

Minutes of the Board Meeting

Location: President's Room, The King's Fund, 11-13 Cavendish Square, London W1G 0AN

Chair: Jayne Scott

PHIN PB2239 Board Meeting held on 21 July 2022

Board Directors*

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

Other Attendees

Jonathan Finney, Member Services Director [JF]
Jon Fistein, Chief Medical Officer [JLF] *JLF attended virtually for part 5a and 6 of the agenda only*
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 and extended thanks on behalf of the Board to JG, the Executive team and wider PHIN staff for the significant progress made regarding the CMA Plan. The Chair also thanked DH and DG for their support in the Partnership Forum.

1. Request for additional declarations of Directors' Conflict of Interest

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

i. New Non-Executive Director Appointment - CMA

Further to the discussions that had taken place on email, the Board **unanimously approved the appointment of Claire Whyley (CW) and Keith Richards (KR)** to the PHIN Board as the CMA nominated Non-Executive Directors. The Board were pleased to note that both CW and KR had consumer backgrounds.

The Board discussed the number of CMA NEDs on the PHIN Board. It was noted that JS and MH, whilst originally nominated by the CMA, had stepped down as CMA panel members some time ago and that JS had ceased to be a CMA nominated NED upon assuming the role of PHIN Chair. The

view of the Board was that CW and KR were the only 2 CMA NEDs on the PHIN Board. It was envisaged that at future routine meetings with the CMA, PHIN would be represented by CW and KR. MH offered to step down as a CMA nominated NED but to remain as an NED and the Board was pleased to accept this as an option.

It was noted that the number of Directors on the PHIN Board reflected the need for a succession plan to be in place considering that some Directors were approaching the end of their terms.

a. Remuneration Committee & ARC Terms of Reference

MH confirmed that the RemCom Terms of Reference (ToR) had been reviewed and there were no substantive changes.

MS commented that Terms of Reference were presented to each committee for review at the first meeting of a calendar year.

It was **agreed** that the ToR for each committee would be brought to the Board for approval every 2 years, or earlier if there were changes that the committees wished the Board to review.

Minor changes had been made to the ARC ToR. HS advised that there had been a discussion about reviewing the external audit arrangements with the suggestion that a decision should be deferred until the incoming CEO was in role. The Board agreed with this suggestion.

The Board **approved** the RemCom Terms of Reference and the ARC Terms of Reference.

3. Approval of Minutes and Actions

a. Board meeting held on 19 May 2022

The minutes of the Board meeting held on 23 March 2022 were approved as presented.

b. Board call held on 21 June 2022

The minutes of the Board call held on 21 June 2022 were approved as presented.

4. Reports of sub-committee

a. Draft Minutes of the Audit & Risk Committee Meeting (ARC) – 21 April 2022

It was discussed that if the CMA Plan was approved by the Members at the meeting later that day, the Risk Register and Board Issues Log would need to be updated accordingly. The Board strategy workshop, planned for October 2022 but subject to diary commitments, would also be an opportunity to review PHIN's strategic risks.

5. Matters Arising

a. September 2022 "PHIN Event" update

JG updated the Board that the PHIN event in September would be a stakeholder engagement and networking event and an opportunity to introduce the new PHIN CEO to Members.



6. PHIN Strategy and Preparation of CMA Plan

a. Partnership Forum Meetings Update & Feedback - verbal update

i. Partnership Forum – PHIN resourcing

JG commented that productive discussions had been had over the last few weeks with the Partnership Forum with resourcing being identified as a key issue. Consequently, a summary pack with detailed rationale for the proposed resourcing had been provided to Voting Members. The remainder of the Plan content was perceived to be broadly supported by members.

ii. The Board further discussed the Members' Meeting agenda and key issues for consideration.

b. CMA Plan milestones and timeline

It was noted that the CMA Order Roadmap and Delivery Plan 2022-2026 had been considered by the CMA Board the previous day and it was understood that it had been positively received. Approval of the Plan had been delegated to the Chief Executive of the CMA which would take place once the Plan was approved by PHIN's Members.

c. Documentation submitted to sector

The Directors noted that the following documentation had been issued to the sector:

- i. CMA Order Roadmap and Delivery Plan 2022-2026
- ii. Consultation summary of feedback
- iii. CMA feedback letter
- iv. FAQ document
- v. Detailed information on the proposed resourcing

7. PHIN Executive Report

The PHIN Executive report was taken as read and the Chair asked for comments or questions.

It was noted that the Communications Manager would be leaving PHIN and the Board asked that their good wishes be conveyed to him. MS advised that a replacement had already been appointed.

The attendees discussed the new starters in the PHIN team and the significant progress that had been made in recruitment since March 2022 and noted that JH had provided immense support in achieving this.

Significant media coverage of patients self-paying for private healthcare was expected in the coming days which would reference PHIN data. The Board asked that links be sent to them once live and that website activity be tracked.

ACTION 210722.1 JF to issue link to media reports of patients self-paying for private healthcare and to track website activity

It was discussed that the volume of consultant activity was a metric that was key for patients to know, yet the data submitted by consultants was disappointingly low. It was hoped that medical secretary access to the portal would be one way to help address this over time.

The issues involved in obtaining a whole practice view of consultant activity were discussed. Consultant attribution in the private healthcare sector was considered more accurate than NHS data



as the designated NHS consultant would not always be the one to carry out the procedure. It was discussed that the issue with the HES data regarding consultant attribution would not be solved quickly and as such an interim workaround should be identified.

The Directors asked that the Executive Report for the September Board Meeting provide a detailed update on consultant activity and attribution.

ACTION 210722.2 JLF & JF to include detail around consultant activity and attribution in a section in Executive Report for September 2022 Board Meeting

8. Finance

a. Finance Report, Management Accounts and Reserves – May 2022 YTD

JG summarised the paper for the Directors.

b. 2022-23 Budget

JG summarised the changes to the budget which included the rephrasing of the fee uplifts as well as revenue analysis since the sector activity levels had now stabilised for the calendar year 2021.

The Chair noted that the budget had been reviewed by ARC and that budget information had been shared and discussed by the Directors on email.

The Chair asked for questions and comments.

In response to a question, JG clarified that the normal reserve target was 6 months operating expense cover and that PHIN had agreed, for a short period of time, to reduce this to 5 months. PHIN could tolerate this position during the scale up phase as it would be possible to reduce recruitment activity and cap expenditure growth as a mitigation if required. However, once in a “business as usual” financial position, this contingency would not be as readily available and the required reserves position would revert to 6 months. JG concluded by noting that if it took longer than anticipated to fill vacancies, any resulting surplus would be allocated to the reserves.

The Chair commented that ARC continued to keep the reserves position under review.

The Board **approved** the 2022-23 Budget

9. Governance

MS commented that the whole team had been working hard, and specifically referenced the sterling work performed by the Information Security & Services Manager, under David Minton’s leadership, in preparing for the ISO 27001 reaccreditation. Governance was also covered in the update from ARC in section 4a of the minutes.

10. Management of the Members’ Meeting

The attendees discussed the running order of the Members’ Meeting happening later that day.

NM congratulated the Engagement team on the work they had undertaken in the lead up to the Members meeting.

11. AOB

There was no other business.

Date of next Board meeting: Thursday 22 September 2022
Board dinner or lunch will be arranged as agreed by the Directors