

## Minutes of the Board Meeting

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

**Chair: Jayne Scott**

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### PHIN PB2311 Board Meeting held on 2 February 2023

#### Board Directors\*

Jayne Scott (Chair) [JS]  
Don Grocott (Deputy Chair) [DG]  
Professor Sir Cyril Chantler [CC]  
Ian Gargan, Chief Executive [IGN]  
Jack Griffin, Chief Financial Officer [JG]  
David Hare [DH]  
Michael Hutchings [MH]  
Nigel Mercer [NM]  
Hugh Savill [HS]  
Claire Whyley [CW]  
Professor Sir Norman Williams [NW]

#### Other Attendees

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

#### Apologies

Keith Richards [KR]

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

#### Welcome and introductions (Chair)

The Chair extended congratulations on behalf of the attendees to David Hare on being awarded an MBE.

A request was made for Board papers to reference the author/s of the papers in future.

The Chair suggested that, as she had been in post for one year, she would schedule one to one meetings with each of the Board members to discuss their roles and for JS to receive feedback on her role as Chair. The Directors welcomed the suggestion.

**ACTION 02.02.23.1 MS to ensure Board papers indicate authorship**

**ACTION 02.02.23.2 JS to have one to one review meetings with all Board Directors**

## **1. Review and consideration of the Directors' Register of Interest**

The Directors' Register of Interests had been circulated prior to the meeting and the Chair asked that any updates be sent to MS. The Register would then be updated and presented at the March 2023 Board Meeting.

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

### **ACTION 02.02.23.3 Board Members to provide any updates on interests to MS and updated Register to be brought to March 2023 Board meeting**

## **2. Governance**

### **a. NEDs Terms Paper**

The paper was taken as read and the Chair asked for comments or questions.

The Board **approved** the recommendations made in the paper regarding the approach for the future Board composition post-delivery of the CMA Order. DG noted that he would be happy to receive any additional comments on the paper.

## **3. Approval of Minutes and Actions**

### **a. Board meeting held on 16 November 2022**

The minutes of the Board meeting held on 16 November 2022 were approved as presented.

### **b. PHIN AGM meeting held on 6 December 2022**

The minutes of the PHIN AGM held on 6 December 2022 were approved as presented.

### **c. PHIN Members' Meeting held on 6 December 2022**

The minutes of the PHIN Members' Meeting held on 6 December 2022 were approved as presented.

## **4. Reports of sub-committee**

### **a. Delivery Oversight Committee Meeting – 9 January 2023**

JS, as co-chair of the Delivery Oversight Committee, gave a verbal update on the first meeting that had taken place in January 2023. It had been discussed that the presentation of the reporting needed to be improved and that feedback had been received from the CMA asking that future reporting for the CMA Board should be at a more strategic level.

Regarding the compliance of consultants with their obligations under the Order, IGN gave an overview of the consultant engagement activity that had been undertaken. A Director suggested that writing to the National Medical Director of NHS England would be a useful undertaking and IGN undertook to consider this.

### **ACTION 02.02.23.4 IGN to consider writing to the National Medical Director, NHS England regarding consultant compliance with the Order**



## **b. Audit & Risk Committee Meeting – 18 January 2023**

HS provided a verbal overview of the discussions from the recent meeting of the Audit & Risk Committee (ARC). That a large provider was taking considerable time to pay their subscription fees had been discussed and ARC had accepted the recommendation of JG that he continue to address this with the finance team at the provider organisation.

ARC proposed that the time was right for the Board Issues Log to be retired and noted that there was duplication with the Risk Register.

The Board **accepted** the recommendation of ARC to retire the Board Issues Log

## **c. People & Remuneration Committee Meeting (PRemCom) – 25 January 2023**

MH provided a verbal update on the discussions that had taken place at the recent PRemCom meeting and noted that the Terms of Reference had been completed.

A reward and recognition programme to recognise excellent performance by PHIN staff had been discussed and was seen by PRemCom as a cost-effective way of giving personal recognition. MH noted that PRemCom would not be the arbiters of the award.

PRemCom had also discussed the option of providing private medical insurance to PHIN employees and were supportive of such an initiative. JG reassured the Directors that the staff had already been made aware that this would be a taxable benefit.

## **5. Matters Arising**

### **a. PHIN Voting Membership (application process & governance)**

The attendees noted the contents of the paper that outlined a proposed process for adding to PHIN's voting membership including suggestions for which organisations could be invited to apply.

The Directors recommended that additional potential members should be considered to ensure the membership was as representative as possible of the private healthcare industry. This should include specialist hospitals, smaller providers and non-London based providers.

The Chair noted that there was broad support for the providers listed in the paper to be approached regarding membership of PHIN and asked that additional potential members should also be considered.

**ACTION 02.02.23.5 Leadership team to review list of potential voting members**

## **6. PHIN Strategy**

### **a. CMA Order progress reporting – 4 Domains – December 2022**

The paper was taken as read and the Chair asked for comments and questions on the reporting pack which provided progress information across the 4 CMA reporting domains as at the end of December 2022. The Chair reminded the Directors that the format of the reporting was under review.

The Board **approved** the release of the reporting pack to the CMA.



#### **b. Proposed External Governance Review**

The Directors discussed a potential external governance review to provide assurance on the quality of the corporate governance framework in place at PHIN. The Directors discussed that the completion of an independent governance review was considered good practice for an organisation but that it should be limited to essential governance and oversight issues. It was **agreed** that the Directors would be asked to review and approve the Terms of Reference for the governance review. The Directors also agreed that once Terms of Reference had been finalised, it would be appropriately communicated to Members and other stakeholders where appropriate.

The Board **agreed** with the recommendations in the paper.

#### **c. Task & Finish Group Technical Paper - Consultation**

It was noted that the consultation period would end on 10 February 2023 and an external review of the feedback would then take place. The Board thanked the Leadership team and the wider PHIN team for the considerable amount of work that had gone into the Task & Finish Group Technical Paper.

#### **7. For Information**

The following papers had been issued to the Board for information and were taken as read.

- a. Chief Executive Report and Executive operational report
- b. External Stakeholder Engagement update
- c. ADAPt report and consultation process update
- d. Task & Finish Group technical paper
- e. Finance Report, Management Accounts and Reserves – December YTD
- f. Third party licencing and syndication overview

#### **8. AOB**

There was no other business.

**Date of next Board meeting: Thursday 30 March 2023**

