

## Minutes of the Board Meeting

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

**Chair: Jayne Scott**

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### PHIN PB2342 Board Meeting held on 25 July 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.

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

There were no new declarations of interest nor potential conflicts of interest raised in respect of the agenda and the Directors noted that all declarations of interest as recorded to date in the register still applied.

#### 2. Governance

##### a. Guidance on Register/Conflicts of Interests Policy

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

A Director commented that the majority of conflicts of interest that were listed would be more accurately described as potential conflicts of interest. It was discussed that the abbreviation ROI for Register of

Interests could be misunderstood and would not be used going forward.

The Board **approved** the Conflicts of Interest Policy as set out in the paper.

The reference in the paper to the publication of the Register of Interests was noted but it was decided to defer for further discussion and decision at a later date.

#### **a. Draft Proposal for NED Succession Planning**

The Chair introduced the paper noting the upcoming end of second terms for some Non-Executive Directors (NEDs) on the PHIN Board and highlighted the need to look at Board composition beyond 2026. The intention was to dedicate time to discussing the recruitment process for new NEDs at the September Board Workshop which would include a skills mapping exercise for existing Board members.

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

#### **a. Board meeting held on 24 May 2023**

The minutes of the Board meeting held on 24 May 2023 were **approved** as presented.

It was clarified that the phone number of the PHIN Communications Manager had been provided for NEDs to use if they required information in order to respond to any queries received e.g., from the media, Members or other stakeholders. It was agreed that PHIN's position on potential media issues was required to be agreed in advance by the Board.

The Chair asked that the NEDs be updated regarding PHIN's proposed position on key issues in the healthcare sector as they arose.

#### **ACTION 25.07.23.1 JF to request that PHIN Communications Manager provides timely advice to NEDs on PHIN's proposed position regarding key healthcare topics**

Regarding **Action 24.05.23.6**, it was discussed that Odgers Berndtson were to be retained to work on the search for the Director of Clinical Informatics & Quality. A direct recruitment campaign had already been undertaken but had not resulted in a hire. The timeline for the recruitment was approximately 8 to 12 weeks with a project start date of the following week. It was agreed that MH as Chair of the People and Remuneration Committee would be one of the NEDs involved in the recruitment process in addition to JS.

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

#### **a. Draft Delivery Oversight Committee Meeting Minutes (DOC) – 22 June 2023**

JS, as Co-Chair of the DOC updated attendees that the focus of the meeting had been on Portal 6 which would be covered in Item 5 of the agenda.

In response to a question from a Director regarding increasing the level of compliance with the CMA Order by NHS Private Patients Units (PPUs), IGN outlined the proactive nature of the work that PHIN was undertaking in this regard.

The Directors discussed that the CMA Order applied to all episodes of private healthcare and that there was not an exception for small volumes.

The Chair noted that the PPU engagement strategy would be on the agenda for the September Board Workshop.

The Directors noted the paper.

## **b. Draft Audit & Risk Committee Meeting Minutes (ARC) - 21 June 2023**

HS advised that the key topic on the agenda had been the review of the draft budget which would be discussed later in the meeting under Item 7c. The Board noted the paper.

## **5. Chief Executive Report and Executive Operational Report**

In summarising the report, IGN noted that there had been positive progress and referenced third party partnerships. The 2 main challenges that IGN highlighted to the Board related to the delivery of the Portal 6 project and the ADAPt Programme.

DM advised the Board that the development of Portal 6 had proved more complex than originally anticipated and gave an overview of the reasons for this. As such, the delivery date for the Portal 6 project would be delayed and would be split into 2 deliverables. Hospital functionality was anticipated to be delivered by the end of October 2023 with the remaining functionality by mid December 2023. The Chair asked if these revised delivery dates were certain, and IGN advised a contingency plan was being discussed.

The attendees discussed the messaging around Portal 6 that would be delivered at the Members Meeting that afternoon including how it would lead to improved compliance by being easier to use, enabling Medical Secretary access and providing value back to the users.

The Directors discussed the ADAPt Programme noting that it was fundamental to enabling availability of whole practice data for consultants, and to being able to address the issues identified by the Paterson Inquiry.

The Board discussed that it was important to protect PHIN's access to the private healthcare data for a variety of reasons. It was noted that, in the event of data flowing directly to NHS England from the private providers, it was not currently possible to guarantee the data could then flow back to PHIN. This would jeopardise PHIN's ability to fulfil the requirements of the CMA Order. The Directors discussed whether the proposed interim option of PHIN submitting data from the private providers to NHS England could be adopted as the long-term solution.

The Board were supportive of IGN having exploratory conversations with the ADAPt team in NHS England regarding PHIN retaining ownership of the private healthcare data. The Directors asked that a draft Standard Operating Procedure (SOP) for the ADAPt Programme be prepared and brought to a future PHIN Board for consideration and subsequently to the ADAPt Programme Board. NW would discuss the possible approach with the NCIP Board. The Chair asked that the ADAPt Programme be added as an agenda item to a future Partnership Forum Meeting.

### **ACTION 25.07.23.2 IGN to prepare an SOP for the ADAPt Programme to be brought to future Board Meeting for consideration**

In response to a question from a Director, IGN noted that the timescales for the ADAPt Programme were unclear due to the ongoing restructuring in the NHS. If a decision were required regarding ADAPt prior to the SOP review by the PHIN Board, IGN clarified that he would call a separate meeting.

The Board noted the report.

## **6. Matters Arising**

### **a. Agenda & Management of Members Meeting**

The Board discussed the agenda and running order of the Members Meeting taking place that afternoon.

The Directors discussed the implications for the private healthcare market of the industrial action by consultants.

Regarding discussion at the meeting of any future fee increases, JG would make clear that this would be discussed with the Partnership Forum and plenty of notice would be given in the event of fee increases.

#### **b. Draft risk appetite statement**

It was noted that the draft statement had previously been reviewed by the Board and by ARC. The paper showed the changes that had been made based on feedback received and JG commented that the document would be kept under continuous review.

The Board noted the contents of the paper and **approved** the statement subject to any changes required in future.

Following a question from a Director, it was agreed that competition law training should be given to PHIN staff and to the NEDs.

#### **ACTION 25.07.23. 3 MS to source and schedule competition law training for PHIN staff and NEDs**

#### **c. ADAPt Briefing**

This was discussed under Item 5 above and there were no further points. The Board noted the contents of the paper.

#### **d. DRAFT Mission, Culture, Values**

The Board noted the contents of the paper which contained the PHIN Mission, Values & Culture Statement intended for external use. It was noted that this had been shared with some members of the Partnership Forum who had provided positive feedback. The Board were supportive of the document being shared at the Members Meeting.

In response to a suggestion, MS confirmed that consideration was being given to ways to display the information in the PHIN offices and that once approved, the work would be widely publicised.

The Chair noted that the mission, culture and values work would be considered again in September, as PHIN's longer term vision is considered, and expressed appreciation for the work that had been undertaken.

### **7. PHIN Strategy**

#### **a. CMA Order progress reporting 4 Domains June 2023**

The paper was taken as read. JG noted that there had been no major movement since the previous report. JG highlighted that typically June saw a decrease in compliance but it was pleasing to note that this year an upward trend for hospital compliance could be seen.

A Director drew attention to the reference in the paper that 55% of website visitors in June 2023 had reported that they had found the information they wanted which indicated a significant number had not. JG advised that analysis of the verbatim feedback from users had shown that the biggest complaint was incomplete or missing consultant profiles. PHIN would also be undertaking improvements to the website in the following year to address other concerns raised in the feedback.

A Director suggested that it was important to make it easier to access Registries from the website. IGN confirmed that this was on the website steering committee roadmap and JF confirmed that conversations with a number of Registries were underway.

It was noted that linking to Registries would be discussed further at the September Board Workshop in the context of PHIN's stakeholder engagement strategy.



## **b. CMA updates**

### **i. CMA Escalation process – Hospitals and Consultants**

The Board noted the paper which gave an overview of the CMA Escalation Process and JF asked for questions.

JF advised that the escalation process and the pathways had been designed to ensure that sufficient opportunities were being given to hospitals and consultants to avoid escalation becoming necessary. The process was intentionally standardised to provide a fair and transparent basis for any subsequent enforcement action that needed to take place. The pathways had been published on the PHIN Portal and website.

It was clarified that presumed publication of consultant data was scheduled for Autumn 2024 and related work was underway to remove any barriers to the success of this initiative.

### **ii. CMA Open Letter**

The Board noted the paper which contained a draft of an open letter to private healthcare consultants and hospitals from David Stewart, Executive Director - Markets, CMA. JF advised that the letter had subsequently been updated, reviewed by JS and DH, and published by the CMA.

NM offered to share the letter with the Federation of Independent Practitioner Organisations (FIPO) and the Federation of Surgical Specialty Associations (FSSA) if this had not already been done.

**ACTION 25.07.23.4 JF to check if CMA open letter had already been shared with FIPO and FSSA by PHIN Engagement team and to update NM accordingly**

## **c. Proposed External Governance Review – Progress update**

JG provided a verbal update to the attendees that the CMA had agreed with PHIN's proposed approach to the external governance review. A long list of potential providers would now be sent the Terms of Reference with proposals required by mid-August 2023. An update would be given to the Board at the September meeting and the decision on the appointment of a provider would involve the Chair and Deputy Chair.

## **8. Finance**

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

JG summarised the paper for the Directors noting that PHIN's HMRC corporation tax status would no longer be dormant from 1 August 2023 enabling PHIN to earn interest income on a proportion of the reserves. There was still work to be done to enable this which was underway. Brebners would be appointed as PHIN's tax advisors to work with HMRC on PHIN's behalf.

The Board noted the paper.

### **b. 2023-24 Final Budget Proposal**

JG advised that there had been no material changes to the budget since it was last reviewed by the PHIN Board. ARC had reviewed the budget at the meeting on 21 June 2023 and recommended the budget for Board approval.

There being no questions or comments, the Board noted the paper and **approved** the 2023-24 Budget

JG advised that additional revenue was anticipated as, after a 2-year gap, a private hospital had started to send data through to PHIN. Work was underway to validate the number of records received. For this

reason, the providers activity had been excluded from the budget. In addition, other hospitals were also refining their activity numbers, so there might still be some last-minute changes to the subscription fee per record.

JG concluded his update by advising that the final year end position would be confirmed at the audit in September which would enable the starting position for the 2023/24 budget year to be finalised.

#### **9. For Information**

There were no items submitted for information.

#### **10. AOB**

The Chair asked that a draft agenda for the Board Workshop on 13 September should be circulated for comment and requested that the calendar invite be updated to reflect a start time of 10.30am.

It was noted that David Stewart, Executive Director -Markets, CMA would be attending the September meeting of the PHIN Board and that the meeting would be followed by the Quality Forum.

**ACTION 25.07.23.5 MS to circulate Board Workshop agenda for comment and arrange for invite to be updated with start time**

**Date of Board Workshop                      Wednesday 13 September 2023**

**Date of next Board meeting:              Thursday 21 September 2023**

