

Minutes of the Board Meeting

Location: The Toynbee Mackenzie ENT Room, The Royal Society of Medicine, 1 Wimpole Street, London, W1G 0AE

Outgoing Chair: Andrew Vallance-Owen | Incoming Chair: Jayne Scott

PHIN PB2211 Board Meeting held on 3 February 2022

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]
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]
Greg Swarbrick, Strategic Projects Lead [GS] – GS attended for item 10 only

**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 and in particular welcomed Hugh Savill, the private medical insurers nominee who was attending his first PHIN Board Meeting.

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

No changes were required to the register of interests.

2. Governance

a. Proposals for Board sub-committees, appointment of Deputy-Chair and Committee membership

The paper was taken as read.

It was agreed that the Terms of Reference for all subcommittees would be reviewed in due course.

The Directors unanimously approved the appointment of Don Grocott as Deputy Chair.

The Directors **approved** the revised committee structures and proposed memberships as outlined in the paper.

It was **agreed** to discontinue the “Customer Committee” and the “Strategy Implementation Group”.

The following members for the two remaining committees were agreed as follows;

Audit and Risk Committee: Hugh Savill (Chair), Cyril Chandler, Don Grocott

HR/Remuneration Committee: Michael Hutchings (Chair), Nigel Mercer, IHPN nominee

ACTION 030222.1: MS to ensure committee Terms of Reference were reviewed by relevant committees and any revisions presented to the Board for review in due course

b. Chief Executive Position

JS advised that the accompanying paper had been agreed by MJ, MH and JS.

The Directors noted that it had been mutually agreed between PHIN and Matt James, that he would be leaving PHIN on 31 March 2022 and the Directors **approved** the handover arrangements outlined in the paper.

The Directors unanimously approved the appointment of Jack Griffin as acting CEO on an interim basis and delegated the arrangements for the appointment of JG to JS and the Remuneration Committee.

c. Review of Chair and Non- Executive Director roles, commitments & remuneration

MH presented the paper and the Directors discussed the Chair appointment and terms of engagement, Non-Executive Director (NED) terms of engagement and Chair and NED remuneration.

It was agreed that the Chair could attend any committee meeting at her/his own discretion without the need for an invitation from the committee chair. Appropriate notice to be given.

The Directors discussed the assumptions in the table that outlined the expected number of days to which each role would be required to commit. The Directors **agreed** to keep this under review. MH noted that the time commitments and remuneration had been considered at length with various parties.

The Directors provisionally **agreed** the proposed remuneration for the Chair, Deputy Chair and the Non-Executive Directors as outlined in the paper and pending a final review at the March Remuneration Committee meeting, would seek to approve the remuneration at the March Board meeting.

It was noted that Board remuneration would continue to be overseen by the Remuneration Committee. The Directors commented that it was a fair approach to set a baseline for each role and any additional time commitment over and above the anticipated amount would require the agreement of the PHIN Chief Executive and the Remuneration Committee. It was **suggested** that Board remuneration would be reviewed annually against relevant inflation indices and this should be added to the guidance for the Remuneration Committee.

The Board discussed the reporting line for the Chief Executive and agreed to replace “managing” with “overseeing”. It was noted that in the paper, under the section relating to the Chair, the fourth bullet point should refer to Article 44.

ACTION 030222.2: MS to add an annual Board remuneration review to the Remuneration Committee guidance

d. Chief Executive Recruitment

MH updated the Directors that a thorough selection process had taken place to source an executive search firm for the recruitment of a new Chief Executive for PHIN. Following a scoring process, NM and MH had met with 2 shortlisted firms. It was noted that the detailed proposals were available for inspection. NM and MH agreed that Green Park was the preferred recruitment partner.

The attendees would consider if they knew anyone that should be considered for the Chief Executive role.

The Directors **approved** the engagement of Green Park for the Chief Executive search.

e. New NED Appointments – verbal update (JS)

The Directors welcomed the fact that CC had agreed to remain on the PHIN Board for several more months rather than stepping down in April 2022 as he had originally planned. This would help provide continuity during a period of change.

The Competition & Markets Authority had confirmed they would be nominating a new Non-Executive Director.

The Directors **agreed** to the reappointment of David Hare as the PHIN Board representative of IHPN and it was proposed that he could start work on RemCom as the IHPN representative member and will attend the March 2022 Board meeting, subject to his acceptance and diary commitments.

3. Approval of Minutes and Actions

- a. Board meeting held on 18 November 2021**
- b. PHIN AGM held on 8 December 2021**
- c. PHIN Members’ Meeting held on 8 December 2021**

A revision of the November Board meeting was requested to add the notes of the informal meeting, as JS was formally appointed as Chair during this meeting. An updated version of the minutes was circulated and approved by the Board.

The AGM & Members’ Meeting minutes were approved as presented.

4. Reports of sub-committee

a. Draft Audit & Risk Committee 18 January 2022

The minutes of the Audit & Risk Committee meeting held on 18 January 2022 were taken as read.



ARC had reviewed several potential budget options for the 2022/23 financial year that would be discussed with the Partnership Forum in due course. An update on these discussions would be given to the Board at the March meeting. Final approval of the budget would be sought at the May 2022 Board Meeting.

b. RemCom Meeting 21 January 2022

This was covered under item 2 on the agenda and there were no further updates.

5. Matters Arising

There were no matters arising in addition to the agenda items.

AVO handed over to JS to chair the remainder of the meeting.

6. PHIN Executive Report

The Executive Report was taken as read.

The attendees discussed the importance of PHIN monitoring the implementation of the recommendations from the Paterson Enquiry.

MJ advised that he had stood down from the Board of the Breast and Cosmetic Implant Registry and would be standing down from the Pelvic Floor Health Outcomes Group. It was discussed that the purpose of PHIN's role on these Boards needed to be clarified and a paper would be brought to the March Board.

ACTION 030222.3: MJ &JLF to bring a paper to the March 2022 Board regarding PHIN's participation in Board of the Breast & Cosmetic Implant Registry and Pelvic Floor Health Outcomes Group

The current format of the executive report was discussed and a request was made that in future it be clarified to the Directors what was required of them. It was discussed that a summary page should accompany future Board papers.

ACTION 030222.4: JLF to bring update on Article 21 measures progress to future Board Meeting

7. Finance

a. Finance Report, Management Accounts and Reserves – December YTD

The report was taken as read.

JG updated the Directors that the changes to banking mandates, signatories and resulting delegations had been reviewed and approved at the January 2022 Audit and Risk Committee meeting. The Directors **approved** the changes summarised in the paper.

8. Governance

Additional governance matters were to be discussed at the Risk Workshop following the Board Meeting.

9. PHIN Strategy



a. Partnership Forum Meetings Update and Feedback

The report was taken as read. A useful meeting had been held with David Stewart, the new CMA Executive Director, Mergers and Markets. Implementation of the CMA Order is being actively reviewed by the CMA Executive Team.

Greg Swarbrick joined the meeting

10. AOB

a. LSE PROMs Report and Implementation

Greg Swarbrick, PHIN Strategic Projects Lead, led a discussion on next steps relating to the recommendations from the PROMs report that PHIN had commissioned from Michael Anderson of the London School of Economics.

The proposed approach was centered around engagement and collaboration with PHIN performing a facilitation role in relation to the recommendations in the report.

GS sought suggestions of additional stakeholders with whom to engage and GPs and the FSSA were suggested.

The Directors accepted the approach suggested by GS and noted that the Directors could be called upon for support if required. The Directors requested that they be updated on progress at a future Board Meeting.

Andrew Vallance-Owen

JS and DG extended their thanks on behalf of the PHIN Board, Executive Team and staff, to Andrew Vallance-Owen for his service as PHIN Chair, commenting on his leadership and his commitment to patients and consumers. All the attendees wished Andrew the very best

