**NHS Business Services Authority**

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

**held at 9.00am on 20 June 2024 at Stella House, Newburn Riverside, Newcastle upon Tyne**

**Present:**

Sue Douthwaite Chair

Michael Brodie Chief Executive

Kathy Gillatt Non-Executive Director

David Leather Non-Executive Director

Randeep Sidhu Non-Executive Director

Mathew McKie Non-Executive Director (Via Video Conference)

Mel Tomlin Non-Executive Director

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:**

Joanne Hindmarsh Senior Programme Manager, Department of Health and Social Care (DHSC)

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

Zeeshan Ahmed Newcastle University (Post-graduate medical student) (Observer – Shadowing CEO)

Tony Burgess Head of Technology Operations, NHSBSA (Item 24/85 only)

Chris Calise Head of NHS Pensions Service, NHSBSA (Item 24/84 only)

Marc Compton Head of Security and Information Governance, NHSBSA (Item 24/85 only)

Michael Costello Head of Strategic Finance, NHSBSA (Items 24/82 and 24/83 only)

Neil Emery Optimisation Implementation Lead (Shadow Board Representative), NHSBSA (Items 24/71 to 24/91 only)

Paul Jackson Head of Strategic Initiatives and Transformation, NHSBSA (Items 24/79 only)

Hassan Kajee DDaT Programme Senior Responsible Officer, NHSBSA (Item 24/80 only)

Alyx Maving Governance and Assurance Manager, NHSBSA (Item 24/86 only)

Hasan Mubarak Performance and Benefits Lead, NHSBSA (Item 24/81 only)

Sean Murphy Head of Commercial Services, NHSBSA (Items 24/82 and 24/83 only)

Tony Neal Governance and Assurance Manager (Shadow Board Representative), NHSBSA (Items 24/71 to 24/91 only)

Libby Pink Chief Portfolio Officer, NHSBSA (Item 24/81 only)

Neil Pragnell Head of Portfolio Delivery, NHSBSA (Item 24/81 only)

Philippa Rayner Head of DDaT Delivery and Consultancy, NHSBSA (Item 24/80 only)

Lokesh Shrivastav Boardroom Apprentice (Observer)

Richard Taylforth Lead Digital Delivery Manager, NHSBSA (Item 24/80 only)

**24/71 Apologies for Absence and Declarations of Interest**

There were no apologies received. 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 (Risk Committee and Remuneration & Nominations Committee member), Melton Building Society * Chair, Nexa Finance Ltd * Non-Executive Director, British Business Investments Ltd * Director, Apricus Consultancy Ltd * Chair of International Advisory Board, Queens University Belfast Management School * Virgin Money, shareholder * Banco Santander SA, shareholder (ended 31 March 2024) | | | |
| Kathryn Gillatt | | | * Non-Executive Director (Audit and Risk Committee Chair), Rotherham, Doncaster and South Humber NHS Foundation Trust * Pavegen, shareholder * Severn Trent, shareholder * Saga, shareholder * Business and Financial Consultancy, sole trader | | |
| David Leather | | | * Transformation Director, EE * BT Group, shareholder * Apple, shareholder | | |
| Mathew McKie | | | * Trustee and Treasurer, Friends of West Kirby Primary School * Connected Health Systems Ltd, shareholder (ESOP) (until 27 May 2024) * Strategy & Analytics Lead, Connected Health Systems Ltd (until 27 May 2024) |
| Randeep Sidhu | | | * Director, Green Field Ideas Ltd * Board Fellow, AVIVA * Trustee and Steering Committee Member, EPOC * Guest Lecturer / Speaker, Kings College London (and other universities on ad-hoc basis) |
| Mel Tomlin | | | * Director and Consultant, North Star Products and Services Ltd * Trustee, Rowland Hill Fund * Royal Mail, shareholder |

**Executive Directors / Officer Members**

|  |  |
| --- | --- |
| 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) * Chair of Reference Group, Preventative Spend (CIPFA) * Trustee, Community Foundation (Tyne and Wear and Northumberland) |

|  |  |
| --- | --- |
| Mark Dibble  Executive Director of People and Corporate Services | * Director, Personal Development Academy Ltd * Vice Chair, Blue Cabin |
| Andy McKinlay  Executive Director of Finance, Commercial and Estates | * 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 | * Nothing Declared * Independent Monitoring Board Member, HMP Kirklevington Grange (until 31 May 2024) |
| Darren Curry  Chief Digital, Data and Technology Officer | * Independent Governor, Corporation Board, Gateshead College * Member of Audit Committee, Gateshead College |

**Associate Non- Executive Directors**

|  |  |
| --- | --- |
| Debra Bailey  (tenure ended 31 May 2024) | * Chief Information Officer, Royal Mail * Telefonica, shareholder * BT, shareholder * Barclays Bank, shareholder |

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

**24/72 Minutes of the Meeting held on 9 May 2024**

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

**24/73 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.

**24/74 Chair's Opening Remarks**

S Douthwaite welcomed N Emery and T Neal to the meeting as Shadow Board Representatives. S Douthwaite highlighted that the Shadow Board tenures of Tony Neal, Tony Webb and Katie Wilkie were ending in June 2024. The Board thanked the members for their input and contributions during their time on the Shadow Board. T Neal reflected on his development journey and thanked Shadow Board and Board members for their support.

S Douthwaite welcomed Z Ahmed to the meeting who was shadowing M Brodie as part of his professional development.

S Douthwaite reflected on the importance of governance, transparency and openness in organisations, and the value of speaking up and listening.

The Board **NOTED** the update.

**24/75 Annual Report of the Audit and Risk Management Committee**

K Gillatt presented the Annual Report – providing an overview of the work undertaken by the Audit and Risk Management Committee during 2023/24.

K Gillatt stated that the Committee concluded that the Committee had met its Terms of Reference through 2023/24 and could give adequate assurance on the internal control and governance framework.

The Board considered the Annual Report of the Committee. This provided members with a summary of the Committee’s activity over the last year and provided assurance that it had complied with its terms of reference.

The Board **RECEIVED** and **ADOPTED** the report.

**24/76 Confirmed minutes from the Audit and Risk Management Committee meeting held on 25 April 2024**

The Board **NOTED** the minutes.

**24/77 Update from the Audit and Risk Management Committee Meeting held on 6 June 2024 – Alert, Advise, Assurance (AAA) Report**

K Gillatt gave an update on the work of the Audit and Risk Management Committee.

The Board **NOTED** the update.

**24/78 Chief Executive’s Report**

M Brodie echoed S Douthwaite’s thanks to Tony Neal, Tony Webb and Katie Wilkie for their service as members of the Shadow Board.

M Brodie highlighted key points from his report, including in relation to:

* Pre-election guidance
* Infected Blood Inquiry final report
* England Infected Blood Support Scheme (EIBSS)
* NHSBSA We CARE Awards 2024
* NHSSBS
* Social mobility
* Work experience placements
* Voice of the Customer

The Board **NOTED** the report.

**(Paul Jackson joined the meeting)**

**24/79 ALB Review Recommendations Report**

S Douthwaite highlighted the value of taking part in the Review, and how the process and recommendations had helped the NHSBSA further improve its operations linked to customer experience, efficiency and value.

P Jackson provided an overview of the report.

The Board **NOTED** the report.

**(Paul Jackson left the meeting)**

**(Hassan Kajee, Philippa Rayner and Richard Taylforth joined the meeting)**

**24/80 Generative AI Update**

D Curry introduced H Kajee, P Rayner and R Taylforth who were leading the Generative AI Discovery project.

H Kajee, P Rayner and R Taylforth presented an update on the project, including some demonstrations of Generative AI linked to the Proof-of-Concept (POC) areas.

The Board **NOTED** the update.

**(Hassan Kajee, Philippa Rayner and Richard Taylforth left the meeting)**

**(Hasan Mubarak, Libby Pink and Neil Pragnell joined the meeting)**

**24/81 Portfolio Update**

L Pink and H Mubarak highlighted key points from the report.

The Board **NOTED** the update.

**(Hasan Mubarak, Libby Pink and Neil Pragnell left the meeting)**

**(Michael Costello and Sean Murphy joined the meeting)**

**24/82 Business Performance Update (incl: Operational Performance Temperature Check Report 17 June 2024)**

The Board reviewed performance using the Operational Performance Temperature Check Report 17 June 2024. A Newell provided the Board with an update on the development of the new Business Performance Report (replacing the BBS).

The Board **NOTED** the update.

**24/83 Finance and Commercial Report**

A McKinlay introduced the item. M Costello provided an overview of the Finance section. S Murphy provided an overview of the Commercial section of the report.

S Murphy sought agreement from the Board to progress a contract change to the Prescription, Card & Print contract to reflect agreed indexation and also cumulative Royal Mail price increases over the last 10 months. S Murphy noted that the impact over the term of the framework agreement would be just over £9m.  Board was content with the rationale and **APPROVED** the variation and granted delegated authority to the Chief Executive Officer to execute the contract variation. S Murphy noted that a report ratifying this change would be presented to Board at the July 2024 meeting.

The Board **NOTED** the report.

**(Michael Costello and Sean Murphy left the meeting)**

**(Chris Calise joined the meeting)**

**24/84 NHS Pensions Scheme – Pensions Board Update (Annual Work Plan and Risk Register)**

C Calise provided an overview of the paper, including the Annual Work Plan areas of focus and Risk Register.

The Board **NOTED** the Update.

**(Chris Calise left the meeting)**

**(Tony Burgess and Marc Compton joined the meeting)**

**24/85 SIRO Report**

M Dibble introduced the SIRO Report and reminded the Board that the Audit and Risk Management Committee had also reviewed a more detailed version on 6 June 2024.

T Burgess and M Compton provided an overview of key areas of work.

K Gillatt provided assurance to the Board on the oversight provided by the Audit and Risk Management Committee, and the ongoing progress being made by the business.

The Board **NOTED** the report.

**(Tony Burgess and Marc Compton left the meeting)**

**(Alyx Maving joined the meeting)**

**24/86 NHSBSA Risk Review and Risk Appetite Statement**

D Jukes introduced the item, stating that the paper included an overview of the NHSBSA’s arrangements, the current NHSBSA Strategic Risk Register and a draft Risk Appetite Statement for consideration and agreement by the Board for 2024/25.

D Jukes provided an overview of the draft NHSBSA Risk Appetite Statement for 2024/25.

The Board **NOTED** the arrangements in place for risk management – and the ongoing review and oversight provided by the Audit and Risk Management Committee. The Board **REVIEWED** and **NOTED** the current Strategic Risk Register. The Board **AGREED** the NHSBSA Risk Appetite Statement.

**(Alyx Maving left the meeting)**

**24/87 Annual Report of the Shadow Board 2023/24**

S Douthwaite introduced the Annual Report which provided an overview of the work undertaken by the Shadow Board during 2023/24.

T Neal stated that the Shadow Board had met its remit as outlined in its Terms of Reference and had operated effectively during 2023/24.

T Neal provided an overview of development activities being undertaken by members and the work of the Colleague Networks.

The Board considered the Annual Report of the Shadow Board. The Board recognised the continued success of the Shadow Board, and thanked members for their input and enthusiasm.

The Board **RECEIVED** and **ADOPTED** the report.

**24/88 Any Other Business**

There were no items of any other business.

**24/89 Communications from the Meeting**

The Board wished to thank Tony Neal, Tony Webb and Katie Wilie for their contributions as members of the Shadow Board.

**24/90 Forward Agenda and Training Plan**

The Board **NOTED** the forward agenda and Training Plan.

**24/91 Date and Venue of the Next Meeting**

The next Board meeting was planned for 4 July 2024 via Video Conference.

**(Neil Emery and Tony Neal left the meeting)**

**24/92 People Update – Succession Plan**

M Dibble introduced the item and provided an overview of the Plan.

The Board **NOTED** the update and plan.