



EXTRAORDINARY BOARD MEETING

29 September 2016

Minutes (Draft)

MINUTES OF PHSO EXTRAORDINARY BOARD MEETING

29 SEPTEMBER 2016

CHAIR:

Dame Julie Mellor DBE, the Ombudsman

NON-EXECUTIVE MEMBERS:

Elisabeth Davies (by telephone)

Alan Graham

Ruth Sawtell

Dr. Julia Tabreham

Helen Walley (by telephone)

Dr. Jane Martin (by telephone)

EXECUTIVE MEMBERS:

Alan Doran, Interim Chief Executive

Gill Kilpatrick, Executive Director of Finance and Governance

Rebecca Marsh, Executive Director of Operations and Investigations

Alex Robertson, Executive Director of External Affairs and Strategy

APOLOGIES:

Sir Jon Shortridge KCB

IN ATTENDANCE:

Rebecca Coady, Chief of Staff

Patrick O'Connell, Jurisdiction Advisor

Patrick Makoni, Board and Committee Clerk (minute-taker)

1. Chair's Introduction and Welcome

1.1 The Chair welcomed members present.

1.2 The decision to lay the draft PHSO Annual Report and Accounts late in the year and continuing work to prepare an agreed draft that reflected previous

feedback had meant that the Governance Statement had not been circulated prior to discussion.

- 1.3 Consequently, the Board would be asked to note the considerable amendments that would be required on the draft with revisions being sent to ARAC who would also agree assessment of the Strategic Risk Register.
- 1.4 The Board would be formally requested to delegate the final decision on the Governance Statement and associated documents to the Ombudsman and the Chair of ARAC.
- 1.5 The Board would also be formally requested to **approve** the draft PHSO Annual Report and Accounts for 2015/16 subject to any amendments from discussions above.

2. Declarations of Interest

- 2.1 No declarations were made.

3. Audit Risk and Assurance Committee Chair's Verbal Report to the Board

- 3.1 The Board received an oral report from the Chair of the Audit Risk and Assurance Committee (ARAC).
- 3.2 The ARAC had considered the draft PHSO Annual Report and Accounts at its meeting prior to the Extraordinary Board meeting.
- 3.3 There were matters to consider on the draft Annual Report and Accounts before the signing of the Audit Letter of Representation addressed to the National Audit Office (NAO).
- 3.4 Prior to its meeting on the 29th of September 2016, ARAC had an informal technical session with the Interim Director of Finance and the Executive Director of Finance and Governance to scrutinise the draft financial statements.
- 3.5 There were no significant material changes to the draft financial statements with the Committee gaining a comprehensive understanding and assurance on the significance of the figures.
- 3.6 The draft financial statements had been externally audited by NAO. In its Audit Statement of the 20th September 2016, NAO had identified two control issues that needed minor adjustments. These had been accepted by Management with ARAC to monitor progress.
- 3.7 NAO had advised that the draft PHSO Annual Report and Accounts for 2015/16 would be recommended **unqualified** to the Comptroller and Auditor General.

3.8 The Committee noted that the Chair and Chief Executive Officer’s foreword were not in the body of the draft accounts as they were still being finalised. These would go to the Board by circulation.

3.9 The draft Governance Statement would be further revised following discussion at the ARAC.

3.10 On the basis of the verbal report and recommendation from the Chair of the ARAC and the NAO, the Board agreed:

1. To approve the draft 2015/16 PHSO Annual Report and Accounts for sign-off by the Chair and Ombudsman as Accounting Officer.

Subject to:

- Finalisation of the statements from the Chair and the CEO.
- Delegation of finalisation of the Governance Statement to the Accounting Officer and the ARAC.

5. Date and Location of next meeting

5.1 The dates of the next Board meetings would be as follows:

- Monday 24 and Tuesday 25 October 2016 - Workshop and Q2 meeting, Millbank, London
- Monday 28 and Tuesday 29 November 2016 - Millbank, London
- Monday 30 and Tuesday 31 January 2017 - Board effectiveness and Q3 meeting, Millbank, London

The meeting ended.

Actions Table

Min. Ref.	Action	Owner	Target Date	Action Taken
3.8	Action 1: Finalisation of forewords/statements from the Chair and the CEO. These should then go to the Board by circulation.	Chair CEO	Complete	Status: In Progress Complete
4.4	Action 2: Re-assemble Governance Statement, taking into account comments from ARAC and the Board	Chair CEO Gill	Complete	Status: Complete

4.4	Action 3: To consider the impact of the information from Corporate Performance Report on its materiality in the Governance Statement and report to ARAC. The Ombudsman to make the final decision on inclusion.	Julie Gill Rebecca	Complete	Status: Complete
4.4	Action 4: To sense check all the figures in the Report to ensure consistency with numbers	Alex	Complete	Status: Complete