**NHS Business Services Authority**

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

**held at 9.00am on 8 December 2022 at Stella House, Newburn Riverside, Newcastle upon Tyne and via video conference**

**Present:**

Sue Douthwaite Chair

Michael Brodie Chief Executive

Mark Ellerby Non-Executive Director (via video conference)

Kathy Gillatt Non-Executive Director

Karen Seth Non-Executive Director

Mel Tomlin Non-Executive Director (items 22/173 to 22/192, and 22/194 to 22/198 only)

Brendan Brown Chief Operating Officer

Darren Curry Chief Digital, Data & Technology Officer

Mark Dibble Executive Director of People and Corporate Services

Andy McKinlay Executive Director of Finance, Commercial and Estates

Allison Newell Executive Director of Strategy, Performance, Business Development and Growth

**In Attendance:**

David Grooby Department of Health and Social Care (DHSC)

Nigel Zaman Department of Health and Social Care (DHSC)

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

Claire Conway (observer) Governance and Assurance Coordinator (via video conference) (items 22/173 to 22/183 only)

Hassan Kajee DDaT Programme Senior Responsible Officer (item 22/181 only)

Clare Murdoch ESR Head of Strategic Communications & Engagement, NHSBSA (Shadow Board Representative) (items 22/173 to 22/186, and 22/188 to 22/198 only)

Sean Murphy Head of Commercial Services (item 22/179 only)

Tony Neal Quality and Knowledge Specialist – Shared Services (Shadow Board Representative) (items 22/173 to 22/186, and 22/188 to 22/198 only)

Nick O’Reilly Chief Portfolio and Prioritisation Officer (item 22/183 only)

Francoise Risbourg Head of Business Innovation and Customer Experience (items 22/179 and 22/180 only)

Graham Smith Head of Internal Audit, GIAA (observer – undertaking Board Effectiveness Review) (items 22/173 to 22/190, and 22/192 to 22/198 only)

Samuel Ubanatu Senior Data & Insight Analyst (Shadow Board Representative) (items 22/173 to 22/186, and 22/188 to 22/198 only)

Frances Walker Head of Digital Delivery (item 22/181 only)

Tony Webb Workforce Services - Optimisation Implementation Lead (Shadow Board Representative) (items 22/173 to 22/186, and 22/188 to 22/198 only)

Katie Wilkie Head of HR (Shadow Board Representative) (items 22/173 to 22/186, and 22/188 to 22/198 only)

**22/173 Apologies for Absence and Declarations of Interest (Register of Interests – Formal Review)**

Apologies were received from Debra Bailey. There were no declarations of interest declared in relation to Board meeting agenda.

The Board confirmed that they had read and understood the NHSBSA Conflicts of Interest Policy and Procedure, and any required updates would be added to the Register of Interests in ESR and updated on the published register.

Interests declared by members of the NHS Business Services Authority Board were as follows:

**Non- Executive Directors**

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| Sue Douthwaite  Chair | * Non-Executive Director (Audit & Compliance Committee, Risk Committee and Remuneration & Nominations Committee member), Melton Building Society * Chair, Nexa Finance Ltd * Non-Executive Director, British Business Investments Ltd * Board Advisor, Medtech * Director, Apricus Consultancy Ltd * Chair of International Advisory Board, Queens University Belfast Management School * Banco Santander SA, shareholder * Virgin Money, shareholder * Board Advisor, Physio Medics Ltd (until 1 October 2022) * Member of International Advisory Board, Sheffield University Management School (until 1 July 2022) |

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| Debra Bailey | * Chief Information Officer, Royal Mail * Telefonica, shareholder * BT, shareholder * Barclays Bank, shareholder |

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| Mark Ellerby | * Syncona, shareholder * Unilever, shareholder * Vodaphone, shareholder * Lloyds Bank, shareholder |

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| Kathryn Gillatt | * Independent Chair of Audit and Risk Committee, Nottingham CityCare Partnership CIC Ltd. * Pavegen, shareholder * Severn Trent, shareholder * Saga, shareholder |
| Karen Seth | * People Director, Canal and River Trust * Trustee, Reuben’s Retreat * Trustee, Charlesworth WI |

|  |  |
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| Mel Tomlin | * Director and Consultant, North Star Products and Services Ltd * Trustee, Rowland Hill Fund * Royal Mail, shareholder |

**Executive Directors / Officer Members**

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| --- | --- |
| Michael Brodie  Chief Executive | * Member of Council, Chartered Institute of Public Finance and Accountancy (CIPFA) * Chair of Sustainability Forum, Chartered Institute of Public Finance and Accountancy (CIPFA) * Member of Oversight Board and Chair of Audit and Risk Committee, National Infrastructure Commission * Trustee, Community Foundation (Tyne and Wear and Northumberland) |

|  |  |
| --- | --- |
| Mark Dibble  Executive Director of People and Corporate Services (Corporate Secretary) | * Director, Personal Development Academy Ltd * Trustee, Blue Cabin |
| Andy McKinlay  Executive Director of Finance &  Commercial | * Parent Governor, Allerton Grange High School * Trustee, Shadwell Recreation Centre |

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| --- | --- |
| Allison Newell  Executive Director of Strategy, Performance, Business Development & Growth | * Nothing Declared |

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| --- | --- |
| Brendan Brown  Chief Operating Officer | * Independent Monitoring Board Member, HMP Kirklevington Grange |
| Darren Curry  Chief Digital, Data and Technology Officer | * Co-opted Member of Audit Committee, Gateshead College |

The Board reviewed the Register of Interests and **NOTED** the report.

**22/174 Minutes of the Meetings held on 13 October 2022 and 21 November 2022**

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

**22/175 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.

**22/176 Chair's Opening Remarks**

S Douthwaite welcomed D Grooby (DHSC) to the meeting. S Douthwaite welcomed Shadow Board members to the meeting highlighting that all members had been invited to the Board as part of their personal development. Also, that C Conway was observing as part of her induction as a new member of the Governance Team, and that G Smith was observing as part of the Annual Board and Chair Effectiveness Review.

S Douthwaite reflected on the current cost-of-living crisis, industrial action across multiple sectors, and the increasing need for the business to support citizens via its services, and also support colleagues wherever possible.

The Board **NOTED** the update.

**22/177 Chief Executive’s Report**

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

* M Brodie provided the Board with an overview of the ALB Chief Executives and Chairs Meeting on 4 November 2022.
* M Brodie updated the Board on the results of the NHSBSA Employee Engagement Survey 2022.
* M Brodie highlighted that the DHSC had launched a consultation on the introduction of retirement flexibilities.

The Board **NOTED** the report.

**22/178 Public Bodies Review Programme Update**

M Brodie provided an update.

The Board **NOTED** the update.

**(Sean Murphy and Francoise Risbourg joined the meeting)**

**22/179 Project Aurora Update**

Following discussion, the Board **APPROVED** the recommendations highlighted in the paper and the transfer of the DHSC shareholding (49.99%) in NHS Shared Business Services (NHS SBS) to the NHSBSA – following completion of the outstanding work highlighted.

**(Sean Murphy left the meeting)**

**22/180 CX Update Report**

S Douthwaite highlighted the importance of customer experience and the focus the business is placing on this across its service streams.

F Risbourg highlighted key points from the report including work completed to date and the ongoing work on the CX Strategy.

The Board wished to thank colleagues for their ongoing work in this area and looked forward to seeing further improvements across the business.

**(Francoise Risbourg left the meeting)**

**(Hassan Kajee and Frances Walker joined the meeting)**

**22/181 Covid Pass**

H Kajee provided an overview. Following discussion, the Board **APPROVED** entering into the contract novations and new agreements.

**(Hassan Kajee and Frances Walker left the meeting)**

**22/182 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)**

**22/183 Change Portfolio Update**

N O’Reilly highlighted key points from the update report.

The Board **NOTED** the update.

**(Claire Conway and Nick O’Reilly left the meeting)**

**Training/ Awareness Session – Improving the Control Environment for Government (delivered by: Graham Smith, Head of Internal Audit, GIAA)**

**22/184 Digital, Data and Technology (DDaT) Update**

D Curry presented the report highlighting key points, focussing on the DDaT Delivery Model and team restructure.

The Board **NOTED** the update.

**22/185 Operational Performance Temperature Check Report**

The Board reviewed performance using the Report.

The Board **NOTED** the report.

**22/186 Balanced Business Scorecard (BBS)**

The Board reviewed performance using the BBS.

The Board **NOTED** the report.

**(Clare Murdoch, Tony Neal, Samuel Ubanatu, Tony Webb and Katie Wilkie stepped out of the meeting for Item 22/187)**

**22/187 People – Succession Plan Update**

M Dibble provided the Board with an overview of, and assurance on, the ongoing succession planning activity in the business.

The Board **NOTED** the update.

**(Clare Murdoch, Tony Neal, Samuel Ubanatu, Tony Webb and Katie Wilkie rejoined the meeting)**

**22/188 Finance and Commercial Report**

A McKinlay presented the Finance Report highlighting key points.

The Board **NOTED** the report.

**22/189 Work Manager Solution Contract**

A McKinlay presented the Work Manager Solution Contract paper. Following discussion, the Board **APPROVED** the award of a 3-year contract for £1.47m with Verint via a Direct award for the continuation of provision of the current Work Management Solution currently utilised across the NHSBSA and granted delegated authority to the Chief Executive Officer to execute the contract.

**22/190 Software Engineering Contract**

A McKinlay presented the Software Engineering Contract paper. Following discussion, the Board **APPROVED** the award of the contract for 3 years with a 9 month extension and granted delegated authority to the Chief Executive Officer to execute the contract.

**(Graham Smith stepped out of the meeting for Item 22/191)**

**22/191 Internal Audit Contract**

A McKinlay presented the Internal Audit Contract paper. Following discussion, the Board **APPROVED** the award of a contract via a MOU for internal audit services to Government Internal Audit Agency (GIAA) and granted delegated authority to the Chief Executive Officer to execute the contract.

**(Graham Smith rejoined the meeting)**

**22/192 Contact Centre Resource Contract**

A McKinlay presented the Contact Centre Resource Contract paper. Following discussion, the Board **APPROVED** the signing of a Letter of Commitment with UK Health Security Agency (UKHSA) to vary their contract with Serco Group PLC for Contact Centre Resources to extend the NHSBSA’s requirements for a further period to cover 22 January 2023 – 31 March 2024, with a total value of extension to contract of £4,511,276, and granted delegated authority to the Chief Executive Officer to execute the contract.

**(Mel Tomlin stepped out of the meeting for Item 22/193)**

**22/193 Appointment of Senior Independent Director/ Vice-Chair and Remuneration & Nominations Committee Chair.**

S Douthwaite and M Ellerby presented the paper to the members. Following discussion, the Board **APPROVED** the appointment of Mel Tomlin as SID/ Vice Chair from 1 January 2023 and **APPROVED** the appointment of Mel Tomlin as Chair of the NHSBSA Remuneration & Nominations Committee from 1 January 2023.

**(Mel Tomlin rejoined the meeting)**

**22/194 Confirmed minutes from the Remuneration and Nominations Committee held on 18 July 2022**

The Board **NOTED** the minutes.

**22/195 Any Other Business**

The Board wished to thank M Ellerby for his service to the NHSBSA as a Non-Executive Director, SID/ Vice-Chair and as the Chair of the Remuneration and Nominations Committee. M Ellerby thanked the members for their support over the years and for helping to make his time at the NHSBSA such an enjoyable experience.

**22/196 Communications from the Meeting**

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

**22/197 Forward Agenda**

The Board **NOTED** the forward agenda.

**22/198 Date and Venue of the Next Meeting**

The next Board meeting was planned for 9 February 2023 at Stella House. The Board **NOTED** the need for an Annual Public Meeting linked to the publication of the NHSBSA Annual Report & Accounts 2020/2021.