

PHIN General Meeting 19th July 2018 (PB 1828)

Meeting held at De Vere West One, 9-10 Portland Place, London, W1B 1PR.

Attendees

Member representatives	
Julian Griggs	Aspen Healthcare
Doug Wright	Aviva
Annabel Bentley	AXA PPP Healthcare
Steven Luttrell	BMI Healthcare
Greg Swarbrick	Bupa UK
Paolo Pieri	Circle Health
Peter Bailey	Circle Health
Rosemary Hittinger	Federation of Independent Practitioner Organisations
Tim Cross	HCA International
Rob Douthwaite	Healthcare Management Trust
Rachel Dixon	Horder Healthcare
Alison Newman	Hospital Of St John And St Elizabeth
Jenny Davidson	King Edward VII's Hospital Sister Agnes
Mahmood Shafi	Nuffield Health
Rachel Wheeler	Nuffield Health
Andy Jones	Ramsay Health Care UK
Mehdi Erfan	Ramsay Health Care UK
Justin Ash	Spire Healthcare
JJ De Gorter	Spire Healthcare
Graham Ball	The New Victoria Hospital
Chris Gilbert	VitalityHealth
Brian Goodman	Western Provident Association
Jayne Strange	Spencer Hospitals
Jo Jenner	Spencer Hospitals

PHIN Directors	
Dr Andrew Vallance-Owen	Chairman
Mr Matt James	Chief Executive
Mr Don Grocott	NED
Prof Sir Cyril Chantler	NED
Mrs Jayne Scott	NED

Non-voting guests	
Mark Sherlock	Brebners
George Brenton	Competition & Markets Authority
Peter Hill	Competition & Markets Authority
Emily Okwuosa	Great Ormond Street Hospital
Mike Barnes	Healix
Sally Campbell	Healix
Simon Cook	Imperial College Healthcare NHS Trust
Peter Wainman	Mills & Reeve LLP
Simon McMillan	MYA Cosmetic Surgery Limited
Tim Sluman	MYA Cosmetic Surgery Limited
Tom Denwood	NHS Digital
David Hare	NHS Partners
Disa Young	NHS Partners
Theo Luck	Phoenix Healthcare
Ernie Finch	PPF
Gail Lyons	Royal Brompton & Harefield NHS Foundation Trust
Geri Hamer	Royal Brompton & Harefield NHS Foundation Trust
Teresa Sheperdian	The Royal Marsden Hospital

PHIN Staff - In Attendance	
Mr Geoff Green	Finance Director
Mrs Stephanie Gordon	Product Manager
Ms Laura White	Relationship Manager
Ms Anne Coyne	Consultant Relationship Manager
Mr Robert Atherton	Data Protection Officer
Mrs Mona Shah	Office Manager

Minutes of the meeting

The Chair, Dr Andrew Vallance-Owen (AVO), welcomed Members and guests to the General Meeting and in summary outlined the work undertaken by PHIN's Chief Executive, Matt James (MJ), and Executive Team over the past 12 months. The Board continued to maintain PHIN's strategic vision and ensured that the cost to the Providers was kept under constant review.

AVO introduced the Chair of the Audit & Risk Committee (ARC), Jayne Scott (JS) and advised that Fiona Booth (FB) had chaired RemCom up to her resignation on 31st May 2018. AVO added that FB had been a stalwart member of the PHIN Board and always offered invaluable support and guidance. Members were advised that going forward Dr Gerard Panting had agreed to become Chair of RemCom.

1. At 14.10 the Chair welcomed Members to the formal General Meeting, and advised that the Notice of the GM would be taken as read and proposed the following Ordinary Resolutions;
2. The Ordinary Resolutions were carried as detailed below:
 - a) *Resolution 1: To appoint David Hare, CEO of NHS Partners network as Non-Executive Director to the PHIN Board.*

Justin Ash nominated David Hare to take the position of NED to the PHIN Board.

This resolution was unanimously carried, and David Hare was appointed to the PHIN Board.

- b) *Resolution 2: To approve the updated PHIN's Articles of Association.*

AVO informed the meeting that PHIN had been advised that Members had some concerns about the changes to the PHIN's Articles and suggested that if the concerns could not be resolved, this resolution should not be taken to a vote today. The issues would be considered and following consultation, the resolution would be resubmitted at the December AGM.

Members present agreed to take this course if action.

P Pieri (Circle Health) commented that they had raised concerns about Board Reserved Matters now requiring "75% of eligible directors" instead of unanimous vote.

AVO added that this amendment had been added to avoid any one director being able to veto a decision due to self-interest.

MJ added that this was to strengthen governance, as it required a change to the quoracy of meeting by increasing the number of directors required to attend.

Members at the meeting were asked for their opinion and J Ash (Spire Healthcare) added that the Articles required further consultation.

MJ reminded Members that PHIN had undertaken in a letter to HMRC to make changes to the Articles of Association at this meeting to ensure that PHIN's eligibility for mutual trading status would be maintained, per his letter to Members. The Articles of material interest to HMRC were not those now under discussion. Whilst approving the revised the Articles later in the year with amendments would probably be acceptable, MJ noted that any financial risk arising from the Articles not being amended would fall on Members.

The resolution was registered a "not taken to vote" and following consultation, the Articles would be re-submitted to the AGM in December 2018.

3. No other questions were asked by the members.
4. There being no other business the Chair drew the formal business of the GM to a close at 14.40