

## Minutes of the Board Meeting

*Location: Marlborough Room 2, The King's Fund, 11-13 Cavendish Square, London W1G 0AN and online*

**Chair: Jayne Scott**

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### PHIN PB2433 Board Meeting held on 23 May 2024

#### Board Directors\*

Jayne Scott (Chair) [JS]  
Michael Hutchings (Deputy Chair) [MH]  
Mohammad Al-Ubaydli (MAU)  
Helen Buckingham (HB)  
Ian Gargan, Chief Executive [IGN]  
Jack Griffin, Chief Financial Officer [JG]  
David Hare [DH]  
Nigel Mercer [NM]  
Hugh Savill [HS]  
Sam Shah (SS) attended online  
Claire Whyley [CW]  
Professor Sir Norman Williams [NW]

#### Other Attendees

Karen Greenidge, Interim Finance Manager  
Jessica Harcourt, Virtual Assistant (Minutes) [JH]  
Mona Shah, Director of People & Process (Company Secretary) [MS] attended online  
Richard Wells, Director of Health Informatics [RW]

Greg Swarbrick, Strategic Projects Lead [GS] attended for item 7 only  
Caroline Bodman, Strategic Projects Executive [CB] attended for item 7 only

#### Apologies

Jonathan Finney, Member Services Director [JF]  
Keith Richards [KR]

*\*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 JG. The Chair extended thanks to JG on behalf of the Board for his leadership and considerable contribution to PHIN. KG was welcomed as Interim Finance Manager.

The above apologies were noted.

#### 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 or in respect of the current agenda.

## 2. Governance

### a. Appointment of new Non-Executive Directors

*This item was taken first on the agenda. MAU, HB and SS were not present for the vote and joined the meeting once their appointments had been approved by the Directors.*

Further to the previous discussions that had taken place between the Chair and Board members, the Board **unanimously approved the appointment of Mohammad Al-Ubaydli (MAU), Helen Buckingham (HB) and Samit Shah (SS)** to the PHIN Board as independent Non-Executive Directors. The Chair thanked the Directors and Leadership team for their involvement in the appointment process.

### b. Subcommittee Terms of Reference (ToR)

The Chair noted that the Board subcommittees had completed the annual review of the respective ToR and these had been circulated to the Board with amendments highlighted.

#### i. Audit & Risk Committee (AR) Terms of Reference

The Board **approved** the Audit & Risk Committee Terms of Reference.

#### ii. Delivery Oversight Committee (DOC) Terms of Reference

The Board **approved** the Delivery Oversight Committee Terms of Reference.

#### iii. People & Remuneration Committee (PRemCom) Terms of Reference

The Board **approved** the People & Remuneration Committee Terms of Reference.

MH, as Chair of PRemCom, highlighted that the key change had been to clarify that the responsibility for determining the remuneration of the Chief Executive rested ultimately with the Board, taking into account the advice of PRemCom and the PHIN Chair.

The Chair advised that subcommittee membership would be reviewed at the July 2024 Board Meeting and would take into account the three new Non-Executive Directors.

### c. Corporate Governance Review: Action Plan

The Board noted the paper and agreed with the plan for taking forward the recommendations from the recent Corporate Governance Review.

## 3. Approval of Minutes and Actions

### a. Board Meeting held on 20 March 2024

The minutes of the PHIN Board Meeting held on 20 March 2024 were **APPROVED** as presented.

## 4. Reports of sub-committee

### a. Audit & Risk Committee (ARC) held on 17 April 2024

HS, as Chair of ARC, advised that the key points discussed at the meeting were the draft budget and the departure of the CFO which were both on the current Board agenda.

ARC had received the first presentation of the operational risks from the Risk Register in the new system and looked forward to reviewing the strategic risks at the June 2024 ARC Meeting. The Directors noted that the risks would then be reviewed at the Board Workshop in September 2024.

HS advised that he would be reporting to the Board on ARC's views of the effectiveness of PHIN's governance at the October 2024 Board Meeting.

The Board noted the paper.

#### **b. Delivery Oversight Committee (DOC) held on 26 February 2024**

JS, as Chair of DOC, provided a summary of the meeting noting that the latest CMA Progress Report was on the agenda for the current meeting.

DOC had discussed the potential data breach that had been reported relating to the Consultant Overview Report. Following a swift and detailed investigation, it had been determined that a data breach had not occurred. MS advised that a lessons learnt exercise had been completed and a report was being prepared for IGN. To consolidate the lessons learnt, a Business Continuity Planning (BCP) exercise was being scheduled.

It was suggested that an incident management session could be offered at the September Strategy workshop to agree Board level crisis communications and an updated Board response process in the case of a major incident.

It was requested that contact details for the NEDs and key PHIN staff be circulated, to include details of the new NEDs.

#### **ACTION 23.5.24.1 MS/JH Board/Key PHIN contact list to be updated and circulated to Board**

The Board noted the paper.

#### **c. People & Remuneration Committee held on 23 May 2024 (PRemCom)**

MH, as Chair of PRemCom, reminded the Directors that it had been approved on 20 March 2024 that the Chief Executive be awarded the agreed remuneration uplift from 1 August 2024, in line with company policy. PRemCom noted that it had subsequently been recommended by the PHIN Chair and Deputy Chair that the change should be effective from 1 April 2024. PRemCom had been contacted by email and were supportive of the change to the effective date and Board approval was now required to confirm the change.

The Board **approved** that the Chief Executive remuneration uplift, as stated in the PRemCom Minutes of 20 March 2024, be effective from 1 April 2024.

### **5. Matter Arising**

#### **a. PHIN Development Post 2026: Stakeholder Engagement**

The Directors discussed the presentation given by RW on stakeholder engagement in the context of PHIN's development post 2026. The discussion highlighted the importance of having a clear strategy for the future and of maintaining a clear mandate. The Chair highlighted that PHIN and the Board were focused on delivery of the CMA Order and on forward planning to ensure PHIN remained a sustainable organisation post 2026.

The Directors asked that a stakeholder engagement strategy be developed in due course.

#### **ACTION 23.5.24.2 IGN/RW/JF to bring a stakeholder engagement strategy paper to a future Board meeting**

The Board noted the presentation.

### **6. Finance**

#### **a. 2024-2025 Draft Budget Proposal**

JG introduced the paper, noting that the draft budget had been updated based on the discussions held at the March 2024 Board Meeting and had then been reviewed by ARC in April 2024. The draft budget had been discussed with the Partnership Forum on 21 May 2024.

A Director drew attention to the need to amend the slides on cost base assumptions to make clear the benefits that the funding would realise for Members. JG advised that the detail was readily available and could now be added to the paper.

**ACTION 23.5.24.3 KG to update the draft budget 2024-25 with detail relating to benefits to be realised for members. To be reviewed at ARC meeting in June 2024**

The Board endorsed the approach taken in the draft budget and noted that it would come to the Board for approval at the July 2024 meeting.

**b. Update to financial delegations**

In light of the departure of JG as CFO and KG having joined as Interim Finance Manager, the financial delegations had been updated. To enable business-as-usual financial activities to continue, the financial authority and limits had been replicated from JG to KG.

In response to a question from a Director, it was clarified that the single transaction limit and daily transaction limits were set by the bank and did not impact the budgetary approval limits which were also set out in the paper.

The Board **approved** the update to the financial delegations as outlined in Paper PB2427

*Greg Swarbrick and Caroline Boardman joined the meeting at this point*

**7. Patient Research**

**a. Initial findings from the patient focus groups and wider survey**

GS introduced the paper which provided an overview of the patient research carried out by PHIN to better understand patient healthcare journeys, patient information needs and experiences. Focus was placed on the start of a patient's healthcare journey with a goal of using the feedback to understand how PHIN and the private healthcare sector could better serve patients. Both qualitative and quantitative research had been undertaken including the use of focus groups and a UK wide YouGov survey.

The Board were appreciative of the research and asked several questions regarding the methodology used and made suggestions for clarifying the results and for next steps. The Directors were invited to provide any further comments to the team outside of the meeting.

The Directors asked that their feedback be used to inform the presentation that would be given at the Members Meeting on 18 July 2024.

*Greg Swarbrick and Caroline Boardman left the meeting at this point*

**8. Chief Executive Report and Executive operational report**

The paper was taken as read. In response to a question from a Director, the obligations of the private medical insurers under the CMA Order were discussed.

The Board noted the paper.

**9. PHIN Strategy**

**a. CMA Order progress reporting – 4 Domains – April 2024**

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

A Director asked for more information on the in-flight Article 21 and 22 projects which were marked as at risk in the report. JG clarified that these projects had external dependencies such as data sharing agreements and links to registries. JG also clarified that data was already published for the areas in question and as such the projects at risk were enhancements which would not impact achievement of

the CMA Order delivery milestones. These projects represented what PHIN and the sector had agreed represented good practice to publish.

The Chair reminded attendees that the Delivery Oversight Committee reviewed the reports in the months that the PHIN Board did not meet.

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

## **10. Planning for future meetings**

Attendees discussed the plans for the following meetings:

- a. Members Meeting: 18 July 2024
- b. Board Strategy Workshop: 12 September 2024
- c. Quality Forum: 16 October 2024

## **11. For Information**

### **a. Finance Report, Management Accounts and Reserves – March 2024 YTD**

### **b. PHIN Board & Committees Work Plan 2024**

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

## **12. AOB**

### **a. ADAPt Programme**

IGN provided an overview of the status of the ADAPt Programme and the recent meeting of the ADAPt Programme Board that had considered the consolidation of ADAPt objectives with the NHS England Outcomes Registry Programme. NW provided additional context for the Directors including the relationship to the National Consultant Information Programme (NCIP).

The Directors discussed that the objectives of ADAPt were supported by the independent sector and were key to addressing Recommendation 1 of the Paterson Inquiry.

Discussions with NHS England were ongoing, and an update would be brought to the PHIN Board at the July 2024 meeting.

### **b. Final reflections from Jack Griffin**

At the request of the Chair, JG shared his thoughts on his time at PHIN and on the future of the organisation, highlighting the importance of effective engagement with members and stakeholders on PHIN's future strategy at the same time as delivering business as usual and delivering the Order. The Chair thanked JG on behalf of the Board for his service and highlighted that PHIN's achievements over recent years were due to his leadership.

**Date of next meeting: Thursday 18 July 2024: Board Meeting & Members Meeting**