

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

PHIN PB2444 Board Meeting held on 18 July 2024

Board Directors*

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

Other Attendees

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

Apologies

David Hare [DH]

**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 and the above apology was noted.

The Chair clarified that the Patient Priorities Report was not being presented for approval having been circulated to the Board the previous day.

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

The Chair advised that she would, in due course, be appointed to the Board of Nuclear Restoration Services, a subsidiary of the Nuclear Decommissioning Authority.

There were no other new declarations of interest nor potential conflicts of interest raised in general or in respect of the current agenda.

a. Updated Directors' Register of Interests

The Directors noted the paper. The register would be recirculated on email once minor updates were made.

2. Governance

a. Subcommittee membership

The Chair introduced the paper which proposed changes to the membership of the Audit & Risk Committee (ARC) and the Delivery Oversight Committee (DOC) to include the recently appointed Non-Executive Directors. The Directors noted that the proposed structure would remain in place until NW and MH stepped down from the Board at the end of March 2025.

The Chair noted that the remuneration structure remained affordable as confirmed by the Interim Finance Manager and asked that the Non-Executive Director fee schedule be reviewed at the next meeting of the People and Remuneration Committee.

ACTION 18.07.24.1 Referral to PRemCom: Review NED fee schedule

The Board **approved** the changes to committee membership and Helen Buckingham was appointed to ARC and Mohammad Al-Ubaydli and Sam Shah were appointed to DOC.

b. Appointment of new Member

IGN proposed that Kingsbridge Hospital, the largest provider of private healthcare in Northern Ireland be appointed as a Member of PHIN.

The Chair asked that the paper detailing membership criteria and the appointment process be recirculated to the Board

ACTION 18.07.24.2 MS to recirculate the paper relating to membership criteria to the Board

The Board **approved** the appointment of Kingsbridge Hospital as a Member of PHIN.

c. Draft PHIN Board Terms of Reference

The Directors noted the Board Terms of Reference (ToR) had been created following a recommendation made by Mazars as part of the review of PHIN's corporate governance.

The Directors discussed which types of reports required Board approval and agreed that at the report initiation phase, the Chair and Chief Executive would ascertain if the work would be likely to impact PHIN's reputation and then agree whether Board approval was required prior to publication.

A Director suggested that the items to come to Board for approval were those that presented a potential risk either financial or commercial and where approval had not been delegated to a Board subcommittee.

The Directors noted that sight of reports prior to publication, even if not for approval, would be helpful to enable any questions from stakeholders to be answered. The Directors asked that the Leadership team ensure sufficient time for this was built into work plans.

Approval of the annual report should be added into the responsibilities section of the ToR.

The Directors discussed PHIN's activities post 2026 and the potential for commercial activities that furthered PHIN's role of serving patients and which would be undertaken for the benefit of PHIN's stakeholders. The Directors discussed that any such activities would be with the full support and approval of PHIN's Members.

IGN confirmed that the Chair and Deputy Chair were being kept informed of the commercial opportunities being explored and confirmed that the Partnership Forum were supportive of IGN continuing to explore commercial opportunities.

The Directors acknowledged that any commercial undertakings would require a governance structure and resourcing and the appropriate organisational structure would need to be defined. PHIN would need to obtain legal and specialist advice prior to embarking on any commercial endeavours.

The Directors noted that PHIN awaited Mazars approval to publish a summary of the corporate governance review.

The Chair asked that an updated version of the Board ToR be brought to the September 2024 Board Meeting.

ACTION 18.07.24.3 MS/JH to update PHIN Board ToR and bring to September 2024 Board Meeting

3. Approval of Minutes and Actions

a. Board Meeting held on 23 May 2024

The minutes of the PHIN Board Meeting held on 23 May 2024 were **APPROVED** as presented.

In the context of the potential data breach referred to in item 4b of the minutes, a Director enquired about Board involvement in the process and ongoing risks. IGN confirmed that the potential breach had been reviewed by the Delivery Oversight Committee.

Regarding inviting the Directors to stakeholder engagement events, JF advised that planned meetings were now included in the Operational Report and Board members should signal if they wished to attend. Invites would be issued as appropriate with a view to ensuring a balanced attendee list.

4. Reports of sub-committee

a. Draft Audit & Risk Committee Minutes – 19 June 2024

HS, as Chair of ARC, advised that the budget had been reviewed at the June meeting and ARC had agreed to recommend to the PHIN Board that the 2024/25 draft budget should be approved.

ARC had also reviewed progress with the new Risk Register noting that the operational risks were being populated as expected and further work was being undertaken by the Leadership Team to populate strategic risks.

In response to a question, KG confirmed that the subscription fee model had been clarified and that the creation of cost centres, to enable oversight by the Leadership team of their respective budgets, was underway. It was anticipated that the first cost centre reporting would be available in September 2024.

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 committee had considered the risks to PHIN if hospitals and consultants were not fully compliant with their obligations by the 2026 deadline for delivery of the CMA Order.

Insured fee arrangements had also been discussed at the DOC meeting and the Board attendees saw this as an important topic for PHIN as pricing information provided to patients needed to be as useful as possible. The topic would be revisited at the next DOC meeting and brought back to a future Board Meeting.

Further discussion of the areas of private healthcare that were not in scope of the CMA Order but which would be useful to patients, would be had at the Board Strategy Workshop in September 2024.

In response to a question, RW advised that the timeline and approach to real time data submission by providers would be as agreed with the Partnership Form. RW highlighted that approximately two thirds of activity data was being submitted to PHIN within 30 days.

The Board noted the paper.

5. Matter Arising

a. PHIN Development Post 2026: Stakeholder Engagement Strategy

JF introduced the paper and asked for questions and comments.

A Director asked about patient engagement activities in addition to the media work outlined in the paper and about wider stakeholder engagement plans while PHIN's strategy post 2026 was being finalised. IGN responded that patient communications would be a theme for the Board Strategy Workshop in September 2024 and that syndication was one of the options being considered.

A Director highlighted that it was important to consider how the strategy would ensure that the needs of Members were elicited and that it addressed engaging with those areas of private healthcare not currently in the scope of PHIN's work. Engaging with other data providers was suggested.

The Chair commented that these themes would be explored in the strategy workshop.

A Director highlighted the importance of building on the strategy work that had been done in previous workshops and that, whilst external messaging was not yet fully defined, it would be helpful to include in the paper the specific timelines for communicating to the individual stakeholder groups and to make reference to the conflicting risks of different stakeholder groups.

The Chair advised that there would be preparatory work for the Board in advance of the workshop in September to ensure that previous strategy work was built upon.

JF observed that the stakeholder engagement strategy and the work to define PHIN's strategy post 2026 were separate exercises, and that the latter was not yet fully defined. As such the paper was necessarily a topline strategy document.

Attendees discussed the importance of the Board discussing developments in medicine, nationally and internationally, to inform PHIN's future strategy. A Director made the point that the GMC and the CQC did not have a mandate to regulate any healthcare provider that was not registered with them and that patients may be unaware of the implications of receiving healthcare from non-UK providers. Future linking with the MHRA was suggested.

In response to a question from a Director, it was clarified that PHIN does not have sight of how effectively providers are adhering to their obligation under the CMA Order to signpost patients to PHIN.

The Chair summarised that the matters discussed needed to be kept on the Board agenda as the strategy post 2026 was finalised.

The Board noted the paper.

b. Members Meeting – Agenda and final updates

IGN briefed the Directors on the final arrangements for the meeting to take place that afternoon.

6. Finance

a. 2024-2025 Final Budget Proposal

KG introduced the paper, noting that there were no material changes since the Board had last reviewed the budget. The staff salary uplifts had now been formalised in line with the provisions and the patient episodes of care numbers had been updated.

KG advised that the subscription fee per record might change once final patient episodes of care were known. The majority of the subscription fee increase would relate to the increased volume of care in the private sector rather than additional costs implemented by PHIN.

A Director asked that it be clarified in the paper that the remuneration for Non-Executive Directors had not changed.

ACTION 18.07.24.4 KG to make clear in budget that NED remuneration has not changed

Attendees discussed the importance of demonstrating PHIN's value to the Members and IGN outlined some of the ways that were being investigated to demonstrate a return on investment.

The Board **approved** the budget proposal noting that the subscription fee might change when final patient episodes of care volumes were received.

7. PHIN Strategy

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

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

A Director asked what actions were being taken to improve compliance by NHS Private Patient Units (PPUs). JF outlined the actions noting that PHIN was engaging directly with NHS England as was the CMA.

Attendees discussed traffic to the PHIN website and considered if there were ways of demonstrating the efficacy of the PHIN website in converting visitors into private healthcare patients. It was noted that PHIN did not undertake formal digital marketing activities to convert visitors. It was agreed that this topic would be explored further in a future meeting of the Delivery Oversight Committee. A Director offered to investigate improving the ranking of PHIN's website and would liaise with JF accordingly.

ACTION 18.07.24.5 MAU to work with JF regarding improving PHIN's Google ranking

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

8. Chief Executive Report and Executive operational report

IGN advised that staff appraisals had been completed and would be used to underpin future salary reviews. An external HR audit of the appraisals had been undertaken to evaluate consistency across the organisation. Implementing salary banding within PHIN was being considered.

IGN confirmed that PHIN was on track for delivery of the bronze milestone of the CMA Delivery Plan.

IGN extended his thanks to KG for her input as part of PHIN's Leadership team.

Recruitment for the role of Director of Digital and Product was underway, and IGN advised that the option of the role reporting into RW was being considered and as such the postholder may not be a member of the PHIN Leadership team. Having RW manage both the Informatics and Technology teams had significantly improved cross functional working in PHIN and IGN was keen to maintain the positive impact on the planning and delivery of work.

IGN advised that a due diligence process for entering into partnerships was in development and also provided an overview of external opportunities being investigated in the UK and overseas.

In the context of external opportunities, the Directors revisited the topic of the legal and governance framework required to move forward and the optimal timeline for putting arrangements in place. The Chair highlighted that the Board could be assured that the required due diligence would be completed and obtaining legal and specialist advice would take place prior to the Board needing to make decisions on opportunities. If there was an opportunity to put some arrangements in place prior to a green light on opportunities, then this would be undertaken. The Chair reconfirmed that she spoke frequently with IGN on these matters.

The Board noted the paper.

9. For Information

These papers were taken as read and the Chair asked for questions or comments.

a. Finance Report, Management Accounts and Reserves – May 2024 YTD

The Board noted the paper and there were no questions.

b. Draft Minutes of ADAPt Programme Board – 20 May 2024

IGN advised that to ensure progress with ADAPt objectives, PHIN would be submitting to NHS England draft Terms of Reference for the new Programme Board that would combine the objectives of the Outcomes and Registries Programme (ORP) and ADAPt.

a. Mazars Governance Review – Recommendations and action plan

The Board noted the paper and there were no questions.

11. AOB

a. NED Newsletter

In light of the pace of change at PHIN, the Chair highlighted a need for the Board to be kept informed in the period between Board Meetings. A suggestion was made for a newsletter to be issued accompanied by an informal update call. An alternative suggestion was for updates to be shared on a closed Teams group. It was discussed that the method of updating the Board should not add significantly to the work of the Leadership team.

ACTION 18.07.24.6 Leadership team to identify preferred method of updating Board in months between Board Meetings

Date of next meeting: Thursday 12 September 2024 - Strategy Workshop

Thursday 26 September 2024 - Board Meeting