

## Minutes of the Board Meeting

Location: In person and online meeting via Microsoft Teams

Chair: [Andrew Vallance-Owen](#)

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### PHIN PB2144 Board Meeting held on 18 November 2021

#### Board Directors\*

Andrew Vallance-Owen (Chair) [AVO]  
Jayne Scott (Deputy Chair) [JS]  
Professor Sir Cyril Chantler [CC]  
Don Grocott [DG]  
Michael Hutchings [MH]  
Matt James [MJ]  
Nigel Mercer [NM] *online*  
Professor Sir Norman Williams [NW]

#### Other Attendees

Jonathan Finney, Member Services Director [JF]  
Jon Fistein, Chief Medical Officer [JLF]  
Jack Griffin, Finance and Commercial Director [JG]  
Jessica Harcourt, Virtual Assistant (Minutes) [JH]  
David Minton, Chief Technology Officer [DM]  
Mona Shah, Director of People & Process (Company Secretary) [MS]

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

#### Welcome and introductions (Chair)

The Chair welcomed all attendees to the meeting.

#### 1. Review & Consideration of the Directors' Register of Interests

No changes were required to the register of interests.

#### 2. Approval of Minutes and Actions

##### a. Board meeting held on 13 October 2021

The minutes of the Board Meeting held on 13 October 2021 were approved, as presented.

#### 3. Reports of sub-committee

##### a. Draft Audit & Risk Committee 19 October 2021

The minutes of the Audit & Risk Committee meeting on 19 October 2020 were taken as read.

#### 4. Matters Arising

##### a. NED Appointments – Insurer nominations

The Chair advised that the interview process had been conducted with Hugh Savill, who had been nominated by the insurers to the PHIN Board and gave an overview of his suitability.

The Chair recommended to the Directors that the nomination should be accepted.

The Board **agreed** to accept the nomination of Hugh Savill to the PHIN Board.

It was agreed that Hugh Savill should be invited as a guest to the AGM.

**ACTION MS to arrange for Hugh Savill to be invited to the PHIN AGM and issue the NED contract**

##### a. Draft Annual Report content

Partial draft content for the PHIN Annual Report had been circulated and the Directors agreed to provide feedback by 22 November 2021.

**ACTION Directors to provide feedback on draft Annual Report content by 22 November 2021.**

##### b. 2022 Meeting Dates

The 2022 meeting dates were noted.

The Chair confirmed that he would be announcing his intention to step down from the PHIN Board at the PHIN AGM in December 2021.

#### 5. PHIN Executive Report

The Executive Report was taken as read.

The Board discussed the importance of the ADAPt programme being operationalised once the pilots had completed and considered what would be required to make the programme work over the long term.

JF updated the Directors on the progress of working being undertaken with the CMA in relation to high volume consultant engagement which was expected to start in early 2022. It was noted that a Data Protection Impact Assessment was also in progress.

#### 6. Finance

##### a. Financial Statements & Audit Adjustments

The report was taken as read.

JG stated that an unqualified audit opinion had been provided by Brebners, the External Auditors. JG recommended to the Board that in line with accounting standards, it remained appropriate to prepare the accounts on a going concern basis. This had been discussed and agreed by the Audit & Risk Committee and supported by Brebners.

**The Board agreed to adopt the Going Concern basis for preparing the accounts.**

## **b. Management Representations Letter and Resolutions**

No questions were raised by the Attendees in relation to the Management Representations Letter.

**The Board approved the Resolutions, the Financial Statements and the Management Representations Letter provided by Brebners.**

## **c. External Audit Finalisation Report 2021**

JG introduced the External Audit Finalisation Report, outlining the audit recommendations and accounting adjustments.

## **d. Finance Report, Management Accounts and Reserves – September YTD**

The report was taken as read.

## **7. Governance**

### **a. Risk Register & Issues Log**

The Board noted the paper. MS advised that PHIN's risks continued to be managed in Q-Pulse, which was undergoing further development to allow the risk owners to add an action plan for managing each risk.

The top risk to PHIN remained the failure to gain support and approval for the Strategic Plan; a number of issues had been raised which were being addressed.

Following the recent Audit & Risk Committee meeting, a Board level issues log had been created and this would be updated after discussion by the Board at the Risk workshop scheduled for February 2022.

## **8. PHIN Strategy**

### **a. Strategic Plan Meetings Update & Feedback**

The Chair noted that the 5 bilateral meetings with the providers had now taken place and there had been a meeting of the Partnership Forum on 17 November 2021, which regrettably had not had full attendance from the providers. The Forum attendees agreed with the key themes that PHIN had identified as a result of the bilateral meetings, however, there was not as yet clarity on what the answers might be to the outstanding matters.

The Chair reminded the attendees that PHIN would need to indicate by the end of January any notice of an uplift of fees.

The Directors discussed that to date PHIN had been taking the initiative in driving adherence to the CMA Order whereas the obligation sat firmly with the providers.

The Directors discussed that having the FSSA represented in the Partnership Forum would be helpful.

MJ commented that there had been a continued focus on delivery and that 5 new measures would be published shortly, the website had been relaunched and work on the portal would be next. In addition, the BI and analytics work continued to add value.



At a recent meeting with the CMA, it had been made clear to PHIN that there were no other routes available to deliver the requirements of the Order and as such PHIN and the Members needed to work together to present a solution. It was also clarified that in the event that the CMA were even to consider making any changes to the Order, it would likely be very lengthy process. It was also noted that the CMA may write a note to providers explaining the original purpose of the Order in due course.

The Chair summarised the next steps as a need to continue the discussions with the providers whilst encouraging them to assume their rightful responsibility for identifying a way forward. It was agreed that there was no plan to push forward with the draft Strategic Plan at the current time. Meanwhile, PHIN would continue to focus on carrying out the day-to-day work of fulfilling the requirements of the CMA Order.

## 9. AOB

No other business was tabled.

The Chair closed the meeting at 11.55am.

The Executive team and Executive Assistant left the meeting at this point

### Board follow-on meeting - Actions Agreed

#### Succession: Chair

- AVO re-confirmed, as advised to the Board in March this year, that he would announce his intent to step down at the forthcoming AGM in December.
- The Board acknowledged the need to determine a process to appoint a new Chair.
- The Board acknowledged that there was one internal candidate for the role, but that a decision needed to be taken as to whether that candidate should be appointed or an external recruitment would be advantageous.
- **JS declared an interest as the internal candidate for the Chair role, and left the room to avoid conflict of interests.**
- **Directors agreed unanimously to appoint JS to the role of Chair.**
- JS was invited to re-join the meeting and was informed of the Board's decision.

#### Succession: Chief Executive

- MJ informed the Board that it was his intent to step down as Chief Executive, and invited the Board to initiate a process to find his successor.
- The Board agreed that moves toward that recruitment should begin as soon as possible.

#### Succession: NEDs

- The Board acknowledged a current lack of diversity among directors and the urgent need to address this with future NED appointments.