

Minutes of the PHIN Board Meeting

Location: Hybrid meeting

The Kings Fund, 11-13 Cavendish Square, W1G 0AN and online

Chair: Jayne Scott

PHIN PB2564 Board Meeting held on 25 September 2025 at 1000

Board Directors*

Jayne Scott (Chair) [JS]

Nigel Mercer (Deputy Chair) [NM]

Mohammad Al-Ubaydli [MAU] attended online

Helen Buckingham [HB]

Ian Gargan (Chief Executive) [IGN]

Karen Greenidge (Chief Financial Officer) [KG]

Keith Richards [KR]

Hugh Savill [HS]

Sam Shah [SS]

Claire Whyley [CW] attended online

Other Attendees

Jonathan Finney, Director of Engagement and Company Secretary [JF]

Jessica Harcourt, Virtual Assistant (Minutes) [JH]

Richard Wells, Director of Technology, Product and Health Informatics and SIRO [RW]

Apologies

David Hare [DH]

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

Welcome and opening remarks

The Chair welcomed attendees to the meeting and the above apology was noted.

The Chair formally recorded the Board's congratulations to the PHIN team for achieving the silver milestone of the CMA Delivery Plan ahead of the scheduled date of 30 September 2025. The Board recognised the collective efforts of the PHIN team and the direction provided by the Leadership Team.

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

As previously noted, MAU is in early-stage discussions with the PHIN team regarding the potential provision of Patients Know Best services to PHIN. As these conversations were exploratory in nature, the Board did not identify an immediate conflict of interest. However, the Chair requested that this be kept under close review as discussions progressed, to ensure any potential conflict was identified and managed appropriately.

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

2. Approval of Minutes and Actions

a. PHIN Board Meeting held on 24 July 2025

The minutes of the PHIN Board Meeting held on 24 July 2025 were **approved** as presented.

The action log was updated and is shown at the end of the minutes.

Regarding the Commercial Opportunity & Development Committee (COD), it was agreed that there was no requirement to schedule regular meetings as it had been previously noted that PHIN was not actively pursuing commercialisation at this point in time.

KG advised that a workflow for addressing partnership requests for data sharing was being developed and would be shared with the Committee and the Board. It was agreed that any non-routine data sharing requests would be referred to the Committee, and ad hoc meetings convened.

b. PHIN Members Meeting held on 24 July 2025

The minutes of the PHIN Members Meeting held on 24 July 2025 were **approved** as presented subject to a minor change.

3. Reports of sub-committees

There were no reports to note as no committees had met since the last Board Meeting in July 2025.

4. Chief Executive Report

IGN updated the Directors on internal and external developments.

The Board was informed that PHIN's financial position remained strong, with reserves considered appropriate. A new Financial Controller was due to start in October, which was expected to ease pressure on the CFO, who had been managing a wide range of responsibilities. The Board noted that performance appraisals had been completed and salary adjustments applied accordingly and that KPIs had been implemented for all staff.

Regarding IT security, providers were being evaluated for real time cyber security administration including recurring penetration testing. The Board asked about the potential benefits and costs of these tools and was assured that full evaluation would be undertaken before any commitments were made.

The Patient Insight Report was being refreshed to align with strategic priorities and support potential changes to PHIN's Articles of Association. The Board was told that this work would also demonstrate PHIN's contribution to Recommendation 1 of the Paterson Report. The Board welcomed this and requested to be kept updated.

Concerns were raised about the slow progress of the Outcomes and Registries Programme (ORP) which had subsumed the original aims of the ADAPt Programme, to which PHIN had made significant contributions. The Board asked for clarification on PHIN's reliance on these programmes and how any resulting risks were being managed. IGN explained that, in the absence of ORP progress, PHIN was pursuing its own data linkage strategy, including receiving approval from the Confidentiality Advisory Group (CAG) and making the subsequent application to the Data Access Request Service (DARS). The Board was assured that PHIN was taking a proactive stance and seeking to lead the sector in an area that was vital for patient safety.

The Board discussed the strategic risks posed by fragmented NHS data initiatives and it was agreed that PHIN should continue to prepare for future opportunities and maintain visibility with key stakeholders. The Board supported the idea of identifying gaps in national data efforts and highlighted PHIN's position as a leader in patient-focused data collection.

The Board was updated on recent stakeholder meetings including those with the Partnership Forum and the British Orthopaedic Association. It was confirmed that a workshop with the Partnership Forum was being planned for early 2026. The Board suggested exploring more strategic connections, particularly in light of the challenges facing ORP.

The Board was informed that PHIN continued to receive international interest, with other countries keen to replicate PHIN's model. The Board was assured that no formal commercial arrangements were being pursued, but that PHIN would remain open to future opportunities aligned with its mission.

IGN also reported on operational developments, including HR improvements and exploratory conversations with Patients Know Best regarding the NHS App.

IGN updated the Board on the partnership with iWantGreatCare/Top Doctors (IWGC/TD) for the collection of Patient Reported Outcome Measures (PROMs) and Patient Reported Experience Measures (PREMs) and advised that the risk related to the rate of progress remained. A final decision on the arrangement with IWGC/TD would be made in November 2025.

The Board noted the verbal update and thanked IGN for the breadth and depth of the update and agreed that the time for reflection had been valuable.

5. CFO Update

The Board received a detailed update on the upcoming office move noting that the lease had been signed, with the move scheduled for the fourth quarter of 2025. The new premises offered significant improvements to address the previously discussed concerns with the current office environment.

The Board noted that overall the new lease represented an increase in expenditure compared to the current arrangement. It was agreed that this highlighted the importance of reviewing governance processes around financial commitments to ensure appropriate oversight and approvals are in place.

Note: the CFO update was taken prior to the CEO update and Ian Gargan joined the meeting at this point.

KG advised that the lower cost of the current arrangements came with limitations that could no longer be sufficiently mitigated. The move would lead to improved working conditions, a more cohesive and productive working environment, improved service delivery, enhanced IT infrastructure and reduced expenditure on external room hire. KG also outlined the process for identifying the new office including costs and limitations for alternative venues.

The Board acknowledged that the current working environment was no longer fit for purpose, particularly given PHIN's evolving operational needs and strategic direction. The Board asked that offsetting the increased costs continue to be an area of focus, for example through continued reduction in expensive external room hire and KG agreed to this. The Board highlighted the need for proactive external messaging regarding the move and asked to review the draft external communications.

Additional points discussed included the lease having been signed for three years, with a nominal inflationary increase and no break clause. The rent deposit and advance payments had been made, with modest dilapidation costs expected to be covered by interest accrued on the rent deposit account.

Moving onto the People update, KG advised that the Bradford scoring system was currently in use for absence management, however, a review was underway to assess whether this remained the optimal method.

An Employee Resource Group (ERG) had been launched, with nominated representatives from each team. Although not a formal requirement, the initiative was aligned with the UK Corporate Governance Code recommendations. The ERG was intended to support two-way communication between staff and the Leadership Team, helping to surface issues and improve engagement.

The Board discussed the importance of ensuring the ERG remained constructive and clearly defined in scope. The ERG would be encouraged to filter and escalate issues appropriately, and to help determine whether a staff survey was the right tool for assessing engagement. A survey following the office move was planned to assess the impact of the new environment and gather feedback on practical matters such as office facilities and policies.

The Board asked that any changes to the staff survey be reviewed by the People & Remuneration Committee.

In relation to partnerships, a working group had been established to review data sharing requests. PHIN had introduced a minimum pricing model which had evolved based on feedback to tailoring offers based on the usage of data in the final product. A workflow was being developed to formalise the process for handling partnership requests, including escalation routes to the Leadership Team, COD and Board where appropriate.

6. Strategy

a. Reflections on the Board workshop and next steps

Following a productive strategy day, IGN advised that he would be preparing a proposal to discuss with the Leadership Team which would subsequently come to the Board, outlining how PHIN's strategic direction could be applied in practice. This proposal would include a clear articulation of strategic priorities and associated changes required to the Articles of Association. IGN committed to drafting this over the coming weeks, with a view to presenting it at the November Board meeting. This would allow for discussion and preparation ahead of the AGM in December 2025 and the Members' Meeting in July 2026.

JS emphasised the importance of sequencing, noting that there would be multiple steps required before the July Members' Meeting and the AGM. The workshop planned for the Board with the Partnership Forum would be a key step.

The Board workshop earlier in the month had highlighted the need to refresh the Patient Insight Report and CW advised that she would be having regular meetings with PHIN staff to move this forward. The Board reconfirmed their commitment to ensuring decision making was informed by patient needs derived from robust patient insight. The Directors discussed the optimal ways to involve patient representatives in gathering insights and it was agreed to engage with the Patients Association. It was also suggested that the voice of the patient be represented at meetings of the Partnership Forum.

A Director noted that the largest area of spend in the independent sector was mental health, and suggested that outcome data could be extremely beneficial for patients. IGN agreed to discuss the feasibility of this with the Partnership Forum.

The Board noted the verbal update.

ACTION 25.09.25.1 JF to engage with the Patients Association

b. CMA Order progress reporting – 4 Domains – August 2025

The Board were pleased to note the August 2025 reporting pack demonstrated the organisation was on track to achieve the silver milestone which had now been confirmed, and that some aspects of the gold milestone had also been achieved.

Noting the significant data submission levels across the independent sector, the Board noted the lower levels of engagement from NHS Private Patient Units (PPUs) and made suggestions to address this. JF confirmed that PHIN remained in discussion with the CMA on addressing PPU compliance rates in the context of the gold milestone. It was noted that the PPUs had a legal obligation to provide data to PHIN.

JF updated the Board on discussions with the CMA on further defining the criteria for gold milestone achievement and the Board were pleased to note the direction of the discussions.

The Board discussed PHIN's ongoing responsibilities beyond the delivery of the gold milestone, including the continued provision of data following the completion of the architecture by 30 June 2026. The Board also noted that the CMA Order would remain in effect beyond that date.

The Board asked JF to clarify how gold milestone progress reporting would differ from earlier reporting. JF advised that there would be a change from reporting raw numbers to reporting adjusted numbers. It was discussed that the adjusted reporting was a reflection of legitimate engagement mechanisms and compliance pathways. In order to be fully transparent about the change in reporting, JF intended to consider dual reporting for a period of time.

The Board asked about progress and risks related to the linked measures project. RW advised that progress was dependent on access to NHS data and PHIN had successfully gained CAG approval to flow the data. However, the DARS process now required date of birth to be provided, which PHIN did not currently request from providers. RW explained the approaches being investigated to resolve this.

The Board recognised the importance of the linked measures work but emphasised the importance of a primary focus on milestone delivery in the lead up to June 2026. The Board also requested that if date of birth were to be submitted to PHIN in future, that relevant information governance compliance activity was undertaken. RW confirmed that the Chief Privacy Officer and the Data Protection Officer were fully involved in the linked measures work.

The Board **approved** the CMA Order reporting pack for August 2025 for submission to the CMA.

7. Risk

RW confirmed that the Strategic Risk Register would be updated to incorporate the Board's feedback from the September 2025 workshop.

The Directors accepted the recommendation that the Audit and Risk Committee (ARC) review the register at the October 2025 meeting together with the risk appetite statement and that these both come to Board for consideration in November 2025. As the full detail of some of the strategic risks identified at the workshop had not been fully built out, these would also be considered at the ARC meeting.

The Board noted the verbal update.

ACTION 25.09.25.2 Referral to Audit & Risk Committee: Strategic risk register and risk appetite statement to be reviewed by ARC in October 2025

8. Information Governance

An update was provided in the Executive Operational Report and there were no matters to discuss.

9. For Information

- a. Finance Report, Management Accounts and Reserves – July 2025 YTD**
- b. Executive Operational Report**
- c. Board and Committee Dates 2026 and 2027**

The Board noted the three papers and there were no questions.

10. Any other business There was no other business to discuss

Date of next meeting:

Thursday 6 November 2025	Sign off PHIN Accounts AGM notice to go out 30 clear days before the AGM
Wednesday 10 December 2025	AGM and Members Meeting