

**Salford Primary Care Together
Board Meeting**

25/11/22

10am-3pm

Eccles Gateway

Dawood Anwar & Sabira Kanji via zoom

MINUTES

Present:

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

Apologies:

Peta Stross (PS)	COO
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In Attendance:

Paula Lea	Interim Practice Manager
Julie Parr	Finance Manager for item 2
Jane Ashworth	Minute Taker

No.	Agenda Item
1	<p>Welcome Introductions and Apologies for Absence</p> <p>The Chair welcomed all to the meeting and gave thanks to all for the all the hard work and efforts from everyone over recent weeks, acknowledging that things are very challenging at the moment.</p> <p>LC made special mention to Dawood and thanked him for his contributions at the AGM.</p>
Agenda Items	
1.	<p>Lead NED Role</p> <p>In an addition to the planned agenda the Board discussed the importance of the role of the Lead NED.</p> <p>The Board agreed that the lead NED should offer Dawood, as CAO, support and expertise and giving Board assurance and helping to inform strategic dialogue. This model will be even more important to ensure better scrutiny and good governance as we consider how senior leaders work with and to the Board.</p> <p>HL felt there is work to be done within the organisation to ensure:</p> <ul style="list-style-type: none"> • Information is brought to Board in a timely manner • People who are doing the job on a day to day basis have got the systems and processes required in place to give the Board assurance • that those processes are effective, actually work, and contribute to quality • we are managing expectations

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	<p>From conversations with staff, HL informed Board that she got a sense that staff feel the Board are very remote.</p> <p>It was agreed that needs some exploration. It is noted that there has been more interface with NEDs via engagement sessions (as well as other interactions) throughout the year and post the height of covid activity. It was noted there is a culture of escalation often reflecting the need for more hands-on management and leadership closer to the patients.</p> <p>LC suggested that there is a piece of work to do at the January Board away day to clarify roles and responsibilities of:</p> <ul style="list-style-type: none"> - Board members - Senior leadership - Subject matter/functional leads - Managers <p>Board emphasised the need for improving clarity, accountability and a feeling of empowerment/ownership.</p> <p>Board also agreed there must also be work on the culture as there is much evidence that the culture of the organisation is not good and is not conducive to delivering high quality services.</p> <p>Board agreed:</p> <ul style="list-style-type: none"> • The need for stronger performance management – where there is greater role clarity and where <ul style="list-style-type: none"> ○ people have clear objectives, feel empowered to resolve problems at the right level and can be held to account in a positive and constructive way ○ Lead NEDs, with clear roles and objectives that are agreed by the Board, they then have authority to act and report back to Board. • That this has to complement the Executive function <ul style="list-style-type: none"> ○ Ensuring any Executive, who is also a Board member, can take assurance whilst recognising the need for delegation and line management functions not to be compromised <p>LC acknowledged the importance and value, of the lead NEDs, in particular:</p> <ul style="list-style-type: none"> - Helena and her recent work in investigating an internal complaint and - Sabira’s regular meetings and input with JP, finance manager <p>It was recognised that it has been a difficult month for everyone in the business, with the move away from an HR department, migration to BrightHR, and consultations within the corporate function.</p> <p>The Chair suggested that going forward, Board meetings should alternate:</p> <ol style="list-style-type: none"> i. A performance orientated meeting to focus better on ensuring we secure assurance of performance and consideration of the BAF ii. A more strategic and generative meeting <p>ACTION 219: LC to meet with Sabira and Helena to discuss thoughts on Board level metrics around their Lead NED roles (*these are in the diary in January)</p>	

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	<p>DA pointed out that reporting against contracts and KPIs requires improvement and is keen to put in place a dashboard to bring to Board.</p> <p>ACTION 234: DA to work with colleagues to pull together a dashboard to capture key KPIs</p>	
2	<p>Finance Update The Board noted the presentation from Julie Parr, Finance Manager Report – Oct 22</p> <p>Highlights of the report:</p> <ul style="list-style-type: none"> • Sept / Oct losses were £55k and £25k respectively <ul style="list-style-type: none"> ○ JP noted that the anticipated losses were £56k and £8k losses <p>Central Costs</p> <ul style="list-style-type: none"> • Savings from CIP beginning to take effect. <p>EPIC</p> <ul style="list-style-type: none"> • an increase in delivery costs without the additional income – DA is liaising with ICB to get more funding to cover additional costs through winter pressures. • The PCN commissioned enhanced service began in October <p>Academy</p> <ul style="list-style-type: none"> • Have identified some additional funding streams through the health care support worker programme <p>Digital Facilitators project</p> <ul style="list-style-type: none"> • Expanding and expected to continue into next financial year <p>PCNs</p> <ul style="list-style-type: none"> • SPCT continue to support 2 of the PCNs with finance and HR <p>Practices</p> <ul style="list-style-type: none"> • Sept /Oct locums costs £100k – lack of resource is the main driver • plus additional agency staff to cover reception roles due to sickness • Practice income has remained static • Identified there is an element of risk with Salford Standards and QOF. <ul style="list-style-type: none"> ○ PL confirmed Robin Green and Lisa Parr have ownership of the delivery of Salford Standards QOF ○ Noted that the full amount may not be achieved but feel that targets will be closely met • LC stressed the need to be conservative on forecasting and the need to reforecast regularly <p>ACTION 220: Salford Standard / QOF – to split the data across the 3 sites, to identify the efficiency of each business unit</p> <p>Profit and Loss Summary</p> <ul style="list-style-type: none"> • Oct 22 – £22k loss 	

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	<ul style="list-style-type: none"> Forecast a deficit of £280k last Feb the actual deficit is now £417k (acknowledged that certain events over the year have exacerbated this) The biggest single contributor is the use of locums. <p>JP noted that:</p> <ul style="list-style-type: none"> In Oct 21 we had a £70k deficit and the practices were making a £223k profit at this point last year 2022 position - currently making a £50k loss within the practices <p>Expense analysis</p> <ul style="list-style-type: none"> Fairly consistent with previous year Once the full CIP comes into play this should be reduced significantly <ul style="list-style-type: none"> Staff expenses for practices: <ul style="list-style-type: none"> 2021 - 82.4% 2022 - 94.1% Staff expenses for EPIC <ul style="list-style-type: none"> 2021 - 83% 2022 - 86% <p>*included in expenses - clinical staff pay, non-clinical staff, locums and any other staff training/recruitment.</p> <p>Sabira thanked JP for a brilliant summary, and asked what the board can do to help to bring about the release of the numbers in a timely fashion?</p> <ul style="list-style-type: none"> JP advised the Board that putting the report together in this new format has taken time, and also pointed out that this month she has been involved in consultations, HR functions and a grievance appeal as there is no one else in the business to undertake this work. However, she was keen to note that going forward she is hopeful of circulating November's figures in early December. <p>The Board thanked Julie for a great job and affirmed that the new format works really well and noted their appreciation and acknowledged that it has been a tough time.</p> <p>AGM Finance Presentation</p> <p>LC noted for the minutes that the Board was surprised by the detail shared in the AMS presentation. Whilst we were keen to show our shareholders the level of scrutiny and analysis we undertake with support from our new accountants/auditors the report shared was commissioned by the Board for internal purposes only. It was also agreed that some data had not been validated nor were the assumptions correct .</p> <p>The Board agreed it was disappointed that Yasin Muminovic of AMS had not demonstrated his understanding of the nature of the model of CiC were are governed by and the responsibilities of the Directors compared with the shareholders.</p> <p>However, the Board hoped that the glimpse people had of the rigour around our financial management, that enables the Board to make informed choices, would reassure shareholders and other stakeholders.</p>	

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	<p>The Board apologised to Julie Parr for this error but did note that a number of people had given Dawood positive feedback regarding our transparency of the accounts and finances.</p> <p>Rolling Forecast ACTION 221: SK requested reporting on the run rate</p> <ul style="list-style-type: none"> • Reminder that reserves at end 2022 will be £588k • Noted that looking to make a small profit going forwards from January (excl. exceptional costs) 	
3	<p>Practices Paula Lea, Interim Practice Manager The Board noted the verbal update provided:</p> <p>CQC update</p> <ul style="list-style-type: none"> • Met with our CQC inspector around 1 month ago – confirmed that this went well and the inspector was happy • CQC Action Plan – this will be reviewed at the practice management meetings (held fortnightly) <ul style="list-style-type: none"> ○ HL - lead NED for Safety – clinical and people - to review the Action Plan and attend one of the meetings – to both take assurance and to offer reassurance to colleagues that the Board is active in its oversight <p>ACTION 222: HL to be invited to Practice Management meeting</p> <p>PL Stressed that the culture of the organisation is such that actions don't seem to have consequences and misbehaviour is rife, and was active in her management that:</p> <ul style="list-style-type: none"> ○ Behaviour is being checked and challenged – poor behaviour cannot be seen to be acceptable ○ People need objectives and 121s- this is being done and will need to be picked up by her successor ○ People need to be supported and held to account- she has begun modelling this <p>Staffing update</p> <ul style="list-style-type: none"> • Big locum usage and spend and noted the overspend of around £4k per month. PL suggested revisiting the Salford model used for locum sessions to try and reduce the number of locum sessions without destabilising anything significantly. <p>ACTION 223: Revision of Salford Model used for locum sessions - PL / DA to pick this up and report back to Board by way of email in next 2 weeks.</p> <ul style="list-style-type: none"> • Tier 2 visa sponsorship now in place – noted that this opens up a new recruitment pool, with candidates already coming through from the scheme. <p>PL informed Board that she is rolling out 2 big changes:</p> <ol style="list-style-type: none"> 1. New meeting structure – more like a traditional meeting structure <ul style="list-style-type: none"> ○ Practice Management meeting – fortnightly 2-2.5 hrs ○ Clinical meeting at each site – fortnightly 	

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	<p style="text-align: center;">*Attended and minuted by APM on site</p> <ul style="list-style-type: none"> ○ Nurse meetings – monthly <p>2. New appointment model for patients – focussing on face2face and patient choice - ensuring we can satisfy patients.</p> <ul style="list-style-type: none"> ○ All staff members have been involved in designing the templates ○ Next step is to train staff to ensure they're booking patients in appropriately. <p>ACTION 224: Share the new meeting structure and agenda templates with the Board</p> <p>PL highlighted concerns over recruitment, and the struggle to recruit both clinical and non-clinical staff.</p> <ul style="list-style-type: none"> ● Noted that it is not possible to use agency staff on reception due to the complexity of the job. ● Acknowledged that reception teams are often undervalued and suggested a review of the salaries/pay SPCT offer in order to attract candidates <p>ACTION 225: Review of Reception Staff value - bring proposal to Board to pilot / do something differently – PL/DA/JP to bring something to Board.</p> <p>Commissioner updates (Dawood Anwar presented)</p> <ul style="list-style-type: none"> ● The Commissioners are aware that the Board has requested a paper on the on pros and cons of moving from 1 P number to 3. A case needs to be built to outline: <ul style="list-style-type: none"> ○ advantages to colleagues ○ advantages to patients ○ advantages to PCNs ● DA is to approach W&LH to discuss mutual aid at the Little Hulton site. <ul style="list-style-type: none"> ○ This will allow us to focus energies on 2 sites. ● PL emphasised the need to ensure a contract is in place with whoever is providing mutual aid, as SPCT is still legally responsible for the PMS contract if mutual aid is accessed. <p>ACTION 226: DA/PL to send out a staff communication regarding the request for mutual aid, to clarify - sites struggling/locum spend unsustainable – looking for mutual aid at site where we are struggling most to have sustained clinical leadership and will review in 12 months.</p> <p>ACTION 227: the Board requested more clarity around the process of mutual aid – more understanding of the controls in place to monitor and to return the contract at a future date.</p> <p>HL suggested approaching NHSI to help around developing a framework on which we want to deliver improvement?</p> <p>ACTION 228: Explore approaching NHSI to help with improvement - HL to pick up with Paula/DA</p> <p>EPIC (DA presented)</p> <ul style="list-style-type: none"> ● Has been awarded UTC accreditation ● Contract is worth £4million per year ● Have undertaken some quality improvement projects which have improved ED streaming numbers 	

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	<ul style="list-style-type: none"> • Lots of education and training for care navigators regarding children. • Contract update – CCG feel more assured, the business plan is progressing for EPIC 24 within SPCT <p>Clinical governance</p> <ul style="list-style-type: none"> • ICB performed mock CQC inspection and provided informal feedback <ul style="list-style-type: none"> ○ The visit was very helpful, there were no causes for concerns and feedback was overwhelming – this will be included in the business case. <p>DA acknowledged:</p> <ul style="list-style-type: none"> • The need to improve reporting against contracts and KPIs • Business Plan – need to focus on next 5 months and the need to manage and mitigate risks. <p>Workforce</p> <ul style="list-style-type: none"> • HR work is completed and BrightHR in place. <ul style="list-style-type: none"> ○ Managers now need to use BrightHR and not escalate to HR • A grievance and employment tribunal notification has been received from Alaina Collinge, previous Practices Manager. <ul style="list-style-type: none"> ○ Sarah Humphreys, People Puzzles is dealing with the grievance and processes relating to the tribunal on our behalf <p>The Board was in agreement for SH to undertake work for the employment tribunal and support SPCT, and asked that HL work with Sarah to have sight of the issues and keep DA and the Board briefed</p> <p>ACTION 229: re: Employment Tribunal – HL to liaise with Sarah Humphreys (People Puzzles) to ensure oversight of the case and keep DA and the Board briefed</p> <p>Incidents and Risks</p> <p>PL informed Board about a complaint that has been on going since 2016. She confirmed:</p> <ul style="list-style-type: none"> ○ This has been sent to the indemnifiers. ○ It seems the patient wants money ○ This is a small risk, as no harm has ever been done to this patient <p>PL advised that she would like to stop the use of Ulysses to record incidents and significant events and implement an alternative inhouse system of logging events.</p> <p>ACTION 230: PL to implement a new system of logging significant events and incidents and bring back to Board in the new year. DA and HL to review and assure this meets the needs of the Board and the organisation</p> <p>The Board thanked Paula for her very helpful presentation.</p>	
4	<p>Post AGM Feedback and Discussions</p> <ul style="list-style-type: none"> • Enquiries have been received for the slides, which the Board are happy to share those we produced with David Alcock’s legal briefing. The slides shared by Yasin contain commercially sensitive information – some of which was not validated. 	

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	<ul style="list-style-type: none"> The benefit of Yasin showing the material the Board receives from AMS was for shareholders to gain assurance that the Board receives this level of information-however it is not for circulation. DA and LC will be speaking to Yasin to clarify requirements and reiterate confidentiality 	
5	<p>SGM</p> <p>An SGM is proposed for January.</p> <p>David Alcock has been asked to prepare the notice and the narrative around why SPCT are proposing 2 new sets of Articles:</p> <p>These will ask shareholders to consider the following Special Resolutions:</p> <ol style="list-style-type: none"> 1. THAT the Articles of Association of SPCT be amended by the rescission of the current Articles in their entirety, and their replacement by the Articles of Association attached to this notice of meeting and marked "A"; 2. THAT, in the event that Special Resolution 1 above is passed: <ul style="list-style-type: none"> 2.1. the issued share capital of the Company be reduced by cancelling and extinguishing all but [seven] of the issued Ordinary Shares of £2 so that, after such cancellation, each of the Directors of the Company shall hold one Ordinary Share of £2 in the share capital of the Company; 2.2. the amount by which the share capital is so reduced be credited to a reserve; 3. THAT, in the event that Special Resolution 1 above is not passed, the Articles of Association of SPCT be amended by the rescission of the current Articles in their entirety, and their replacement by the Articles of Association attached to this notice of meeting and marked "B". <p>LC asked the Board whether they were satisfied that these are the 2 correct options around the Articles?</p> <ul style="list-style-type: none"> The Board gave their approval for the SGM and proposal of the 2 new Articles 	
6.	<p>Staff Concerns</p> <p>Helena Leyden, Lead NED provided a verbal update</p> <p>A cause for concern had been received by Board regarding an end of life and complex care patient.</p> <p>HL informed Board that she has reviewed and undertaken an investigation. She assured herself of any allegations and has not found anything that would require the Board to intervene but there are lessons to be learnt and the Board will receive her report in due course</p> <p>HL confirmed that she had found no causes for concern following her investigation.</p>	

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	<ul style="list-style-type: none"> • She was content that the evidence showed DA had delegated appropriately and responded to emails appropriately. • She was satisfied that GPs on site had delivered appropriate care. <p>The Board thanked Helena for responsiveness and the rigour with which she conducted the investigation</p>	
7	<p>Process around other staff grievance and request for SA LC updated the Board around the grievance and request for SA received from the COO:</p> <p>The Board noted that there are 2 parts of the process that need completing:</p> <ol style="list-style-type: none"> i. Redundancy conversation SH is supporting HL. A date has been put forward for a consultation meeting, but there has of yet been no response ii. Terms of Reference for the investigation A Special Purpose Meeting is to be call to sign these off along with other matters not dealt with in today’s meeting <p>ACTION 231: LC is to circulate the Investigation ToRs ACTION 232: Special Purpose Meeting on Monday 28/11 to sign off ToR for investigation and to pick up matters not concluded at today’s meeting . (JA - organised)</p> <p>To conclude before next Board meeting (14/12)</p>	
8	<p>NED Recruitment</p> <p>The Board agreed its intention is to recruit 2 NEDs, ideally both Salford GPs, one with a special interest in Finance and one with a special interest in the business side.</p> <ul style="list-style-type: none"> • An advert is to go in the CCG newsletter week commencing 28/11 • Shortlist on 09/01 • Interview on 13/01 <p>With the intention of having the new NEDs in place by the SGM and in time for the strategy day</p> <p>Board Induction, Strategy and Planning Day This is to take place in January- which will include amongst other matters - objective setting and forward planning</p> <ul style="list-style-type: none"> • The newly appointed NEDs will be invited • David Alcock to do an introduction to the legal responsibilities of Directors and understanding our model of CiC • The Board to review its current plan and agree <ul style="list-style-type: none"> ○ Company objectives- to help with cascading ○ The Board calendar 	

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	<ul style="list-style-type: none"> ○ Lead NEDs objectives /plan – showing 12 month programme of activities <p>The Board agreed to continue the Board meetings on a Friday throughout 2023- subject to any changes with new Board members requiring us to rethink this.</p>	
Any Other Business		
9	<p>Any Other Business</p> <p>The Board received a request for the replacement of the Shareholder at Manchester Road East Medical Practice due to the retirement of Dr Ahuja (existing shareholder)</p> <p>The Board unanimously approved the transfer of</p> <ul style="list-style-type: none"> ○ Dr Ahuja’s share to Dr Taimur Khan <p>Estates</p> <p>JA updated Board on the status of the room sharing agreements at Little Hulton and confirmed that after discussions with our solicitors that the delay is with the practice’s solicitors. Further work to chase this up is ongoing.</p> <p>LC pointed out that there is a requirement for Board to approve a new named person on the LH contract who represents SPCT on the JV - and suggested that as lead NED for finance and risk this should be Sabira Kanji</p> <p>ACTION 233: JA to provide Sabira with Little Hulton background documents</p> <p>*JA to contact Sabira</p>	
10	<p>Reflections of the meeting</p> <p>LC acknowledge that is has been a very challenging time, and an awful lot has been asked of everyone. She gave her thanks to colleagues in the Board and beyond.</p> <ul style="list-style-type: none"> ● Consensus was that the meeting was useful and very good ● It brought a summary of all the activity taking place over the last few weeks ● It was felt that the information brought to the meeting demonstrated that the Board is able to take strides forward. ● Acknowledgment that there are still challenges, but that everyone is working to make the improvements that are required. ● Extremely helpful to hear the updates from the Practice Manager ● The lunch with the practice staff was very well received ● Acknowledged that the AGM did go well – a positive to end a difficult week. <p>DA thanked the Board for their continued support with difficult decisions, and gave special thanks to JA for all her help and support.</p> <p>LC thanked everyone for their time and efforts and confirmed we would meet again on the 28th Nov and the 14th December for the last scheduled Board meetings of this calendar year.</p>	

No.	Agenda Item	
11	<p>Dates and time of next meetings:</p> <p style="text-align: center;">SPM – 28th November via zoom 8:15am onwards</p> <p style="text-align: center;">Wednesday 14th December – full Board 10am – 2pm via zoom</p> <p style="text-align: center;">Tuesday 31/01/23 Board induction, strategy and planning day Novotel, Worsley</p>	
Close		

Record of Members' attendance

Attended:		Apologies Received:		Non-Attendance:		Cancelled	X
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Name	23/09/22	21/10/22	25/11/22								
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											
Lance Gardner											
Alan Kershaw											
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