

**Salford Primary Care Together
Board Meeting**

**21/10/22
9:30am-3pm
ZOOM**

MINUTES

Present:

Liz Cross (LC)	Chair of the Board
Dawood Anwar (DA)	CCO
Helena Leyden (HL)	Deputy Chair, Non-Executive Director
Ian Marchant (IM)	Non-Executive Director
Dr Brian Hope (BH)	Non-Executive Director
Sabira Kanji (SK)	Non-Executive Director

Absent :

Peta Stross (PS)	COO
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In Attendance:

Jane Ashworth	Minute Taker
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No.	Agenda Item
1	<p>Welcome Introductions and Apologies for Absence</p> <p>The Chair welcomed all to the meeting and the Board noted that Peta Stross, COO, was absent at this time. The Board noted that it had received a grievance from PS and a request for a settlement agreement earlier this week and had indicated she would not be in.</p> <p>The Chair – informed the Board that SPCT lawyers would be advising on this matter and Helena and Brian had been delegated to oversee this process.</p>
2	<p>Financial Context – part I</p> <p>LC reminded the Board that the purpose of the meeting today was to make some significant and challenging decisions to ensure we stabilise the business and ensure financial viability.</p> <p>Given Julie had made herself available for this morning – it was agreed to reflect that in the agenda and items normally taken at the beginning would be taken later in the meeting.</p> <p>The Chair asked, before we progressed, if there were any issues of accuracy regarding previous minutes which were relevant to the discussions this morning – to surface them now. None were raised and it was agreed to proceed.</p> <p>The Board noted that our decisions today would:</p> <ul style="list-style-type: none"> • Consider our duties as directors in law • Be made in light of the best available information at this moment – given the trajectory around year end- we could not delay further • Reflect our status as a CIC and our objects – and ensure patients and those who serve them were prioritised

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	<p>The Board acknowledged that staff morale was poor, and there were many rumours. All acknowledged the importance of making decisions at this meeting as uncertainty was not helping with rumours and morale.</p> <p>DA stressed the importance of engaging with staff and providing communications to inform of the decisions being taken. It was noted that staff are stepping up and taking on additional responsibility as a result of the changes being made / consulted upon.</p> <p>The Board considered the decisions it may need to make today and recognised that:</p> <ul style="list-style-type: none"> • Overheads are high for an organisation of this size • Changes need to be made quickly to have an impact in this financial year • Refocussing the business will incur exceptional and non -recurring costs this year and confirmed that it would be necessary to use reserves <p>With regards to the possibility of relinquishing any of the practice sites- it was the Board’s understanding that:</p> <ol style="list-style-type: none"> i. This might require the return of the whole PMS contract to NHS England or the commissioners under provisions delegated to the ICS ii. A disposal of an asset may require shareholder approval – as a CiC has a profit and asset lock – we would need to confirm iii. We may need consider moving from 1 P number to 3, to align with PCNs <ul style="list-style-type: none"> ○ The Board asked for pros and cons paper on the consequences of making the change from 1 P number to 3 and the process involved <p>LC informed Board that she had been in touch with the CCG Clinical Lead- TR, and that she had:</p> <ul style="list-style-type: none"> • informed him that the business was undergoing a restructure to address financial and clinical matters and was pursuing a model that was Practitioner led, managed, and delivered • She raised concerns about confidentiality as it was clear that information shared in the strictest of confidence had been shared in the CCG and this had created /exacerbated risk to the business • Asked Tom if, as SPCT is looking to reboot and reshape, there was there any possibility of accessing transformation monies from GM or the ICB – he replied he would enquire. 	
Agenda Items		
3	<p>Finance- part II</p> <p>Julie Parr, Finance Manager, joined the Board at this point and the Board noted the presentation</p> <p>The Board noted and considered:</p> <ul style="list-style-type: none"> • A list of ranked costs by role/cost • A reforecast- considering <ul style="list-style-type: none"> ○ Potential of making a number of key roles redundant ○ Factoring relocation of City Approach ○ Pay increases – none have been applied but provision made in budget assumptions • Potential in year savings brought the revised loss to £385k • Estimates one-off costs totalling £158k- (with effect from November) (includes redundancy, notice periods, relocation costs, dilapidations costs) <ul style="list-style-type: none"> ○ Taking the loss for the year to £543k 	

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	<ul style="list-style-type: none"> ○ Brought forward reserves - £591k ○ Leaving a surplus of £48k <p>The Board agreed that decisions need to be made quickly, fairly and compassionately.</p> <ul style="list-style-type: none"> ● The restructure would need to be carried out in 2 phases, whereby any roles considered as Phase 2, will be reviewed in a years' time. ● SPCT practice should look more similar to other practices – in terms of income it collects, costs it controls and quality clinical outcomes it delivers ● Consideration needs to be taken of the work that will filter down if some roles are made removed from the establishment and the impact of this on the business and staff <ul style="list-style-type: none"> ○ It was noted that the creation of 3 new roles of Assistant Practice Manager, is an expensive resource that is not yet proven- but ought to be able to take on some organisation wide functions as might happen in any other practice ● The organisation culture needs developing and <ul style="list-style-type: none"> ○ A number of key roles and people that could help with the culture were discussed <p>JP confirmed revenue is based on reaching 98% of QOF and Salford Standard targets – which is achievable.</p> <ul style="list-style-type: none"> ● The Board was keen to receive regular updates on both QOF and SS targets in order to be assured and see evidence of the positive impact. ● The Board agreed it was essential that the Practices and EPIC achieve their targets ● The Board emphasised that SPCT provides the SAS and Inclusion service, as no other practice in Salford is willing or able to do so- and this must be understood by others and promoted. ● That these activities help us to demonstrate that we have not lost our profit for purpose, and that everything we do is for the benefit of the people of Salford <p>The Board thanked Julie for all the time, effort and hard work she has put into the finances and the business.</p>	
4.	<p>Minutes of previous meetings</p> <p>Minutes from a number of meetings that had not yet been brought to Board for approval were presented for Board to consider whether they reflected the meeting in a true and accurate manner and if so to approve.</p> <p>Minutes of meetings for approval:</p> <ol style="list-style-type: none"> 1. 06/07/22 – Special Purpose Meeting via ZOOM <ul style="list-style-type: none"> ○ All agreed these were a true and accurate account of the meeting 2. 22/07/22 – Scheduled Board Meeting face to face <ul style="list-style-type: none"> ○ All agreed these were a true and accurate account of the meeting 3. 26/07/22 – Special Purpose Meeting via Teams <ul style="list-style-type: none"> ○ All agreed these were a true and accurate account of the meeting 	

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	<p>4. 22/08/22 – SPM via ZOOM</p> <ul style="list-style-type: none"> ○ All agreed these were a true and accurate account of the meeting <p>5. 23/09/22 – Scheduled Board Meeting via ZOOM</p> <p>The following amendments were requested:</p> <ul style="list-style-type: none"> - P1 - amend to say met not me in opening’ - P2 - query re ‘Paula on a contract for change’- to be amended to state ‘temporary contract to enable us to effect change in the practice’. - P2 – to clarify that Dawood Anwar spends Tuesday in the Little Hulton practice ○ Once the amendments have been implemented - all agreed these were a true and accurate account of the meeting <p>6. 28/09/22 – SPM via ZOOM</p> <ul style="list-style-type: none"> ○ All agreed these were a true and accurate account of the meeting <p>7. 11/10/22 – SPM via ZOOM</p> <ul style="list-style-type: none"> ○ All agreed these were a true and accurate account of the meeting 	
5.	<p>CCO Update</p> <p>The Board noted the presentation by Dawood Anwar, CCO, DA spoke to it:</p> <p>Highlights</p> <ul style="list-style-type: none"> ● Clinical recruitment is still an issue, continuing to use a locum model and recognise that costs are higher using this. ● As a temporary solution the team are looking to employ regular and long term locums - for at least 6 months <ul style="list-style-type: none"> ○ The Board asked for assurance regarding IR35 risk ● DA emphasised his capacity is stretched and has delegated key roles <ul style="list-style-type: none"> ○ Board suggested having a key people register – roles/people who are pivotal to the continuity /security of the business <p>ACTION 215: JP/PL/DA to confirm longer term locums do not present an IR35 risk</p> <p>ACTION 216: DA/Sarah Humphreys to collate a key people register – of roles/people pivotal for the continuity and security of the business</p> <p>EPIC 24</p> <ul style="list-style-type: none"> ● All clinicians are now working on site, which has seen a big increase in productivity, and enabling us to better assure the quality/impact of their work ● Alliance work – GotoDoc, Bardoc and Mastercall – currently represent 80% of GM, with SPCT sitting alongside them this takes representation in GM to 90%. <ul style="list-style-type: none"> ○ DA informed Board that he had been asked to represent the Alliance at the Primary Care Board 	

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	<p>EPIC Governance</p> <ul style="list-style-type: none"> Board asked for a risk register, lead responsibilities, key stakeholders, and a deputy who can support the lead <p>ACTION 109: DA/Chloe -EPIC Governance – to compile a risk register, also show lead responsibilities, key stakeholder, and a deputy who can support the lead</p> <p>Workforce</p> <ul style="list-style-type: none"> Review of HR needed with a view to continuing with some higher level support via outsourcing. <ul style="list-style-type: none"> Potential to save £15k in year Potentially £100k in 23/24 LC requested a brief, detailing HR requirements – Board to have oversight of this and then take it out to 3 companies to get proposals. <p>ACTION : DA/PL Brief to be put together detailing HR requirements - to give Board oversight of this and then take it out to 3 companies to get proposals</p> <p>Culture</p> <ul style="list-style-type: none"> Acknowledged and stressed the need to reset the climate and culture within the business Focus on creating a high value, high performance culture. <p>ACTION 217: CULTURE - DA/PL- This should be a priority action /objective for all leaders and managers. Support and guidance may be needed from our HR specialist support</p> <p>Regulatory Compliance</p> <ul style="list-style-type: none"> LC suggested Brian Hope and Helena Leyden as clinical NEDs look over audits (clinical, locum staff, GPs with additional responsibilities) to offer another level of assurance. <p>ACTION 210: DA to schedule time with Brian and Helena to look over audits</p> <p>The Board raised concerns that there is a lot going on within the business, all of which sits on DA’s shoulders</p> <ul style="list-style-type: none"> DA reassured Board that whilst there is a lot going on, he was enjoying the challenge. He noted that other staff members have also stepped up to help with the additional work load. <p>ACTION 211: Board requested a matrix to assure itself we have continuity and resilience and are appropriately managing risk -this matrix should outline</p> <ol style="list-style-type: none"> the tasks being prioritised or delegated by DA who is supporting the task who that person is being supported by 	
6.	<p>Estates</p> <p>JA presented an options appraisal paper and spoke to it. Noting that this is one of big risk factors and opportunities to take down our cost base.</p> <p>By way of background:</p>	

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	<ul style="list-style-type: none"> • We have exercised a 3-year break clause and served notice to the landlords at City Approach. • Options for alternative accommodation are <ul style="list-style-type: none"> ○ ForViva – a local Housing Association Group ○ Unity House (CCG base) ○ Staying at City Approach but taking ½ existing footprint <p>Given the restructuring of the business, the hefty costs/risks involved in relocating and the disruption already felt by staff, there was a strong preference to remain at City Approach.</p> <p>City Approach is also the only accommodation with 24/7 access, which is important to running the EPIC side of the business</p> <p>Board considered the options presented and the costs/benefits associated with each. In coming to a conclusion, around maintaining a Head Office, considering on balance 3 factors – and concluded that the best option was to stay in City Approach but to reduce the space occupied and costs. Factors that led to this being the preferred option included:</p> <ol style="list-style-type: none"> 1. None of the alternative options enabled 24/7 access 2. Costs of disruption in terms of distraction to staff and moving of IT and dilapidations costs were problematic 3. Our perception that we had a strong negotiating position to secure a contract for half the space for 2 years with no break clause <p>ACTION 218: JA/DA to progress with the negotiations and staff related activities of implementing the decision to stay at CA on half the footprint</p>	
7.	<p>Deliberations – costs savings</p> <p>Building on the agreement of principles that were reinforced earlier in the meeting and the information provided by the Finance Manager, the Board considered the options to reduce the projected year end deficit.</p> <p>It acknowledged there were few easy decisions and confirmed that any roles that would be proposed for redundancy were not selected lightly nor did they ignore the hard work and shared purpose people had brought to their work. In that context, the Board proceeded to consider the following roles</p> <p>1. Chief Clinical Officer</p> <p>DA left the room – due to conflict of interest whilst the Board discussed the role of Chief Clinical Officer.</p> <p>The Board noted</p> <ul style="list-style-type: none"> • DA is paid on PA sessions – 48 hours per week and on call 24/7. • 50% of clinical role is funded via an income stream from EPIC • DA is leading on securing £4million contract. <p>The Board agreed this is a cost the business needs to retain – given DA is a clinician and plays a pivotal role in leading and a £4m contract – namely EPiC. (DA re-entered the Boardroom.)</p>	

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	<p>The Board confirmed to DA the role of CCO will be retained and thanked him for his response to the challenge we needed to put considering his role</p> <p>2. Chief Operating Officer As PS- was not present – the Board progressed to consider this role and agreed</p> <ul style="list-style-type: none"> • In the context of the size of SPCT now, the income streams and services we run and the need to have technical leads delivering the functions reporting to this role and our financial position - the post would need to be considered under the redundancy procedures • The Board agreed that there needed to be a clear delegation of core activities to specialists who remain/outsources specialists, others in leadership and management roles such as the PM and APMs • The projected deficit and likely year end position meant this role was untenable <p>The Board agreed that the role of COO was to be considered for redundancy</p> <p>3. Non-Executive Chair LC left the room</p> <ul style="list-style-type: none"> • The Board viewed this as an essential role <p>The Board agreed to retain the role of chair (LC returned to the Boardroom)</p> <p>4. Non-Executive Directors The Board noted that</p> <ul style="list-style-type: none"> • 1 x NED role finishes at AGM- • 1 x NED role is being delivered on a pro bono basis <p>The Board agreed the need to retain a budget for a future governance model for at least 3 x NEDs</p> <p>5. Executive Assistant JA left the room</p> <ul style="list-style-type: none"> • The Board agreed the support function provided by the EA was invaluable • The title of EA did not do justice to the tasks undertaken. • The Board proposed changing the title – possibly to ‘Business Coordinator’? <p>JA returned to the boardroom.</p> <p>The Board agreed to retain the role of EA, potentially changing the title of the role in the future to reflect the tasks and workload undertake more appropriately</p> <p>6. Finance Team The Board considered the team costs - £134k - providing finance support across all services. 3 roles – were discussed and the merits and risks considered for each .</p> <p>The Board agreed the following:</p> <ul style="list-style-type: none"> • to retain the role of Finance Manager • retain Finance Officer role <ul style="list-style-type: none"> ○ reserving the possibility of this role being considered in phase 2 	

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	<ul style="list-style-type: none"> • identify one finance assistant role as at risk – subject to redundancy consultation <p>Board requested a review of the finance systems and how that system can give more accessible information and support continuity and resilience.</p> <p>7. HR Team The Board agreed that it was desirable to retain some HR capacity to support the practices and also to help with migration to BrightHR (or alternative HR system).</p> <p>The Board agreed to:</p> <ul style="list-style-type: none"> • Put the HR Advisor role at risk • Retain the HR Administrator role • Disestablish the HR assistant role at the end of its term – it is fixed term until December 	
	<p>7.1 In summary, the Phase 1 roles identified for redundancy consultation are as follows:</p> <ul style="list-style-type: none"> • the COO role • 1 x NED role • 1 x finance role • 2 x HR roles <p>Totals savings in terms of non-recurring costs - approximately £230k</p>	
	<p>7.2 Non-People Costs</p> <p>The Board considered a number of non- people related costs and agreed:</p> <ul style="list-style-type: none"> • Approx. £65k savings on estates- by reducing occupation at City Approach • Legal and professional fees <ul style="list-style-type: none"> ○ The Board agreed to set a budget of £35k for next year. • To record costs of Janet Ellis and Sarah Humphreys – both of whom were on contracts rather than employed by SPCT • Accountancy and audit <ul style="list-style-type: none"> ○ Board acknowledged that Yasin and his team have brought value, and recognised that the first year is always more complex and comprehensive, but would like to reduce this budget by around £10k • Training and Development <ul style="list-style-type: none"> ○ Noted that the business is paying for the finance officer to undertake the ACCA qualification <p>ACTION 212: Re: Finance Officer Role - DA to enquire as to explore the basis of this arrangement and the implications of pausing it</p> <ul style="list-style-type: none"> • IT / Office Software <ul style="list-style-type: none"> ○ The Board requested further information to better understand the £56k invoice 	

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	<p>ACTION 213: JA to look into IT costs, provide a breakdown</p> <ul style="list-style-type: none"> • Other areas such as legal, professional and insurance have not been included in the cuts at this time. • Payroll has not been included as the intention is to outsource this. <p>Total savings in phase 1 Removal of roles: £230k Non-people costs: £90k TOTAL SAVINGS: £320k</p>	
	<p>7.3 Phase 2</p> <p>The Board requested that Paula Lea presents the following:</p> <ol style="list-style-type: none"> i. an overview of the model for the Practice and how that relates to staffing <ul style="list-style-type: none"> ○ how any changes to head office staffing can be absorbed into practices and if there are any concerns. ○ To include named individuals with functioning roles ii. Provide assurance around what’s happening in the Practice- in particular around activities related to driving quality services, maximising income and managing down costs. iii. A pros and cons paper on changing our current arrangement around P numbers, to enable a decision to be taken quickly. <p>The Board acknowledged the tough decisions that have been taken and agreed the importance of seeking advice and support to ensure processes are followed in a legal and proper way. Conversations will follow with the HR consultant, and the business will aim to redeploy where possible and only make redundant where it isn’t.</p> <p>LC informed the Board that there is currently a request for a settlement agreement (SA) that HL and BH are overseeing.</p> <p>DA asked whether comms regarding the COO could be issued to the business in an effort to quell rumours. LC confirmed that she would liaise with legal advisors to see what can be said at this time.</p>	
8.	<p>Annual Report</p> <p>The Board agreed the date for the AGM - 23/11/22, 6:30pm via zoom</p> <p>The Annual Report will focus on the activity of the previous 12 months, our accounts and what we are doing in the next 4- 6 months ahead.</p> <p>LC informed the Board that Yasin Muminovic from AMS Accounting had been asked to present the accounts/answer questions at the AGM- to enable members to feel assured that we had added to our internal team by appointing a specialist primary care firm.</p>	

No.	Agenda Item	
	<p>In terms of governance arrangements for the future LC confirmed her term of office finishes next year and she would like to conclude this before the anniversary of her appointment rather than at the AGM of that year. She suggested that:</p> <ul style="list-style-type: none"> • Recruitment of new GP NED/s concludes by end January • Recruitment for a new Chair commences at the end of the financial year, • Taking into account the process and handover with the intention of a new Chair being in post no later than June 2023 • LC will announce at the AGM that her term of office finishes next year, and she will be looking to retire before the next AGM. • Brian Hope was asked to stay on the Board as a NED until the end of the financial year or until new GP NED/s are recruited <ul style="list-style-type: none"> ○ BH agreed to stay on – on the same pro bono basis. <p>ACTION 214: SK to be registered at Companies House as a Director - JP</p> <p>ACTION: Sabira to speak with Julie/Dawood (& Ian) do a deep dive into the accounts and assure selves answered all outstanding questions.</p>	
Any Other Business		
5	<p>Any Other Business none</p>	
6	<p>Reflections of the meeting</p> <ul style="list-style-type: none"> • SK felt it was key that she has the opportunity to undertake a deep dive into the finance department – debtors, creditors, monthly forecasts, reporting formats. • Useful if the lead NED role can be more active around risk, contracts, give the Executive some support and the Board some assurance • Pleased that decisions have been made regarding cost base • Accepted that there had been very difficult decisions, which now need to be acted upon • Felt the Board had been compassionate in its decision making • Recognised the impact of the cost-of-living crisis does cause concern for both staff and the impact it will have on patients also (so provisions for cost of living increases were protected in terms of budget). • Need to release comms to give staff assurance and updates at AGM should provide comfort that the Board is taking tough decisions to ensure viability in the future. • Hopeful with the changes being implemented, SPCT will come out strong – with clear message to AGM. • Recognised that morale is low amongst staff and the culture is not good currently. <p>LC thanked everyone for their time and efforts, acknowledging that this was a very difficult meeting but one where everyone had given due consideration</p>	

No.	Agenda Item	
7	Dates and time of next meeting: Friday 25/11/22 10am-3pm Venue: Community Room 3, Eccles Gateway	
Close		

Record of Members' attendance

Attended:		Apologies Received:		Non-Attendance:		Cancelled	X
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Name	23/09/22	21/10/22								
Liz Cross										
Brian Hope										
Helena Leyden										
Peta Stross										
Ian Marchant										
Sabira Kanji										
Dawood Anwar										

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	24/06/22	22/07/22
Liz Cross											
Lance Gardner											
Alan Kershaw											
Brian Hope											
Helena Leyden											
Peta Stross											
Ian Marchant											
Sabira Kanji											
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											
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