

Draft Minutes of the Human Tissue Authority Board

Date: 5 December 2024

Time: 10.00 – 12.10

Venue: Wandle 40/41, 2 Redman Place, London E20 1JQ

Meeting Number: 109

Attendees:

HTA Board Members

Lynne Berry, HTA Chair
Mhairi Anderson
Tom Chakraborti
Gary Crowe
Helen Dodds
Ellen Donovan
Andy Greenfield
Dave Lewis
Jessica Watts*

Apologies: David Lock

Observers

Katrina Leighton-Hearn, Director of Finance & Resources, HTA
*Rowan Carbury, Quality and Nursing Directorate, Welsh Government (items 1-3)

*Remote attendance

HTA Senior Management Team

Colin Sullivan, Chief Executive
Louise Dineley, Director of Data, Technology and Development
Nicolette Harrison, Director of Regulation*
John McDermott, Deputy Director of Performance and Corporate Governance
Tom Skrinar, Director of Finance and Resources

HTA Supporting officers

Morounke Akingbola, Head of Finance and Governance
Richard Mabbitt, Private Office Lead (minutes)
Debra Morgan, EA Private Office

Department of Health and Social Care

Jacky Cooper, Policy Lead, Human Tissue Policy and Ethics of Consent
Helena Youmans, Policy Adviser, Human Tissue Policy and Ethics of Consent

1. Opening administration

Item 1.1 – Welcome and apologies for absence

1. Lynne Berry welcomed attendees. All Board members were present except for David Lock, from whom apologies for absence were noted. The Board welcomed in particular Katrina Leighton-Hearn (observing the meeting as HTA's new director of Finance and Resources) and Rowan Carbury (who had requested to observe part of the meeting, to develop the Welsh Government's official level engagement with the HTA).

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2. Lynne Berry thanked Members for their observations on the papers in advance. These had been shared with the Executive who would address them under relevant agenda items.

Item 1.2 - Declarations of Interest

3. Mhairi Anderson reported that, having sought the Chair and CEO's advice, she had declined an invitation to be involved in private consultancy work in respect of an organisation licensed by the HTA. Andy Greenfield reported that he was contributing on a short-term consultancy basis to a Microsoft comparative research project on the governance of Artificial Intelligence. The Board was content that neither represented a conflict at this time, but should nonetheless be registered. **Action: Private Office**
4. No other new declarations of interest were reported, and no interests already registered were reported as posing a conflict in relation to this meeting.

Item 1.3 - Minutes of Meeting of 19 September 2024

5. The Board AGREED the minutes of the last meeting (paper HTA 25-24).

Item 1.4 - Actions Log

6. The Board noted the log of actions arising from previous Board meetings (paper HTA 26-26) and was content with progress as reported.

2. Assurance / reporting items

Item 2.1 Chair's Report

7. Lynne Berry noted her and Colin Sullivan's meeting on 14 November with Baroness Merron, Parliamentary Under-Secretary of State for Patient Safety, Women's Health and Mental Health, and the HTA's sponsor minister. Colin Sullivan would report at item 2.3.
8. Lynne Berry reported that, with four members nearing the end of their term of office in March 2025, she had been in discussion with DHSC about appointments and any re-appointments. The Department had now confirmed that Helen Dodds and Tom Chakraborti would be stepping down, having each served a full term of three years, and that Dave Lewis and Andy Greenfield had each been reappointed. She thanked all members for their continuing commitment to their HTA roles.
9. Board members noted recent engagement with the Welsh Government and

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Department for Health in Northern Ireland. Ellen Donovan updated on her meetings with the new Sponsor Team in the Welsh Government. She had introduced them to colleagues at HTA to help develop mutual understanding of strategic challenges and wider regulatory developments. A meeting with the HTA for Jeremy Miles MS, Cabinet Secretary for Health and Social Care, was also under consideration. Colin Sullivan reported that the Permanent Secretary at the Department of Health in Northern Ireland had now responded in positive terms to HTA's request for a meeting with Mike Nesbitt MLA, Minister of Health, and appointment of a Northern Ireland representative to the Board.

Item 2.2 – DHSC Sponsor Team report

10. Jacky Cooper reported as follows.
 - a) DHSC permanent secretary Chris Wormald would be taking up a new role as Cabinet Secretary and Head of the Civil Service on 16 December. The Chief Medical Officer would oversee leadership of the Department pending appointment of a new Permanent Secretary.
 - b) DHSC Ministers remained focused on the new 10-year Health Plan and the Health Mission, and HTA was thanked for its initial consultation response.
 - c) The meeting with Baroness Merron, had been well-received, and further elevated awareness of HTA's role in the Department.
 - d) DHSC welcomed HTA's ongoing participation in its ALB leadership Forum, now led by the new Second Permanent Secretary. The Forum next met in January, and a quarterly newsletter had been introduced. Board Members could suggest Forum agenda items via Colin Sullivan or Lynne Berry.
 - e) The DHSC – HTA Framework Agreement would shortly be due for its three-yearly renewal. Officials would be working collaboratively with HTA staff on this. Officials were also liaising with HTA staff on the Spending Review, phase 2 of which would conclude in late spring.
11. Lynne Berry thanked DHSC for the update and for the Sponsor Team's continued support and constructive engagement with the HTA.

Item 2.3 - CEO Report

12. Colin Sullivan introduced paper HTA 27-24 comprising his quarterly narrative report and summary of current issues. The Board noted the following:
 - a) HTA's initial high-level response to the consultation on the Government's 10-year Health plan and Health Mission, with further opportunities to contribute (including Board engagement) expected.
 - b) The meeting with Baroness Merron at which the Chair and CEO had

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shared HTA's thinking on where it might help promote growth and innovation (including in Human Application and life sciences). The potential for legislative change (including on approval requirements for live organ donations, and on powers to impose fixed penalty notices) was also discussed.

- c) The potential for change in the regulation of the Post Mortem sector in the wake of Sir Jonathan Michael's Independent Inquiry, now due to report during 2025. HTA continued to support the Inquiry process: Colin Sullivan had given evidence to Phase 2 of the Inquiry in October and attended a recorded evidence seminar in November.
 - d) 14 unannounced inspections in the Post Mortem sector have been completed to date, these were prioritised on the basis of insight from the Evidential Compliance Assessments. These inspections identified 2 administrative shortfalls that might not have come to light during an announced inspection.
 - e) HTA's self-assessment against the findings of the Dash Report into the operation effectiveness of another ALB, which the Board felt was a helpful benchmarking exercise underscoring the continued importance of maintaining operational performance levels, effective engagement with sectoral stakeholders, and the need to invest appropriately in digital capability.
13. The Board noted that under The Human Tissue Act 2004 (Supply of Information about Transplants) Regulations 2024, the HTA continued to receive referrals in respect of organ transplants that had taken place outside the UK (26 cases to date since 1 April 2024). The Board acknowledged that no strong patterns or trends in these cases were discernible at this stage. It highlighted the value of 'closing the feedback loop' as cases referred onwards to the Police were progressed to a conclusion and noted the importance of stakeholder awareness of these requirements. It was pleased that the Chair and CEO would be able to highlight this complex area of HTA's work at a Metropolitan Police online trafficking conference on 6 December.
14. Two additional non-HTA papers had been circulated for information before the meeting: (i) The Institute for Government's *How to set up a public body*; and (ii) Nuffield Council's *Human stem cell-based embryo models: A review of ethical and governance questions* (Andy Greenfield was part of this working group).
15. The Board's attention was also drawn to the issue of sale and purchase of human remains issue raised by Bell Ribeiro-Addy MP at PMQs on 20 November. HTA had briefed DHSC for the Deputy PM's response.

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Item 2.4 - HTA performance report

16. Colin Sullivan introduced paper HTA 28-24, setting out HTA's performance in Quarter 2 of 2024/25 against objectives and operational delivery targets, and providing early indications of the initial performance in Quarter 3 of 2024/25.
17. The Board reviewed narrative updates (on Regulation; Communications, ICT, Corporate Services; Finance; Audit and Risk; HR and Health and Safety); tabulated quarterly performance data 2024/25 for Quarters 2 and 3 to date; and the strategic risk register. Board discussion further explored performance in the following areas:
 - a) On the KPI to reach a decision on 90% of appropriately completed new licence applications by 90 days, the Board noted that processes for granting licences were iterative, and the percentage indicator was easily skewed by relatively small numbers of applicants in some quarters and was improving.
 - b) The Board remained concerned about performance against the KPI for staff attrition. It therefore welcomed progress on the People Strategy project which was the main locus of remedial action here, and that it had the opportunity to comment further at item 4.2.
 - c) The Board noted that, although the project for outsourcing human resources, was nearing completion, the service level agreement (SLA) with the HR provider was likely to need further refinement and development. The renegotiation of the SLA for 2025-26, should seek to address HTA's requirements for more strategic advice and support as well as specialist HR advice and core HR services.
 - d) The Board noted the underspend on training (mainly in corporate training) and that addressing this would be a focus area for SMT in Quarter 4.
 - e) Outcomes of the in-person stakeholder event, had been analysed and staff were actively engaging with stakeholders to plan and develop activities for 2025-26. The Board acknowledged the success of this event and the value of further targeted and focussed stakeholder engagement.
18. The Board reviewed the Strategic Risk Register and was content that risks and mitigations were being appropriately identified and actioned. It noted that further clarifications to show the ownership and progress of mitigations and trajectories towards tolerance could be considered by ARAC in future iterations of the Register for 25/26.

3. Decision Items

Item 3.1 - Budget and Fees

19. Tom Skrinar introduced paper HTA 29-24 which summarised the annual

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review of the HTA's funding requirements and subsequent fee modelling for 2025/26 and recommended fee changes for the 2025/26 financial year. It also recommended a change in the assumptions guiding annual payments from the Devolved Governments.

20. Board members discussed the factors considered by SMT in formulating the budget, noting in particular:
- a) A significant Reduction in the amount of GIA income anticipated in 2025-26 and DHSC's agreement that the difference could be made up through fee income.
 - b) Inflationary pressures.
 - c) Staff pay awards and national insurance contributions from April/July 2025.
 - d) Required staffing estimates for 2025-26 and a new vacancy assumption.
 - e) The need to manage increased pressures on key teams in a dynamic policy and delivery environment.
 - f) Support for core IT needs and essential IT and digital transformation.

The Board recognised that the HTA's past efforts to minimise operating budget increases had put considerable pressure on staff, operational delivery, and risk management. The Board felt that the budget presented addressed its concerns about operational resilience and future-proofing the organisation.

21. The Board reviewed the current and proposed average fees for each sector, noting that the fees model had various inbuilt controls to ensure there was no cross subsidisation between regulatory effort deployed and licence fee recovery. The Board reflected on the capacity of providers to absorb these costs. It noted that the likelihood of increases had been communicated (including at the in-person stakeholder event) but felt that continuing stakeholder engagement was essential, especially around the rationales for the uplift.
22. The Board asked for ARAC to have the opportunity to reflect on the organisation's risk appetite in relation to potential debtors and non-payers, and on processes around identifying and managing relationships with higher risk organisations. Close engagement between Regulation and Finance teams would be key here, though it was noted that the levels of actual aged debt are relatively low. **ACTION: Katrina Leighton-Hearn and Nicolette Harrison**
23. The Board **AGREED:**
- a) HTA's operating budget requirement for 2025/26;

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- b) HTA's proposed revision to the funding requested from the Devolved Governments to cover HTA services provided in respect of Living Organ Donation;
- c) HTA's recoverable licence fee requirement, based on the operating budget requirement, less other planned income (mainly from the Devolved Governments) and expected Grant in Aid (GIA), which was due to reduce;
- d) the adoption of the revised fees as proposed;

each as set out in the paper.

- 24. With the Board's agreement secured, HTA would share the budget with DHSC to feed into departmental business planning, and undertake targeted engagement with stakeholders in early 2025, ahead of formal notification of fees in advance of the new financial year. Should changes in wider public sector financing require additional efficiency savings or constrain HTA's scope to change fees, a revised budget would be brought to the Board for approval.

4. Information Items

Item 4.1 - Code Review

- 25. Louise Dineley introduced paper HTA 30-24 informing the Board of the Executive's plans to undertake an initial review of the Codes of Practice in the 2025-26 business year, in line with the requirement in s26(4)(a) of the Act to keep Codes under review. While several Codes of Practice had been updated since publication to reflect legislative changes and revisions had been made to Code guidance, they had last been systematically updated in 2017.
- 26. The Board noted the multi-stage process envisaged by the Executive to review update, embed and maintain the Codes of Practice including key decision points at Board and Secretary of State level. It acknowledged the potential complexity and scale of this process; the importance of legal review and advice throughout, and the need for close collaboration with DHSC and Devolved Administrations.
- 27. The initial phase of work (in the remainder of 2024-25 and into 2025-26), would explore the scale of changes that might be made to the Codes of Practice and agree priorities for managing those under the 2025-26 and subsequent business plans. The Board felt that an indicative timeline mapping the initial phases would be a helpful early output to assist the Board in its oversight of the process.
- 28. The Board noted the consultation and stakeholder engagement activities that

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were likely to arise through the development process, and felt that these would be useful and positive events in themselves in terms of horizon scanning and stakeholder community-building. The timetable for publication and response to the relevant policy issues, not least the recommendations from Sir Jonathan Michael's Independent Inquiry would need to be factored into the programme management of this work.

29. The Board looked forward to future updates and discussion as required on the process for identifying and prioritising reviews of the Codes of Practice over the next business year and beyond.

Item 4.2 - People Strategy

30. Tom Skrinar spoke to paper HTA30-24 providing the Board with background information on the ongoing development of the HTA's People Strategy 2025/26 - 2027/28.
31. The Board was pleased that workshops with staff had now been conducted, that participation levels were high, and that feedback arising had been constructive and forward looking. It supported the approach outlined in the paper. In discussion, the Board:
 - a) Highlighted the need for pace, with shorter-term actions to maintain momentum and positive engagement from staff, as well as slower-burn activity to address wider leadership and cultural issues.
 - b) Noted the need for the commitments in the Strategy to be deliverable and their outcomes measurable. Where scope for action was limited (around pay, for example) this needed clear justification.
 - c) Suggested that the strategy recognise the work that had been done so far and if and how this would be further developed.
 - d) Suggested that the strategy drill down into the causes of pressures experienced by staff;
 - e) Noted the need to address training delivery, as highlighted at item 2.4.
32. The Board felt it important that HTA's approach to people issues continued to benefit from the complementary perspectives and priorities of RemCo and ARAC. It felt that close engagement with the HR service provider (primarily via RemCo) would be valuable, including its strategic view and assurance on the staff attrition rate, and breakdown and usage of exit data.
33. The Board was pleased that a volunteer chair had now been identified for the Staff Forum; which would operate independently from HTA's formal governance structures on a "for staff, by staff" basis. It hoped that the Forum would play an active part on shaping and embedding the strategy.

34. Lynne Berry thanked discussants for their input, and Tom Skrinar and Gisela Amabilino for their work on early strategy development and consultation.

5. Governance Items

Item 5.1 - Remuneration Committee Report

35. Ellen Donovan, RemCo chair, reported that RemCo has met twice since the last meeting under its formal duty to discuss and agree staff pay awards within the pay remit parameters set by Government. On 20 September 2024 RemCo had agreed the Pay Award for General Grades. RemCo then agreed the Pay Award for Executive and Senior Managers on 24 October 2024. The outcomes of both meetings had been swiftly communicated to staff and the pay awards duly implemented.
36. RemCo would next reconvene on 24 January 2025. Under its wider remit as a 'sounding board' for the Executive, it would discuss progress on the People Strategy, and Equality, Diversity and Inclusion issues.

Item 5.2 - Audit and Risk Assurance Committee (ARAC) Chair's Report

37. Gary Crowe, ARAC Chair presented a summary report of the ARAC meeting of 17 October (paper HTA 23-24).
38. A full agenda was anticipated at the Committee's next meeting on 11 February 2025 including Review and approval of the Internal Audit proposed Audit plan for the financial year.

6. Closing Administration

Item 6.1 - Board forward Plan for 2024-25

39. Members noted the running Board and Committees forward plan (HTA 24-24). 2025 dates were now largely diarized, and the broad shape of future meetings being mapped out by Private Office and SMT. A broadly similar pattern to 2024 was anticipated.

Item 6.2 – Any other business

40. Lynne Berry noted that Tom Skrinar was departing the HTA and, on behalf of the Board, thanked him for his sterling service in a heavily loaded role.

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Members were pleased he was staying in the sector in an expansion to his current additional role at HFEA and wished him well in this important work.

41. No other matters of business were raised by Members.

Item 6.3 - Board reflections

42. The Board was pleased that Baroness Merron had conveyed her thanks to HTA's hard working and capable staff, and felt that this praise was well deserved.
43. Board members felt that meeting papers had been cogent, succinct, and conducive to orderly and constructive discussion. Board members had appreciated the opportunity to suggest discussion areas before the meeting, and thanked staff for factoring these into their meeting preparations. Board members acknowledged the contribution of staff across the organisation to Board papers and meeting arrangements and asked SMT members to pass on the Board's thanks to their teams.
44. Lynne Berry thanked attendees and closed the meeting. The HTA Board would next meet on 6 March 2025.