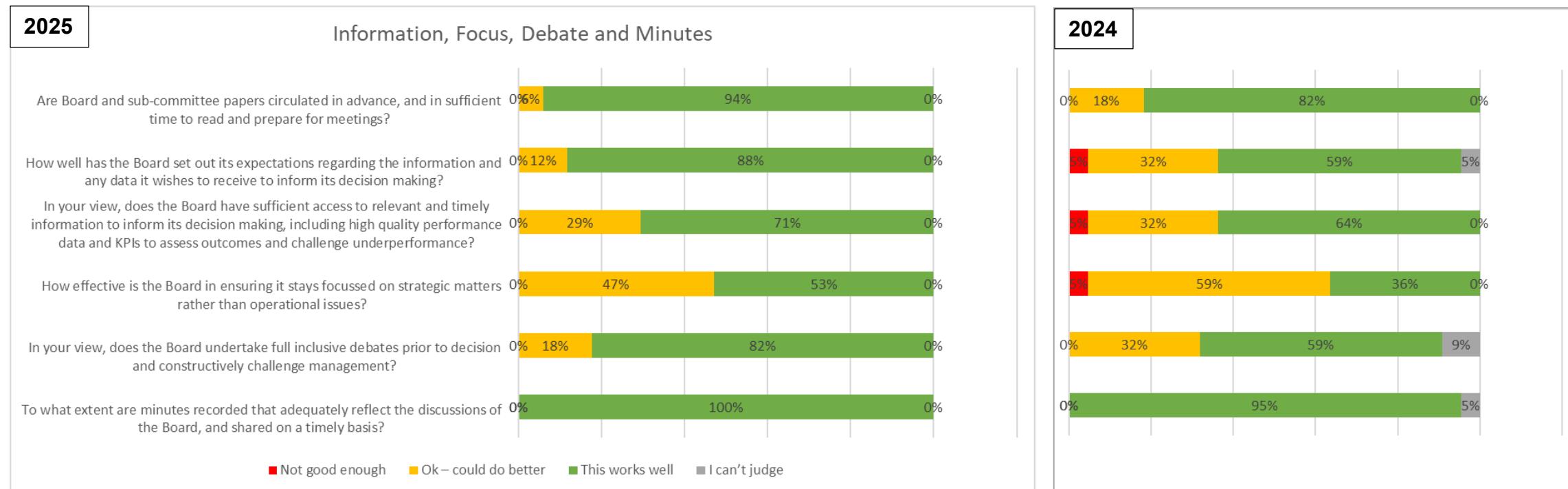
The comments provided under section five are noted below:

- Perhaps need greater diversity - effective challenge and unclear as to talent to succeed.
- We should develop clear succession plans for non-executive members?
- The Charity committee could benefit more directly from Clinical experience, especially in the Phase in which we are entering for fund raising.
- I think we would benefit from wider diversity across Exec and NEDS and we are at the beginning of strengthening succession pipeline but more work to do.
- We are not a very diverse Board or ET - this should be better in my view, however I know recruitment processes are in place to address this.
- Sales & Marketing capability.
- This is something being discussed at People Committee, but it is early days and more to do on succession planning more broadly.
- In terms of succession plans these aren't transparent at Board level if they are formalised.
- Not sure there is enough diversity of thought to clearly understand and tackle the issues facing the org.
- Diversity is an area that needs to be addressed. As is the clinical capability that is essential for us to focus on our core business.

Section 6: Information, Focus, Debate and Minutes

This section reviewed board papers, information and reports. It considers if strategic focus is maintained, the level of debate and challenge and the adequacy of minutes.

The graphs below show a summary of the results for section six for the period to February - December 2025 (2025), and the prior year (2024) where the same question was asked that year.



The comments provided under section six are noted below:

- There is good constructive challenge to the Executives but debates aren't as inclusive as they could be for the reason set out above.
- During discussions, questions and challenge happens however how this is acted upon or heard could be improved.
- The blood stock issues and Amber Alert have driven the board to be more operational than it should be, however now that we have healthy stocks, we should start to focus on the longer-term strategic opportunities and priorities.
- Board meetings are becoming increasingly strategic which is excellent progress. There also needs to be greater emphasis on R and D, particularly the D!
- We have greatly improved the balance between Public and Private board, and we understand better what should be raised only at Private board

- There is sometimes a tendency to forget operational decisions are for Executives.
- The papers are too long for the Board to fully read and understand to support decision making. Maybe there is too much on the agendas to focus on, which could be borne out of over-governance.
- There has been a tangible and dramatic improvement in the structure, quality of content and timeliness of papers. This makes our job on the Board so much easier, and I must compliment these changes.

General Comments

The following general comments were received from respondents:

- The Board is necessarily large and with Observers very large. However this works reasonably well. Nevertheless we should explore whether other, more focused, groupings would enhance board effectiveness.
- Rotational venues for board meeting are a good idea however members of the board could incorporate more visits to see staff and services around these meetings.
- Executive in the key strategic areas summarises what they take away and what actions will take place for clearer board accountability.

Appendix 2 – Summary of responses re Board Sub-Committee effectiveness

Audit, Risk and Governance

The graphs below show a summary of the results for section six for the period to February - December 2025.

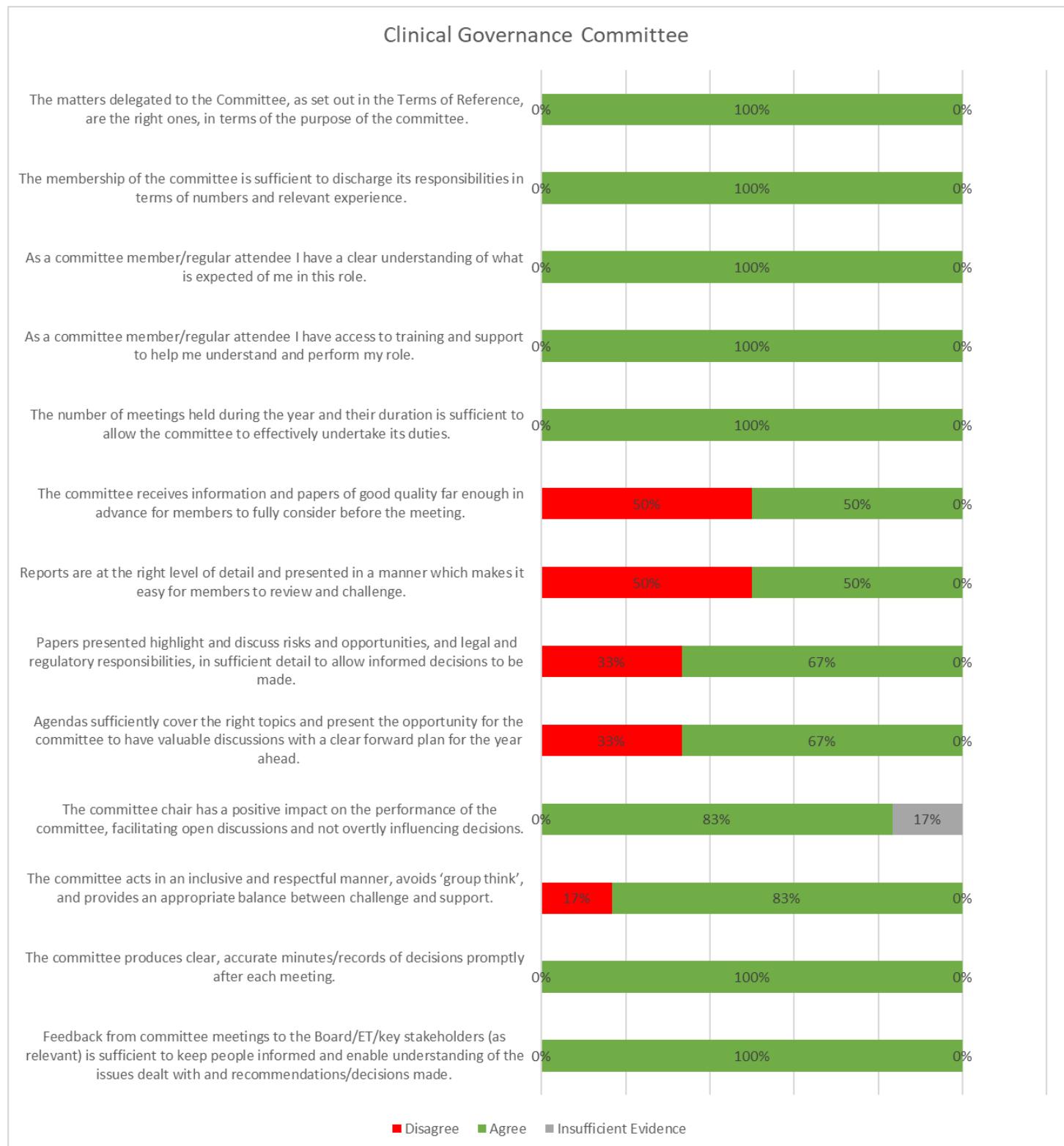


The comments provided in relation to the Committee are:

- Generally agree although some variability in papers.
- Papers are still too long and agendas are so packed that sometimes we miss opportunities to have more in depth discussions. The challenge from the Chair to be simple, succinct and move at pace is very welcomed.

Clinical Governance

The graphs below show a summary of the results for section six for the period to February - December 2025.



The comments provided in relation to the Committee are:

- 43-46 - The committee is still bedding into its new format and topics and papers could be more aligned to clinical risks, incidents and learning.
- We really need to understand the timeframe for the review of the sub-committees and we need to review the information/data that the committee sees. A lot of work has been done on the papers - this is definitely improving but some still of variable quality (usually long).

People

The graphs below show a summary of the results for section six for the period to February - December 2025.



The comment provided in relation to the Committee is:

- My only reflection would be I am sure we can enhance paper quality which i will work on and also do we need more operational leadership on this committee?

NHSBT Charity

The graphs below show a summary of the results for section six for the period to February - December 2025.



No comments were provided in relation to the Committee.