Blood and Transplant

Board Meeting in Public
Tuesday, 29 September 2026

Title of Paper	Research and Innovation Board Sub-Committee Terms of Reference	**Agenda No.**	5.1.1
Nature of Paper	☒ Official	☐ Official Sensitive	
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Non-Executive Director Sponsor	N/A		
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Presented for	☒ Approval ☐ Assurance	☐ Information ☐ Update	
Is there a plan to communicate this to the organisation?		☐ Yes ☐ No ☒ Yet to be determined	

Executive Summary

NHSBT is establishing a Research and Innovation (R&I) Board Sub-Committee to strengthen strategic oversight, governance and assurance of its research and innovation portfolio.

The Committee will provide Board-level scrutiny of R&D and innovation priorities, investment, performance, risk and impact, ensuring activity is aligned with NHSBT's strategy, patient and donor needs, and national priorities. It will also strengthen oversight of major research partnerships, funding and infrastructure investments, while supporting the translation of scientific evidence into clinical and operational benefit.

The proposed Terms of Reference define the Committee's purpose, authority, membership and responsibilities and are presented for approval.

Previously Considered by

The terms of reference were previously considered by the Clinical Services Senior Management Team and the Executive Team.

Recommendation

The Board are asked to approve the establishment of, and terms of reference for, a new Research and Innovation Board Sub-Committee.

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

P09 – Regulatory Governance; P11 – Corporate Governance.

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:	-

Board Research and Innovation Committee

Terms of Reference

1. Purpose

The Research and Innovation Committee is established by the Board of NHSBT as a joint non-executive/executive committee of the Board with powers and responsibilities delegated to it within the NHSBT Standing Orders, Scheme of Delegation and these Terms of Reference.

The Committee will set direction, provide strategic oversight and review NHSBT research, including scrutiny of research effectiveness, identify and support key partnerships, future developments and high-level priorities, in areas of research and development (R&D) relevant to NHSBT.

The Committee will receive assurance on progress, quality, relevance, and translation of NHSBT research activity. The Committee will scrutinise horizon-scanning and advise NHSBT on key future developments and priorities, informing business and corporate strategies.

The purpose of the Committee shall be delivered through the performance of the duties set out in section 5.

Context

Principal Investigators and Research Teams of NHSBT work in partnership with academic and other public institutions to deliver globally competitive research which is relevant to patients, donors and the public at large. The research activities are supported by funds provided by NHSBT, and for a large portion, by external grants from research fund providers (e.g. BHF, MRC, NIHR, Wellcome Trust, UKRI).

The Committee is underpinned by independently chaired Research and Development Steering Groups in Cell, Apheresis and Gene Therapies (CAGT); Organ and Tissue Donation and Transplantation (OTDT); and a combined Pathology and Transfusion group (reflecting areas of overlap), these feed into the Scientific Advisory Committee.

High-level research priorities will be developed through a Science Strategy, with active patient and donor involvement, and scrutinised by the Committee.

The main NHSBT Research and Development funding envelope will span a 3 to 5-year challenge-led approach cycle, linked to any relevant external funding cycles (as appropriate). The Committee will be asked to advise on major funding decisions.

2. Composition

2.1. Membership

The Non-Executive Committee members will be appointed by the Board and in normal circumstances will have clinical and/or research leadership experience. The Executive membership will be reviewed in conjunction with the terms of reference or at any time at the discretion of the Committee Chair and/or Chief Executive Officer.

International or national scientific/clinical experts (in fields relevant to NHSBT) will provide independent external scrutiny and guidance to the committee.

The Committee shall consist of not less than four voting members. The number of Executive Director appointments as voting members shall not exceed the number of Non-Executive voting member appointments, to ensure sufficient independence.

Non-Executive Voting Members

NHSBT Non-executive Director (chair), at least one other NHSBT Non-Executive Director and Independent international or national expert voting members: a maximum of three (3) with likely one each with expertise in in Blood and Pathology, Cellular therapies and Organ/tissue donation and transplantation.

Executive Voting Members
Chief Executive Officer
Chief Medical Officer
Chief Financial Officer

Non-Voting Members
Chief Scientific Officer

The Board may appoint independent members of the Committee to fill any identified skills and experience or diversity gaps.

Executive Board members may arrange for a deputy to attend in their place if unavailable for a meeting, however the deputy shall not have voting rights, and must hold sufficient knowledge to contribute to the meeting effectively. When appointing deputies care should be taken to ensure that meetings remain quorate.

2.2. Committee Chair

The Committee will be chaired by one of the Non-Executive Director members. In the absence of the nominated Chair an alternate Non-Executive Director will chair the meeting.

2.3. Lead Executive

The Lead Executive for the Committee is the Chief Medical Officer. The Chief Scientific Officer will support the Chief Medical Officer to enable effective functioning of the committee.

2.4. Attendees

Only members of the Committee have a to right to attend, however, subject to the approval of the Committee Chair, the meetings shall be open to attendance by any Board member.

Representatives of relevant directorates may be invited by the Committee Chair to present or attend to contribute at Committee meetings, either on a regular basis, or at specific times depending upon the subject matter of meetings. These include:

- Patient and/or donor and/or lay representatives (maximum of 2)
- Department of Health and Social Care nominee (maximum of 1)

Parties external to NHSBT may also be invited by the Committee Chair to attend all, or part of a meeting, eg professional advisors/service providers, partners, regulators, etc. External experts may be national or international, provided they are able to give independent advice.

Further external experts may be invited to join the committee as additional areas of expertise are required or to provide additional support.

The Committee Chair may ask any person in attendance who is not a member of the Committee to withdraw from a meeting to facilitate open and frank discussion of a particular matter.

2.5. Secretary

The Corporate Governance Team overseen by the Company Secretary will provide administrative secretariat. Duties of the secretariat will include:

- Agreement of agenda with the Chair and Lead Executive.
- Collation and distribution of papers for meetings.
- Drafting of minutes for agreement by the Chair and Lead Executive.
- Advising the Committee on pertinent areas and briefing the Chair as appropriate.

3. Meeting Arrangements

3.1. Format

Meetings may be held in person, by telephone, video conferencing or in hybrid format.

3.2. Frequency

The Committee shall meet as frequently as it may determine to be necessary to complete its key tasks, with a minimum of two meetings a year.

Outside of the formal meeting programme, the Committee Chair will maintain a dialogue with key individuals and third parties, including the Board Chair, the Chief Executive, Executive Directors for relevant directorates and the Company Secretary.

3.3. Quorum and Decision Making

The quorum for meetings shall be five (5) members, including one (1) non-executive director member, one (1) executive director members and two (2) national/international experts. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

The Committee will aim to make decisions by consensus wherever possible which in turn are indicated to NHSBT's Board as recommendations for enactment. Members are encouraged to contribute their expertise and perspectives openly to ensure that recommendations are well-informed and balanced. If a consensus cannot be reached, decisions may be put to a vote.

Decisions by way of a vote shall be determined by a majority of the votes of the members present and voting on the question. In the case of the number of votes for and against being equal, the Chair of the meeting shall have a second or casting vote.

If all members agree, urgent matters arising between formal meetings can be dealt with by e-mail, telephone or videoconference, with the outcomes of such exchanges formally recorded in the minutes of the next full meeting.

3.4. Notice of Meetings

Meetings of the Committee shall be called by the secretary of the committee at the request of the Committee Chair. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda and supporting papers shall in normal circumstances be circulated to each member of the Committee and any other person required to attend, no later than fourteen (14) days before the date of the meeting.

3.5. Minutes

The Secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of members present and those in attendance.

Draft minutes will, in normal circumstances, be sent to the Executive Lead for the Committee within five working days of the meeting. The Executive Lead will review the draft within five (5) working days, and a final draft will be sent to the Committee Chair within ten working days of the meeting. With the approval of the Committee Chair minutes will be circulated to all members and attendees soon after each meeting. The draft minutes will also be submitted for formal agreement at the next meeting.

The Committee will ensure the minutes are made available to the next private NHSBT Board meeting. In exceptional circumstances, where meeting content is highly confidential and/or sensitive and not appropriate for full minutes, the Chair and Lead Executive shall decide how to record and report this to the Board.

4. Declarations of Interest

All members and attendees of the Committee must declare any relevant actual, or potential, conflicts of interest at the commencement of any meeting. This includes financial interests, non-financial professional interests, non-financial personal interests and indirect interests. (See Conflicts of Interest Policy for guidance. The Company Secretary (companysecretary@nhsbt.nhs.uk) can provide advice and guidance on reporting declarations of interests.)

Members and attendees will be invited to declare any interests they might have in any issue arising at the meeting which might conflict with the business of the Committee.

The Chair of the Committee will determine if there is a conflict of interest such that the member and/or attendee will be required not to participate in a discussion. No member shall participate in decision making in relation to any matter for which they have an interest.

5. Delegated Authority, Duties and Responsibilities

5.1. Delegated Authority

The Committee has the following specific delegated authority from the Board:

- Future Research and Development
- Current Research and Development
- Oversight and Validation

5.2. Duties and Responsibilities

The Committee shall perform the following duties in order to achieve its purpose:

5.2.1. Future R&D and Innovation

- To provide assurance through horizon scanning and scrutiny of NHSBT's approach to future key developments relevant to strategic and corporate plans.
- To validate the robustness of proposed research priorities and the methodology followed to present such proposals, and ensure that applications for large, multi-year NHSBT funding are aligned with organisational strategy and value.
- To scrutinise and advise on the priority themes for large partnership grants.

5.2.2. Current R&D and Innovation

- To review and scrutinise NHSBT's research for quality, relevance (strategic and operational), value for money, performance, and translation into practice for donor and patients.
- To provide assurance through consideration of:
  - Reports on the portfolio of awards such as projects and grants (internal and external) held by NHSBT's Principal Investigators and Research Teams.
  - The evaluation of portfolio of projects funded through NHSBT's Grant Awards such as, but not limited to, Research Grants, Principal Investigators, and Research Fellowship Awards.

5.2.3. Oversight and Validation

- Take assurance of the five-year assurance review of NHSBT's funded R&D.
- Take assurance via annual reporting that appropriate arrangements are in place for staff development, research governance, and partnerships with academic and commercial collaborators.

- To scrutinise NHSBT's processes for protecting and exploiting intellectual property, reagents and materials.
- To advise on the assurance and quality of NHSBT's Research Governance and the quality of infrastructure supporting the R&D programme, including reports on NHSBT's Clinical Trial Units and the Systematic Review Initiative activity and quality assurance.
- To scrutinise progress and provide assurance on the strategic oversight of large grants and strategic research infrastructure.
- To identify and validate opportunities for cross-collaboration that strengthen NHSBT's research base.
- To provide expert, independent scrutiny and assurance on any Research and Development matters referred by the Board.

5.2.4. The Committee will consider any other relevant matters where requested to do so by the Board.

6. Risk and Assurance

The Committee will provide independent scrutiny and assurance on risks relating to NHSBT's research and development portfolio. Its role is not to manage risks operationally, but to ensure that:

- Key scientific, ethical, financial and reputational risks are identified, monitored, and reported appropriately and in timely manner.
- Robust governance and controls arrangements are in place to mitigate those risks.
- The balance of risk and opportunity in NHSBT's scientific strategy is transparent and aligned with the organisation's overall objectives.
- Risk management processes are applied consistently across all major research initiatives such as NHSBT-funded projects and externally partnered programmes.
- Significant emerging risks, for example, arising from new technologies, partnerships or regulatory changes, are highlighted to the Executive Team with recommendations.
- Assurance is sought through periodic deep-dives and independent validation of critical areas of risk.

The Committee will escalate any concerns where it judges that risks are not adequately managed, or where additional assurance is required, via the Chair to NHSBT's Executive Team and Board.

The Committee will also approve, or recommend to the Board for approval, Board Level Policies and will receive assurance reports in relation to compliance with regulatory and statutory duties related to matters delegated to it.

The Committee will receive internal audit/independent assurance reports in relation to areas under its remit, and will monitor progress in completing management actions related thereto.

7. Reporting Responsibilities

7.1. Reporting Structure

The Research and Innovation Committee is a Committee of the NHSBT Board, and therefore obtains its authority from the NHSBT Board and reports on its activities to the NHSBT Board and will escalate any major concerns in a timely manner.

The Committee will also report its recommendations for implementation to the NHSBT Board for ratification and enactment.

7.2. Post Meeting Reporting

The Chair of the Research and Innovation Committee will formally report to the Board, in private session, and a report will also be made to the Executive Team on its proceedings after each meeting. The Chair of the Committee will draw to the attention of the Board/Executive Team any issues that require disclosure or that require Executive action. The Committee shall make whatever recommendations to the Board and Executive Team it deems appropriate on any area within its remit where action or improvement is needed.

The Chair of the Committee will also provide a report on its activities, after each meeting, for the Board to publish within its papers for its next public meeting.

Following Executive Lead and Chair approval of the meeting minutes, The Secretary will circulate the actions to all members and will liaise with the Research Governance Officer Administrator who will follow up with members between meetings to track progress and gather updates.

7.3. Annual Reporting

In line with the annual reporting year, the Committee Chair will provide an Annual Report to the Board on how it has discharged its responsibilities, including:

- The Committee membership, the frequency of meetings and levels of attendance of members,
- Business conducted by the Committee during the year of the report,
- Assurance on progress, quality, relevance, and translation of NHSBT research
- Risks monitored by the Committee,
- Internal Audit/Independent review activity in the year related to remit of the Committee,
- Gaps in assurance identified, if any,
- Confirmation of review of Terms of Reference and any recommendations,
- Confirmation of review of effectiveness and summary of findings/actions agreed,
- A statement of whether the Committee is satisfied that it has discharged its responsibilities.

The Committee shall also compile a report on its activities to be included in NHSBT's Annual Report to describe the work of the Committee.

8. Authority

The Committee has the authority to request and review reports and assurances from management, relevant research leads, institutions and external collaborators in relation to scientific integrity, methodology and the strategic direction of research activities in order to undertake its duties and achieve its overall purpose.

The Committee is authorised by the Board to:

- obtain, at NHSBT's expense, reasonable external legal or other independent professional advice on any matter within its terms of reference (subject to budgets agreed by the Board), and liaising through the Company Secretary, in relation to whether such advice can be provided internally, or the best procurement of such advice.
- seek any information it requires, and/or to secure the attendance of others with the relevant experience and expertise if it considers this necessary in order to perform its duties.

9. Terms of Reference and Effectiveness Reviews

9.1. External and Internal Audit Access to Committee

Appropriate external and internal auditors, as agreed by the Board, shall have the right of direct access to the Committee for the purposes of auditing its work and effectiveness.

9.2. Terms of Reference

The Committee will review its Terms of Reference on an annual basis, or when it deems necessary, and make such recommendations to the Board as are required to take into account changes to laws or regulations together with organisational changes be they strategic, structural, technological or operational.

9.3. Committee Effectiveness

The Committee will, on an annual basis, review its work programme, performance and evaluate any support or development needs, and review its effectiveness, to include a gap analysis of its work during the year compared to the duties set out within the Terms of Reference, and consideration of the following:

- Membership, independence and objectivity
- Skills and experience
- Roles and responsibilities
- Communication and reporting
- Continual improvement.

and recommend any changes to the Board. The results of the effectiveness review and delegations review will be reported to the Board.

10. Other Matters

10.1. Confidentiality

Members of the Committee shall treat as confidential all information received, discussed or generated in connection with the work of the Committee, unless such information is already in the public domain or disclosure is required by law.

No member shall disclose or use such information for personal gain or for the advantage of any third party.

Committee papers, minutes, and discussions must not be shared outside the Committee or with individuals who are not authorised to receive them, except with the explicit consent of the Chair or the sponsoring Executive body.

All members are required to respect the sensitivity of scientific, clinical, commercial, and personal data considered by the Committee and to exercise discretion in the handling and retention of Committee materials. This obligation continues after a member's term of office has ended.

10.2. Data Protection, GDPR Compliance and Information Governance

The Committee shall conduct all its activities in compliance with the UK General Data Protection Regulation (UK GDPR) and the Data Protection Act 2018, which together form the core framework for the lawful collection, processing, storage, and sharing of personal data in the United Kingdom.

In addition, the Committee acknowledges and will adhere to the provisions of the Data (Use and Access) Act 2025, which introduces updated requirements to facilitate secure data use, digital verification and enhanced access to data in support of innovation, research and public service delivery.

These obligations apply equally to all members of the Committee, regardless of their country of residence. International members agree to observe the UK data protection standards when handling any personal, clinical, or research data accessed through their role on the Committee, even where such requirements exceed those in their home jurisdiction.

Committee members are required to:

- treat all personal and sensitive data as strictly confidential and use it only for the purposed of fulfilling Committee duties.
- Ensure that any data processing, retention, or transfer complies with the UK GDPR, the Data Protection Act 2018, and where relevant the Data (Use and Access) Act 2025.
- Follow the organisation's information governance and records management policy.
- Refrain from disclosing data or transferring data to unauthorised parties, including international recipients, unless a lawful basis and appropriate safeguards are in place.

Compliance with these requirements is a condition of membership/attendance. Any breach may result in removal from the Committee and may be reported to the Information Commissioner's Office (ICO) or other relevant bodies.

10.3. Resources

The Committee will have access to sufficient resources to carry out its duties, including access to the Company Secretary, the Corporate Governance Team and the Research Governance Office team, for assistance as required.

10.4. Training and Development

Members of the Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

Training needs shall be identified through the annual skills and capability assessment, the Director appraisal process and through discussion with the Committee Chair.

Version Control and RACI view

Version	Approved by and basis of changes	Approved Date	Effective Date	Date of Next Review
1.0	Original version on formation			Within one year

(R) Responsible	Chief Medical Officer / Company Secretary
(A) Accountable	Chair of Research and Innovation Committee and Chief Medical Officer
(C) Consultees	Chief Scientific Officer
(I) Informed	Directors, Committee Members/Attendees, Research and Development Governance Teams/Groups - Terms of Reference available on website