

**Salford Primary Care Together
Board Meeting**

**Friday 27th May
9:30am-12:30pm
Via ZOOM**

MINUTES

Present:

Liz Cross (LC)	Chair of the Board
Dawood Anwar (DA)	CCO
Peta Stross (PS)	COO
Helena Leyden (HL)	Non-Executive Director
Ian Marchant (IM)	Non-Executive Director
Dr Brian Hope (BH)	Non-Executive Director


Apologies:

Lance Gardner (LG)	CEO
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In Attendance:


Jane Ashworth	Minute Taker
Julie Parr	Finance Manager

No.	Agenda Item
1	<p>Welcome Introductions and Apologies for Absence</p> <p>The Chair welcomed all to the meeting.</p> <p>Sabira Kanji, was welcomed and introduced to the meeting and the Chair confirmed that Sabira.</p> <ul style="list-style-type: none"> • had been offered the role of NED (bringing deep finance, SE and primary care expertise). • would first spend 3 months, as part of her induction, working Exec side of the Board table - undertaking a health check on our finances, systems and reporting – to assist the business to be more robust and to enable the NED and shareholders to be more assured of the sustainability or otherwise of our business and financial model • and her colleagues, would offer some capacity and capability to ensure we are utilising the expertise of our accountants and our Finance Manager s in reviewing the business and financial model of SPCT and prove reporting to our stakeholders and shareholders <p>The Board welcomed Sabira, noting that:</p> <ul style="list-style-type: none"> • One of our biggest challenges is to give high levels of assurance to stakeholders. • The organisation was very much reactive during covid, and as we get onto front foot we need to move forward in a proactive and planned way rather than a reactive way.
Agenda Items	
2	<p>Draft Minutes of the previous meeting held on 29/04/22 and any matters arising</p> <p>The minutes were accepted as a true and accurate record</p> <p>Matters Arising</p>


No.	Agenda Item	
	Declarations of interest – to be added to Board agenda’s as a standing item going forward	
3	<p>Action Log</p> <p>See action log for all updates.</p> <p>Of note:</p> <p>Action 170: CQC Inspections</p> <ul style="list-style-type: none"> • DA has been in touch with the CQC to discuss the areas of concern and to show demonstrable evidence that we are remedying issues raised. • We have contacted the QI teams at CCG, and have a plan to implement processes that were missing (est. this will take around 4 months) • EPIC team have invited the CCG QI team to do a mock inspection. <p>The Board emphasised the need to have confidence in our systems and approach.</p> <p>LC informed colleagues that, given appraisals had not been undertaken during covid, she would like to undertake an appraisal process with all Board members in June (mid-late). This will provide an opportunity for colleagues to :-</p> <ul style="list-style-type: none"> ○ Reflect ○ look at own practices and impacts ○ consider development goals ○ help shape our priorities. <p>Following this appraisal, Liz indicated that she would like the Board to undertake some training around the Well-led framework.</p> <p>ACTION 173 : LC to commence the Appraisal Process to be undertaken mid-late June with training to be booked for early autumn around the Board’s responsibilities under the Well Led Well Governed framework .</p> <p>The Board raised concerns over the risks of DA and PS leading on all areas of the business.</p> <p>The Board agreed the need for :</p> <ul style="list-style-type: none"> • a tier of support around PS and DA (heads of service layer) • the outcomes from the work being undertaken by Sabira and her team + AMS, to inform the needs of the business consider the business and financial model 	
4	<p>Finance Update</p> <p></p> <p>0522 M1 (Apr 22) - Management Account</p> <p>The Board noted that:</p>	

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	<ul style="list-style-type: none"> • The finance team currently has a lack of capacity exacerbated by the systems we use which makes the production of timely information difficult • The exec has met with the finance team and AMS on site. AMS will be carrying out an audit. <p>The Board reiterated its concerns regarding</p> <ul style="list-style-type: none"> • The timeliness of information reporting to Board • the accessibility and formatting of reporting to help the business in ensuring transparency and openness with shareholders and other stakeholders • the promise made to shareholders to provide a full account of covid –by mid-June <p>The Board expressed its increased confidence that these concerns could be addressed with the additional resources available - AMS and SK to our internal team</p> <p>PS informed Board that the CCG contract had been received for urgent sign off for the forthcoming year.</p> <ul style="list-style-type: none"> • There was concern over the short time frame within which the contract had been received. <ul style="list-style-type: none"> ○ PS informed Board that she would liaise with the CCG to request an extension. • PS reassured Board that the risks were minimal, given that it is a rolled over contract <p>ACTION 174: PS to work with SK, AMS and the Finance Manager to ensure we can provide a full account of our covid – income, expenditure and impact – by June</p> <p>ACTION 175: SPM to be organised to scrutinise the contract and do the necessary due diligence</p> <p>(JP joined the meeting)</p> <p>Management Accounts The Board noted the reports by Julie Parr, Finance Manager</p> <p>Reporting on April:</p> <ul style="list-style-type: none"> • Budgeted a loss for the month of £5.5k, the actual loss is £25k. Although an increase in turnover, £70k higher than budget, costs have risen exponentially. • Corporate costs £7k higher than forecast due to apportionment of Director pay. • In addition, lack of GP resource in the practices has resulted in increased locum cost which has reduced the practices profit in the month by £13k <p>BH confirmed to Board that many of the issues being faced by SPCT are mirrored in most general practices at the moment – with enormous pressure on staff, staff turnover and staff sickness presenting a huge problem across the whole the system</p>	

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	<p>The Board noted this and agreed:</p> <ul style="list-style-type: none"> • We must have a clearer insight into what our Practices require from our corporate services and what should be done in the Practices as though they were stand alone • review the staffing model and ensure that any costs of corporate staff, that are essential /used in the delivery of the Practices, are identified and recharged • it is essential that SPCT should not be subsidising practices or vice versa • accounts should be prepared so that each product/service line had a P&L to show the impact of full cost recovery to enable us to account to all stakeholder groups <p>PS and DA confirmed this was the intention in the way they were tackling the next steps with the Practices work and with the review of the business model and finances.</p> <p>Balance Sheet</p> <p>It was reported that the Balance sheet looks strong as a result of the Little Hulton Development - although the Board recognised that this value can not be used to benefit of SPCT</p> <p>JP confirmed that we are expecting payment from SRFT in the next few weeks</p> <p>The Board raised concern over unspent funding from the CCG and the need for it to be re-paid.</p> <ul style="list-style-type: none"> • JP explained the CCG transfer funding in anticipation of work being undertaken by us or for which we are the holders of funding which is a direct pay through to another party (i.e. workforce funding gets £800k – which is held to support work in this area that may be undertaken by us or others during a year) • JP confirmed that there is a full schedule of funds provided by the CCG and a tight grip via contract management meetings that agree if, when and where these funds will be spent <p>The Board noted that this practise is historical, as often we were called upon to deliver on things that were not predicted.</p> <p>The Board recognised, with changes in commissioning and the greater need to ensure we are a viable and independent social enterprise, this approach needs to be discussed/resolved with the CCG and future contracting should be done on such a basis that full cost recovery is the underpinning principle not costs plus a % basis .</p> <p>Dashboards</p> <p>The Board noted</p> <ul style="list-style-type: none"> • the dashboards and the value they offer in illustrating the diversity of income, contracting timeframes and risk <p>The Board requested that</p> <ul style="list-style-type: none"> • the heading labelled the ‘Social Impacts’ be amended to ‘key beneficiaries’ until such times as we have agreed social impact indicators 	

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	<p>ACTION 176: Contracts Dashboard – to amend heading labelled ‘Social Impacts’ to ‘Key Beneficiaries’</p> <p>PS advised Board that:</p> <ul style="list-style-type: none"> • It is reasonable to assume the Practices will achieve 95% of QOF target • EPIC budget – is c. £3.9 million - the bid submitted was £3.2million, we do not have £3.9million of planned spend. The CCG are aware of the financial gap and the Executive Directors are having conversations around how to address this. The cost reduction was based upon resolution of contractual issues with regards to staff with Salford Care Organisation which are yet to be addressed and which have been raised on several occasions by SPCT directors to both SCO and CCG. Therefore, assurances have been given that the financial gap will be met. • DA informed Board that there is an ongoing issue with SRFT remaining contract holder for the GPOOH, meaning that some of the Drs and shifts used are more costly – thereby resulting in some of the financial gap described above • CCG has given assurances that they understand why £3.2million is not achievable. This is required in writing. <p>Board noted</p> <ul style="list-style-type: none"> • there are a number of costs which are outside of our control- and the reasons • the active management of costs and the risk we take • the need to improve the ways we contract to ensure we share risk and deliver viability • the imperative to invest in strengthening financial systems and process, costs control and contracting – and the fact that this would be additional to budget spend <p>ACTION 177: SPM Finance meeting to be organised – Exec to determine most useful time to schedule this in the context of the review</p>	
5	<p>COO / CCO Update The Board noted the presentation by Peta Stross and Dawood Anwar</p> <div style="text-align: center;">  <p>0522 COO CCO Presentation.pdf</p> </div> <p>Practices</p> <ul style="list-style-type: none"> • CQC - The Board noted the judgement and asked HL to act as lead NED in line with her additional responsibilities • Letter received from the CCG re: breaching contract - 3 or 4 points they considered to be breach of contract. <ul style="list-style-type: none"> ○ Response to GMHSCP required by mid-June (standard for a practice that requires improvement). HL / BH to review. ○ Noted Practices Ops Manager on sick leave at the moment. 	

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	<ul style="list-style-type: none"> ○ Staff with previous Practice experience have now gone back into the Practices. Meetings are in place; this is an interim measure but there is already an improvement. ● Currently negotiating with a resource who has managed practices previously, and is available on a short term basis to work with the Executive Directors ensuring there is additional capacity and capability to bring the Practices back in line with required standards. ● The Clinical Lead from Little Hulton has resigned. A grievance had already been raised and this has been escalated <p>The Chair confirmed that she had asked HL to lead on any grievance from the Practices, with support from the HR Consultant.</p> <p>EPIC</p> <ul style="list-style-type: none"> ● Variance in costs discussed earlier- DA assured the Board that action is being taken and a report will come back to Board next month <p>HR Update</p> <ul style="list-style-type: none"> ● PS reported <ul style="list-style-type: none"> ○ the positive impact being made with support from Sarah H of People Puzzles ○ the great work the HR team had delivered in the absence of the HR lead. ○ LC was supporting by taking a lead in organizing a whole staff conference – Liz reported that a meeting with staff volunteers had been held - who are helping to shape the conference and will assist on the day. Further details will be published <p>Refer a Friend Scheme</p> <ul style="list-style-type: none"> ● PS confirmed this was not costed into HR budget <p>The Board requested the scheme is run as a pilot and then ascertain as to whether it fits with our organization and values</p>	
6	<p>Modern Day Slavery Statement / Policy</p> <p>PS reported that good practice has been researched and our HR consultant has pulled this together.</p> <p>The Board noted</p> <ul style="list-style-type: none"> ● logo needs formatting correctly ● tweak paragraph 2.1 – need consistency <p>Based on the above amendments, the Board approved the Modern Day Slavery Statement and Policy.</p>	
7	<p>Task & Finish Group</p>	

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7.1	 <p>0522 SPCT TFG summary so far.pdf</p> <p>The Board noted the attached document.</p> <p>Context- The Chair updated the Board as follows</p> <ul style="list-style-type: none"> • The April SGM was clearly divided with no one position likely of gaining a 75% majority. • The T&FG had formed to develop a proposition we hoped would secure a 75% majority support – made up of those who had proposed the resolutions, those who had developed the proposed alternative Articles, CCG reps, LMC rep and SPCT • At its first meeting, the Chair had invited David Alcock, of ASC, to give a presentation on what is a CIC- what it can and can not do and how it could operate to benefit the people of Salford. <ul style="list-style-type: none"> ○ It was evident that many present were not aware of the model adopted in the formation of SPCT and LC had suggested this presentation be made to all shareholders at a future meeting 	
7.2	<ul style="list-style-type: none"> • One of the issues raised at the SGM and in the chat bar, was deep concern around us joining a 'GM Super fed'. <ul style="list-style-type: none"> ○ The Chair had asked HL to do a desk top review off-line and investigate this with PS and recommend next steps to Board ○ HL had undertaken initial research and informed Board: <ul style="list-style-type: none"> • the company had been set up as a vehicle to conduct business on behalf of the Greater Manchester Primary Care Board, of which LG was a member. • The company has been registered at Companies House • They have won the GM Training Hub contract • Noted that the group has further ambitions to pursue contracts and work with AQA • Clarified that we have an interest as a provider and consumer of the training contract <p>The Board expressed concern and felt further advice should be sought from our governance advisors ASC to ascertain</p> <ul style="list-style-type: none"> • Risk to SPCT – financial, reputational, governance wise • Ability to withdraw – without creating risk if that was the view of the Board or shareholders. • Opportunities that may fit with our purposes that we might lose if we withdraw <p>ACTION 178: Helena to contact David Alcock – to commission Anthony Collins solicitors to:</p> <ul style="list-style-type: none"> - Review the findings thus far - Identify if further work needs to be done - Identify and qualify our obligations in entering into this 'agreement 	

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	<p>- Risks and opportunities arising from this company having been formed</p> <p>PS/HL stated that it would appear that a bunch of well-intended people had set this up on behalf of the GM communities- but our obligations as SPCT ,and the CEO’s authority to enter into this agreement on behalf of the Board and the business and its shareholders, needs to be more fully investigated</p>	
8	<p>Task and Finish Group – next steps</p> <p>The T&FG has been contacted to confirm the agenda for the next meeting (07/06/22) Including</p> <ul style="list-style-type: none"> a) Continuing to review the proposed Articles- line by line – undertaking the due diligence needed and creating a Members Assembly, and the principles that have been agreed so far. (To be considered as a bundle) b) Review other options – inc - discard Option A and have the majority of GPs from Salford on this Board in non-executive positions. <p>LC emphasised the debate is needed and any changes to be proposed must ensure sufficient time is given ie 14 clear days notice for an SGM – making the hope this would happen before the end of June quite challenging.</p> <p>The Board noted the above and the value of having clear contracts in place with advisors for HR, Legal Governance and Finance People Puzzle</p> <p>ACTION 179: PS to consider how best to secure expert support on a VFM basis to manage down the risks associated with not having continuity in expert support services</p>	
9	<p>P&C Staffing matter</p> <p>The Board considered a sensitive P&C item – access to this minute is restricted</p>	
Any Other Business		
10	<p>Any Other Business</p> <ul style="list-style-type: none"> • Standing item for serious incidents. PS confirmed there were no serious incidents to report to Board. <p>LC thanked everyone for their time and all the hard work.</p>	
10	<p>Dates and time of next meeting:</p> <p style="text-align: center;">Friday 24th June 9am – 3pm Venue – Little Hulton Health Centre</p>	
Close		

Record of Members' attendance

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	14/01/22	11/03/22	29/04/22	27/05/22		
Liz Cross											
Lance Gardner											
Alan Kershaw											
Brian Hope											
Helena Leyden											
Peta Stross											
Ian Marchant											
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
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
Liz Cross											
Lance Gardner											
Alan Kershaw											
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