

Minutes of Board Meeting

PHIN 1903 Board Meeting held on 24th January 2019

Board Attendees*

Andrew Vallance-Owen [AVO] (Chair)
Professor Sir Cyril Chantler [CC]
Don Grocott [DG]
David Hare [DH]
Michael Hutchings (MH)
Matt James (CEO) [MJ]
Natalie-Jane Macdonald [NM]
Jayne Scott [JS]
Professor Sir Norman Williams [NW] (*left the meeting at 11:40*)

Apologies

Gerard Panting [GP]

Other Attendees

Jonathan Finney, Member Services Director [JF]
Jon Fistein, Chief Medical Officer [JLF]
Geoff Green, Finance Director [GG]
David Minton, Chief Technology Officer [DMI]
Mona Shah, Director of People & Process (Company Secretary) [MS]
Anya Patel, Medical Student, shadowing AVO [AP]
Nicola Slade, Minutes [NS]

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

AVO welcomed the Attendees to the meeting, wishing them a Happy New Year.

Apologies were received from GP, which the Board accepted.

AVO also welcomed AP (shadowing AVO) and NS (minutes) to the meeting.

1. Request for declarations of Conflicts of Interest

Attendees noted that all declarations of conflicts as recorded to date in the register still applied.

MJ advised that his role with the Disabilities Trust had begun.

The conflicts of interest register was circulated and would be discussed later in the meeting.

No additional declarations of conflicts had been reported since the previous Board meeting.

2. Approval of Minutes

a. Minutes of the Board Meeting held on 22 November (PB1842) were approved.

The Board noted the following:

JLF advised that following the previous meeting a discussion had taken place on the amount of work required for procedure grouping and the related methodologies. JLF proposed a high-level paper targeting the implementation of the project to be brought to the April Board meeting and the Attendees approved this approach.

ACTION: JLF to submit a paper to the April Board meeting regarding procedure grouping.

Board noted that a number of actions from the previous meeting had been actioned and completed or deferred including the following;

- JF had added The Pelvic Floor Society and BSUG to the list and would progressively contact other organisations.
- The new Finance & Commercial Director would review how to establish a consistent approach for subscription invoicing for cancer patients.
- Members had been advised of the availability of the new SISA in the Members' Bulletin.

3. Reports of sub-committee

a. Audit & Risk Committee (ARC) 16 January 2019

JS advised that an excellent ARC meeting had been held the previous week. The ARC had spent majority of the meeting focussing on Risk. The Q-Pulse system looked very promising, although there was additional work to be completed. For future Board meetings, it was proposed that only strategic high-level risks would be included for the Board to review rather than a demonstration of the QPulse system. The current Risk Management Policy was under review, and the top ten risks would be submitted to the April Board for consideration. These would then be incorporated into the current Risk Register.

ACTION: The Attendees agreed to review the top ten risks captured in QPulse, not to have a demonstration of how the system works and review the Risk Management Policy at the April Board.

ACTION: MS to email Attendees requesting any risks that they have identified to be added to the Risk Register.

4. PHIN Executive Report

The report was taken as read and MJ invited the Executive team to present key points from their reports.

Engagement

JF advised that the next benchmark for hospitals' progress would be the quarterly 'data freeze' scheduled for 3 February 2019. At the time of writing, 17 hospitals had been added, taking the number to 400. 100 have been added over the last 12 months, which represented approximately 95% of the market. We continue to chase hospitals for missing data and to ensure that currently published sites do not lose performance measures when the next refresh takes place.

Engagement continued with the larger hospital groups in respect of collecting and publishing self-pay package prices, alongside consultants' fees. Over 550 have provided information in the last week, and reminders were due to be sent at the end of January.

Engagement also continued with consultants in regard to the PHIN portal. To date over 6200 consultants had logged onto the portal and over 2200 had created a profile about their practice, with over 1600 having signed off their measures. The approval process had been extended to enable consultants to approve their measures at any point in the publication process.

JF advised that the engagement campaign would continue until the end of March and regular contact would continue with the hospitals, to assist with data collection.

Attendees noted that in December an email had been circulated from an individual to spinal surgeons alleging PHIN had been selling data. PHIN had refuted this statement and worked with The British Association of Spinal Surgeons (BASS) to quash the allegation. BASS confirmed that the email was not an official communication and was sent by an individual. BASS had supported our statement and agreed to include it on their website.

JF updated on the review of the website and advised that the research commissioned had requested changes to enable easier movement around the website. The revised approach was presented at the January Implementation Forum and given positive support. Further development work would now take place to deliver the revised solution.

Members of the Bishop of Norwich inquiry team visited PHIN's office in January for a demonstration of our hospital and consultant portal, followed by a meeting with the PHIN team. As requested by the Board, the Chairman also submitted additional evidence to the Bishop of Norwich's Inquiry regarding revalidation and outcomes.

Informatics

JLF's report headline was developing robust processes to support the delivery of mandated measures. The teams initial focus has been on ensuring a complete internal understanding of how the existing measures had been developed; plus, engaging with Members to ensure they understand the actions required for improving their data quality. The Engagement and Informatics team were working closely together to improve the processes, the first high level mappings have been completed.

ACTION: JLF/JF to complete documentation and publish by end of March 2019.

Technology

DMI advised that the consultant fees information on the portal had been launched successfully in January. The current portal would be rebuilt by the end of June 2019, the plan was to include a commercial content management system as part of the rebuild, which would be able to fulfil the needs of the proposed media centre.

The Azure Migration was completed on time and without incident. MJ congratulated DMI on the smooth migration across to Azure. Attendees noted that a much-improved workflow management system and a level of control was now available to the team.

A review of the MS Dynamics CRM system had begun, and a plan was being developed to integrate all PHIN systems into CRM to create a holistic approach that would be vital for finance and internal resources.

Governance, Information Governance and Risk

GG referred to the Monmouth Internal Audit which had taken place in November, the report had highlighted three non-conformities and significant progress had been made since the last Board update, centrally monitored by the Information Security Management Team (ISMT). The report also highlighted a number of good practices noting:

“There have been a number of initiatives since the last audit which have enhanced the approach to information security and should be noted;

- *Development of the Information Governance Management Console*
- *Development of Information Governance Framework*
- *The introduction of the Nano-Learning training programme”*

Two additional audits would be completed in the first six months of 2019, covering ISO requirements needed for the re-certification process prior to 9th August 2019.

Business Continuity Plan (BCP): an exercise was completed in 2018 and preparations had begun to undertake a second scenario-based exercise for all staff, in February.

Cyber Insurance: PHIN’s cyber insurers had provided access to a mobile application (App) to notify them in the event of a serious incident, as well as specific PHIN staff. The Board raised the issue of the App being able to be accessed outside of PHINs control and whether it related to the specific incident or processing the claim. MS advised it was restricted to a certain number of PHIN staff, but would check the process regarding incident notification versus claim.

ACTION: MS to check the process regarding incident notification versus claim process.

The Board noted the Incident Management report submitted to the ARC and appreciated the details. All items had been thoroughly investigated and detailed reports had been prepared. Regarding the suppression of small numbers on the website, the policy was being reviewed to ensure this did not reoccur and an extra step was now built into the process to preview the information supply prior to the information going live.

Dropbox cloud storage: It was recently brought to PHIN's attention that Privacy Shield did not include HR records, when stored on US servers. On checking there was a possibility that PHIN's files were still held on US servers and had not been relocated as part of the GDPR transfer. MS was in the process of ensuring the records were transferred to an EU server and awaiting confirmation from Dropbox.

ACTION: MS to follow up on the transfer of records.

Data Security and Protection Toolkit (DSPT): a detailed the DSPT action plan was being prepared for submission in March.

Nano Learning: JS advised that she had reviewed the proposed modules for the Board and suggested that the training should go ahead to ensure that appropriate information governance awareness at all levels. Attendees **agreed** to take forward the Nano Learning modules for Board members.

ACTION: MS to arrange Nano Learning training for Attendees with Rob Atherton.

People & Process

MS referred to key points in her report and the Attendees noted joiners and leavers.

The new Project Manager, Ann-Marie Kennedy, had made a promising start, interacting with all PHIN teams to map the main functions and establish systems and processes across the organisation.

A successful operational managers meeting had taken place in January, which included all Managers and the Executive Team, where progress and challenges were openly discussed. This new meeting format would meet monthly until April 2019, when the arrangements would be reviewed.

With the departure of GG, interim financial arrangements have been put in to place, with MS leading on the process, with support from Carolyn Ablitt (Bookkeeper), Jenny Stannard (Management Accountant) and Obaayaa Asantewaa (Office Administrator).

The Finance Director role has been redefined and recruitment has begun for a new Finance and Commercial Director to fulfil current and future requirements. A qualified finance person would continue to provide assurance on PHIN's finances and to lead on a proactive approach to strategic and commercial issues. The responsibility for Risk Management and Information Governance, will pass to MS going forward. Mark Iliffe (Howgate Sable) had shortlisted potential candidates and the interview process would commence in the next two weeks.

Chief Executive

The migration of PHIN's data and systems to Microsoft Azure was successfully completed without major incident in early December. There were, inevitably, some minor issues, but nothing that threatened to compromise business continuity or information security.

The ADAPt Program continued to work productively toward publishing a consultation document on next steps. Proposals on data governance collection needed to be finalised before publication. The Board **agreed** that key-authorisation conversations were vital to the process and NJM volunteered to assist with Insurer groups.

ACTION: NJM and JF to discuss and reach out to insurers.

LaingBuisson Report; Laing Buisson reached out to use our published information in a forthcoming publication. Whilst PHIN supported the use of its information for publication, it was felt that this request had come a little too early and that more stakeholder engagement was required. PHIN's preferred route was to move towards openly publishing the website information in a downloadable file accessible to any user, with some restrictions placed on the right to re-publish.

Medicines and Medical Devices Safety Review (IMMDSR): PHIN gave evidence at this review and would return for a second session in March.

National Bariatric Surgery Registry (NBSR) operated by the British Obesity & Metabolic Surgery Society (BOMSS): PHIN met with the NBSR recently to discuss data sharing. Recognising that their funding was limited to NHS activity, PHIN offered to fund the costs of initial data extraction and processing up to £8k in value.

Attendees noted the following Health Sector Updates: Des Shiels has left Aspen Healthcare with an interim CEO, Paul Etherington, in post; David Mobbs has been appointed as Chair of BMI Healthcare; Mike Neeb is retiring as chief executive of HCA UK after 12 years; current COO John Reay would take over from April.

5. Matters Arising

a. Discussion of Directors' conflicts

The current Conflict of Interest Register was circulated for review. The Attendees felt that the register should be a list of all interests and appointments outside of PHIN, rather than a self-declared conflict. This would ensure the process was robust and all external roles would be identified. The Attendees **agreed** that a new Register of Interests would be implemented, and MS would write to all Board members asking them to provide the information prior to the next Board meeting. At the April meeting, all Interests would be reviewed and approved. In the future, if Board members accepted new appointments, these would be reviewed and approved under Article 43.

ACTION: MS to write to Attendees asking for a list of interests and appointments prior to the April meeting and a new Register to be issued at the April meeting for approval.

b. NED Recruitment process and; c. Board review proposal (discussed under the same item)

The Board **agreed** that a formal Board review was an excellent idea, which had not been completed previously. It was proposed that the April meeting was extended by 90 minutes to begin an open discussion and take feedback on the current Board, what works well, what could we do better, what knowledge we have and any skills gaps. Once this discussion had taken place, it would provide a clear steer as to whether a formal Board review was required. As part of the same discussion the Board would look at succession planning for the Executive Team and NEDs. Both items would form part of the agenda for the "Strategy Away Day" in September, providing an opportunity for a deeper discussion.

ACTION: MS to extend the April Board meeting and identify a date in September for the Strategy Away Day.

ACTION: AVO/MJ/MS/NS to meet to plan the April and September meetings.

6. Finance

GG presented the key points from his report and informed the Board that during November/December 2018, the monthly expenditure had fallen slightly under budget by just over £17k, of which the largest variance was due to an underspend of staffing costs, although three new members of staff were recruited during the period. IT expenditure was £16k over budget, although half of this increase was an accrual of a bill from Claranet that we require clarification on.

Attendees noted that the November/December surplus was £14k against a budget of £(8)k and YTD surplus was almost £131k over budget, which is all related to cost underspend. The December cash position increased to £1.616m, reflecting the longer delay in receiving the Q1 subscription fees from a number of hospitals, including a couple of the larger groups. The December balance sheet shows an accounts receivable balance of over £237k. This compares to £277k at the end of October. The majority was related to our Q2 billing with £92k being older debt.

During November we actively targeted a number of longer-term debtors to attempt to reduce the older debt balance in particular. Debt letters were sent out to 19 organisations who owed us a combined sum of just over £50k. We have received full payment of account from 7 hospitals for £17k, another 3 have partially paid and we have passed 9 hospitals to our debt management agency for collection.

JS advised that the ARC had made a conscious decision that PHIN should have a six-month reserve in place, this was good financial management for the organisation. MJ echoed this approach and advised that PHIN had been running under budget due to staff recruitment underspend. Technical positions were difficult to fill as PHIN paid modest salaries.

7. Governance

No items were submitted for discussion at this meeting.

8. AoB

a. Committee membership from January 2019:

Attendees noted that ARC would continue with three Committee members, until the planned review and succession planning meeting had taken place.

David Hare confirmed that he agreed to join the Remuneration Committee.

b. AVO thanked GG for his hard work and support since joining PHIN two years ago. GG had joined at a particularly difficult time and had made a real impact with his expertise. MJ and JS added their thanks to GG for his contribution as a crucial member of the PHIN team.

9. Dates of next meetings

Board Meetings will commence at 10.30am.

PHIN Board meeting proposed dates for 2019

Thursday 4 April 2019 – 10.30am-1.00pm

Thursday 6 June 2019 – 10.30am-1.00pm

Thursday 18 July 2019 – 10.30am-1.00pm, followed by Lunch & Informal Members' Meeting
1.00-4.00pm

Thursday 26 September 2019 – 10.30am-1.00pm

Thursday 21 November 2019 – 10.30am-1.00pm

PHIN RemCom meeting proposed dates for 2019

Thursday 4 April 2019 – 9.30-10.30am

Thursday 6 June 2019 – 9.30-10.30am

PHIN Audit & Risk Committee meeting proposed dates for 2019

Thursday 25 April 2019 – Telecon 10.00am-12.00pm

Wednesday 17 July 2019 – 2.00-4.00pm

Thursday 17 October 2019 – 10.30am-1.00pm