

Minutes of Board Meeting

PHIN 1909 Board Meeting held on 4th April 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]
Gerard Panting [GP]
Jayne Scott [JS]
Professor Sir Norman Williams [NW]

Apologies

Natalie-Jane Macdonald [NJM]

Other Attendees

Jonathan Finney, Member Services Director [JF]
Jon Fistein, Chief Medical Officer [JLF]
David Minton, Chief Technology Officer [DMI]
Mona Shah, Director of People & Process (Company Secretary) [MS]
Nicola Slade, Executive Assistant, (Minutes) [NS]
Caroline Lien, Facilitator [CL]

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

AVO welcomed the Attendees to the meeting.

Apologies were received from NJM.

1. Receive Directors' Register of Interests

The updated Register of Interests had been circulated with the relevant PHIN articles for review by all Attendees. Some minor amendments were noted and would be updated outside of the meeting. This Register would be circulated at each meeting going forward.

2. Consider Directors' Conflicts of Interest

AVO introduced this item with regard to Article 6 and Article 53 of PHIN's Articles of Association (December 2018):

6. *A person shall not be entitled to be appointed as a director if they are employed or otherwise engaged by, or have an interest in (save for any interest in the shares or other securities of a company traded on a securities market so long as such interest does not extend to more than 3 per cent of the issued share capital of the company or the class of securities concerned) any Member or any member of its Group.*

53. Where the existence of a director's relationship with another person has been approved by the board pursuant to Article 51 and his relationship with that person gives rise to a Conflict, the director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the Act (inclusive) because he:

53.1 absents himself from meetings of the Board at which any matter relating to the Conflict will or may be discussed or from the discussion of any such matter at a meeting or otherwise; and/or:

53.2 makes arrangements not to receive documents and information relating to any matter which gives rise to the Conflict sent or supplied by the Company and/or for such documents and information to be received and read by a professional adviser, for so long as he reasonably believes such Conflict subsists.

The Attendees further discussed the issue of NJM being a member of the PHIN Board, and subsequently being appointed as a NED to the Board of Nuffield Health on 01 February 2017, who are one of PHIN's members. NJM declared the Nuffield appointment at the PHIN Board meeting held on 26 January 2017 and confirmed, at the PHIN Board meeting held on 7th April 2017, that she had spoken to the PMIs and they had fully supported her appointment to carry out both NED roles (Nuffield Health and PHIN).

In relation to Article 6, this was a prima facie conflict for PHIN. In accordance with Article 53, if conflicts do arise, there are defined processes e.g. for NEDs to absent themselves from the meeting where necessary. However, this had not been clearly minuted at the time of the original appointment, but was discussed in detail at the April 2017 PHIN Board meeting.

The PHIN Board acknowledged the conflict of interest caused by NJM's Nuffield appointment but was willing to accept it, with the proviso that the terms of Article 53 will be applied as and when necessary

3. Approval of Minutes

- a. Minutes of the Board Meeting held on 24th January (PB1903) were approved.**

4. Reports of sub-committee

- a. Audit & Risk Committee (ARC) 15th January 2019 (ARC1908) were approved.**

Item 5c: Risk Management Policy: The Attendees noted that it was not necessary to brief a QC in relation to GDPR, once the Risk Management Policy had been finalised.

5. Matters Arising

Risk Discussion (PB1905)

MS introduced the paper reminding attendees that they had been asked to provide feedback on their individual top ten risks identified for PHIN and these were listed in the paper presented. MJ requested that any further suggestions should be shared with MS and they would be then used to refine the report for presentation at the ARC on 25 April 2019.

JS added that one of the most important items for focus on was mitigation. The format of the new report was much improved and helpful. The 'Bow Tie' information was a good illustration of how risks were broken down and the mitigation processes were clearly identified.

Attendees added that the Executive Team (ET) should be responsible for reporting issues that had arisen and the steps that were taken to resolve them, to ensure the same issue did not recur. MJ advised that the previous risk register was static, and by regular review in the Q-Pulse system, the high-level strategic risks would be reported to the Board for review. PHIN was now at a point where short-term risks would be resolved quickly, which meant the risk register would continue to be an evolving document.

Attendees **agreed** with the top ten risks summarised at the beginning of the report, although advised they needed refining, and asked that the ET further consider the severity of adverse publicity and reputational damage, as well as decreased data quality and possible non-compliance with the CMA order.

The risks would be refined and reviewed again at the ARC on 25 April, before coming back to the Board for review at the June meeting.

ACTION: JS/MS would update the risks following the Attendees feedback and present at the ARC on 25 April 2019.

Informatics Update (PB1906)

JLF introduced the paper providing an update on:

- **CMA Measures delivery and development**
 - Adverse Events: JLF advised that the methods for analysis and presentation had now been documented, replicating the NHS approach, for comparability with independent providers. The prototype would be available in the portal in May 2019, publicity would be released mid-May 2019 and the report available in the public domain mid-June 2019.

Attendees were pleased that progress was being made and looked forward to seeing the final documentation in May. MJ explained that PHIN would be checking internally and externally to ensure the dates for publication were consistent across all providers.

ACTION: JLF to ensure reports were available in the portal in May and published externally in June 2019.

- PROMS: A prototype document was being worked on with raw data, with a June publication date. PHIN continued to work with providers to ensure that they submitted their data, however, it was a drawn-out process. Attendees were concerned by the delay on obtaining provider data and **agreed** that Providers should be strongly urged to submit their data to PHIN, understanding that they also needed to verify this data, to avoid PHIN publishing data that could not be verified in its present form.

- **Data Maturity report**

Work had been completed to improve how PHIN communicated expectations to providers to enable them to understand their obligation to submit data fit for purpose. Due to this, a marked improvement had been noticed in the data maturity scores over the past three months. The report would be published mid May 2019, as well as making regular reports available for all providers from the end May 2019.

ACTION: JLF to ensure both data maturity reports published by end of May 2019.

- **Procedure Groups**

The meeting noted that PHIN receives approximately 6000 unique OPCS codes from providers, and a body of work had been undertaken to group these OPCS codes into PHIN Procedure Groups, both to enable clear understanding for patients, consultants and providers and to gain insights in to the private healthcare market.

The short-term aim to was to release the current set of procedure groups by the end of April 2019, as version 1, while continuing to find a more sustainable model.

Strategy Process Outline (PB1907)

MJ had provided a discussion paper outlining a process to update PHIN's Strategic Plan for the period 2020-2025, as the current 5-year plan was till the end of 2019. This process would take PHIN through the rest of 2019, with regular review updates at each Board meeting, between now and September. Attendees noted that this approach would inform the agenda for the September Away Day, with a final plan ready to present to the AGM in December 2019.

MJ asked for feedback from the attendees, in preparation for the first high-level paper on issues and options that he will submit to the May Board.

The Attendees **agreed** that the paper provided a good starting point and that MJ had covered the main parameters. They added that patient/consumer involvement would be key to the process; so they would value time for a conversation around patients and their perspective of the system and what PHIN could do to assist with enabling their voices to be heard.

ACTION: MJ to provide high-level paper for May Board.

6. PHIN Executive Report (PB1098)

MJ introduced the new Executive Report and advised the meeting that the report would evolve as the attendees provided feedback. The attendees welcomed the new style report that clearly showed the high-level milestone plan and the key items taking place over the next few months. Noted that larger printed copies were requested by the Board.

Summary of key points discussed:

- The website portal had shown an increase in the number of hospitals providing information
- There was still some work to be completed with consultants signing off performance measures
- Information received on consultant fees had improved, over five thousand consultants now, which was the launch target
- Website visits had more than doubled in the last 12 months, from three thousand to eight thousand a month
- Consultant fees information on the public PHIN website would be launched on 30 April 2019, then a media campaign on 8/9 May, the CMA will be supporting the launch
- A medium level vulnerability was identified in the portal during an Penetration Test and fixed the same day
- A 'Pen test' was carried out on the office, performed to evaluate the security of the system, which was successful as no access was allowed

Finance: Jack Griffin had been appointed as Finance and Commercial Director and was due to start on 1 July. In the meantime, MS was keeping the core financial processes running, with support from Obaayaa Asanetwaa (OA). Attendees noted that debt would jump slightly for the end of March, as two-month-old debt would jump to three months. This was being managed by MS and OA.

[Caroline Lien joined the meeting]

7. AOB - Board Review Survey and NED Recruitment Discussion

AVO introduced CL, who had prepared the report and would facilitate the discussion.

CL thanked the attendees for their timely completion of the questionnaire. The responses provided showed a strong Board, both in expertise and functioning productively. There were no areas of strong disconnect. It was clear that the attendees felt there was not sufficient time to think strategically, beyond the CMA's order, there was a clear desire for the attendees to spend time on strategy, within the regular meetings. The attendees felt the papers were too detailed, and steps had been taken to address this with the April papers. There was overwhelming feedback around diversity with clear responses about insufficient ethnic and gender diversity. The Board is strong on healthcare expertise, but different sector expertise would be welcome.

The attendees took part in lively discussion focussing on each subject of the report.

CL summed up the suggestions for the next steps for the Attendees to consider:

- Begin the recruitment process immediately for one NED
- After the strategy session in September, missing skills will be identified, and a subsequent appointment or appointments could be made
- Appoint a head-hunter with reach outside healthcare to manage the process
- Advertisements to supplement the recruitment process in key publications
- Focus on CMA order and deliver what is required

ACTION: A summary document would be provided for the attendees to consider the next steps.

8. Dates of next meetings

Board Meetings will commence at 10.30am.

PHIN Board meeting proposed dates for 2019

Thursday 6 June 2019: 10.30am to 1pm, followed by Board Workshop 1.30pm to 3pm

Thursday 18 July 2019: 10.30am-1pm, followed by Lunch & Informal Members' Meeting 1pm to 4pm

Monday 9 September 2019: Board dinner, details to be confirmed

Tuesday 10 September 2019: Board Away Day, details to be confirmed

Thursday 26 September 2019: 10.30am to 1pm

Thursday 21 November 2019: 10.30am to 1pm

Thursday 12 December 2019: AGM and Lunch 10.30am to 2pm

PHIN RemCom meeting proposed dates for 2019

Thursday 6 June 2019: 9.30-10.30am

PHIN Audit & Risk Committee meeting proposed dates for 2019

Thursday 25 April 2019: Telecon 10am to 12pm

Wednesday 15 July 2019: 2pm to 4pm

Wednesday 23 October: 10.30am to 1pm