



**One Hundred and Fiftieth meeting of the NIBTS Agency Board
Thursday 9 July 2020 at 11.30am
Venue: Video Conferencing meeting**

Present: Ms Bonnie Anley – Non Executive Chair
Mrs Lorraine Lindsay – Non Executive Member
Mr Ian Henderson - Non Executive Member
Mr Philip Cathcart – Non Executive Member
Mrs Karin Jackson – Chief Executive

In attendance: Dr John Simpson – Interim Medical Director
Mr Glenn Bell – Finance & IM&T Manager
Ms Angela Macauley – Quality & Regulatory Compliance Manager
Mrs Alison Geddis – Laboratory & Donor Services Manager

Mrs Alison Carabine – Minutes

With permissions having been previously sought from Board members, the meeting was recorded.

1. Apologies

Mr Ivan Ritchie

2. Declaration of potential conflict of interests with any business items on the agenda

There were no declarations of interest.

3. Minutes of One Hundred and Forty Ninth meeting held on 18 June 2020 and action list

There was a lengthy discussion on the previous minutes and amendments made. Subject to these amendments, the minutes were agreed. The one action from the previous meeting had been completed.

4. Matters arising from minutes of meeting held on 18 June 2020

There were no matters arising.

5. Chair's Business

- Ms Anley thanked the Senior Management Team for continued success with operations during COVID-19 and further thanked the Chief Executive for weekly updates.

- Ms Anley advised that there had been push back from the Board in relation to various processes and procedures in recent weeks, which had been highlighted by the Board Self-Assessment document. She understood that change was not necessarily comfortable in the culture of any organisation. She re-assured the SMT that the objective of Board members was simply to ensure that the Board was effective, and her aim was to achieve consensus and valued contributions from all.

6. Board Self-Assessment template

Mrs Jackson reminded the Board that at the previous meeting she had advised that the completion of the document was not in line with the guidance issued by DoH. The Chair and Non-Executive Members had previously taken the view that the document in its present format was sufficient. The Board further discussed the document. Ms Anley, Mr Cathcart, Mrs Lindsay and Mr Henderson approved the document. Mr Henderson advised he would like the typographical errors corrected prior to submission. Mrs Jackson advised that she could not approve the document as this would be contrary to the advice she had provided to the Board. Mrs Jackson accepted the majority view of the Chair and Non-Executive Members.

7. Annual Report and Accounts

Mr Cathcart advised on the qualification of the accounts and noted the reference to the qualification which had been added on page 23 of the Annual Report. The Board were content with this wording.

Mr Cathcart also noted that the audit certificate is missing from page 36. Mr Bell advised that when NIBTS Board approve the Annual Report, the report returns to NIAO office for the inclusion of the certificate. Mr Bell advised the Board of the wording contained in the current draft certificate. Mr Bell further advised that he has been in contact with the auditors and some of the wording has been amended, however, he still has concerns around the wording and is awaiting feedback from the auditors.

Mr Cathcart recommended that the final draft audit certificate should be available and considered before approval of the Annual Report and Accounts. Ms Anley agreed that if the Annual Report was being presented for approval by the Board, it could not be approved by the Board until the wording was complete, including the NIAO Certificate.

Mr Henderson advised that at the June Board meeting he was unhappy with the wording regarding the explanation as to why the accounts were qualified, but the addition of wording on page 23 had now clarified the position. Mr Henderson supports Mr Bell's concerns regarding the wording in the auditor's draft certificate.

Mr Cathcart advised that there were no other issues with the rest of the Annual Report and Accounts.

The Board discussed and approved the Annual Report and Accounts subject to receipt and acceptance of the wording in the Certificate and Report from the Comptroller & Auditor General. Acceptance by Board Members of the wording in the certificate will be sought via email.

If there is a risk that the Annual Report will not be approved in accordance with DoH timetable, Mr Bell will inform DoH.

Ms Anley thanked Mr Cathcart and the Audit Committee for their hard work.

Mr Bell advised that for this year electronic signatures can be used. Ms Anley agreed that she was content and advised that to be consistent with previous Annual Reports, she would like an up to date head shot of herself to be contained in the report. Mrs Carabine will organise.

8. Draft Trust Fund Annual Report and Accounts

Mr Bell advised that this draft report was tabled at the last Audit Committee meeting (18 June 2020) and there were no material changes. The Board discussed and approved.

9. Governance Review

There was consensus on supporting a review of governance and an initial meeting to agree the Terms of Reference (ToR) for this. Once agreed, the ToR will be tabled at Board for approval. Ms Anley advised that she would like Mrs Lindsay, Mrs Jackson and Mr Bell to be included in developing the ToR. Mrs Jackson advised that Ms Macauley, as Responsible Person to the MHRA, should also be included. Mrs Jackson advised on agreeing an appropriate body to carry out the review. Mrs Carabine will organise a date for the initial meeting.

10. Business Case – Telephony

Mr Bell presented the business case and advised that NIBTS' current telephone system is 25 years old and requires an upgraded telephone system for efficient operation of service. The recommendation was to approve Option 2 upgrading Mitel system at a cost of £18,200. The Board discussed the costing options. Mr Henderson enquired why Option 3 "Replace existing phone system with a VOIP system with unified communications" is not being used. Mr Bell advised that Option 3 requires replacing cabling which is very costly and cause major disruption to the building and would be impossible to deliver within 12 months. Option 2 would allow for updates and move to Option 3 in the future. Mrs Lindsay enquired if the Do Nothing option had a cost, even to maintain current systems. Mr Bell advised that a cost had not been identified by the Facilities Manager and agreed there may be a cost but that it would be minimal. Mrs Lindsay further enquired if this would go to tender. Mr Bell advised that there would be appropriate procurement through the usual routes. The Board fully discussed all options and approved Option 2.

11. Any Other Business

There was no further business.

12. Action List

Action	Responsible Person
Headshot photograph of Ms Anley	Mrs Carabine
Agree date for Governance Review	Mrs Carabine – action complete – 13 August 2020

**Date of next meeting: 3 September 2020, 11.30am
via video conferencing**

Signed: 
Dated: 3 September 2020 