

Health and Social Care information Centre (ENDPB)

Board Meeting – Public Session

Title of Paper:	Minutes of meeting on 3 April
Board meeting date:	26 April 2013
Agenda Item No:	HSCIC 13 02 02(b)
Paper presented by:	Chair
Paper prepared by:	Ruth Miller, Board Secretary
Paper approved by (Sponsor Director)	
Purpose of the paper:	To approve the minutes of the previous meeting on 3 April
Actions required by the Board:	To ratify the minutes

Health and Social Care Information Centre (ENDPB)

Minutes of First meeting of Board

Tele-conference - Wednesday 3 April 2013

Present	Chair	Candy Morris
	Non-Executive Directors:	Sir Ian Andrews Lucinda Bolton Sir Nick Partridge Mike Pearson
	CEO	Alan Perkins
	Executive Directors:	
	Director of HR and Transformation	Rachael Allsop
	Director of Clinical and Public Assurance	Dr Mark Davies
	Director of Finance and Corporate Services	Trevor Doherty
	Director of Programme and Service Delivery	Max Jones
	In attendance:	
	National LSP Programme Director	Tom Denwood
	Director of Data Services	Andrew Haw
	Director Solution Design, Standards & Assurance	Clare Sanderson
	Director of Information Services	John Varlow
	Board Secretary	Ruth Miller

1. Chair's Introduction and Announcements (HSCIC 13 01 01)

- 1.1 The Chair welcomed everyone to the first meeting of the HSCIC (ENDPB) Board. Apologies were received from Tony Allen.
- 1.2 It had been intended to devote part of the meeting to introducing members but the disruption to rail travel from London to Leeds had required the meeting to be changed to a shorter tele-conference - with the focus on essential business that needed to be conducted in the first week of the life of the organisation.

Discussion of the background and experience of members would be postponed therefore to the next meeting. This would be arranged as an all-day event in London – including an initial induction session and a public session of the Board. Friday 26 April was identified as a potential date and the secretariat would confirm arrangements as soon as possible.

Action: Board Secretariat

2. Board meeting arrangements (HSCIC 13 01 02)

- 2.1 Future meetings (dates to be confirmed) of the Board would be advertised in advance as public sessions with agenda/papers posted to the website at least 5 working days before the meeting date. Members of the public who wished to attend as observers would be asked to advise the Board Secretary beforehand if they had any queries to raise about the content of the papers so that these could be covered as part of the Board discussion. A short time would also be built in at the end of each meeting to take questions from observers. The scope for holding meetings around the country would also be pursued to reflect the nationwide coverage of the organisation and to give opportunities for increased visibility.

The Chair referred to the discussion at the Shadow Board meeting on 27 March about the potential

participation of representatives from other bodies (such as NHS England and Public Health England) at Board meetings. The Chair had considered this carefully in the light of comments from members and in the context of the need to demonstrate the status of the HSCIC from the outset as an independent peer organisation in the reformed system with all the associated accountabilities. The Chair had concluded that, while representatives from such organisations would be welcome to attend as observers (on the same basis as members of the public), it would not be appropriate for them to have a standing invite to be in attendance and to participate in Board discussions - unless invited on occasion to discuss specific topics/items. The organisation would of course be committed fully to collaborating with and working in partnership with other organisations across the system.

From time to time, the Board might also need to consider commercial or staff in confidence agenda items that could not be discussed in public. In that event a private session would be held without any observers.

Action: Board Secretary

3. **Governance and related issues (HSCIC 13 01 03)**

- 3.1 Declaration of Interests: The Board Secretary would send register of Interest forms to Sir Nick Partridge, Mike Pearson and the Director of Programme and Service Delivery (Max Jones) to complete. Sir Nick Partridge advised that he was a member of the Dr Foster Ethics Committee and would discuss separately with the Chair if it would be appropriate to continue with this in the light of his appointment as a non-executive director of the HSCIC [Secretary's note: it was agreed subsequently that Sir Nick would step down with immediate effect as a member of the Dr Foster Ethics Committee].

There were no other declarations of interest not already recorded in the current register of interests.

Action: Board Secretary

- 3.2 Recommendations on appointment of Executive Directors: The Chair referred to Paper HSCIC 13 01 03(b) recommending the appointment of five members of the Executive Team as executive directors as prescribed in the legislation establishing the organisation. It was the recommendation of:

(a) the Chair that Alan Perkins, the CEO and accounting officer, was appointed as an executive director. Sir Ian Andrews pointed out that the Health and Social Care Act 2012 provided for the Secretary of State to appoint the first CEO and queried the status of Alan Perkins' appointment. The Chair advised that this was an interim appointment that had been approved by Una O'Brien, the DH Permanent Secretary and endorsed by the Secretary of State. The first substantive appointment to be made in due course would need to have SoS approval as defined in the Act.

(b) the Chief Executive that the following individuals be appointed as executive directors on an interim basis:

- Trevor Doherty, Director of Finance and Corporate Services
- Dr Mark Davies, Director of Clinical and Public Assurance
- Rachael Allsop, Director of Human Resources and Transformation
- Max Jones, Director of Programme and Service Delivery

The CEO advised that he had considered these appointments very carefully and judged that these afforded adequate representation from the constituent parts of the organisation – bearing in mind that the other members of the executive team would be in attendance at Board meetings with a remit to contribute fully to Board discussions albeit with no voting rights.

The Board approved the recommendations.

- 3.3 Corporate Governance Manual (Paper HSCIC 13 01 02(e)): The CEO referred to the latest version of the Corporate Governance Manual and supporting documents. The corporate governance manual contained some drafting notes that would be resolved shortly. The Board was asked to approve the documents in principle subject to subsequent resolution of these outstanding points – with a final

version to be put to the next meeting. In discussion, Board comments and queries focused on the:

- references to the Framework agreement with DH and the Financial Memorandum and when these would be available for review: the CEO reported that an early version of the Framework Agreement had been considered by the Shadow Assurance and Risk Committee and although this had evolved to a considerable extent it remained a work-in-progress. DH had received a number of comments from HM Treasury on the framework agreements for all DH ALBs which were being taken on board. The aim was to have as many as possible signed off by mid-April at the latest. The final version of the agreement with the HSCIC would be put to the next Board meeting. The Director of Finance and Corporate Services would investigate and report separately on the position on the Financial Memorandum.

Action: Director of Finance and Corporate Services

- extension of appointment of internal auditors and whether this conflicted with the provisions of para 91 of the Standing orders on competitive tendering. The Director of Finance and Corporate Services advised that the original contract with PwC to provide internal audit services to the HSCIC (SpHA) had been awarded via a competitive process. It had been confirmed that the HSCIC (SpHA) was legally able to extend this contract by 12 months to enable PwC to undertake internal audit services for the new HSCIC (ENDPB). The order could include work on a larger scale to cover the breadth of the requirements of the new, larger HSCIC. The scale of the internal audit and counter fraud work required had been assessed and a preliminary plan developed for discussion/agreement at the next meeting of the new HSCIC Assurance & Risk Committee.
- need to refer to the HSCIC code of practice on confidential information and to include more detail on the roles and responsibilities of the Caldicott Guardian (Director of Clinical and Public Assurance) and Senior Information Risk Owner respectively (Director Solution Design, Standards & Assurance) respectively.

Action: Director of Clinical and Public Assurance/Director Solution Design, Standards & Assurance

- need to specify that the Board Code of Practice applied to executive team members in attendance at Board meetings as well as members.

Action: Board Secretary

- need to complete the missing sections on Board and other approval limits/arrangements – including the role of the Cabinet Office and associated restrictions. The Director of Finance and Corporate Services confirmed that these aspects would be incorporated in the next version.

Action: Director of Finance and Corporate Services

The Board also requested more clarity on:

- how the different funding arrangements/flows applying in the organisation would operate in practice
- how the Board would get proper oversight of all expenditure (including capital) related to the HSCIC and receive the necessary assurances on financial probity and so on to meet their statutory responsibilities
- the approach to endorsement/approval of Business Cases - including in the situation where the relevant Senior Responsible Officer (and budget) was outwith the organisation.

The CEO advised that this would be covered as part of induction – including working through some scenarios to help clarify the position.

Action: CEO

- 3.4 The Board also discussed the draft terms of reference of the Assurance and Risk Committee and the Remuneration Committee. Although all NEDs were welcome to attend the Committee meetings, there needed to be explicit commitment from designated individuals for each so as to ensure continuity and quoracy. It was agreed that the Chair would contact members individually to ascertain which committees they wished to serve on. The appointment of a Deputy Chair for the Board would also be added to the agenda for the next meeting.

Action: Chair

The Board approved in principle the Corporate Governance Manual as a basis for Day 1 operations, and the terms of reference of the Assurance and Risk and Remuneration Committees, subject to resolution of the outstanding issues recorded above.

4. **Strategic/Policy items**

- 4.1 **Business Plan for 2013-2014:** The CEO referred to Paper 13 01 04(a) covering the latest version of the Business Plan for 2013-14 which reflected the comments made at the Shadow Board meeting on 27 March. The CEO advised that the format/content followed a template set by DH and met their DH requirements in full. He had asked the Director of Finance and Corporate Services and the business planning team to:

- turn the business plan into a version that would focus on specific outputs and drive corporate performance and objectives – in order to facilitate a round table discussion with the Executive Management team to review, challenge and agree objectives
- design a board performance report linked to the business plan objectives.

Subject to any further comments from the Board, it was proposed that the plan was approved on the basis that it was a living document that would be kept under review/changed in year in light of developments. During the ensuing discussion, the key points made included the need to:

- develop an agreed process for reviewing the document with an associated timetable
- discuss and agree the vision/mission for the organisation as soon as possible taking account of the PwC work on strategic direction
- strengthen references to and put more emphasis on how the organisation would engage with patients and the public
- delete the reference to ISCG in the second sentence of section 4 (page 9)
- add text to opening section of Appendix 3 to clarify that the list of customers was not comprehensive and that the organisation would provide services to and support the whole of the health and care system
- recognise the independent nature of the statistics produced by the organisation and the need to comply with the Statistics and Registration Act
- reflect more accurately the provisions of the secondary legislation for the HSCIC – including that the HSCIC must (rather than may be required to) establish, maintain and publish a database of quality indicators in relation to the provision of health services and adult social care in England and must establish procedures for the assessment of a quality indicator and arrange for each quality indicator published in the library to be periodically reviewed and so on.

The Board recognised that, given the late confirmation of appointments to the Board, and the consequent lack of time to undertake a comprehensive induction, it was necessary to take elements of the Business Plan initially on trust. It was important not to hold up the business of the organisation and **the Board approved** the business plan on the basis that this was a living document that would be kept under review/changed in year in light of developments.

5. There being no other business the Chair closed the meeting of the HSCIC Board.