

Minutes of the Board Meeting

Location: The Canopy, 11-15 The Minories, London EC3N 1AX

Chair: Jayne Scott

PHIN PB2424 Board Meeting held on 20 March 2024

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]
Claire Whyley [CW]
Professor Sir Norman Williams [NW]

Other Attendees

Jonathan Finney, Member Services Director [JF]
Jessica Harcourt, Virtual Assistant (Minutes) [JH]
Mona Shah, Director of People & Process (Company Secretary) [MS]
Richard Wells, Director of Health Informatics [RW]

Dan Mellows, Mazars
Thomas Moore, Mazars
Sacha Reid, Mazars

Apologies

Hugh Savill [HS]

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

Welcome and introductions

The Chair welcomed attendees to the meeting noting that this would be the final Board Meeting attended by Don Grocott and Cyril Chantler as they were standing down from the Board. The Chair extended thanks on behalf of the Board for their service and contribution to PHIN and expressed gratitude for their dedication and insight.

1. Review and consideration of the Directors' Register of Interests

There were no new declarations of interest nor potential conflicts of interest raised in general.

In respect of the current agenda, a conflict of interest for the Non-Executive Directors (NEDs) was noted in relation to item 4b, the review of Board Directors' remuneration.

2. Governance

a. Subcommittees' structure for the next 12 months and Deputy Chair Appointment

The Chair introduced the paper which provided an overview of the impact of the departure of DG and CC on the Deputy Chair role and on committee membership.

The Directors **accepted** the suggestion of the Chair that the Board committees maintain their current membership, which would then be reviewed again once new NEDs joined the Board.

Michael Hutchings temporarily left the meeting.

The Board **approved** the appointment of Michael Hutchings to the role of Deputy Chair of the PHIN Board effective 1 April 2024 until 31 March 2025, at which point MH was scheduled to step down from the PHIN Board.

Michael Hutchings rejoined the meeting.

b. Board Work Plan for 2024

The Board work plan had been circulated with minor updates and MS highlighted these to the Board. The work plan would be recirculated when any further changes were made.

The Board noted the paper.

3. Approval of Minutes and Actions

a. Board Meeting held on 6 February 2024

The minutes of the PHIN Board Meeting held on 6 February 2024 were **APPROVED** as presented.

b. Board Strategy Workshop held on 6 February 2024

The notes of the Board Strategy Workshop held on 6 February 2024 were **APPROVED** as presented.

4. Reports of sub-committee

a. Delivery Oversight Committee (DOC) held on 26 February 2024

JS as Co-Chair of DOC, provided a summary of the meeting.

The Terms of Reference for DOC would be changed to remove the reference to a Co-Chair.

The Board noted the paper.

IGN, MS, JF and RW temporarily left the meeting at this point.

b. People & Remuneration Committee held on 20 March 2024 (PRemCom)

MH, as Chair of PRemCom, updated attendees that a PHIN People and Culture update report had been reviewed at the meeting. PRemCom had discussed the comprehensive approach to sickness

absence which was being adopted by PHIN.

The staff survey report had also been reviewed and PRemCom had agreed a version of the report could be presented and circulated to staff.

The Directors discussed improvements that could be made to the survey including reducing the number of questions and involving the managers in the design. It was agreed that CW would work with MH and MS on this. This action would be tracked via the PRemCom action tracker.

The Board **approved** the remuneration uplift for staff as outlined in the PRemCom briefing paper and as agreed by PRemCom on 20 March 2024.

The Board **approved** the recommendation from PRemCom on the proposed Leadership Team and Chief Executive remuneration for the 2024/25 financial year.

MH advised that the PRemCom Terms of Reference would be amended to clarify that ultimate responsibility for the Chief Executive's remuneration rested with the Board, taking account of advice from PRemCom and the Chair.

MH advised that NED remuneration had last been reviewed in 2022. PRemCom recommended remuneration remain at the 2022 level. The Board **approved** this recommendation.

In the context of taking up the role of Deputy Chair of the PHIN Board, MH announced his intention to step down from the Audit & Risk Committee once a new NED was appointed to replace him.

The Directors noted the verbal update.

IGN, MS, JF and RW rejoined the meeting at this point.

5. Corporate Governance Audit Report

Dan Mellows, Thomas Moore and Sacha Reid (Mazars) joined the meeting at this point.

Attendees from Mazars joined the meeting to provide an overview of the findings of the recent review of PHIN's corporate governance. Mazars extended thanks to the PHIN Board for engaging positively with the process and advised that the audit findings had been overwhelmingly positive.

The PHIN Board and subcommittees had been found to be effective with a strong commitment to delivering the CMA Order and to monitoring progress. The NEDs provided constructive challenge and worked well with an effective and highly regarded Executive team. The support provided by the company secretariat function was universally seen as effective.

Mazars highlighted that the recommendations for improvement should be seen in the context of the overwhelmingly positive outcome of the audit and it was noted that these areas had also been proactively identified by PHIN. The recommendations for improvement related to NED onboarding plans, succession planning for Non-Executive and Executive Directors and an increased focus on diversity at Board level.

The Board discussed approaches to diversity in other organisations and asked for a regular update to come to Board outlining how diversity was being approached at PHIN. The Board also requested diversity training.

The Chair asked that an action plan be created from the audit report to be reviewed at the May 2024 Board Meeting.

The Board noted that the audit report would be shared with the CMA subject to Mazars approval.

The Directors wished to publish a summary of the report on the PHIN website in the interests of transparency and would await Mazars direction on what could be shared.

Reference to the corporate governance review would be included in the PHIN Annual Report.

The Chair thanked Mazars for carrying out the review and commented that PHIN had found having an independent overview of governance and the insight it provided, to be invaluable.

The Board noted the paper.

ACTION 20.03.24.1 MS to provide update on diversity management at PHIN and to source diversity training for the Board

ACTION 20.03.24.2 MS & JG to create an action plan from the corporate governance review, to be reviewed at May 2024 Board Meeting

ACTION 20.03.24.3 JF to ensure corporate governance audit findings are published on PHIN website once Mazars have approved and include reference to audit in PHIN Annual Report

Dan Mellows, Thomas Moore and Sacha Reid (Mazars) left the meeting at this point.

6. Matters Arising

a. PHIN Reserves Analysis

The Directors noted that the reserves analysis had been reviewed and discussed in detail by the Audit & Risk Committee (ARC) at the meeting on 17 January 2024 and ARC supported holding 5.0 months operating expense cover as reserves.

The Board **approved** a policy of 5.0 months operating expense cover held as reserves which would be subject to annual review.

b. Presumed Publication

PHIN's CMA Order Roadmap and Delivery Plan 2022- 2026 had set out PHIN's ambition regarding presumed publication of consultant data. PHIN planned to move to a presumed publication model for basic activity measures (volume and length of stay) once PHIN had worked with consultants' representative bodies and private healthcare providers to improve the data submitted to PHIN.

JF advised that the purpose of the paper was for the Board to understand the type of consultant level data that was planned to be in the scope of presumed publication and what was not. The resolution process for data issues was also explained.

The Directors discussed that length of stay was a metric that was not always within the control of the consultant. Therefore, patients should be educated that the metric should not be interpreted as a measurement of consultant performance but was intended to help patients ask the right questions regarding their treatment.

CC left the meeting at this point.

The Directors discussed that presumed publication had been the subject of extensive consultation with stakeholders and the data that PHIN published needed to be aligned with the approved Evidence Based Assessment.

Having considered the potential risks, the Board remained supportive of the approach to presumed publication, as outlined in the paper. The Board stressed the importance of continuing to provide supporting information to patients to enable them to correctly interpret the data on PHIN's website.

The Directors discussed the importance of eventually having whole practice data for consultants and RW provided an update on the ADAPt Programme, which was a key part of meeting the recommendations of the Paterson Inquiry. The Board asked that an update on the status of the ADAPt Programme be on the agenda for the May 2024 Board Meeting.

The Board noted the paper.

ACTION 20.03.24.4 IGN to update Board on ADAPt Programme status at May 2024 Board Meeting

7. Chief Executive Report and Executive operational report

IGN gave a summary of the Chief Executive report which outlined the activities being undertaken in areas included NED recruitment, the CMA escalation process, Partnership Forum meetings and the vacancies in the PHIN Leadership team.

A Director referred to the reasons that people contacted PHIN and it was agreed that the categories should be simplified so that common themes and therefore solutions could be more readily identified.

A Director asked that JF keep the Board updated on planned meetings with Private Medical Insurers as well as patient engagement activities so that Directors had the option to attend.

ACTION 20.03.24.5 JF to revise display of reasons for people contacting PHIN in the executive operational report (Top 5 categories) in time for May 2024 report

ACTION 20.03.24.6 JF to ensure NEDs aware of meetings with PMIs and patients

The Board noted the paper.

Norman Williams left the meeting at this point.

8. PHIN Strategy

a. CMA Order progress reporting – 4 Domains – February 2024

The paper was taken as read. The Directors were pleased to note the progress being made with provider compliance with the Order.

The Board **approved** that the February 2024 CMA 4 Domains Reporting pack be issued to the CMA.

b. PHIN Development Post 2026 (PD26)

IGN introduced the paper and asked for the views of the Directors on the solutions outlined in the paper regarding PHIN's development post 2026.

The Board made several suggestions for amendments to the paper which would be revised and recirculated to the Board on email and then submitted to the CMA by 31 March 2024.

ACTION 20.03.24.7 IGN and JG to revise PD26 and recirculate to Board for comment and to submit to CMA by 31 March 2024.

The Chair asked that time be given at the May 2024 Board Meeting to discuss engaging with Members on the topic of PHIN's development post 2026.

ACTION 20.03.24.8 Engaging with stakeholders regarding PD26 to be discussed at May 2024 Board Meeting

c. Resource and product planning & provisional budget

JG updated the Directors on the constructive but challenging discussions that had been had with the Partnership Forum in February 2024 regarding the initial proposal.

Further discussions would be had with Members and work was ongoing to add more detail to the business case. JG updated the Directors on some of the potential difficulties in determining the technology budget due to the current Chief Technology Officer vacancy. Therefore, it was agreed a staggered approach would be taken.

The Directors discussed the importance of improving the PHIN website and the impact of the budget on the scale of the improvements that could be undertaken, however it was recognised that this needed to provide value for money for members.

The Board noted the paper and that a more detailed budget would be reviewed at the May 2024 Board Meeting.

9. For Information

a. Finance Report, Management Accounts and Reserves – January 2024

b. Patient Engagement Workshop Notes

These papers were taken as read and there were no questions or comments.

10. AOB

There was no other business.

Date of next meeting: Thursday 23 May 2024