

# Minutes of Board Meeting

**PHIN 1707 Board Meeting held on 26<sup>th</sup> January 2017**

## **Board Attendees\***

Fiona Booth [FB]  
Professor Nancy Devlin [ND]  
Don Grocott [DG] (Chair for this meeting)  
Michael Hutchings (MH)  
Matt James (CEO) [MJ]  
Gerard Panting [GP]  
Professor Sir Cyril Chantler [CC]  
Natalie-Jane Macdonald [NM]  
Professor Sir Norman Williams [NW]

## **Apologies**

Andrew Vallance-Owen [AVO]  
Jayne Scott [JS]

## **Other attendees**

Jonathan Finney, Member Services Director [JF]  
Dr VJ Joshi, Clinical Informatics Director [VJ]  
Geoff Green, Finance Director [GG]  
Mona Shah, Office Manager [MS] Minutes

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

MJ welcomed the attendees and advised that apologies had received from the Chairman as he was out of the country, and the Vice-Chair had also sent apologies due to illness.

**The Directors present appointed Don Grocott as Chairman for this meeting.**

## **1. Declarations of Conflicts of Interest**

NJM advised that she had been successfully appointed as a Non-Executive Director to the Board of Nuffield Health and would be taking up the post from 01 February 2017. The attendees noted this declaration and **agreed** that further discussion was required.

**ACTION: The Chairman to be asked to consider the matter and revert to the next Board meeting.**

There were no other reported declarations of conflicts.

## **2. Minutes from Previous Board Meeting**

The Chair advised that some of the matters arising would be covered under the relevant agenda items and subject to minor clarifications and revisions (listed below), **the minutes of the previous meeting were adopted.**

- Item 3 Compliance reporting – In relation to the use of registries, MJ clarified that the CMA Order states that any registries can be used to obtain data and clarified that PHIN will look to source other suitable registries to enable publishing data on the website.
- Item 3 Website Development - to add “so far” in line 2 after “submitted”

## **3. Approval of minutes of AGM held on 24<sup>th</sup> November 2016, plus notes of Members’ Meeting**

**The minutes of the AGM Minutes and Members’ meeting notes were adopted, as submitted.**

## **4. Chief Executive’s report**

MJ presented the Chief Executive’s report and advised the Board that December 2016 had been a challenging month in terms of resources through illness and unsuccessful recruitment exercises, but January had seen improvement with a couple of rapid recruitment successes in key areas of pressure.

The new website was scheduled to be launched at the end of January and MJ would present a preview during the afternoon session. Meeting also noted that the launch of the Portal, enabling hospital members to check their data, was broadly on track.

Relations with the CMA and other Stakeholders continue to remain positive and the CMA are supportive of the recommendation to delay publication of Consultant level performance measures to 2018.

Finances were now in a robust state, following completion of invoicing for Q1 and Q2, combined with an effort to recover the outstanding accounts receivables. Attendees also noted that good progress was being made on governance and risk and MJ thanked the Board for submitting their risks/concerns for the business for the discussion to follow.

Meeting noted that the November 2016 AGM had been well attended and no objections had been raised to the increase in subscription fees, following substantial efforts to minimise the increase required and communicate appropriately with Members. The Members in attendance had engaged with the content of the presentation and there was good debate.

### **Information Governance**

MJ informed the Board that PHIN was now compliant with the NHS IG Toolkit requirements. The process to gain approval for the proposed approach to patient consent had been problematic, even

following the approval received in October 2016. However, there had been direct and very reassuring engagement with the senior executive team from NHS Digital, following which PHIN now had an agreed form of consent. NHS Digital has authored an article for the NHS IG Alliance newsletter, aimed at reassuring IG leads of PHIN's consent process, and has undertaken to send a letter to NHS Improvement supporting PHIN's processes and governance.

MJ advised that NHS Digital's approach to consent would potentially mean that patients would be required to review and sign multiple data sharing consent forms for various purposes during registration. Meeting observed that it would be better from a patient's perspective if a hospital were allowed to rationalise these into a single form locally, perhaps bespoke for each patient. Meeting agreed that a process should be put in place to monitor consent and research patients' reactions to improve the process. MJ advised that he was not aware of any existing research, for example from NHS Digital.

Data received by PHIN at this moment in time is 'pseudonymised' and NHS Numbers would only be collected once consent was in place. Noting that patients now require a far greater level of information, discussion continued relating to the collection of NHS numbers, which would give information relating to mortalities, adverse events, etc. designed to align reporting in private healthcare with NHS reporting.

**ACTION MJ: Consider how the consent process can be improved through monitoring and experiential research after implementation.**

**ACTION MS: Add Update on Patient Consent to the March Board meeting agenda.**

Attendees noted the circumstances relating to the sudden departure of the Head of Information Assurance from the business immediately after joining.

## PEOPLE

MJ advised the Board that towards the end of 2016, the informatics team had experienced severe resourcing issues but that since the new year two important appointments had been made – one permanent and one contractor. MJ reminded the meeting that the Board had, in November, approved the use contingency funds if required to address these issues

Attendees noted that experience had shown that recruitment of technical resource was proving difficult despite a range of approaches, and that salary expectations were significantly higher than anticipated. The main effects of this will be felt in the next financial year, as the delays to recruitment caused by the difficulties would largely offset additional costs in this year.

The Head of Information Assurance role would not be replaced immediately, but would be kept under review.

MJ informed the Board that PHIN's hospital Relationship Manager would be leaving PHIN at the end of March, but that a new member of staff would be joining in a similar role.

### **Member & Stakeholder Engagement**

MJ advised the Board that at the last meeting with the CMA, several key issues were discussed; NHS Digital and Information governance issues raised by NHS Trusts, Patient Consent, Stakeholder Engagement, Enforcement action for hospitals, proposed delays in publication of consultant performance measure and Article 22. The CMA confirmed that all PHSOs that had received a notification of breach letter in October 2016 and remained non-compliant as at 31<sup>st</sup> March 2017 would be subject to formal enforcement action – a Direction to Comply. Additionally, the CMA was considering writing to all hospitals about achieving full compliance by or after 30<sup>th</sup> April 2017. The CMA also supported the delayed publication of performance measures. Attendees noted that the CMA has suggested that PHIN might be asked to review self-pay fees first and insured fees further down the line, but this remained undecided.

The Implementation Forum meeting was well attended and Members were broadly happy and supportive of the timetable and planning through to April 2017. MJ noted that the IF representatives were surprisingly bullish about readiness, but that this might not reflect the wider member group.

Attendees noted that MJ would meet the AIHO Board on Monday 30 January.

Board noted that the Outcome Measures (PROMS) ERG, had met earlier in the week and the Article 22 (Consultant Fees) ERG was due to meeting on 31 January 2017.

MJ advised that he had met with Dendrite, who run more than 140 registries, with the possibility of working with them subject to the approval and co-operation of the specific registry owners.

NW highlighted that the NHS "Getting it right first time" (GIRFT) programme also collects data on a large scale and have engagement from consultants and the Royal colleges; this information is used to inform peer to peer clinical practice improvement and is not for publication. GIRFT was currently trialling in Orthopaedics and has been found to be very effective; the intention was to include other disciplines. Noting that PHIN is expected to publish for patient access, attendees discussed why there may be issues with consultant participation, acknowledging that the CMA was trying to ensure safeguarding of patient welfare and was not approaching just from a commercial angle. MJ advised that he was aware of GIRFT and would arrange to meet with them again.

### **ACTION MJ to contact GIRFT.**

## **5. Reports of sub-committees**

- a. Audit & Risk Committee – 25 January 2017

In the absence of the Chair of the A&R Committee, ND & MJ updated the Board, informing them that committee members were satisfied that all the comments and issues highlighted on the draft Audit Report at the last meeting, had been incorporated into the report and the final Accounts had been accepted.

There was an informal discussion regarding Risks, which would feed into today's Board meeting.

The committee had **agreed** to continue with Brebners as Auditors, for this year and would review the appointment again for the following year. Acknowledging that the signing off process was rushed at the end of last year, a timetable had been requested for this year that would allow ample time for the Board to review and comment on the accounts before the AGM.

The financial reporting was now much improved, as was cash position to January 2017.

## 6. Finances

### a. Finance Report & Management Accounts -December year-to-date

GG reported that the October YTD figures presented were different to those presented to the November Board meeting, as they had been revised to reflect the October management accounts in PHIN's "Xero" system. Performance in November and December 2016 had fallen below budget, primarily due to administration, IT and staffing expenditure; attendees noted that delayed and deferred costs from previous months would be incurred later in the current financial year.

Meeting noted that the improved cash position up to January 2017 was due to a mix of increased income and decreased expenditure. A focused drive during November and December 2016, to issue the backlog of invoices for Q1 and Q2 for the current financial year combined with a debt collection process had resulted in the accounts receivables balance being halved since December 2016.

Board **agreed** that two-monthly financial reports submitted at Board meetings were sufficient and requested that anything of concern should be flagged as required. GG advised that he will be producing monthly financial reports and asked the Attendees to contact him if they wished to receive the reports more frequently.

### b. Financial Authority and Limits

MJ advised the Board that the revised Financial Authority and Limits (V4 2017-01-20), which added JS and GG as signatories had been reviewed and approved at the A&R meeting. **Board noted and approved the signatories and limits.**

## 7. Matters arising

### a. Appointment of a Company Secretary

MJ advised that MS had been acting successfully in the role of interim Company Secretary over the past few months, and had recently received appropriate initial training. MJ requested that the Board

confirm this as a substantive appointment. In response to the Chair, MS accepted this post. **Board approved the appointment.**

**b. Managing risk discussion**

Referring to the “Director’s key risks” document, MJ advised the Board that PHIN operated a detailed company risk register and invited comments and discussion.

Attendees discussed the issue of competitors to PHIN’s remit and the potential for providers to set up other websites in direct competition. The meeting noted that in some ways PHIN’s position is very strong there as is no clear process for the CMA to terminate the approval of the IO, and in practice it would be quite difficult for another organisation to meet the specific requirements of the Order. However, PHIN must remain objectively effective in its role, provide a genuinely good service to members avoid acting as a monopoly provider; if PHIN’s members wished to support that. However, the meeting noted that the member group is likely from time-to-time to want to consider whether there are alternatives to PHIN available. MJ advised that they have in fact done so several times in the past, each time eventually re-affirming their commitment to PHIN as the best available option.

Attendees discussed the risk of information published by PHIN not being used by patients and the impact on continuous improvement. In response to a suggestion to mitigate this risk by working with a third party, MJ commented that he would be happy to work with any appropriate third parties. Meeting discussed whether a support group in the private sector could help increase patient engagement and noted that the Private Patient Forum unfortunately did not attract a lot of engagement from the sector.

Attendees asked whether a helpline would be set up for when the website goes live, expecting that patients may want to interpret the data on the website and call with questions; meeting discussed the risks relating to misinterpretation of data and in ensuring PHIN provides the correct responses.

**Action: Executive team to consider a helpline for patients in addition to that proposed for consultants.**

In response to a question regarding retaining a legal counsel, in anticipation of legal issues that may be raised, MJ advised that he had been talking to a potential candidate to take on the role on a consultancy basis. Board supported this or a similar appointment if it can be made.

**ACTION MS – To add Risk Register review to the March Board meeting agenda**

MJ referred to the Risk Dashboard paper and added that the A&RC had requested an additional level of detail, highlighting who in the Executive team is managing the risk. The Dashboard would be “RAG” rated and asked whether the Board approved the format. The Board **agreed** that it was a good start and requested that each risk should show what the remedies are for any issues that show upward green arrows. Meeting **agreed** that the Board should review the risks twice a year at this level.

Board agreed that there should be a plan for the worst reaction from Members and the media, if something is wrong with the data that PHIN publishes and any adverse media coverage that may follow. MJ advised the Board that JF been working on these communications. Attendees noted that 30<sup>th</sup> April 2017 would be a “soft” launch of the website and a higher-profile launch would take place in July/August 2017.

Attendees recommended that a briefing should be scheduled for MJ and AVO; other Directors should be issued with a brief paragraph that would enable them to address any questions in the media. Meeting noted that the media had already asked about “PHIN’s failure to meet deadlines” and all Board Members need to support PHIN throughout and direct the media’s attention towards the bigger picture.

## 8. AOB

1. MJ informed the Board that AVO had requested a change to the March 2017 Board meeting date, as his had several diary clashes. The suggested date of 29<sup>th</sup> March 2017 was not suitable and attendees advised that they would be happy to rearrange if a suitable date could be found up to 07 April 2017 and if not then 30<sup>th</sup> March 2017 would unfortunately need to stand.

**ACTION MS to circulate potential dates to the Board - (Following consultation with the Board, the meeting date was confirmed as 07 April 2017)**

2. MJ advised Board that it had come to light that no contractual agreements have been signed between PHIN and the NEDs. It had become apparent that this may have been an oversight following recruitment and advised that a “Contract for Services” would be presented at the March Board meeting
3. Attendees were reminded that at the afternoon workshop, “Performance Measures” on the PHIN website would be reviewed (Please refer to Appendix A for the agreed actions from the workshop)

### 1. Dates for Future Meetings

Thursday 25 May 10.30am-12.30pm (RemCom TBC)

Thursday 27 July 10.30am-12.30pm (Audit & Risk Comm 9.00am-10.30 am)

Thursday 28 September 10.30am-12.30pm

Thursday 30 November 10.30am-12.30pm

AGM/Members' Meeting & RemCom – Dates to be confirmed

## **APPENDIX A**

### **Agreed Actions from the Performance Measures Workshop held on 26<sup>th</sup> January 2017**

1. **ACTION MJ** to discuss the impact of not publishing procedure volumes data by consultant, on individual hospital profiles on the PHIN website, with the Providers and the CMA. **Agreed** to leave this as a short-term objective for the Board and the action should be added to the minutes of the main Board meeting (ACTION MS).
- 3 **ACTION FB** to share AIHO's response to the press release relating to PHIN's Website launch.
4. **ACTION CC** to contact Chris Streather to discuss how organisations can champion PHIN's work.
5. **ACTION MS** to circulate notes from the workshop to all Board members before the next Board meeting