

## 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 PB2318 Board Meeting held on 30 March 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]  
Keith Richards [KR]  
Hugh Savill [HS]  
Claire Whyley [CW]  
Professor Sir Norman Williams [NW]

#### Other Attendees

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

#### Apologies

*\*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 Jon Fistein for his significant contributions to PHIN and wished him well for the future.

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

JS advised that she had been appointed as Chair of the Joint Audit Panel for the Metropolitan Police and the Mayor's Office for Policing and Crime. No conflict of interest was identified.

The Chair asked for comments on the Director's Register of Interests that had been circulated prior to the meeting. There were no other new declarations of interest raised and the Directors noted that all declarations of interest as recorded to date in the register still applied.

The Chair stated the importance of ensuring consistency amongst Directors in what was being declared. It was discussed that whilst it was not a requirement to publish the Register, PHIN may wish to do so in the interests of transparency. It was requested that where a Director did not have any interests, that this should be explicitly stated. It was agreed that once the Register had been subject

to a further review and update, consideration would be given to publishing it.

**ACTION 30.03.23.1 MS to issue guidance on what needs to be included by Directors in the Register of Interests (ROI) and update the existing ROI in line with this guidance. The Board would then consider publishing the Director's ROI.**

## 2. Governance

There were no items to discuss.

## 3. Approval of Minutes and Actions

### a. Board meeting held on 2 February 2022

The minutes of the Board meeting held on 2 February 2023 were **approved** as presented.

It was noted that the minutes had been updated to clarify that the external governance review should be limited in scope and that the Directors would be asked to approve the Terms of Reference.

### b. Strategy & Risk Workshop Notes

The notes from the Strategy & Risk Workshop held on 2 February 2023 were considered to have accurately captured the discussions held.

IGN updated the attendees on the follow up activity that had taken place as a result of the workshop. At the most recent in person team meeting, PHIN staff had considered the vision, mission and values and provided input. A cross company focus group had then been set up to build on this and would deliver their output by June 2023. This would then be brought to the Board for consideration. PHIN staff had fully engaged with the process and the work was being conducted with energy and enthusiasm.

Regarding PHIN's strategy beyond 2026, there would be a follow up discussion later in 2023 to build on the discussions held at the February workshop.

**ACTION 30.03.23.2 IGN to schedule a meeting to continue discussions on PHIN's strategy beyond 2026**

The Chair commented on the suggestions made at the Board Workshop regarding the structure of Board Meetings including inviting observers and speakers and asked that these actions be captured and kept under consideration.

**ACTION 30.03.23.3 MS to capture the workshop suggestions on Board meeting structure and add to action plan to keep them under review**

## 4. Reports of sub-committee

### Delivery Oversight Committee Meeting – 23 February 2023

DG, as co-chair of the Delivery Oversight Committee, gave a verbal update on the recent meeting of the Delivery Oversight Committee (DOC).

It was clarified that the DOC reported to the PHIN Board with the purpose of providing assurance to the Board on delivery progress so that they could in turn provide assurance to the CMA.

The Directors discussed the importance of keeping the CMA aware of all the activities that PHIN were undertaking.

It was **agreed** that KR and CW, as the CMA nominated Non-Executive Directors, would attend the CMA internal quarterly update meetings.

It was **agreed** that Executive Director, Markets and Mergers at the CMA would be invited to attend a future PHIN Board Meeting.

**ACTION 30.03.23.4 IGN to invite the Executive Director, Markets and Mergers at the CMA to attend a future Board Meeting**

**a. People & Remuneration Committee Meeting (PRemCom) – 30 March 2023**

MH provided a verbal update on the discussions at the PRemCom meeting that had taken place that morning. This included a briefing from MS on progress with the People Strategy. MH congratulated MS for the significant work that has been undertaken and was pleased to note that an HR Administrator was now in post to assist her.

The PHIN Chair extended thanks on behalf of the Board to PremCom and acknowledged the significantly increased remit of the committee and was appreciative of the insight provided.

**5. Matters Arising**

JF updated the Board that the CMA had been instrumental in setting up a call with the Regulation and Quality Improvement Authority in Northern Ireland (RQIA). A potential workshop had been discussed for RQIA and the independent providers to consider compliance with the CMA Order being added into the RQIA inspection criteria. It was discussed that this could be considered as a pilot that could then be discussed with other Devolved Nations.

IGN advised the Board that the CMA was intending to write an open letter to the industry stating their confidence in the work that PHIN is doing to deliver the Order. The CMA supported the Evidence Based Assessment and were pleased to note that it had been independently reviewed by the University of Oxford.

**6. PHIN Strategy**

**a. CMA Order progress reporting – 4 Domains – February 2023**

The Directors discussed the reporting pack which provided progress information across the 4 CMA reporting domains as at the end of February 2023.

JG updated the attendees that at the recent meeting of the Delivery Oversight Committee, a deep dive had been conducted to assess the impact of the Evidence Based Assessment (EBA) on the programme. The EBA changed the phasing of delivery of the programme in 2025-2026 predominantly, without any immediate impact on projects before then. Work was ongoing for the phasing of projects over the remainder of the programme.

It was discussed that the CMA expects to see a time forecast and reporting against the key agreed milestones. JG noted that work needs to be done to establish clear milestones with the sector and CMA.

It was discussed that the CMA Behavioural Science team had been consulted and the desk research they provided would be incorporated into guidance on best practice for publishing understandable and accessible information for patients. It was also noted that PHIN was now engaging with the Patients Association in order that the voice of the patient continued to inform PHIN's work.

The Directors discussed levels of consultant compliance recognising that improving this required a multi-pronged approach and would be kept under review. The Directors noted the importance and impact of issues with consultant attribution and availability of whole practice data.



The desire of PHIN to be as useful as possible to consultants was discussed as well as the importance of the Portal being easy for consultants to use.

The Directors noted that delivery of the Portal 6 project was likely to move from end of June 2023 to mid-August 2023 and was currently being tested by consultants or their representatives.

The Chair summarised that the topics discussed all required input and resources and the PHIN Leadership team would need to carefully prioritise and create a plan bearing in mind the amount of resources available.

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

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

The Directors reviewed the draft terms of reference, key messaging and communication process for the proposed external review of the corporate governance in place at PHIN.

JG noted that PHIN's external auditors had commented on the terms of reference which had been included in the paper.

Once the terms of reference were approved by the PHIN Board, both the CMA and the Partnership Forum would be invited to comment. The Partnership Forum had already expressed concern over the potential cost of the review.

The Directors discussed the scope of the review particularly in relation to HR and finance which were topics that the PHIN Board needed to satisfy itself on. The scope of the review would be amended accordingly in the Terms of Reference.

The Directors asked that the updated Terms of Reference be recirculated to the Board.

On the basis that the requested update was made, the Directors **approved** the Terms of Reference for the external governance review and the associated communication plan.

**ACTION 30.03.23.5 JG to update and recirculate the Terms of Reference for the external corporate governance review**

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

The following papers had been issued to the Board for information:

##### a. **Chief Executive Report and Executive operational report**

IGN drew attention to the recent Private Medical Insurers Plenary Session that had been very constructive and noted that a paper on the relationship with PMIs would be brought to the next Board Meeting. It was noted that the PMIs would not have access to the PHIN Portal and that only information that was in the public domain is accessible to them.

**ACTION 30.03.23.6 IGN to bring a paper on PMI relationship to May 2023 PHIN Board Meeting**

In response to a request for information on the follow up activity that would result from the recent employee engagement survey, MS gave the Directors an overview of the activity that had taken place or was planned. MS also gave a summary of the PHIN People Strategy that had been discussed at length in the recent PremCom meeting and confirmed that a paper would be brought to a future Board Meeting.

The Chair welcomed the positive results from the employee engagement survey.

**ACTION 30.03.23.7 MS to prepare a paper on people strategy for a future Board Meeting**

At the request of the Chair, DM presented key metrics relating to the website, portal, security, product feature cycle time, task cycle time and bug cycle time.

IGN thanked DM and the Technology team for their work and believed it was important to educate the market that PHIN was a technology firm in the health sector. Additional resources would be required in the Technology team in due course. IGN concluded by noting that data security remained a top priority for the team.

**b. Publishing Article 21 measures: an evidence-based assessment**

The Directors discussed that the Evidence Based Assessment would be kept under review and would be refreshed on an annual basis with an accompanying report.

**c. Finance Report, Management Accounts and Reserves – January YTD**

JG summarised the paper for the Directors noting that PHIN was on track to achieve the budgeted surplus for the year. JG noted that the recruitment costs for the replacement of the Chief Medical Officer role were still to be confirmed, which might affect the year-end forecast.

JG advised that PHIN were being proactive in approaching HMRC regarding PHIN's ability to earn interest income on its reserves. It's taxable status with HMRC was due to be reviewed in May 2023.

**8. AOB**

**a. PHIN Operational Update**

With the departure of the Chief Medical Officer, IGN updated the attendees that a new role of Director of Clinical Informatics and Quality would be recruited. Until that person was in post, DM would manage the Informatics team and IGN would provide clinical oversight. IGN would also hold the role of Caldicott Guardian on a temporary basis.

**b. Quality Forum**

IGN introduced the topic of a 1-day Quality Forum intended to educate the market on what PHIN does, what good performance looks like and how data can inform clinical practice. IGN asked the Directors for their insight and input on this and asked for suggestions for speakers. It was noted that ideally the forum would take place in person and that a hybrid option may be considered later.

**c.** The Directors discussed the shift in public discourse regarding private healthcare and if PHIN should consider, as part of the stakeholder engagement strategy, whether it was within PHIN's remit to play a part in addressing this. It was clarified that PHIN had no political role and was not a lobbying organisation.

**d.** It was noted that a Sunday Times article regarding progress on the Paterson Inquiry was being planned.

**e.** The attendees were delighted to congratulate both JF and MS on their recent 60<sup>th</sup> birthdays.

**Date of next Board meeting: Wednesday 24 May 2023**

