**NHS Business Services Authority**

**Summary of confirmed Minutes of the NHSBSA Board Meeting**

**held at 10.00am on 29 September 2022 at Stella House, Newburn Riverside, Newcastle upon Tyne and via video conference**

**Present:**

Sue Douthwaite Chair

Michael Brodie Chief Executive

Debra Bailey Non-Executive Director

Karen Seth Non-Executive Director

Mel Tomlin Non-Executive Director

Brendan Brown Chief Operating Officer (Item 22/121 onwards)

Darren Curry Chief Digital, Data & Technology Officer (Item 22/121 onwards)

Mark Dibble Executive Director of People and Corporate Services (Item 22/121 onwards)

Andy McKinlay Executive Director of Finance and Commercial Services (Item 22/121 onwards)

Allison Newell Executive Director of Strategy, Performance, Business Development and Growth (via video conference) (Item 22/121 onwards)

**In Attendance:**

David Grooby Department of Health and Social Care (DHSC) (Item 22/121 onwards)

Nigel Zaman Department of Health and Social Care (DHSC) (Item 22/121 onwards)

David Jukes Head of Governance and Corporate Secretary (Secretary to the Board)

Caitlin Affleck-Brodie Strategy, Market Research & Business Intelligence Lead (Item 22/127 only)

Michael Costello Head of Strategic Finance (Items 22/133 to 22/135 only)

Emma Givens Business Innovation & Customer Experience Lead (Item 22/127 only)

Hassan Kajee DDaT Programme Senior Responsible Officer (Shadow Board Representative) (Item 22/121 onwards)

Melanie Maughan Wellbeing Manager (Training Session and Item 22/130 only)

Jane Miller Head of Wellbeing and Inclusion (Training Session and Item 22/130 only)

Peter Morland NAO (via video conference) (Item 22/135 only)

Ada Okoli Programme Manager (Workforce Services Directorate) (Shadow Board Representative) (Item 22/121 onwards)

Nick O’Reilly Chief Portfolio and Prioritisation Officer (Item 22/129 only)

**22/120 Board Structure Recommendations and Appointments Nominations**

The Chief Executive and Non-Executive Directors **RATIFIED** the **APPROVAL** of the addition of two roles as Officer members of the NHSBSA Board - Chief Operating Officer and Chief Digital, Data and Technology Officer, and **RATIFIED** the **APPOINTMENT** of Brendan Brown (Chief Operating Officer) and Darren Curry (Chief Data, Digital and Technology Officer) as Officer members of the NHSBSA Board from 1 September 2022.

**(Brendan Brown, Darren Curry, Mark Dibble, David Grooby, Andy McKinlay, Allison Newell and Nigel Zaman joined the meeting)**

**22/121 Apologies for Absence and Declarations of Interest (Register of Interests – Formal Review)**

Apologies were received from Mark Ellerby and Kathy Gillatt. There were no declarations of interest declared in relation to Board meeting agenda.

**22/122 Minutes of the Meeting held on 7 July 2022**

The minutes of the previous meetings were **AGREED** as an accurate record.

**22/123 Matters Arising and Outstanding Actions from Previous Meetings**

The Board discussed outstanding actions. All actions were complete or not yet due.

The Board **NOTED** completed actions.

**22/124 Chair's Opening Remarks**

S Douthwaite welcomed B Brown and D Curry to the meeting and congratulated them on their appointment as NHSBSA Board members. S Douthwaite welcomed D Grooby (DHSC) to the meeting. S Douthwaite welcomed H Kajee and A Okoli to the meeting as Shadow Board Representatives.

The Board **NOTED** the update.

**22/125 Chief Executive’s Report**

M Brodie presented the Chief Executive’s Report, highlighting the key points, including:

* M Brodie paid tribute to Her Majesty Queen Elizabeth II. Following the sad news of the passing of Her Majesty, the business had implemented the requirements of the guidance for public sector organisations.
* M Brodie provided an overview of the recent changes within Parliament including the appointment of a new Prime Minster, the appointment of the Rt Hon Thérèse Coffey on 6 September 2022 as SoS for Health and Social Care, and Deputy Prime Minister, and changes to her ministerial team.

The Board **NOTED** the report.

**22/126 Public Bodies Review Programme Update**

M Brodie provided an update. The Board recognised the extra work required from colleagues across the business in relation to the review and wished to thank them for their input.

The Board **NOTED** the update.

**(Caitlin Affleck-Brodie and Emma Givens joined the meeting)**

**22/127 NHSBSA Supporting Levelling Up**

A Newell introduced the item. C Affleck-Brodie and E Givens took the Board through the Levelling Up presentation highlighting how the NHSBSA was supporting the Government’s levelling up agenda.

The Board **NOTED** the report.

**(Caitlin Affleck-Brodie and Emma Givens left the meeting)**

**22/128 Health and Social Care System Update**

A Newell presented the Health and Social Care System Update paper, providing the Board with a summary of recent activity across the health and care system.

The Board **NOTED** the update.

**(Nick O’Reilly joined the meeting)**

**22/129 Change Portfolio Update**

N O’Reilly presented the report, providing an update on progress with the change portfolio plan.

The Board **NOTED** the update.

**(Nick O’Reilly left the meeting)**

**Training/ Awareness Session – Safeguarding Colleagues and Customers (Delivered by: M Maughan and J Miller)**

**22/130 People Update – Diversity and Inclusion Annual Report**

J Miller introduced the Diversity and Inclusion Annual Report 2021/22 highlighting work undertaken during the year and supplementary data providing an overview of statistics provided in the report and for previous years – including trend analysis and insight.

The Board recognised the ongoing positive progress. The Board congratulated the team and other colleagues involved for the work completed and ongoing improvements being made across the business.

The Board **NOTED** the report, and **APPROVED** publication of the NHSBSA Diversity and Inclusion Strategy Annual Report 2021/22.

**(Melanie Maughan and Jane Miller left the meeting)**

**22/131 Digital, Data and Technology (DDaT) Update**

D Curry presented the report highlighting key points.

The Board **NOTED** the update.

**22/132 DDaT – NHS COVID Pass**

D Curry presented an overview of the proposed transition of the NHS Covid Pass to the NHSBSA.

Following discussion, the Board **NOTED** the report and **APPROVED** the continuation of the work to transfer the NHS COVID Pass from NHSX to the NHSBSA.

**(Michael Costello joined the meeting)**

**22/133 Finance and Commercial Report**

A McKinlay presented the Finance and Commercial Report highlighting key points.

The Board **NOTED** the report.

**22/134 ESR – Pay Advice Printing and Distribution Service Update**

A McKinlay updated the Board on the extension of the existing ESR (Electronic Staff Record) pay advice printing and distribution service provision within the IBM contract.

The Board **NOTED** the updated.

**(Peter Morland joined the meeting)**

**22/135 NHSBSA Accounts Lessons Learned Update**

M Costello provided an overview of the lessons learned, arising from the associated 2019/20 audit, in relation to future external audits of the NHSBSA Annual Report and Accounts. These had been developed and agreed between the NHSBSA and NAO.

The Board **NOTED** the update.

**(Michael Costello and Peter Morland left the meeting)**

**22/136 Operational Performance Temperature Check Report**

The Board reviewed performance using the Report.

The Board **NOTED** the report.

**22/137 Balanced Business Scorecard (BBS)**

The Board reviewed performance using the BBS.

The Board **NOTED** the report.

**22/138 Corporate Governance Framework**

M Dibble introduced the review of the NHSBSA Corporate Governance Framework. This is carried out annually, and the Board is asked to review the framework to ensure it continues to be fit for purpose. The Board also receive updates on various elements of the framework throughout the year and further assurance was also received through the work of the ARC and Remuneration and Nominations Committee.

D Jukes highlighted key points including the update of the Board Terms of Reference and Matters Reserved to improve clarity, and the newly agreed Framework Agreement between NHSBSA and DHSC.

The Board confirmed that they had read and would abide by the principles set out in the Code of Conduct for Board Members for Board Members of Public Bodies.

The Board **APPROVED** the Corporate Governance Framework, which included Board Terms of Reference and Matters Reserved to the Board (incorporating Standing Orders), Audit and Risk Management Committee Terms of Reference, Remuneration and Nominations Committee Terms of Reference, Shadow Board Terms of Reference, Standing Financial Instructions (SFIs), Scheme of Delegation and Designated Body Policies.

**22/139 Designated Body Annual Report**

The Designated Body Annual Report was reviewed and **NOTED** by the Board and the statement of compliance **AGREED**.

**22/140 Confirmed minutes from the Remuneration and Nominations Committee held on 6 June 2022**

The Board **NOTED** the minutes.

**22/141 Update from the Remuneration and Nominations Committee Meeting held on 18 July 2022**

In the absence of the Committee Chair (Mark Ellerby), K Seth gave an update on the work of the Remuneration and Nominations Committee.

The Board **NOTED** the update.

**22/142 Any Other Business**

A Newell updated the Board on the plans for the Board Strategy Day on 12 October 2022.

**22/143 Communications from the Meeting**

The Board wished to thank all colleagues for their input into the Public Bodies Review Programme to date.

The Board congratulated colleagues on the ongoing progress being delivered in relation to Diversity & Inclusion across the business.

**22/144 Forward Agenda**

The Board **NOTED** the forward agenda.

**22/145 Date and Venue of the Next Meeting**

The next Board meeting was planned for 13 October 2022 at Stella House and video conference.