



Minutes of Board Meeting

PHIN 1624 Board Meeting held on 28th July 2016

Board Attendees*

Andrew Vallance-Owen (Chair) [AVO]
Fiona Booth [FB]
Professor Nancy Devlin [ND]
Don Grocott [DG]
Michael Hutchings (MH)
Matt James (CEO) [MJ]
Gerard Panting [GP]
Jayne Scott (JS) (via conference call)
Professor Sir Cyril Chantler [CC]

Apologies

Natalie-Jane Macdonald [NM]
Professor Sir Norman Williams [NW]
John Rudkin, Finance Director & Company Secretary [JR]

Other attendees

Jonathan Finney, Member Services Director [JF]
Di Hendry, Acting Financial Director (DH)
Dr VJ Joshi, Clinical Informatics Director [VJ]
Mona Shah, Office Manager [MS] Minutes

**Note, Board members will be referred to as Attendees, for the purpose of these minutes.*

The Chair welcomed DH to the meeting.

1. Declaration of Conflicts

There were no declarations of conflicts reported.

2. Minutes from previous board meeting

The Minutes of the previous Board meeting were approved, subject to minor amendments discussed.

- Under Section 3 CEO report – Meeting noted that consultants had been emailed to advise them of the portal access and the restrictions only related to GMC email addresses.
- A seminar session with the Board to understand exactly what data PHIN will be publishing and when would be scheduled for November 2016 and January 2017.

3. CEO update

MJ presented the CEO report and advised Attendees that PHIN had successfully achieved ISO27001 accreditation.

The meeting noted that financial issues discussed at the May Board meeting, relating to Subscription invoicing and processing supplier invoices, had now been resolved.

The first of CMA's milestone dates for data submission was approaching on 01 September 2016, and a mixed picture of readiness among the hospitals persisted.

Focusing on compliance and submitting new data, few hospitals had completed the information checking required for the interim website launch planned for July, which was therefore set back to October 2016.

A meeting had been arranged with the CMA on the following day to discuss various issues and to propose a selective delay or temporary non-enforcement for the submission of patient identifiable data. The Board supported the proposed approach.

The Chair commented that a lot has been achieved to date and the team should remain positive.

An informal Members' meeting was to be held in the afternoon. Representatives from the Insurers would be attending for the first time. In addition, professional bodies such as FIPO, BMA and BOA, and Peter Wainman, our lawyer from Mills & Reeve, will also be attending.

In response to a question, Attendees noted that IDF (The Independent Doctor's Federation) would not be attending but MJ was in conversation with Sue Smith, acting Chief Executive.

A question was raised regarding the balance of voting Members among different constituencies of interest. MJ reminded the Board that they had agreed to take an 'informal but purposeful' approach to balancing the voting Membership, as set out in the Strategic Plan. The Board may invite further organisations into voting Membership as and when they consider it appropriate to do so.

Information Governance

Following the ISO27001 assessment, it was noted that PHIN's fundamental approach to information governance was sound and nothing substantial had been raised as a matter of concern. Some minor non-conformities had been identified and an action plan was being prepared. Once submitted to Certification Europe, the final certification letter should follow within 7-10 days. PHIN needs to demonstrate its processes to governance bodies such as ISO27001, NHS IG Toolkit, Privacy Impact Assessment and HSCIC/DAAG audit. August would continue to see focus on IG issues, consuming internal and external resource time. The demands on the team created by the requirements of information governance audits were substantial and the additional impact on finances had not been fully budgeted for in the current year.

The Board noted that in the absence of JR as our normal Caldicott Guardian, Patrick Palmer (PP) had been appointed to that role on a temporary basis, and that he was appropriately trained and experienced. PP was an external consultant to PHIN, not a member of staff, but had worked with PHIN continuously for nearly four years. He had, on a number of occasions, acted as the conscience of the business. The Board **agreed** PP's appointment as the Caldicott Guardian for PHIN.

Similarly, in the absence of JR as the Senior Information Risk Owner, the Board **agreed** that that role should be covered on an interim basis by MJ.

PP and MJ were successfully managing information governance and the certification and audit processes.

People

MJ advised the Board of the present absence from the organisation of JR due to illness.

The Board noted that PHIN has appointed an Occupational Health service and was putting in place an Employee Assistance Programme to provide support to staff during periods of illness. The Board was further reminded that a group income protection insurance policy is in place, becoming effective after three months of absence, should that be needed.

The Board discussed the implications and risks arising when a key member of staff is absent, including managing the workload with current members of the team. It was noted that significant deliberate effort had already been made to improve resilience and that present absences had provided a largely successful test of that resilience. It was, however, accepted as inevitable in a small business that a prolonged absence of any member of staff, but particularly of a senior member of staff, would potentially place additional demands and stresses on other team members, might divert key individuals from their normal functions, and would likely require additional resources and additional costs to provide robust cover.

Member Engagement

Referring to the "Readiness Report" (PB1622), MJ advised the Board of the level of engagement with hospitals and that no adverse event data had been submitted to date from any members, even the founder members.

ACTION – MJ to provide a message for FB to send out to the CEOs

Meeting noted that the readiness monitoring process had now run its course and would switch into compliance monitoring going forward. forward member compliance would be monitored. Attendees discussed the performance measures and weighted data sets presented in the report and noted that PHIN compliance at any point in time would be measurable based directly on data submitted. In response to a question, MJ advised that the "best" member compliance expected was about 60%.

Board discussed the possibility of using this compliance data as a regulatory tool and publishing it on the PHIN website. The Board **approved** the proposed process for recording compliance measures.

Meeting also noted that feedback for the consultant portal had been positive, however the response was disappointing as only 4 from a total of 14,000 consultants in private practice responded. MJ advised that to establish a direct channel of communication with the consultants and to satisfy the GMC's information governance requirement, a service called "Dotmailer" was being established, at a cost of around £10,000 in the first year.

Website Development

JF advised the meeting that 90% of the website had been built and some minor issues were being resolved. Hospitals have been able to review their content but, again, there has been little engagement from them. More data is required and JF has been adding photos as they are received; hospitals are engaging by providing this information. Meeting noted that no data was being shared outside the EU.

MJ reminded the Board that the original website built by UI Centric was problematic, and the new web development team at Engineers D.O.O, based in Serbia, have created a much improved website which will look the same. In response to a question, VJ confirmed that Claranet's broadband access was in line with requirement to enable a large number of people accessing the website simultaneously.

Stakeholder Engagement

- A meeting had taken place with the Scottish Independent Hospitals Association in June. Representatives from the Scottish Government, Regulatory Healthcare Improvement Scotland, had been invited to commence discussions to assess how the CMA order will impact in Scotland; they were unable to attend.

ACTION – MJ to include JS into any discussion with Sheila Scobie to arrange further discussions with the Scottish Government.

- MJ attended the AIHO Board meeting on 13 June 2106

4. Finances

MJ presented the Finance update and responded to queries raised by Attendees:

- The Board noted that more robust procedures and processes had been initiated.
- DH presented the finding of the financial review: Board acknowledged that PHIN has grown substantially over the past 12 months.
- MJ presented the Forecast for year end 2015-16 and the proposed Budget 2016-17. MJ specifically noted that underspend in 2015-16 was greater than anticipated, in part due to deferred expenditure. The income received was lower than budgeted due to the decision to defer charges for new members from November 2015 to April 2016. The Chair invited question relating to FY15/16 year end, and none were raised.

Board **agreed** the year end forecast.

- Attendees discussed the proposed Budget for 2016-17; specifically, the possible increase in the subscription fee and concluded that further work would need to be done to decide a quantum for this increase. Attendees further discussed the requirements to deliver Article 22 of the CMA Order and cover for long-term absences.
- FB noted that any rise in fees would risk all the good work done to date by PHIN given that the message to date had been to members that fees would either stay the same or decrease.

ACTION – MJ-Fee increase quantum to be presented to be presented to September Board for final approval; however, proposed changes to be discussed with the Chairman and A&RC Chairman and circulated for preliminary approval asap, allowing invoices to be sent in Q1.

Verbal update from Audit & Risk Committee

The meeting reviewed finances and discussed the Risk Register and proposed Delegated Authorities.

ACTION – MJ to present the revised delegated authorities to September Board for approval.

- On DH's recommendation, the Board **agreed** that Brebners were approved as Auditors for 2015-16 accounts.
- The Risk Register would be updated to ensure that the Board reviewed Strategic Risks only and received update on any other risks as appropriate. The review period was agreed as 6-monthly for the A&R committee and annually for the Board.

ACTION – MJ to present risks to the November Board.

5. Matters arising for discussion

CMA Meeting, Friday 29 June 2016

MJ highlighted main points from report circulated in advance of the meeting:

- Proposal for delaying the Identifiable data and suggesting to properly get consent in place for 01 Jan 2017 and explaining why this would be beneficial. HSCIC data requires a lot of work.
- PHIN has always said that Consultants will have a chance to check their data before publication and this is a courtesy extended by PHIN and not CMA; the CMA being able to enforce publication.
- The impact of the Article 22 decision

Attendees thanked MJ for a remarkable paper and commented that PHIN would not want to lose the goodwill of the consultants but, bottom line was that legal obligations rested on the hospitals. Attendees further discussed the issues that the sector may face, noting that the current deadlines were already in the media.

Readiness, compliance & enforcement (Doc PB1622)

- Discussed as part of the CEO report.

ISO27001 Assessment: non-conformities and next steps

- PP was working on an action plan to address the minor non conformities and certification was anticipated for early August

Director's Liability Insurance

- Meeting noted that this would be in place in the next few days.

6. Document Review

PHIN Information Governance Policy 2016-06-28 Final (Doc PB1623)

- MJ advised that this overarching headline policy was updated and Board **approved** the policy.

Corrected Minutes of AGM held on 29th October 2016 (PB1601)

- MJ advised that the attendees list was incorrect and had been amended accordingly; Board **approved** the updated version of the minutes.

7. AOB

- No other AOB's items raised.

8. Dates for Future Meetings

Thursday 29 September 10.30am-1pm

Thursday 24 November 10.30am-1pm; 1pm-4pm (AGM/Members' Meeting)