

**Salford Primary Care Together  
Board Meeting**

**Thursday 15<sup>th</sup> July 2021  
10:00am – 3:00pm  
ZOOM**

**MINUTES**

**Present:**

|                    |                        |
|--------------------|------------------------|
| 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 |
| Dr Brian Hope (BH) | Non-Executive Director |

**Apologies:**

|      |  |
|------|--|
| None |  |
|------|--|

**In Attendance:**

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

| No.                 | Agenda Item  |  |
|---------------------|--|--|
| 1                   | <p><b>Welcome Introductions and Apologies for Absence</b></p> <p>No apologies were received.</p> <p>The Chair welcomed Directors and thanked everyone for attending the meeting which was held virtually via ZOOM.</p>   |  |
| <b>Agenda Items</b> |  |  |
| 2                   | <p><b>Draft Minutes of the previous meeting held on 17/06/21 and any matters arising</b></p> <ul style="list-style-type: none"> <li>• The following amendments were requested:               <ul style="list-style-type: none"> <li>○ An action re: remuneration strategy and the Executive to provide recommendations with regards to sourcing external expertise (<i>see action 123</i>)</li> <li>○ Delegatory Framework – the latest version to be re-issued and uploaded onto Trust Governor (<i>action completed</i>)</li> <li>○ Requirement for a Clinical Assurance Framework and an action to ensure the patient voice is picked up within this (<i>see action 112</i>)</li> <li>○ To expand the existing action around the Academy for a ½ day meeting (<i>see action 122</i>)</li> <li>○ P6 (action 117) typo ‘quality’ to be amended to ‘equality’</li> </ul> </li> <li>• There were no matters arising.</li> </ul> |  |
| 3                   | <p><b>Action Log</b></p> <ul style="list-style-type: none"> <li>• <b>Action 061 – Staff Conference</b><br/>The Board acknowledged the importance of this action and the importance</li> </ul>  |  |

| No. | Agenda Item  |  |
|-----|--|--|
|     | <p>of the Board being available and connecting in an all inclusive way with colleagues.</p> <p>It was proposed that in Q3 'listening and engagement' visits are set up whereby the executive and the NEDs visit each area of the business, to engage and listen and ensure connectivity between the Board and the workforce. This would also provide an opportunity to find out what people want from a staff conference and to co-create the agenda</p> <p>AK informed the Board that he has arranged to spend one day a month from each practice on a rolling basis to increase accessibility/visibility</p> <p><b>ACTION 061 (updated): Exec to take away and bring back proposal in September for listening and engagement sessions, some key themes to discuss and dates for NEDs to sign up to.</b></p> <p><b>Time Spent on Vaccination Programme</b></p> <ul style="list-style-type: none"> <li>The Board noted the table of costs presented by AK showing the cost of the Executives and other colleagues time to the vaccination programme. This time has not been paid for by the programme, and the team will continue to maintain this investment whilst we are being asked to play the part we have been playing. The Board recognised and acknowledged that the contribution of the Executives and other colleagues shows the commitment of SPCT to support the community. The business has invested nearly £400k worth of time which has not been attributed to this budget heading and as a result there have been some things that have been deferred/not done to enable resources to be focussed in the Covid effort.</li> </ul> <p><b>Action 118: the value of the 'unbilled for investment in the vaccination programme and the impact made to be recorded in social accounts for the year</b></p> |  |
| 4   | <p><b>CEO Update – ICS Transition / System Update / COVID Response / CQC Review</b></p> <ul style="list-style-type: none"> <li>LG explained that questions had been raised by some members regarding our openness and transparency around finances and the Little Hulton development in particular. This has been addressed and a pack containing all accounts and answers to questions around Little Hulton which has been sent out to all members.</li> <li>The Executive Team attended the CCG Members Event and were given time on the agenda to do some 'myth busting' about SPCT. LG informed Board that following this, the 2 biggest PCNs have pledge a vote of confidence in the organisation and committed formally to supporting SPCT.</li> <li>At a recent meeting to discuss the Articles of Association, LG informed Board of the following change that was requested: <ul style="list-style-type: none"> <li>The CDs asked if the clause could go back in to the Articles to allow dividend's to be paid if there is a surplus</li> </ul> </li> </ul> <p>Discussion followed, and the Board agreed that the change to the new Articles reinforced SPCT as a Social Enterprise is committed to investing any surplus to benefit the people of Salford. Whilst the current Articles adopted one of the 6 forms of CiC – it was the view of the Board that the intention in becoming a Ben Com was to ensure we did not operate as a 'for profit' business. There was full agreement that rather than sharing the surplus between practices whereby each</p>   |  |

| No. | Agenda Item  |  |
|-----|--|--|
|     | <p>may only receive a small amount, it would be far more beneficial to use the full surplus to put back into another part of the system.</p> <p>In summary, the Board were keen to:</p> <ul style="list-style-type: none"> <li>○ See the new Articles, that had been initiated by the CD's, developed inclusively and subject to a great deal of scrutiny adopted</li> <li>○ See the CD Council become recognised in our Articles to ensure SPCT and the Board can have more active insights into the needs of all our members</li> <li>○ Move to engage the members as soon as possible on adopting the new Articles – enabling us to draw a line and move forward, with the right mechanism to enable us to access a democratically elected group of individuals (CDs) who can be active in shaping our work</li> <li>○ embrace Articles that enabled every GP practice to be members of SPCT with one member one vote- returning share capital to those who had put this in originally</li> <li>○ work with the CD Council which can then help shape how any surpluses are used and where investment is needed in any activities that benefit communities – play an active part in helping us operate in line with our Social Enterprise ethos</li> </ul> <ul style="list-style-type: none"> <li>● AK noted that in terms of transparency and openness, questions have been asked around Executive pay and how SPCT are owners of a £7.5million health centre. <ul style="list-style-type: none"> <li>○ LC suggested that we openly publish all Directors pay in our Annual Accounts line with common practice in the Social Enterprise world</li> </ul> </li> </ul> <p>With regards to the LH health centre, the Board agreed</p> <ul style="list-style-type: none"> <li>● we continue to make available as much information as possible</li> <li>● it is important to remind people that a lot of the decisions to develop better facilities for the people of Little Hulton pre-dated SPCT</li> <li>● whilst SPCT was simply used as a vehicle to implement these the Board would have no objections to any other parties becoming owners of the building if that was the wishes of all the practices in Little Hulton</li> </ul> <ul style="list-style-type: none"> <li>● LG informed Board that Swinton PCN have formally notified the CCG that they wish to provide their own SWEAP from October</li> </ul> <p><b>Covid updates</b></p> <p><b>The Board noted the presentation by Lance Gardner-</b> in particular</p> <ul style="list-style-type: none"> <li>● there has been a steady increase in activity over the last few months.</li> <li>● Alongside the huge increase in activity there is also a big exodus of workforce.</li> <li>● that 27 people have left SPCT this year, 16 of those from the Practices of which there is much work ongoing around this.</li> <li>● Funding for Covid services is due to end in September-with an acknowledgement from the CCG that the service needs to continue.</li> </ul> |  |

| No. | Agenda Item  |  |
|-----|--|--|
|     | <p>Board acknowledged the risks and the pressures that Primary Care is currently under, and stressed the importance of working together, sharing the burden and helping each other, ensuring focus on the right things.</p> <p><b>Other highlights</b></p> <ul style="list-style-type: none"> <li>• Launch of the Pathway Service for Inclusion Health. -a new initiative for Salford led by SPCT. Based at SRFT working with the homeless whilst they are in hospital or ED. LG was pleased to inform Board that the new service has received really good press and feedback and is really positive work for SPCT and the City.</li> <li>• At end of last month's meeting, LG and the executive team suggested they had felt that they were delivering at a '4/10' and that the majority of the management team felt the same. LG informed Board to address this, an away day is planned with the Senior Management Team on 27<sup>th</sup> July, to work together, own issues and co-produce solutions. The team will feedback to Board in September</li> <li>• The CQC had remotely inspected SPCT's Covid and Vaccination services and had no concerns. Notification had also been received from the CQC informing LG that SWEAP will not be inspected as there have been no cause for concerns since the last inspection.</li> <li>• The Board was informed and noted – the Covid testing is no longer deemed a clinical activity as such it is no longer a CQC registerable service.</li> </ul> <p>The Board congratulated the team and thanked LG and colleagues for all his work with the CQC.</p> |  |
| 5   | <p><b>Ops Update / Vaccination Update</b><br/><b>The Board noted the report by Peta Stross</b></p> <p><b>Vaccinations</b></p> <ul style="list-style-type: none"> <li>• Significant decrease in the number of people being vaccinated. Salford has the second lowest level of uptake in GM. The team is working very hard to improve uptake, and have good support from GM.</li> <li>• LC suggested a conversation with the Mayor to see if there was anything that could be offered to Salford citizens as an incentive to take up the vaccine.</li> <li>• The deadline for PCNs to sign up to Phase 3 is 28/07/21. SPCT is well placed to deliver phase 3 but welcomes others who could do this without putting undue stress on practices and their staff.</li> </ul> <p><b>Practices</b></p> <ul style="list-style-type: none"> <li>• Noted that the biggest area of concern that Board needs to be aware of is the high turnover in the practices. PS explained that this is symptomatic of the current climate and issues to do with leadership which is being addressed. Following an internal discussion, an HR specialist-headhunter is coming into the business to work with the Practices operations manager and HR manager for a 3 month period.</li> <li>• We are aware of the need to do some work around culture. Also work around getting structure and processes right; clear accountabilities, remuneration correct for clinical leads, and discussion with clinical leads</li> </ul>  |  |

| No. | Agenda Item   |  |
|-----|---|--|
|     | <p>and about where they see themselves in delivering their function in the organisation.</p> <p><b>PCN support</b></p> <ul style="list-style-type: none"> <li>PCN managers are now far more established in their roles and are beginning to work together as a team. Monthly meetings have been arranged with the PCNs to include the COO and colleagues from Finance, BI and PCN lead from SPCT along with the Clinical Director and PCN manager. The principle focus is to build relationships and support the PCNs fundamental core functions, whilst making this financially viable. An update will be provided at the next Board meeting.</li> </ul> <p><b>ACTION 128: PS to provide Board with an update on PCN relationships, following on from regular monthly meetings</b></p> <p><b>Quality and Governance</b></p> <ul style="list-style-type: none"> <li>PS informed Board that the CCG have 'lent' SPCT 2 of their staff to help with both setting up 'Ulysses – an electronic system for recording incidents and to collate and update policies.</li> <li>Further discussion is needed in regard to what Governance Leadership support is required moving forward in the system and in SPCT.</li> <li>The Board acknowledged the necessity for a Clinical Assurance Framework that reflects the style of the BAF around the high level Clinical issues that Board should be reviewing.</li> </ul> <p><b>ACTION 112: Meeting to be organised to discuss Clinical Assurance Framework and Strategy</b></p> |  |
|     | <p><b>Remuneration Committee &amp; NED Recruitment</b><br/><b>Update from Liz Cross, Chair</b></p> <p><b>Nominations and Remuneration Committee-</b></p> <ul style="list-style-type: none"> <li>The committee had looked at appointing an independent remuneration expert to do a review of the executive directors' remuneration. This will be an open and transparent process.</li> <li>LC commented to Board that it is good practice to undertake an independent remuneration review every 3 years.</li> <li>TORs for the Nominations and Remuneration Committees had been review with the one addition and are recommended for adoption by Board: <ul style="list-style-type: none"> <li>The committee will sign off and oversee the remuneration strategy for the organisation and hear appeals where people have exhausted internal processes and/or where challenges are made that the remuneration strategy has not been applied fairly and equitably.</li> </ul> </li> </ul> <p><b>The Board approved the establishment of a standing sub-committee called the Nominations and Remuneration committee (N&amp;R) and its Terms of Reference as above.</b></p> <p><b>Shortlisting for a new NED- with financial expertise</b></p>   |  |

| No. | Agenda Item  |  |
|-----|--|--|
|     | <ul style="list-style-type: none"> <li>LC confirmed that the N&amp;R had reviewed 6 applications and 3 candidates met the criteria and are to be invited for interview. A format has been agreed for the interview process and Girish Patel (CD for Swinton) has been invited to participate in this process.</li> </ul>   |  |
| 6   | <p><b>Management Accounts / Reporting to CDC / Standing Financial Instructions</b></p> <p><b>The Board noted the Management Accounts, in particular:</b></p> <ul style="list-style-type: none"> <li>EPIC – showing a significant adverse variance from a profit perspective of £52k. AK explained that this is largely relating to the Out Of Hours contract and in part due to the high spend by SRFT on the OOH team. Work is in progress to remedy this.</li> <li>Vaccinations – in terms of the overall financial position, May had a £180K loss. The team are trying to mitigate this by looking at accessing some of the public health money from the Contain Programme alongside other sources of funding accessible through GM. AK reiterated that SPCT do not make a profit on vaccines.</li> </ul> <p>The Board accepted the Management Accounts as presented.</p> <p><b>Reporting to the CD colleagues (soon to be CD Council)</b></p> <p><b>The Board noted the document</b></p> <ul style="list-style-type: none"> <li>The Board agreed, with minor amends, this document and noted that once the Articles of Association have been agreed, regular reporting will take place with CD's as a CD Council. This report had been prepared in the spirit of the draft Articles and our wishes to be open and transparent about our finances and performance</li> </ul> <p><b>ACTION 119: Report to the CD Council – AK to take away feedback and amend accordingly.</b></p> <p><b>Standing Financial Instructions</b></p> <ul style="list-style-type: none"> <li>AK informed Board that these have been updated in line with the Delegation of Authority.</li> <li>LC suggested the following amendments to <b>Section 7:</b> <ul style="list-style-type: none"> <li>Amend to read annual accounts AND annual report.</li> <li>The addition of 'Social Accounts and Social Impact Report'.</li> <li>To include a timetable of distribution to shareholders of the accounts</li> </ul> </li> <li>LC offered to arrange a presentation by a colleague with expertise in our requirements for public spend to reflect social value and around the variety of approved techniques for preparing social accounts, and reporting on social impact and value. The Board agreed this would be extremely useful. Exec Team to liaise with LC to organise</li> </ul> <p><b>ACTION 129: Exec team to liaise with LC to organise presentation on, preparing social accounts and reporting on social impact and value</b></p> <p><b>ACTION 120: Exec team to concentrate the SFI's into one side of A4 to give an 'at a glance' view</b></p> |  |

| No.   | Agenda Item  |  |
|---|--|--|
| <b>Any Other Business and Review of the meeting</b> |  |  |
| 7   | <p><b>Any Other Business</b></p> <p><b>Staff Survey</b></p> <ul style="list-style-type: none"> <li>AK updated the Board on the recent staff survey undertaken re: ways of working in a post covid environment. There was a disappointing response (13 out of a potential 94). AK is pulling together a summary to bring to Board.</li> </ul> <p><b>Comms</b></p> <ul style="list-style-type: none"> <li>Lyndsay Kirby from the CCG has undertaken a piece of work to evaluate our internal/external comms and engagement. The exec team will share the report with the Board.</li> </ul> <p><b>ACTION 121: To share comms and engagement evaluation report with the Board and to explore the actions to be taken in light of it</b></p> <p><b>Little Hulton</b></p> <ul style="list-style-type: none"> <li>In terms of the relationship with Alpha we have been asked to make changes to the head lease and funding agreement, and also to the accounting agreement and the operator agreement <ul style="list-style-type: none"> <li>Head lease and funding agreement changes - due to errors made in the drafting of the original agreement in terms of how the funding flows. Appropriate advice is being taken.</li> <li>Accounting Agreement – moving this in-house, replacing Moore Kingston Smith with Alpha.</li> <li>Operator agreement - more information is required to understand the issue here. However, there is a proposal for change in order to get better value for money. Appropriate advice is being taken.</li> </ul> </li> <li>These are all things to ensure that the relationship is clearly documented and understood.</li> </ul> <p>LC recommended it would be useful to review all our professional advisors and noted that we may not want the same firm of legal advisors for all of our work</p> <p><b>ACTION 130: Exec team to consider the list of Board level Advisors and their area of specialism for Board to agree what needs to be reviewed and by when .</b></p> <p><b>Eccles Gateway</b></p> <ul style="list-style-type: none"> <li>AK advised Board that a process is underway to agree a new lease for Eccles Gateway. Appropriate legal advice is being taken.</li> </ul> <p><b>Review of the Meeting</b></p> <ul style="list-style-type: none"> <li>The Board felt the meeting had been productive and good assurance provided. The Board had been made aware of key risks and plans were in place to mitigate /manage them.</li> <li>Useful interaction and conversation, and on a personal level there is assurance that risks and issues can be talked about in confidence, with understanding and helpful feedback from the Board.</li> <li>Have got plans to keep the wheels rolling for now and feel pleased that if Execs want/need help and support we can come to this unitary board and get that.</li> <li>Going forward the unknown around Covid gives uncertainty around</li> </ul> |  |

| No.          | Agenda Item   |  |
|--------------|---|--|
|              | <p>capability and capacity and our ability to sustain and maintain the offer. The Board would be looking for assurance around workforce and in our ability to respond in a crisis.</p> <ul style="list-style-type: none"> <li>• Concern about our capacity with the way the winter is looking. We need to recognise our own capacity and to continue to respond in an emergency response way.</li> <li>• It has felt like a 'Unitary Board' having a conversation, feels good and constructive and the Board is more intuitive and dynamic.</li> <li>• There is some major learning to do on recruitment.</li> </ul> <p>LC noted that there is a lot to think about in terms of recruitment and developing a culture that reflects the values that underpin Salford's Locality plan especially around being person centred and adopting process that support co-production.</p> <p>LC reiterated to the Board that if there is anything that needs raising before the next Board meeting in September please share with the Exec Team and NEDs and an additional or single purpose meeting can be set up.</p> <p>LC thanked everyone for their time and for a productive meeting.</p> |  |
| 8            | <p><b>Dates and time of next meeting:</b></p> <p style="text-align: center;"><b>Friday 17<sup>th</sup> September</b><br/><b>10-3pm</b><br/><b>?ZOOM</b></p>   |  |
| <b>Close</b> |   |  |

**Record of Members' attendance**

|                  |  |                            |  |                        |  |                  |          |
|------------------|--|----------------------------|--|------------------------|--|------------------|----------|
| <b>Attended:</b> |  | <b>Apologies Received:</b> |  | <b>Non-Attendance:</b> |  | <b>Cancelled</b> | <b>X</b> |
|------------------|--|----------------------------|--|------------------------|--|------------------|----------|

| Name          | 15/07/21 | 17/09/21 | 15/10/21 | 19/11/21 | 16/12/21 |  |  |  |  |  |  |
|---------------|----------|----------|----------|----------|----------|--|--|--|--|--|--|
| Liz Cross     |          |          |          |          |          |  |  |  |  |  |  |
| Lance Gardner |          |          |          |          |          |  |  |  |  |  |  |
| Alan Kershaw  |          |          |          |          |          |  |  |  |  |  |  |
| Brian Hope    |          |          |          |          |          |  |  |  |  |  |  |
| Helena Leyden |          |          |          |          |          |  |  |  |  |  |  |
| Peta Stross   |          |          |          |          |          |  |  |  |  |  |  |
| Pete Budden   |          |          |          |          |          |  |  |  |  |  |  |

| Name          | 15/05/20 | 18/06/20 | 16/07/20 | 18/09/20 | 16/10/20 | 13/11/20 | 16/12/20 | 19/02/21 | 12/03/21 | 16/04/21 | 14/05/21 |
|---------------|----------|----------|----------|----------|----------|----------|----------|----------|----------|----------|----------|
| 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  |          |          |          |          |          |          |          |          |          |          |          |
| Brian Hope    |          |          |          |          |          |          |          |          |          |          |          |
| Helena Leyden |          |          |          |          |          |          |          |          |          |          |          |
| Ray Harding   |          |          |          |          |          |          |          |          |          |          |          |
| Peta Stross   |          |          |          |          |          |          |          |          |          |          |          |