

**Salford Primary Care Together
Board Meeting**

**Friday 15th October 2021
9:00am – 3:30pm
Boardroom, City Approach**

MINUTES

Present:

| | |
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| Liz Cross (LC) | Chair of the Board |
| Lance Gardner (LG) | CEO |
| Alan Kershaw (AK) | CFO |
| Peta Stross (PS) | COO |
| Helena Leyden (HL) | Non-Executive Director |
| Ian Marchant (IM) | Non-Executive Director |

Apologies:

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| Dr Pete Budden (PB) | Clinical Lead, Eccles & Irlam PCN |
| Dr Brian Hope (BH) | Non-Executive Director |

In Attendance:

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| Jane Ashworth | Minute Taker |
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| 1 | <p>Welcome Introductions and Apologies for Absence</p> <p>Apologies were received from Dr Brian Hope and Dr Pete Budden.</p> <p>The Board ratified, the decision of the recruitment panel, to appoint Ian Marchant as a Non-Executive Director to SPCT as at the 15th October 2021 to serve, subject to satisfactory performance, for a 3 year term of office.</p> <p>The Chair welcomed all and thanked everyone for attending the meeting which was held in the Boardroom, 2 City Approach.</p> |
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| 2 | <p>Draft Minutes of the previous meeting held on 17/09/21 and any matters arising</p> <ul style="list-style-type: none"> ○ The minutes were accepted as a true and accurate record of the meeting. JA confirmed that once approved, all Board minutes are available on the SPCT Website. ○ There were no matters arising. |
| 3 | <p>Action Log</p> <p>See action log for all updates.</p> <p>Of Note:</p> <ul style="list-style-type: none"> ○ Action 116 – The Board sought assurance that the BAF, Delegatory Framework, and the SFI's were understood, used and embedded |


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| | <p>throughout the organisation and used by colleagues on a day to day basis.</p> <ul style="list-style-type: none"> ○ EDs confirmed they could not provide this assurance and would continue to review as part of her new role in overseeing HR. <p>IM offered some other model documents to compare/enhance current models.</p> <p>ACTION 137: IM to share BAF/Risk Register Documents with PS and PS to review how best to ensure these are used throughout the organisation as she assumes responsibility for HR</p> | |
| 4 | <p>Finance Update (including Annual Report & Accounts and August Management Accounts) Alan Kershaw, CFO</p> <p>The Board noted the Management Accounts</p> <p>Key Messages:</p> <ul style="list-style-type: none"> ● Considerable change in terms of profitability, relates predominantly to overhead recovery on Covid activities. ● Board has a principle that all services must contribute 15% towards overhead recovery to ensure services remain viable. ● Noted in the accounts a request from the CCG to forgo any contribution to overheads for the Covid service – this is not in line with our accounting principles and we will continue to negotiate but a provision has been included in case we are unsuccessful <p>The Board expressed its concern, that given the changes in the commissioning framework, it is critical we ensure overhead recovery is agreed. The Board reiterated its commitment to ensuring SPCT operates a proper pricing and cost recovery model that ensures we are independent and sustainable.</p> <p>The Board noted that there was no contracts dashboard included in the papers and requested that one be provided for the next meeting highlighting any contract risks</p> <p>ACTION 138: The contracts dashboard to be presented at the next meeting highlighting any risks to current contract– and any new opportunities which may be emerging as we get closer to ICS.</p> <p>Balance Sheet The Board noted the balance sheet, and no concerns were raised</p> <p>Accounts to March 21 Prepared by Kay Johnson Gee</p> <p>The annual report and accounts were presented to the Board and the Chair and CEO confirmed they had reviewed in greater detail.</p> <p>The Board approved this document on this basis and agreed it could be laid before</p> | |

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| | <p>our members.</p> <p>The Board requested assurance that the Company had an accurate list of all shareholders/practices and the values of shares given the importance in the upcoming AGM to review the model of shareholding pay share capital back.</p> <ul style="list-style-type: none"> • AK, as Company Secretary, said he could not provide this assurance. The Board agreed that in the invitation to the AGM/SGM, a request is made to all practices that they confirm the name of the practice and the shareholder for us to tally back to the original share list. <p>Action 139: LG/JA to ensure the invitation to members for the AGM/SGM requested confirmation of the name of the practice and the named shareholder eligible to vote at the AGM/SGM. JP to be asked to reconcile the shares / share capital held in our accounts against this list.</p> <p>Thanks was given to Kay Johnson Gee and colleagues who helped to undertake the audit .</p> <p>Little Hulton</p> <p>AK updated the Board on the current situation regarding LH. He confirmed that documents still to be resolved and associated actions as follows:</p> <ul style="list-style-type: none"> ○ Deed of rectification in relation to Head Lease – <ul style="list-style-type: none"> ○ forwarded to Hempsons for final review prior to sign off ○ Side letter to amend funding facility – <ul style="list-style-type: none"> ○ proposal would be to ask Hempsons to provide this assurance and then proceed to final sign off <p>The Board requested that our partners and Hempsons confirmed they are in agreement with the above and agreed that Hempsons should confirm that this change was in order.</p> <p>AK further reported that</p> <ul style="list-style-type: none"> ○ Operator Agreement - Crestbridge are being proposed by Alpha to replace TT as this is a more cost effective arrangement. This document is to onboard Crestbridge and is ready for sign off ○ Room sharing agreement with SRFT - This is finalised (approved by SPCT / Hempsons / SRFT) ○ Room sharing agreement with GPs - Ongoing discussions with GPs ○ Ownership queries – Ultimately, does SPCT want to continue to hold an interest in LHDLP? <p>The Board reiterated its commitment to relinquishing SPCTs place within this development and that the ideal and long term solution would be to set Little Hulton up as a community trust.</p> <p>The Board noted that the project would not have got to this point, had SPCT not been available as a vehicle for contracting on behalf of LH colleagues and whilst we are open to discussions around change of ownership we do not have the resource</p> | |

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| | <p>or energy at this time.</p> <p>The Board requested assurance on the position regarding the legal agreements and other liabilities underwritten by CCG.</p> <p>The Board noted that this project pre dated our existence and we had entered into contract on the basis that CCG would underwrite any risk to SPCT or our members before any suggestion was ever made that CCG will be disbanded.</p> <p>ACTION 140: Assurance to be sought on legal agreements and other liabilities underwritten by CCG - LG to discuss with Steve Dixon</p> <p>The Board thanked AK for his role as CFO and was appreciative of his contributions to the growth and development of the organisation. SPCT is now in a position where there is much greater clarity, products, services, contracts and risks, and great relationships have been formed in the system.</p> <p>The Board acknowledged the work that he had undertaken as a director and how he had stepped up and taken on additional responsibilities throughout the Covid pandemic.</p> | |
| 5 | <p>Ops Update / Vaccination Update/Practices Update The Board noted the presentation by Peta Stross</p> <p>Highlights and issues</p> <p>EPIC</p> <ul style="list-style-type: none"> • Looking at the possibility of moving minor injuries off hospital site • Currently a lot of staffing pressures • There is a piece of work underway to review the business model • A key risk is the Out of Hours staff subcontracted to SPCT. This has been escalated with SRFT • Will be using Ulysses for incident reporting and logging complaints by end October <p>Vaccinations</p> <ul style="list-style-type: none"> • SPCT are running vaccinations for 3 out of 5 PCNs • Risk that there may be a recharge on estates/leisure centres <p>Academy</p> <ul style="list-style-type: none"> • We are looking at collaborating with other support organisations, trying to achieve a winnable tender which we may do through a company where all parties would be divisions (to ensure we do not create a VAT liability) - the details will be worked up if we win it. The bid is very much being led by SPCT and Bolton with financials being done by Stockport. The Board was pleased to endorse. <p>PCN Support</p> <ul style="list-style-type: none"> • A proposal to increase Digital facilitator support to give each practice ½ day per week of digital support has been approved. | |

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| | <p>Practices</p> <ul style="list-style-type: none"> • Significant changes have been made in the practices. • There has been some data quality issues resulting in a backlog of screening and childhood immunisations. The CQC is fully aware and the issues are being addressed. <p>The Board requested assurance around clinical data.</p> <ul style="list-style-type: none"> • The COO informed the Board that the recruitment of the CCO will provide additional and much needed resource to enable a Clinical Assurance framework to be created where more dedicated assurance work could be undertaken with NED involvement and a report back to Board. • Priorities for October are to ensure the action plan keeps on track <p>It was acknowledged that a significant amount has been achieved in the last 6 weeks, and the Board thanked the team for moving the work on.</p> | |
| 6 | <p>Reviewing the Finance function post CFO</p> <p>Finance Manager, Julie Parr joined the meeting to provide insight to the Board around the her role, what’s needed and how we create resilience within the finance team</p> <p>The Board agreed that</p> <ul style="list-style-type: none"> • in its current form, the finance team is not robust. <ul style="list-style-type: none"> ○ There is a major risk in that no processes are documented. ○ JP acknowledged this and work needed to be undertaken to document key processes. • Priority to be given to undertaking a review to ensure a fully functioning team with the correct systems and tools and with clear accountabilities is in place as soon as possible. • the timing was appropriate to review the provision of external accountancy/audit, with a view to contracting with a company which understands PCNs/ICS and who has the correct expertise. <p>LC suggested consideration be given to seeking external expertise to review our finance function with a view to determining:-</p> <ul style="list-style-type: none"> • Current strengths and weaknesses • Current roles and those needed and to ensure we have a robust service that meets the needs of the Board and the business • How we address risks in terms of processes, systems and succession <p>Action 141 -Executive Team to consider options for addressing the gap created in making the CFO redundant and ensuring we have a robust finance department where risk is well managed . Exec to come back to Board with recommendations</p> | |
| 7 | <p>CEO Update</p> | |

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| | <p>The Board noted the presentation by Lance Gardner, CEO</p> <p>LG shared with the Board ‘Our plan for improving access for patients and supporting general practice’ 14 October 2021 NHS/E’. A document circulated to all of primary care and outlining 54 actions.</p> <ul style="list-style-type: none"> • LG emphasised that Primary Care is already over stretched, with no capacity, doing more work than ever before and losing income. • The Board recognised the strain being faced by all primary care and was keen to offer support. <ul style="list-style-type: none"> ○ LG explained that one of the ways that SPCT offers help is in the form of Same Day Urgent Care <p>GM Alternative Provider Federation</p> <ul style="list-style-type: none"> • LC declared an interest – having an involvement (in her role in the Connectives) in facilitating some of the work with the VCSE leadership group and the GMCA and GMH&SCP in agreeing the 2021 Accord and in setting up the shadow Accord Board. <p>LG, informed the Board as CEO of SPCT he had been involved in the development of this forum and outlined the work as follows</p> <ul style="list-style-type: none"> • The Alternative Provider Federation is effectively the provider arm of the Greater Manchester VCSE Leadership Group • This proposal has been endorsed by GMCA and GMHSCP as a key workstream of the refreshed Accord between the GM VCSE Leadership Group, GMCA and GMHSCP / the new ICS • The Alternative Provider Federation will be a place-based partnership of social enterprise and charitable organisations operating collaboratively and at scale across the Greater Manchester ICS footprint <p>LC emphasised that SPCT has an important role to play in this system change and to ensure its another way in which primary care can help shape the ICS.</p> <p>Proposed Changes to SPCT Articles</p> <ul style="list-style-type: none"> • 15 practices approached LG to inform that they will object to the articles and will not agree to Clinical Directors being part of governance. • The group has made a number of requests which were discussed. <p>The Board noted these concerns and felt it could offer information and recommendations to address each area. The Board agreed each of these and LC agreed to produce a note that could be sent to these colleagues.</p> <p>The Board agreed that change was essential as the existing Articles are not reflective of SPCTs operating context or the work we have done in recent years</p> <p>The Board agreed that</p> <ul style="list-style-type: none"> • the members needed to receive “a vanilla set of Articles” that removes everything that is no longer relevant. • The AGM/SGM needs to enable the membership to debate the proposed | |

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| | <p>Articles and options including :</p> <ol style="list-style-type: none"> 1. The Articles - to accept or not 2. Choice of CIC <ul style="list-style-type: none"> ○ with dividend paying shares or ○ Without the right to a dividend but where any surpluses are invested as determined by the Members representative council with the Board <p>The Board acknowledged that communication and engagement with members has at times been poor. However, the Board is keen to stress that SPCT is here fundamentally to support primary care to improve health and wellbeing outcomes. The Board appreciates the strain being place on general practice and wants to be part of the support and solution.</p> <p>The Board discussed and debated the 7 requested changes to the Articles and responded – please see attached document.</p> <p>Action 142 LC to capture Board response and send to LG immediately for LG to send back to the Group who raised the concerns</p> <div style="text-align: center;">  <p>1021 SPCT 20</p> </div> | |
| Any Other Business and Review of the meeting | | |
| 8 | <p>Any Other Business None</p> <p>Review of the Meeting</p> <ul style="list-style-type: none"> • There is a feeling of turmoil and uncertainty. • However, it was felt that a major positive was lunch time, and seeing so many people in the office. • The meeting was inspiring, with really good debate • It was good to be sat around a table, and the team enjoyed doing the collaborative piece of work in responding to members questions around the Articles. Noted that holding this meeting over zoom would not have been conducive. • There is some concern over the loss of an Executive role • The meeting was helpful and had high's and low's, it served to refocus the mind • Quality debate, helpful in terms of thinking about what need to do. • Recommendation and reiteration that it would be beneficial to have an external company to do a complete financial health check. | |

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| | LC thanked everyone for a challenging and productive meeting. | |
| 8 | <p>Dates and time of next meeting:</p> <p style="text-align: center;">Friday 19th November ?10-3pm Meeting Room Willow Tree Health Centre 94 Littleton Road Salford M7 3SE</p> | |
| Close | | |

Record of Members' attendance

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| Attended: | | Apologies Received: | | Non-Attendance: | | Cancelled | X |
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| Name | 15/07/21 | 17/09/21 | 15/10/21 | 19/11/21 | 16/12/21 | | | | | | |
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| Liz Cross | | | | | | | | | | | |
| Lance Gardner | | | | | | | | | | | |
| Alan Kershaw | | | | | | | | | | | |
| Brian Hope | | | | | | | | | | | |
| Helena Leyden | | | | | | | | | | | |
| Peta Stross | | | | | | | | | | | |
| Pete Budden | | | | | | | | | | | |

| Name | 15/05/20 | 18/06/20 | 16/07/20 | 18/09/20 | 16/10/20 | 13/11/20 | 16/12/20 | 19/02/21 | 12/03/21 | 16/04/21 | 14/05/21 |
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| Liz Cross | | | | | | | | | | | |
| Lance Gardner | | | | | | | | | | | |
| Alan Kershaw | | | | | | | | | | | |
| Brian Hope | | | | | | | | | | | |
| Helena Leyden | | | | | | | | | | | |
| Ray Harding | | | | | | | | | | | |
| Peta Stross | | | | | | | | | | | |
| Pete Budden | | | | | | | | | | | |

| Name | 22/01/19 | 27/03/19 | 12/06/19 | 14/08/19 | 19/09/19 | 09/10/19 | 20/11/19 | 18/12/19 | 14/02/20 | 13/03/20 | 17/04/20 |
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| Liz Cross | | | | | | | | | | | |
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| Peta Stross | | | | | | | | | | | |