

**Salford Primary Care Together
Board Meeting**

**Friday 12th March, 2021
11.00am – 4pm
ZOOM meeting**

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 |

Apologies:

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| Dr Brian Hope | Non-Executive Director |
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In Attendance:

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| Dr Pete Budden | Clinical Lead, Eccles & Irlam PCN |
| Jane Ashworth (JA) | Minute Taker |

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| 1 | <p>Welcome Introductions and Apologies for Absence</p> <p>The Chair welcomed Directors and thanked everyone for attending the meeting which was held virtually, via Zoom.</p> <p>The focus of the Board meeting was to update on ICS, provide an update on Covid and to use part of the meeting as an opportunity for the Clinical Directors to meet all members of the Board. It was noted that the Board was a little 'light' as two of the NEDs were not in attendance.</p> <ul style="list-style-type: none"> BH sent apologies due to unavoidable circumstances. However, in his absence he had informed the Chair that in regard to the proposal for change he endorsed the direction of travel of the Board and recognised in terms of the organisations relationship with GP colleague and PCNs that this was a welcome development to establish a formal mechanism. The Board noted and acknowledge the formal resignation received from RH. LC responded to RH on behalf of the Board to accept his resignation with great sadness, and to thank RH for his dedication, contributions and for being a great asset to SPCT. <p> LC email to RH re resignation from Board</p> <ul style="list-style-type: none"> The Board agreed it was critical to recruit a Non Exec Director as soon as possible. The Board acknowledged that RH brought critical skills to the team, and recruitment should target somebody with Board experience, with the depth and breadth of a Chartered Accountant and general management skills, able to serve as a Director too on the Little Hulton JV. The Chair suggested that in the spirit of the direction of travel with the CD Council that we would invite a Clinical Director to be part of the interviewing panel and |

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| | <p>appointment process. The Board agreed.</p> <p>ACTION 089: LC to send out a recruitment pack to be updated and for comment by the Board.</p> <p>ACTION 090: LC suggested that as part of the induction process for the new NED, it would be really useful to have a set piece on refreshing the Board’s memory on where it came from, where it is, and what the constraints of decision making rights and responsibilities are. To be picked up on the action plan.</p> <p>Little Hulton Partnership & Directorship</p> <ul style="list-style-type: none"> • Following the resignation of RH as NED and Director of the Little Hulton Companies, the Board agreed in principle for AK to be Executive Director, in the function of CSO/Corporate Services Director for the Little Hulton Companies. On appointment of the new NED, LG will be replaced as the SPCT Director. | |
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| 2 | <p>Draft Minutes of the previous meeting held on 19/02/21 and any matters arising</p> <ul style="list-style-type: none"> • The minutes of 19/02/21 were agreed as a true and accurate record. There were no matters arising. | |
| 3 | <p>Draft Minutes of the Extraordinary Board Meeting – 26/03/21</p> <ul style="list-style-type: none"> • The Board noted that it had previously agreed all our minutes should be available to shareholders and subject to data protection/confidentiality, be available in in public domain. • In terms of the negotiations with the CD working group AK asked for clarity on the advice requested from Ruth Griffiths (RG) Hill Dickinson around matters reserved to the membership in a CIC. • ACTION 091: LC to follow up with RG as to whether there is a definitive list of matters reserved to the membership in a CIC. • PB noted that the CDs were very keen to see information regarding Covid finances • LG clarified that the CCG is leading on finances, and the delay in releasing information is a system issue • AK confirmed that information will be available at the start of week comm 15/03, but will not take account the true cost as there are many staffing hours unaccounted for but we will seek to make an estimate • LC stated that as a matter of record for now and for future years the Covid vaccination programme does need to be a fully costed and proper analysis done. LC reminded all of the requirement in terms of good governance that this Board must take informed and transparent decisions that recognise risk and so this information is important for us to review and record. | |
| 4 | <p>Action Log (LC to take off line with AK)</p> <ul style="list-style-type: none"> • Re: Action 088 – Clarity to CDs regarding ownership of LH. <ul style="list-style-type: none"> ○ PB noted that this structure/arrangement is confusing ○ LC reiterated that SPCT were simply the vehicle that enabled | |

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| | <p>something people had been working on for 12+ years. Prior to SPCT being available there were no volunteers prepared or legal entities able to act as the vehicle for the GM pension fund to provide a facility. The Board confirmed that SPCT does not make a profit and is not directly at risk and losses are underwritten by the CCG.</p> <ul style="list-style-type: none"> ○ Given this issue had created confusion and mistrust and communications and engagement had not been strong between SPCT and our members the Board reiterated its desire to see a members section of the SPCT website to host important information, policies minutes, enable open discussions to be supported. AK confirmed work is ongoing with the SPCT website with a 'members area' in development. | |
| 5 | <p>ICS Changes (to be a standing item on the Board agenda going forward) The Board noted the presentation by Lance Gardner, CEO</p> <p>LG explained that the stated ICS intention is to</p> <ul style="list-style-type: none"> ● Deliver the 'AAA' aims: <ul style="list-style-type: none"> ○ Better population health ○ Better quality of patient care ○ Financially sustainable services ● Be delivered through 3 layers of population – <ul style="list-style-type: none"> ○ national/regional/local ○ Salford is well placed to deliver the 3 aims. <p>LG also confirmed</p> <ul style="list-style-type: none"> ● A key area of conversation currently concerns returning to normal and the big back logs for treatment that have built up over the past 12 months. ● A Chief Accountable Officer for GM is to be appointed in April 2021 <p>The Board thanked LG and noted the value in creating some common knowledge as plans unfold. The Board requested a composite slide deck to include other insights i.e. the change around tendering arrangements, providing value for money, working in collaboration with the whole system</p> <p>The Board noted that</p> <ul style="list-style-type: none"> ● SPCT is fortunate to have good relationships and is able to talk to the wider system such as GPs, VCSE, SRFT, Council, MPs, ● this is critical to ensure we do not lose the ability to maintain focus on the impacts for the people of Salford as these changes take place | |
| | <p>Covid Update The Board noted the presentation by Peta Stross, COO</p> <p>Highlights</p> <ul style="list-style-type: none"> ● Moved from 2 Covid assessment centres to 1 in March ● Oximetry at home – highlighted as best practice across GM. This is done in partnership with SRFT but over 80% of patients are in primary care ● Continuously reviewing staffing models in the centres – minimising spend. Recent new guidance has specified that there is no longer a requirement | |

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| | <p>for a GP lead to be onsite, which will prove a considerable cost saving</p> <ul style="list-style-type: none"> • Trend in activity Covid coming down, with a reduction in covid advice calls, hot visits and face to face reviews • Good programme structure established, now looking to put in more service management. • A major problem is stepping the vaccination sites up and down. The sites at Eccles and Irlam are currently closed. • Conversations are ongoing with the system around next steps. There is uncertainty about costings, what the government want and what the new model will look like • Gaps have been identified in communities with poor uptake of the vaccine, the team are using engagement work to think about and test what new models might work in those areas to try and improve uptake. There is also a lot of good work underway with the Inclusion service • LC noted the excellent work shown in the ability to get the vaccination out to so many people and asked how this can be pushed further for the People of Salford to benefit from the capability of what we've shown we can do. | |
| 6 | Governance Changes to SPCT | |
| 6a | <p>Meeting with the PCN Clinical Directors</p> <p>Clinical Director colleagues joined the Board meeting at 12:30pm: Dr Sapna Tandon - Walkden and Little Hulton Dr Pete Budden – Eccles and Irlam Dr Deji Adeyeye – Ordsall and Claremont Dr Mahmoud Megahed – Broughton Dr Girish Patel - Swinton</p> <p>LC welcomed everybody to this part of SPCT Board meeting. LC was pleased to enable Clinical Director colleagues and the SPCT Board to begin to get to know each other better to enable us to work more closely to the benefits of all .</p> <ul style="list-style-type: none"> • She informed the CDs that the Board was smaller in number as one of the Non-Executive Directors had recently resigned and BH was unfortunately unable to attend. • LC informed the CD's that recruitment would seek to fill the NED vacancy with urgency with the knowledge, skills and competencies that we will be missing as a result of this vacancy- namely an experience NED who is a Chartered Accountant with the breadth of financial and general management experience in commercial industries, and deep experience in governing in health, housing and social enterprise environments. • CD colleagues were invited to nominate a member to join the recruiting panel. • LC stressed that this recruitment process provided a great opportunity to begin a journey, building a relationship of trust, transparency and reciprocity. <p>The Clinical Directors and Board Members each introduced themselves, shared their backgrounds and explained what motivated them to join Salford, and work with SPCT and the Board. The following discussion emerged:-</p> | |

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| | <ul style="list-style-type: none"> • everyone believed SPCT to be important for the future and that it is paramount to have an organisation to link practices, PCNs with secondary care and the wider system • it was agreed that SPCT is ideal as an organisation to operate as a pivotal organisation. • It was acknowledged that by working collectively and collaboratively much more can be achieved. Building trust and good relationships and valuing the diversity of our experiences, and combining them to achieve great things • it was noted that there has never been a mechanism by which to consult the membership and that these changes could be a way to do that. • the proposed changes would have to go before the shareholders as a proposed change to SPCT's Article of Association <p>Key Issues to get right/address</p> <p>Trust</p> <ul style="list-style-type: none"> • GP noted that some practices had been worried that SPCT was taking over; there was mistrust; and sometimes SPCT was seen as a competitor in the marketplace. • The Board confirmed that this was unfortunate – SPCT's intention is to <ul style="list-style-type: none"> ○ strengthen GP practices and all they are able/best placed to do ○ To do that which GP practices don't want to do or to undertake activities where its best for one organisation to do them on behalf of all • All agreed that it is imperative to build trust, by communicating efficiently and effectively and ensure CDs are kept well informed to then disseminate information. <p>Accounts</p> <ul style="list-style-type: none"> • The Clinical Directors were very keen to see accounting and finances for the Covid work, as so far no figures had been seen and it was proving very difficult to obtain any information. • AK emphasised that SPCT seeks to be transparent and had 'open book accounts'. • In terms of the vaccination programme, we continue to work alongside the CCG, council colleagues, PCNs and practices in the delivery of programme. AK explained that he is working with CCG colleagues to get a view of where we are at the moment and should be in a position to share financial information in the next week. <p>PCN Support</p> <ul style="list-style-type: none"> • LG acknowledged that some of the PCNs felt they had not received value for money from the subscription model and were not planning to renew. He had hoped that the PCNs would want to invest in SPCT but acknowledged that if practices feel they don't want to invest it was their right to seek support from within or elsewhere. • LG shared concern that the cost of supporting those that did want to access support was problematic unless there was sufficient work to support the staffing allocated to this task. He shared that he had received a request from a PCN outside of Salford for support. He explained that originally SPCT had provided support to 4 PCNs and have staffed up for this, however, SPCT now only provide support to 2 of the PCNs but by using some of this resource to support another PCN we could protect Salford services and | |

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| | <p>potentially at a subsidy. He asked the CDs for their thoughts and suggested further discussions with the CDs.</p> <ul style="list-style-type: none"> DA felt it was not in the best interest of Salford to support another PCN as there is enough work for SPCT in Salford. PS pointed out that providing services to other areas could make SPCT more financially viable <p>Governance Changes</p> <ul style="list-style-type: none"> DA noted that the CDs are broadly happy with the governance proposal paper. He asked for the Board to make recommendations to shareholders so that things can move on and to enable the organisation to be in a good position and better prepared for the ICS. PS asked everyone present to consider who else's voice needs to be heard in the governance. GPs are a given, but how are we building in the voice of people using our services in Salford such as the VCSE, LA, SRFT and what can we do to augment that? The CD's agreed that they are aligned on principles to serve all the people of the whole of Salford. <p>Little Hulton</p> <ul style="list-style-type: none"> ST asked for a clearer understanding of the ownership arrangements of the new Walkden and Little Hulton Health Centre. LC noted that the Little Hulton work predates this Board and LG as CEO and proposed a single purpose meeting to include any GP Practice who was interested and CCG colleagues and other partners so we can provide full details, establish what needs to happen going forward and pull-out lessons learned for any future schemes of a similar nature <p>ACTION 092: JA to organise LH single purpose meeting to secure shared understanding of the arrangements underpinning the Little Hulton development and to pull out lessons learned for future schemes of this nature.</p> <p>In closing, it was agreed by all that:</p> <ul style="list-style-type: none"> The Board will provide feedback and comments on the governance proposal, which will be looked at in further detail at the governance working group before being taken for agreement to the bigger meeting. the changes provided real opportunities to ensure the ambition for primary care and community care could help shape the future workforce and attract talent to Salford. The Board was pleased to take this opportunity for SPCT and CDs to work together and co-create, to build something better and with a common purpose <p>ACTION 093: To share comments on the changes to governance details with DA/CDs and to extend an invite to a CD to join the recruitment panel.</p> | |
| 6b | <p>Colleague Feedback and Summary of the meeting with CDs</p> <p>The Board reflected upon the meeting with the CD's and whilst positive about the potential direction of travel there were concerns around</p> <ul style="list-style-type: none"> the need to ensure SPCT hears voices of all people we need to in order to work in line with our objects – how can we ensure we engage as a Board with other stakeholders more formerly too the use of the word 'federation' to describe SPCT- this felt incongruous with our objects and did not reflect the wider focus that GP's had agreed following the closure of Salix Health | |

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| | <ul style="list-style-type: none"> Some of the CDs seeing the PCNs as autonomous bodies may not see the potential for some services to be done by one body – SPCT – on behalf of many <p>PB offered reassurance and stressed that</p> <ul style="list-style-type: none"> there is work that needs to be done at Salford level which would need to be done at scale for which SPCT should be the go-to organisation to deliver. if there is an opportunity to bring in revenue from outside of Salford that can then be invested in our own practices/citizens he was fully supportive and felt others could be persuaded . <p>LC acknowledged that GPs are employers already but had concerns about the ‘at scale stuff’.</p> <p>It was agreed that we should always refer back to our objects and ask, ‘how does it benefit the people in this Locality?’.</p> <p>In summary the Board acknowledged the need for:</p> <ul style="list-style-type: none"> Proper engagement and comms mechanisms that take into account all stakeholders as well as shareholders us to promote the importance of a sense of ‘power with’ not ‘power over’ in these changes Retaining focus on the purpose of this organisation. Membership alignment between GP practices and the PCNs and SPCT – and that we should move to enable all Salford GP practices to automatically become members of SPCT and the potential benefits around trust that should arise | |
| 6c | <p>Creating the new Governance structures and delegations</p> <p>LC asked the Board for their feedback to, and agreement on, the proposed amendments to our governance arrangements. These amendments will enable LC and LG to the next meeting and negotiate/come to an agreement with colleagues with the confidence they have the Board’s agreement .</p> <p>The Board went through the Governance proposal and made the following suggestions for amendments:</p> <ul style="list-style-type: none"> ‘<i>CD rep nominated on a rotating 6-month basis by the CD Council – have a right to attend and observe.</i>’ <ul style="list-style-type: none"> To be amended to ‘will attend’ to confirm the need for continuity and clarify ‘observe’ ‘<i>Clinical NEDs appointment ratified by CDs</i>’ <ul style="list-style-type: none"> HL asked for this to be removed. Agreed that a CD should be on the interview panel, but query necessity for CD to ratify the appointment? Reporting Obligations- ‘<i>a mid-year and year-end review against plan with attendance from key board members and CIC accountants</i>’ <ul style="list-style-type: none"> LC suggested a change from ‘Key Board Members’ to ‘ALL board members’ | |

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| | <ul style="list-style-type: none"> ○ AK queried the line <i>‘reporting on progress against plan’</i> <ul style="list-style-type: none"> ○ Asked for clarity on how extensive/detailed that reporting is. LC suggested the detail would need to be agreed with CDs. ○ <i>A representative of the Board of Directors will report fortnightly (or monthly as directed by the CDs) into CD Council Meetings.</i> <ul style="list-style-type: none"> ○ LC suggested changing the word report to attend to ensure it is clear that the CD Council can expect full and open disclosure but avoid any inference that the Council is operating a Directors of SPCT <p>CD Council.</p> <ul style="list-style-type: none"> ○ Clarified that a Deputy has to be someone who would fulfil the same criteria as a Clinical Director - the requirements of the CD are determined by the needs of the PCN. LC/LG to clarify with the working group. ○ Board members raised concerns around the use of the term <i>‘Invitees’</i> ○ PB raised whether an SPCT representative might be included on list of <i>‘Invitees’</i>. LC noted this to take away for further discussion . <p>Remit</p> <ul style="list-style-type: none"> ○ The Board agreed it wished to see the removal of: <i>‘They oversee the actions of the Board of Directors’</i> – <i>in line with concerns above around compromising the ability of the SPCT Directors to discharge their duties</i> ○ Board members raised a number of questions and LC clarified <ul style="list-style-type: none"> ○ the role of the CD council is not simply to oversee SPCT and is the reason why SPCT will attend the CD meetings on a fortnightly basis. ○ the purpose of this document is to prepare new Articles for SPCT ○ The proposed change to our governance arrangements enables SPCT to ask the CD Council to provide an opinion on behalf of GPs that otherwise we would need to find a method to do ○ Provision in the proposed changes provides for the CD Council to be obliged to consult the whole membership should they not be able to agree or if the matter warrants it <p>It was suggested that if we are to recognise the autonomy of CDs and PCNs there should be a statement that says, <i>‘the CDs and PCNs would not undermine the role of SPCT as an entity that seeks to bring benefits across the whole of the system in Salford’</i>. This would help assure all parties that we will not seek to undermine and compete with PCNs and GPs nor would they seek to compete with SPCT when it is a system wide decision.</p> <p>Matters Reserved for Determination by Members</p> <ul style="list-style-type: none"> ○ <i>The Clinical Directors may, at their discretion, agree that certain matters are too critical or contentious (e.g. service model that impacts current practice income) to be determined by the Clinical Directors alone’</i> All agreed the addition of SPCT Board to this sentence to read the SPCT Board reserves the right to take matters to the membership | |

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| | <p>Reporting obligations</p> <ul style="list-style-type: none"> ○ <i>CDs have an obligation to report into their PCNs at [monthly] PCN meetings</i> ○ it was suggested that the CD's are also obliged to report any members issues to SPCT that need to be brought to our attention . ○ The Board recognised that there is a potential for a perceived or real conflict of interest with SPCT having practices in more than one PCN area. <p>ACTION 094: Board at our next full meeting as priority to discuss different scenarios that may need to look at with respect to practices and potential or perceived conflicts of interest</p> <p>Membership/Shareholders</p> <ul style="list-style-type: none"> ○ The Board agreed the timeliness to change the Articles of Association should also enable us to move to automatic membership of SPCT for every GP Practice in Salford and <ul style="list-style-type: none"> ○ one member one vote be established ○ share capital should be returned to original shareholders ○ In terms of membership it was agreed to continue with a named shareholder (GP) who holds the share on behalf of their practice ○ With regards to definitions of how many patients constitute large/small PCN, PS suggested it may be better to use percentage to take into account fluctuations in population <p>ACTION 095: Re: using percentages to describe what constitutes large/small PCN rather than numbers - LG/LC to take off line to discuss further</p> <p>The Board queried whether it would be useful to put in place an arbitration process. Following further deliberations, the Board felt assured that this was not necessary as there are checks and balances in place and a democratically elected CD Council and an active and informed membership would be sufficient.</p> <p>In conclusion</p> <ul style="list-style-type: none"> ● LC stressed the importance of each Board member taking a view of the proposal, and asked the Board, if on the basis of the amendments and changes discussed if whole Board could support LG and LC moving forward in negotiations to a point where if agreement was reached with CD colleagues, a draft set of articles could be produced for consultation with the membership . ● The Board agreed unanimously and fully support LG and LC to move forward | |
| Any Other Business and Review of the meeting | | |
| 6 | <p>Any Other Business None</p> <p>Review of the Meeting</p> <ul style="list-style-type: none"> ● PS confirmed that she was in support of what had been agreed at today's meeting but had concerns over the use of the term 'GP Federation' and asked that at some point there is a conversation to agree language. <ul style="list-style-type: none"> ○ LC confirmed / reassured everyone that the objects of SPCT were | |

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| | <p>not easily changed.</p> <ul style="list-style-type: none"> ○ LC and LG also confirmed that they are working together with the VCSE organisations in Salford to ensure we can work more closely with the SCVS and its members especially in light of the ICS changes ● AK reiterated that SPCT does not aspire to be a GP Federation or to only represent primary care but to do much more, with other partners and stakeholders. ● PB agreed with the comments of the Board and stressed that the GPs want an organisation they can work with, with confidence and that this is a perfect opportunity for SPCT to deliver. It is important to stress that SPCT is a CIC and has a broader vision about what has to be delivered. ● LG noted that the meeting had been interesting and had made important strides in building bridges and relationships. Progress is being made and he emphasised that all should be satisfied with achievements so far ● As there had been no time in the meeting to discuss finance matters, LC requested a single purpose meeting for finance matters to be scheduled as soon as possible <p>ACTION 096: JA to organise single purpose meeting to discuss finance/budget/business model</p> <p>In closing</p> <ul style="list-style-type: none"> ● LC noted that there is a lot to be proud of and relationships are stronger for unpacking what matters to us and to our colleagues ● LC and LG will take the proposed amendments to discuss with the CD working party and aim to have a draft set of articles before Easter ● LC thanked everyone for their time and valuable contributions | |
| 11 | <p>Dates and time of next meeting:</p> <p style="text-align: center;">Friday 16th April 10-2pm Venue – TBC</p> | |
| Close | | |

Record of Members' attendance

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| Attended: | | Apologies Received: | | Non-Attendance: | | Cancelled | X |
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| 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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| Lance Gardner | | | | | | | | | | | |
| Alan Kershaw | | | | | | | | | | | |
| Brian Hope | | | | | | | | | | | |
| Helena Leyden | | | | | | | | | | | |
| Ray Harding | | | | | | | | | | | |
| Peta Stross | | | | | | | | | | | |

| 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 | | |
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