

Minutes of the Board Meeting

Location: Online Meeting via Microsoft Teams

Chair: [Jayne Scott](#)

PHIN PB2220 Board Meeting held on 23 March 2022

Board Directors*

Jayne Scott (Chair) [JS]
Don Grocott (Deputy Chair) [DG]
Professor Sir Cyril Chantler [CC]
David Hare [DH]
Michael Hutchings [MH]
Matt James [MJ]
Nigel Mercer [NM]
Hugh Savill [HS]
Professor Sir Norman Williams [NW]

Other Attendees

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]

Apologies

Jonathan Finney, Member Services Director [JF]

**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 David Hare who had re-joined the PHIN Board. The Chair also acknowledged that this would be Matt James' last Board Meeting before stepping down as CEO at the end of the month.

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

There were no new declarations of interest and the Directors noted that all declarations of interest as recorded to date in the register still applied.

2. Governance

a. New Non-Executive Director Appointments

IHPN

Regarding David Hare's appointment as a Non-Executive Director (NED), it was noted that the Directors had unanimously agreed to appoint DH to the PHIN Board at the February 2022 Board Meeting. A formal letter of invitation had been accepted by DH and the appointment had been

confirmed as of today's date. It was confirmed that this was considered a new appointment and not a renewal of term.

CMA nominated Non-Executive Director

The CMA had received 2 expressions of interest, both of whom were known to JS. The Directors were pleased to note that both candidates had consumer backgrounds. Formal interviews were expected to be carried out in May/June 2022 with a view to having the successful candidate join the July 2022 Board Meeting.

b. Chief Executive Recruitment

MH advised that the search for the new PHIN CEO had been officially started on 14 March 2022 by Green Park, the executive search company. Weekly calls had been scheduled with Green Park at which both the Board and Executive Team would be represented.

MH asked that if direct or indirect candidates were known to the Directors, that they share the details with either MS or directly to Green Park.

ACTION 230322.1 Board to advise either MS or Green Park of any candidates for consideration for the CEO role

Six people had been identified to sit on two interview panels comprising JS, DG, NM, DH, MH and Cliff Bucknall (Chief Medical Officer, HCA), the nominee from the Partnership Forum.

Other Board members were also welcome to participate in the recruitment process.

The Board **approved** the proposed recruitment process.

c. PHIN Board & Committees

The Directors noted the contents of the paper.

It was **agreed** that an additional Board Meeting would be scheduled in the near future to review and approve the new terms of appointment for the Chair and the NEDs.

It was also **agreed** that an additional Board Meeting would be scheduled in June for the Board to consider the plan to be submitted to the CMA.

ACTION 230322.2 MS to arrange 2 additional Board Meetings (approval of Chair and NED terms and approval of plan to submit to CMA)

3. Approval of Minutes and Actions

a. Board meeting held on 3 February 2022

The minutes of the Board meeting held on 3 February 2022 were approved as presented subject to adding Hugh Savill to the list of attendees.

The action log was reviewed and updated and shown at the end of the minutes.



Reports of sub-committee

a. Remuneration Committee Meeting 23 March 2022 (RemCom)

MH updated the Directors on the RemCom meeting that had taken place that morning.

- The committee terms of reference had been approved by the Board in May 2021
- RemCom had reviewed and approved the terms of appointment and remuneration for the Chair, Deputy Chair and other Non-Executive Directors. This would be documented and brought to the Board for approval at a specially convened Board Meeting.
- MH advised that the standard Non-Executive Director contract had been reviewed and approved and all NEDs would be asked to sign the contract. The result of this would see changes in the composition of the PHIN Board over the next 3 to 5 years as members retired and new appointments were made.
- The proposed temporary changes to the remuneration for JG during his tenure as Interim CEO had been approved by JS and agreed by RemCom. JG had left the meeting to allow for this discussion to take place. These would remain in place until a new CEO was appointed. The Board **approved** the interim remuneration for JG.

4. Matters Arising

a. Engagement with external committees

The paper was taken as read.

The Directors discussed the ADAPt programme and engagement with the wider NHS and the Government in relation to the Health and Care Bill and the Paterson Enquiry.

The importance of having senior level sponsorship for ADAPt within NHS England and DHSC was discussed and there was wide support for a bottom-up approach to be employed alongside this.

PHIN's approach to collecting data once and using it often, in order to reduce the data burden on hospitals was also discussed. Concerns were expressed relating to the potential consequences of the Health and Care Bill section 82 that could result in duplication of effort and cost for PHIN's Members. It was suggested that PHIN consider putting these concerns in writing.

It was agreed that a separate session would be scheduled in the future to map out PHIN's position on the topics outlined in the paper such as the use of PHIN's data in consultant appraisals and PHIN's position regarding Health & Care Bill, ADAPt and the response to the Paterson Enquiry.

ACTION 230322.3 JG to consider with the Directors the idea of putting in writing the concerns related to the Health & Care Bill

ACTION230322.4 MS to add to agenda for May Board Meeting a discussion on PHIN's policy positions regarding Health and Care Bill, ADAPt, Paterson and consultant appraisals

ACTION 230322.5 NW and JLF to discuss NCIP and GIRFT relationship



b. PHIN 10th Anniversary celebration

The contents of the paper were noted. The Board supported holding an event to celebrate PHIN's 10th Anniversary. It was determined at the meeting that IHPN were hosting an event on the same date that PHIN were proposing to hold the celebration. It was agreed that JS/JG and DH would discuss whether holding a joint event would be feasible.

ACTION 230322.6 JG, JS and DH to discuss options for anniversary event.

5. PHIN Executive Report

The PHIN Executive report was taken as read and members of the Executive Team updated the Board on the key activities in their respective areas, referring to the first slide that summarized the main points to note for each area in the business.

It was agreed that reporting on measures progress to the Board and Partnership Forum would be in the same format to avoid duplication of effort.

There had been a very positive and encouraging audit by the DPO centre (PHIN's outsourced DPO service provider) and the report had noted that PHIN took data protection and security extremely seriously.

The challenge of attracting qualified candidates to join PHIN was discussed including the various measures that were being considered to address this. Recruitment and retention would be considered at the next meeting of the Audit and Risk Committee. Recruitment was identified as an area of concern that would be kept under review as part of the strategic risk register.

6. Finance

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

JG summarised the paper for the Directors.

At the February 2022 Board, a series of changes to bank mandates, signatories and delegations had been approved. Subsequent to this, a situation had arisen that demonstrated the need for PHIN to have access to a second bank account as a contingency for any future disruptions to service by the primary banking provider.

It was therefore proposed that the dormant bank account should not be closed and should be reactivated, the mandate updated and signatories aligned.

The Board **approved** these changes to the banking arrangements.

b. Financial Authority and Limits

The Directors noted the contents of the paper that contained the current financial authority arrangements and outlined the proposed interim financial authority limits to be put in place until the new PHIN Chief Executive is appointed. Once this appointment is made, the original arrangements would be reinstated and would be brought to the Board for approval.

The Board **approved** the interim financial authority limits as outlined in the paper.

The Chair acknowledged that JG would be carrying out the dual role of Finance & Commercial Director and Interim CEO and that JG had confirmed that this was currently manageable. The Chair, DG and JG had discussed that short-term agency support was an option if required.

8. Governance

a. DPO audit report summary

The report was taken as read. It was noted that Ben Seretny, the Data Protection Officer would be attending the next Audit and Risk Committee to discuss next steps following the recent audit.

Additional information was available in the Executive Report on governance, information governance and risk.

9. PHIN Strategy

a. Partnership Forum Meetings Update and Feedback

The report was taken as read. The Chair reported that the meetings with the Partnership Forum were progressing well, yet there were remained challenges ahead as PHIN and its Members worked together to produce a plan which is to be approved by the CMA.

JG updated the Board on the Partnership Forum meeting that had taken place on 22 March 2022. The project plan to deliver the plan to the CMA timetable was broadly on track and the key themes relating to consultant engagement and participation were agreed. There was agreement in principle to proceed with presumed publication, whilst recognising there were a number of issues to resolve prior to implementation.

It was noted that the Partnership Forum were keen for drafting of the plan to start as soon as possible and that a programme of wider stakeholder engagement was required.

JLF advised that the Informatics Team would be completing a piece of analytical work to determine, from a statistical perspective, the measures that could be published, particularly those relating to consultant activity.

The Directors asked about the level of confidence in being able to submit a plan to CMA in June considering that there still appeared to be debate about what complete delivery of the Order meant. The Chair responded that a robust proposal would be given to the CMA which would highlight areas of work that would continue to be developed and also areas where policy discussion with the CMA would be required. JS assured the Board that PHIN could deliver what the CMA required but it should be recognised that the plan was only an initial step.

The CMA were being kept fully abreast of progress regarding the creation of the plan.

JG commented that a communication and engagement plan had launched following on from the CMA letter to providers, which included update calls and one to one conversations with stakeholders.

The Chair commented that ongoing engagement would be required after June and recognised that a variety of methods would be needed to address consultant engagement.

There would be an additional Board meeting in June prior to the plan being submitted to the CMA.

Input and support from the Board NEDs would be called upon as required.

10. AOB

- The attendees expressed their appreciation for the response of the medical profession to the crisis in Ukraine. PHIN had checked if any employees had family members in Ukraine and had confirmed that they did not.



- DH would be starting jury duty on 4 April 2022 so his availability would be reduced.
- Acknowledging that this was the last Board meeting that Matt James would attend, the Chair looked back over the last 10 years of PHIN's history and noted the achievements made under his stewardship. The Chair extended her thanks to MJ on behalf of the Board, the staff and patients for the vision and determination he had brought to improving the information available to patients, enabling them to make informed choices and ultimately to improving patient outcomes. All the attendees extended their best wishes for the future to MJ.
- The Chair closed the meeting by remarking that whilst the challenges ahead were not to be underestimated, PHIN was well positioned for the future with a fully committed Board and a strong Executive Team and staff who would be capably supported by JG in the interim.

