

PHSO BOARD MEETING

27 March 2019

Minutes (APPROVED)

MINUTES OF PHSO BOARD MEETING

27 March 2019

CHAIR:

Rob Behrens CBE, Parliamentary and Health Service Ombudsman

NON-EXECUTIVES

Sir Alex Allan KCB

Elisabeth Davies

Dean Fathers

Ram Gidoomal CBE (by Skype)

Alan Graham MBE

Ruth Sawtell

Dr Julia Tabreham

EXECUTIVES

Amanda Campbell, Chief Executive

Gill Kilpatrick, Executive Director of Corporate Services

Alex Robertson, Executive Director of Strategy and Operations

APOLOGIES

Mick King

IN ATTENDANCE:

Karl Banister, Director of Legal and Professional Services

Andrew Dawson, Governance officer (minutes)

James Hand, Assistant Director of Business Management

Helen Holmes, Assistant Director of Governance

Abigail Howarth, Director of Operations and Quality

Steve James, Director of Human Resources

Andrew Medlock, Assistant Director of Strategy and Partnerships (Item 19)

Shareena Merzi, Director of Communications

Richard O'Connell, Director of Resources

Deborah Rozansky, External Reviewer (Item 20)

Warren Seddon, Director of Strategy and Insight

5. Chair's Introduction and Welcome

- 5.1 The Chair welcomed Board members and staff present to the meeting.
- 5.2 Rob Behrens noted that several Board members would be attending the annual Non-executive Director Awards to support Elisabeth Davies, who had again been nominated in the Not for Profit/Public Service Organisation category. He congratulated her on her well-deserved nomination.
- 5.2 Rob Behrens noted that Ram Gidoomal was attending the meeting by Skype and would be able to stay until about 12:30
- 5.3 Rob Behrens noted that the clinical advice review would be discussed at relevant points including the discussion on the 2019-20 Budget.

6. Declarations of Interest

- 6.1 There were no declarations of interest relevant to items on the agenda.
- 6.2 Rob Behrens informed the Board that he had resigned from the board of the Universities and Colleges Admissions Service with immediate effect.

7. Minutes and matters arising

- 7.1 The minutes of the Board meeting of 13 December 2018 were approved subject to minor amendments and the following corrections:
 - at 13.3, the first sentence should read *Ruth Sawtell said that her concern was that it had not been apparent that risks outside tolerance were being addressed with a greater sense of urgency.*
 - at 15.3 (final sentence) delete *but this had not been drawn down.* Add a new sentence at the end: *It had instead been utilised in the fit-out of the 21st floor.*
- 7.2 The minutes of the extraordinary Board meeting of 31 January 2019 were approved, subject to minor amendments.

8. Chief Executive's Report to the Board

- 8.1 A report by Amanda Campbell had been distributed to the Board.
- 8.2 Amanda Campbell thanked the Senior Leadership Team for the work they had done to come up with funding options in the face of a tight end of year financial position.

- 8.3 Amanda Campbell wished to bring to the Board's attention other recent developments, including:
- The publication, by the Equality, Diversity and Inclusion (EDI) Steering Group, of PHSO's Diversity Strategy, which she commended to the Board.
 - The recent external audit of ED&, which I had been given a full green rating, which marked how far we had come.
 - The launch of the Exemplary Leaders and Exemplary Managers programme.
- 8.4 Alex Allan commended the Quality Assurance exercise carried out by senior managers and Elisabeth Davies, which had been a significant and worthwhile piece of work.
- 8.5 Dean Fathers commended the amount of stakeholder engagement apparent in the Chief Executive's report.
- 8.6 The Board **noted** the Chief Executive's report.

Elisabeth Davies (senior non-executive member) took the chair

9. Ombudsman's Report to the Board

- 9.1 A report by Rob Behrens had been distributed to the Board.
- 9.2 Rob Behrens said that he wished to bring two other matters to the Board's attention.
- The report of the Public Administration and Constitutional Affairs Committee's annual scrutiny had been published and had been very satisfactory. In particular it had
 - supported our peer review approach;
 - reiterated the case for Ombudsman reform; and
 - invited us to submit a report on the state of local NHS and government department complaint handling.
 - The Care Quality Commission had, in their evidence to the Select Committee, accepted our *Blowing the Whistle* Report in full.
- 9.3 Julia Tabreham said that it was likely that there remained a repository of knowledge about complaint handling within the NHS which we should aim to identify and draw upon.
- 9.4 Elisabeth Davies asked for further information about the learning seminar with Scott Morrish. Rob Behrens said that there had been an open and constructive dialogue between Scott Morrish and our investigative staff.
- 9.5 The Board **noted** the Ombudsman's report.

10. Operational Performance Report January (P10) 2018-19

- 10.1 A report by Abigail Howarth had been distributed. Abigail Howarth presented the report to the Board and said that she wished to highlight the following:
- There were no casework queues anywhere within the organisation;
 - Aged cases were still a matter for concern, but there was a clear plan to manage these and reduce numbers from a projected 300 at the end of the business year to 200 by the end of Q2 next year.
 - Staff had been made aware that our priorities were to increase productivity whilst maintaining quality;
- 10.2 Dean Fathers said that he welcomed the absence of casework queues, which was a significant achievement. However the organisation needed to remain alert to the risks of numbers increasing. Abigail Howarth said that the risks were kept under constant review.
- 10.3 Elisabeth Davies said that aged cases stood out as an issue. She asked whether we were confident about the number of cases with the potential to go over 12 months. Abigail Howarth replied that we were quite clear about the number of such cases and had detailed to plans to manage numbers down.
- 10.4 Julia Tabreham asked whether there was any prospect that the ending of the moratorium on investigating State Pension Age complaints could result in a sudden surge in the number of over 12 month cases. Abigail Howarth said that we were monitoring this carefully, but that there was no prospect that large numbers of cases would suddenly become aged.
- 10.5 Julia Tabreham asked if we were confident about the quality of our communications with State Pension Age complainants. Abigail Howarth said that she believed that we were communicating effectively with individual complainants, where there was a good deal of dialogue, and with campaign groups.
- 10.6 Alan Graham asked about the definition of high risk cases and what controls were in place. Abigail Howarth said that there was no single definition - a number of factors could cause a case to be classified as high risk. We currently had just over 20 high risk cases. There were subject to regular oversight, including the involvement of the Ombudsman and Chief Executive.
- 10.7 The Board **noted** the Operational Performance Report.

11. Strategic Risk Report and Register - Period 10 2018-19

- 11.1 A report by James Hand had been distributed to the Board.
- 11.2 Ram Gidoomal expressed concern, in respect of SR19 (People and Change) that during critical phases of change we may lose expertise from the organisation, and particularly ICT expertise. He asked whether there was scope to work with other organisations to mitigate this risk. James Hand replied that we had spoken to other Ombudsmen about sharing information on risks, and had set up a meeting with the Financial Ombudsman Service.
- 11.3 Several Members raised ICT risks. The Chair said that these would be dealt with under the Board's discussions on ICT (Item 17).
- 11.4 The Board **noted** the Strategic Risk Report and Register, and the actions taken in mitigation.

Ram Gidoomal left the meeting

12. Corporate Health Performance Report - Period 10 (January) 2018-19

- 12.1 A report by Gill Kilpatrick had been distributed.
- 12.2 Dean Fathers asked whether visually impaired staff were satisfied with the accessibility of the MSD case management system. Gill Kilpatrick said that the system was much improved but still not perfect. There was a continuing dialogue with staff. She said that accessibility would be built into the redesigned CMS system from the outset.
- 12.3 Ruth Sawtell said that whilst the staff perception score on bullying (Table 4d) was stable, she remained concerned. Amanda Campbell replied that the score was consistent with scores in the wider Civil Service. However we were not complacent and had done a lot of work on this. Recent developments included the decision to appoint a Freedom to Speak Up Guardian, and the Exemplary Leaders and Managers Programme, which was designed to give managers the confidence to manage appropriately. Steve James added that whilst the staff perception score was stable, the number of reported bullying incidents was significantly lower.
- 12.4 Julia Tabreham asked if we were able to report on transgender staff data. Steve James said that this was tracked but there was very little self-reporting. He would provide the Board with the numbers that we have.

Action: Director of Human Resources to provide the Board with data on numbers of transgender staff.

- 12.4.1 The Board **noted** PHSO's Corporate Performance and the impact on the achievement of PHSO's strategic objectives for 2018/19

12.4.2 The Board **noted** the progress made against deliverables and key activities in the 2018/19 business plan and equality, diversity and inclusion action plan.

13. Financial Monitoring Report January (P10) 2018/19

13.1 A report by Richard Lord, Assistant Director of Finance, had been distributed.

13.2 Richard O'Connell presented the report to the Board. He said that he was confident about the forecasts. He said that £79k was an appropriate degree of headroom on the capital budget.

13.3 Rob Behrens asked about the impact of losing of accruing legal costs where judgment on cases was pending. Gill Kilpatrick said that it would depend whether the judgments came out before the accounts were signed off in July. However the risks had been factored into the end of year position and there was a contingency to cover the costs. Alan Graham asked what happened if we won the cases. Karl Banister confirmed that we would not be liable for the legal costs.

13.4 The Board **noted** the end of year forecast of a £107k underspend against the Resource Budget and the action being taken to mitigate against the risk of late changes to the financial position arising from the potential outcome of legal cases.

13.5 The Board **noted** the forecast headroom of £79k in the Capital Budget.

14. Budget 2019/20 - 2020/21

14.1 A paper by Gill Kilpatrick had been distributed to the Board.

14.2 Gill Kilpatrick explained that the paper set out two different budget positions, dependent on HM Treasury's response to our request for additional capital funding of £1.47m, discussed by the Board on 31 January 2019. The bid had been submitted on 3 February 2019. HM Treasury had written asking for more information about the business benefits and technical options. However we had not as yet received a decision. It was therefore necessary to set a budget which assumed that we would be unsuccessful. This would require any capital requirements in excess of our allocation of £700k to be met from the resource budget, including the costs of the Capita exit and CMS replacement projects. The Executive team had therefore identified a number of savings on resource expenditure, as well as reductions in the costs of the ICT projects.

14.3 Julia Tabreham asked if we had explored other sources of funding, including grant funding. Gill Kilpatrick said that we had not done so but it was an option if the bid was unsuccessful.

- 14.4 Elisabeth Davies queried the impact of the rise in employer pension contributions. Gill Kilpatrick said that HM Treasury had advised that additional funding would be made available, but there was little information about this and we could not assume that it would cover the whole of the increase.
- 14.5 Elisabeth Davies asked about the implications of a reduction in travel and subsistence expenditure for a two-site organisation. Gill Kilpatrick said that significant savings were possible, for example by booking advance tickets and organising several meetings on the same day. We could also make better use of video and telephone conferencing. She said that savings should only be made where this did not impact on progress against other objectives.
- 14.6 Alex Allan asked if the risks of the Capita Exit project could be reduced by storing data in house rather than in the cloud. Gill Kilpatrick replied that the risk profile was different, but there were costs to in-house storage, which would require expertise and periodic replacement of servers. The cloud storage market was still developing and we were looking at working with a supplier to manage the risks.
- 14.7 Dean Fathers asked if the proposed budget included a sufficient legal contingency. Gill Kilpatrick said that in addition to £100k set aside for legal contingency, a further general contingency of £250k was available if required.
- 14.8 Alan Graham said that he was satisfied that the budget propositions were sound, but he would appreciate some clarification of the Comprehensive Spending Review (CSR) process. Gill Kilpatrick said that the Chancellor's Spring Statement had included a three-year CSR, subject to Brexit. However there had been no further information so we were planning for 1, 2 and 3-year CSRs. She planned to bring the first draft CSR to the June Board meeting.
- 14.9 Alan Graham asked whether, in the event that ICT resourcing was reduced, we would have the right skills base to deliver the two projects. Gill Kilpatrick said that we recognised the need to be flexible. We had identified the key ICT skills needed to build a core team to deliver the projects and had brought in staff with the requisite skills. They would be complemented by contract staff as required, and we were also procuring consultancy support for some specialist areas.
- 14.10 Alex Allan noted that we intended to reduce expenditure by reducing cases progressed that were not in the public interest, and asked how we defined public interest. Abigail Howarth said that this was a matter of proportionality. One example was where an investigation would not achieve the outcome the complainant was seeking, such as in complaints about the closure of GP surgeries.

14.11 Alex Allan asked about funding beyond 2019/20 to deliver the recommendations from the clinical advice review. Amanda Campbell said that we were committed to delivering the recommendations, but we needed to look at both the financial cost and the impact on our casework process. The intention was to pilot the proposals, which would enable us to make an informed CSR bid for subsequent years. Rob Behrens confirmed that we must implement the review recommendations. Alex Allan said that it would be useful to have a periodic report to the Board setting out progress on the pilot exercises. This was agreed.

Action: Executive Director of Strategy and Operations to develop proposals to report on the progress of the Clinical Advice Review pilot exercise.

14.12.1 The Board **approved** the 2019/20 budget proposals on the basis that the capital funding request to HM Treasury was not approved, including the allocation to Directorates set out in section 7 of the budget paper.

14.12.2 In the event that the capital funding request is agreed, the Board **approved** the budget position set out in section 9 of the budget paper, with resource headroom of £357k and a capital programme of £2.17m.

Action: Director of Resources to inform the Board of the outcome of the capital funding bid, and which budget is being taken forward.

15. Business Plan 2019/20

15.1 A paper by James Hand, setting out the final version of the Business Plan for 2019/20, had been distributed.

15.2 James Hand highlighted the changes since the previous draft seen by the Board on 31 January 2019.

15.3 Gill Kilpatrick said that the Business Plan built on work that we had done in delivering the plan for 2018/19. We had carried out detailed dependency mapping, including for resources, and had rephrased activities appropriately. We had also tried to eliminate both optimism bias and over-caution. We were confident that the plan could be delivered.

15.4 Dean Fathers said that he welcomed the changes to the plan, which showed positive progress. He suggested that the wording needed to be revised in two places

- P14: Strategic Objective 1, point 5. We should both begin and *finish* scoping how we will pilot mediation;
- P24. Point 2.5.2. Our values were no longer *new*.

15.5 In discussion of Section 4 (Key Performance Indicators) Rob Behrens noted that the Public Administration and Constitutional Affairs Committee had asked us to measure how we performed on *Impartiality*. Amanda Campbell

said that we had agreed to consider impartiality in the context of the Service Charter, and to talk to our focus groups. It was not immediately a matter for KPIs.

15.6 Elisabeth Davies said that proposed Quality measures at Annex B had been reviewed in detail by the Quality Committee.

15.7 Alan Graham asked how the Business Plan aligned with the two versions of the budget. Gill Kilpatrick said that the Business Plan currently reflected the budget without additional capital. It would be updated to reflect the finalised budget.

15.8 The Board **approved** the Business Plan.

16. Risk Appetite and Risk Tolerances 2019/20

16.1 A paper by James Hand had been distributed to the Board.

16.2 James Hand explained that the proposed Risk Appetite statement was unchanged from 2018/19. However it was open to the Board to suggest changes.

16.3 James Hand said that there were some proposed changes to the risk tolerances, and newly developed tolerances for GDPR and Cyber Security.

16.4 Ruth Sawtell said that it was good governance to review the organisation's risk appetite, even where no changes were proposed. She supported the proposal and the adjusted tolerances.

16.5.1 The Board **agreed** the proposed risk appetite statement.

16.5.2 The Board **agreed** the revised risk tolerances.

17. Information and Communications Technology (ICT)

17A: Implementation of the ICT Strategy

17.1 A paper by Debbie Hall, ICT Programme Manager, had been distributed. Gill Kilpatrick presented the paper to the Board.

17.2 Gill Kilpatrick said that the paper was intended to inform the Board about plans to implement the ICT strategy and manage the associated risks. It included a report which would come back to the Board at each quarterly meeting until the two main ICT projects were delivered.

17.3 Alan Graham asked about the governance arrangements for each project. Gill Kilpatrick explained that there was a separate project board for each project. She led the Capita Exit board. Alex Robertson led the CMS Replacement board. Alan Graham asked whether it was planned to include non-executive members on the project boards. Gill Kilpatrick said this was

not planned. Amanda Campbell said that the Boards met frequently. However we were looking at ways of bringing in external challenge.

- 17.4.1 Alex Allan noted that each project had hard deadlines for delivery, giving rise to significant risk. He asked for more detail about the proposed mitigation.
- 17.4.2. Gill Kilpatrick said that the Capita Exit project did not involve a hard end date. There were various workstreams, each of which was managed separately and had its own timeline and risks. If required there were options to extend the Capita contract.
- 17.4.3 Alex Robertson said that the CMS project did have more of a hard end date. However there were several options if the project was not delivered on time, such as maintaining the present system without support. However the main mitigation was to maintain tight control of the project, including regular checking of deliverability. Richard O'Connell added that it was therefore essential to avoid adding to the scope of the project.
- 17.4.4 Elisabeth Davies asked about the impact on casework if the CMS replacement was not delivered on time. Alex Robertson said that clearly there would be an impact if we failed to deliver. There was nothing at present to suggest that that would be the case. However we were retaining some caseworkers beyond the end of their contract to give more flexibility should the need arise.
- 17.5 The Board **noted** the plan to deliver the ICT and Digital Strategy and the approach to managing the level of strategic risk in 2019/20.
- 17B. Business Case for the New Arrangements following the exit from the Capita Contract**
- 17.6 A paper by Stuart Ogden, Assistant Director of ICT and Facilities, had been distributed. Gill Kilpatrick presented the paper to the Board.
- 17.7 Gill Kilpatrick said that the paper set out four options and a preferred option. All options were technologically deliverable. She said that the cheapest option was option 3, rather than option 1 as stated. However the preferred options technically were option 1 if additional capital funding was received, or option 2 if not. There was also a separate set of options for the ICT Helpdesk.
- 17.8 Alex Allan said that, to maximise use of the Cloud, then option 2 would be preferable.
- 17.9 Richard O'Connell said he wanted to reassure the Board that the preferred options involved proven technology and proven vendors. Our approach was to use established rather than cutting edge technology.

17.10 Rob Behrens asked what would happen if key personnel left the organisation. Richard O'Connell said that this had been planned for. We were not relying on a single point at any stage. Using a mixture of in-house staff, contractors and consultants will give us two people for each specialism. Ruth Sawtell said that she had spoken to Richard O'Connell separately on this point and was assured.

17.11.1 The Board **approved** the business case for new arrangements following exit from the Capita contract as set out in Annex A.

17.11.2 The Board **agreed** to prepare to implement both Option 1 as the preferred solution and Option 2 as the affordable solution if the bid for additional funding is unsuccessful.

17.11.3 The Board **agreed to** the implementation of Option 2 for the ICT Helpdesk Service.

17.11.4 The Board **noted the** governance arrangements for the project.

17C. Business Case for Phase 1 of the Case Management System (CMS) replacement project

17.12 A paper by Richard O'Connell had been distributed. Alex Robertson presented the paper to the Board.

17.13 Alex Robertson said that the aim was to ensure that we had a working CMS after October 2019. There was no quick fix to the problems that had arisen, so we were seeking a long term solution. We were making good progress with proof of concept testing. However he recognised that caseworkers had understandable concerns about using Microsoft Dynamics (MSD).

17.14 Rob Behrens asked what assurance could be given that training would not be pushed back. Alex Robertson replied that the issue with the previous CMS was more about change management rather than training. We had started from a low base. We were now in a much stronger position and were confident that the project team and training team could deliver.

17.15 Alex Alan asked for information on phase 2 of the project. Alex Robertson said that phase 2 involved planning the next stage of changes to the CMS once the system was functional. This would not happen before 2010/21 and would be dependent on capital funding.

17.16 The Board discussed the extent to which we had discussed moving to and operating MSD with other Ombudsmen who had had similar experiences. Issues had included:

- The impact of moving to a wholly new system;
- The amount of training involved;
- Problems arising from operating parallel systems.

- 17.17 In response to a questions from Elisabeth Davies and Dean Fathers, Alex Robertson confirmed that we would be having future discussions with the Local Government and Social Care Ombudsman about CMS functionality post-convergence. We were looking to make the system useable by LGSCO and by the NHS.
- 17.18 Alan Graham asked whether the Board would receive minutes, or summaries, of project board meetings. Amanda Campbell said that the Board would be kept informed through the ICT Strategy updates.
- 17.19 Dean Fathers asked whether there was any risk of being locked in with suppliers, and how this would be managed. Richard O’Connell said that this had been managed carefully. The contract with our supplier did not lock us in in any way. The code would be our intellectual property.
- 17.20.1 The Board **approved** the business case to invest £843 in capital and £53k in revenue in 2109/20.
- 17.20.2 The Board further **approved** increasing the budget to £913k (plus 20% contingency) and £53k revenue if additional capital funding was received from HM Treasury.
- 17.20.3 The Board **noted** the governance arrangements for the project, and that the decision to go live on the new CMS would be taken by the Executive Team.

18. Annual Report and Accounts 2018/19

- 18.1 A paper by Helen Holmes, including an outline of the Performance section of the proposed report had been distributed to the Board.
- 18.2 Helen Holmes said that we still did not know the date of the Parliamentary recess. This represented a significant risk as an early recess may not give us time to lay the accounts.
- 18.3 Elisabeth Davies asked where the report would include the messages from PACAC about future direction. Alex Robertson said that these would be included in the Ombudsman’s report.
- 18.4 The Board **noted** the proposed timetable, format and structure of the narrative of the report and the arrangements made to allow the National Audit Office to review and comment on the draft narrative at an early stage.

Andrew Medlock joined the meeting
Deborah Rozansky joined the meeting

19. Working in partnership to improve frontline complaints handling

- 19.1 Andrew Medlock made a presentation to the Board on the work he and his team are doing to promote good practice in complaint handling across the NHS and Government Departments. The presentation had been distributed with the Board papers.
- 19.2 Dean Fathers welcomed the presentation. He said that NHS organisations tended to view complaints as a means of defending against litigation, so a significant cultural change was required.
- 19.3 Julia Tabreham asked whether the team had had any dialogue with the NHS. Andrew Medlock said that we were part of a group called the Health and Social Care Regulators Forum. We had discussions with them about the complaints handling framework, how it fitted the regulations, and how Boards could be held to account.
- 19.4 Ruth Sawtell asked whether we had approached the Department of Health for financial support. Rob Behrens said that we had been clear from the outset that we were looking for a collaborative approach to funding our Objective 3 work. Andrew Medlock conformed that we were in discussions about this.
- 19.5 Alex Allan asked about work with Government organisations. Andrew Medlock said that he had recently presented at the cross-Government Complaints Forum. Whilst the main focus was on health, we were looking at building a cross-public sector approach to complaints. Warren Seddon added that PACAC had supported this aim.
- 19.6 Elisabeth Davies said that the work was ambitious and challenging. She recognised the need to develop a complaints standard and asked whether there was a compliance role for PHSO. Andrew Medlock said the standard would belong to the wider complaints system, not just to PHSO. If regulators added it to their inspection regime, that would carry real force.
- 19.7 Julia Tabreham said that localism presented a challenge, but that Care Quality Commission buy-in would be helpful.
- 19.8 Warren Seddon said that we were looking at what we could do to secure quick wins. That included:
- Updating our web pages;
 - Providing worked examples of clinical advice;
 - Providing examples of good action plans;
 - Identifying pockets of good practice in our insight work.
- 19.9 The Board noted the presentation.

Elisabeth Davies took the Chair

20. Board Effectiveness Review 2018/19

- 20.1 A paper by Helen Holmes had been distributed to the Board. The paper set out the proposals and timeline for the review for 2018/19, which would combine peer review with external assessment. We had employed the services of an experienced facilitator and reviewer, Deborah Rozansky, to carry out the external review.
- 20.2 Alan Graham asked if the recommendations from the 2017/18 review had been implemented. Helen Holmes confirmed that they had.
- 20.3 The Board **noted** the approach and timeline for the Board Effectiveness Review.
- 20.4 Deborah Rozansky said that she wished to speak to the Board about:
- Her understanding of ‘light touch’ review;
 - How the proposed 1:1 and round table meetings would work;
 - What the Board would like to explore.
- 20.5 Deborah Rozansky said that by light touch, she wanted the Board to reflect on the extent to which they had the skills, knowledge and behaviours to meet the leadership challenges. It was not intended to be a full review, but rather a strength-based exercise to explore what had worked well and areas for improvement.
- 20.6 Interviews with each Board member would consider how the Board fulfilled its responsibilities, developed strategies and objectives, and met leadership challenges. The interview findings would then be discussed in a round table session involving the full Board.
- 20.7 Deborah Rozansky asked if there were areas the Board would wish to discuss. Suggestions included:
- The need for a skills audit to inform future non-executive member recruitment (Ruth Sawtell)
 - How the organisation communicated with the Board (Alex Robertson)
 - How the organisation harnesses the Board’s skills (Gill Kilpatrick)
 - Upward and downward accountability (Elisabeth Davies)
 - Board diversity (Dean Fathers)
 - How Boards and Committees are minuted (Alan Graham)
 - External challenges (e.g. Brexit) and how these would impact on the required skills (Julia Tabreham)
 - Improving and increasing Board/staff interaction (Rob Behrens)
 - Does the Board meet often enough? (Rob Behrens)
 - Looking forward - making time to find ‘blue skies’ (Rob Behrens).

- 20.8 Deborah Rozansky said that other areas for consideration might include how the Board challenged each other, how they worked as a group, and how they reacted to changes.

Rob Behrens took the Chair

21. Quality Committee Update

- 21.1 Draft minutes of the Quality Committee meeting on 21 February 2019 had been distributed.
- 21.2 Elisabeth Davies said that she was pleased that Alex Allan had joined the Quality Committee.
- 21.3 Elisabeth Davies said she wished to highlight the continuing evolution of the quarterly Quality report, which had included feedback from organisations we investigate for the first time. This had in many ways mirrored feedback from complainants. The Committee were now looking at how to make better use of pre-existing data.
- 21.4 Elisabeth Davies said that work was continuing on the Quality Review. A new Quality Strategy and a revised Quality Assurance Framework were due to be finalised by the Committee in May 2019.
- 21.5 To make best use of the Committee's time, a programme of sessions for the afternoon of Committee meetings was being developed which would give members the opportunity to look at relevant issues in more depth. A session on Early Dispute Resolution was planned for the afternoon of the May meeting.
- 21.6 The Board noted the minutes of the meeting of 21 February 2019.

22. Audit and Risk Assurance Committee

- 22.1 Approved minutes of the meeting on 21 September 2018 and the ad hoc meeting of 27 September 2018, and draft minutes of the meeting of 8 February 2019 had been distributed.
- 22.2 Alan Graham said the Committee had been pleased with the Audit reports presented to the February meeting and in particular the Equality Diversity and Inclusion Report, which had provided significant assurance.
- 22.3 Alan Graham drew the Board's attention to paragraph 7.1 of the minutes of 8 February 2019, which referred to allegations of fraud against PHSO and on which NAO had been approached for comment. NAO confirmed that they had replied saying that they had no concerns.
- 22.4 Alan Graham said that NAO had asked to attend the technical walkthrough of accounts.

22.5 Alan Graham said that at the ARAC meeting on 9 May 2019, responsibility for internal audit would be handed over from our outgoing auditors to our new auditors. The outgoing auditors would deliver the first draft of the Head of Internal Audit Opinion, which would then be discussed with the incoming auditors. The meeting would also discuss the draft annual report and accounts and the annual assurance table, together with a paper proposing a more structured approach to audit and assurance review activity.

22.6 The Board **noted** the minutes of the meetings of 21 and 27 September 2017 and 8 February 2019.

23. Any Other Business

23.1 No other business was put forward.

24. Date of next meeting

24.1 The next meeting will be on 13 June 2019 in London. The forward plan had been distributed.

25. Review of meeting

25.1 The Chair asked Karl Banister for his views of the meeting and how it had been conducted.

25.2 Karl Banister said that:

- The Board had got through a very full agenda, quickly and professionally.
- There had been a good balance between challenge and collegiate support.
- The focus had been on strategic issues rather than performance indicators.
- Timekeeping had been very good.
- Arrangements for the meeting had been excellent.

25.3 Rob Behrens informed the Board that David Tanhamira (Governance Officer) was leaving PHSO to take employment in the NHS. He thanked David for the work he had done to support the Board and the organisation.

The meeting ended at 16:00