

URGENT CARE 24 BOARD MEETING (OPEN)

DATE: 25 January 2018

TIME: 10 am

VENUE: Urgent Care 24 Board Room

DISTRIBUTION: All Board members & attendees

BOARD MEMBERS: PAT HIGGINS (CHAIR), KATE LUCY, JAY CARR, KATHRYN FOREMAN, PAULA GREY, SCOTT LINGARD, HELENA LEYDEN, DR MARY RYAN.

IN ATTENDANCE: ALISON HUGHES, ANN McEVOY, MARGARET SWINSON, COMPANY SECRETARY

AGENDA

			Pages
1.	Chair's Welcome, apologies for absence and opening comments		
2.	New declarations of interest	MS	
3.	Patient Story	HL	
4.	Minutes of the meeting held on 23 November 2017		1-8
5.	Matters arising and action list progress		9
6.	Chair and Non-Executives' Report		
6.1	Chair's Report (including recruitment update)	PH	10-11
7.	Chief Executive		
7.1	Chief Executive's Report	KL	12-13
8.	Performance		
8.1	Integrated Performance Report	Executive Team	14-32
8.2	Clinical Recruitment Update	MR	33-36
9.	Strategy		
9.1	Primary Care Services Plan	JC/AMc	37-38
9.2	Accountable Care systems	PH	separate doc
10.	Governance		

10.1	Risk Register items 15+ post mitigation	HL	On screen
10.2	Draft Rules and Regulations	MS	39-66
10.3	Website and logo	MR	
11.	Committee Reports		
11.1	Quality & Workforce	PG	67-68
12.	Any other business		

Confidential Items

Members of the Board are invited to move to confidential items of business.

Date and Time of Next Meeting

Date: **28 March 2018**
 Time: **10.00am**
 Venue: **Urgent Care 24 Board Room**

Board Meeting:-	Open Session		
Venue:-	Board Room, Urgent Care 24 (UC24)		
Date:-	23 November 2017		
Time:-	10.00am		
Attendees:-	Apologies:-	Date of Next Meeting:-	
Executives (EDs) Kate Lucy (KL) <i>Chief Executive V</i> Dr Mary Ryan (MR) – <i>Medical Director V</i> Scott Lingard (SL) – <i>Director of Finance V</i> Jay Carr (JC) – <i>Director of Service Delivery V</i> Helena Leyden (HL) – <i>Director of Nursing</i> Non Executives Director (NEDs) Pat Higgins (PH) <i>Chair V</i> Kathryn Foreman (KF) <i>V</i> Paula Grey (PG) <i>V</i> In attendance: Margaret Swinson (MS) – <i>Company Secretary</i> Anne-Marie Aldridge - <i>Notetaker</i> <i>V indicates a voting member of the Board</i>	Alison Hughes (AH) – <i>Associate Director of HR</i>	25 January 2018	

Item		Action
1.	Apologies and welcome PH welcomed everyone to the meeting and noted apologies from Alison Hughes.	
2.	Declarations of Interest KF informed the Board that she had become a lay member of the Health and Social Care Professions Council. MS requested that she email the information across to be appended to her Declaration of Interest form. KL noted that there may be potential conflicts of interest for PH concerning item 10.3 'Chair and Non-Executive Director Recruitment' and therefore HL, who was not a voting member of the Board, would chair this item.	
3.	Patient Story HL shared a patient story. The patient concerned had attended one of the Urgent Care Centres late at night, feeling unwell and, in their words, in a bad mood. The GP had greeted the patient cheerfully, had been able to diagnose the problem and dispense appropriate medication. The patient had left with a positive experience and feeling much brighter. The patient feedback had been shared with the GP concerned.	

	<p>The Board thanked HL for sharing this story and noted that in the New Year there would be a patient story based around a complex case for which the patient's family would attend.</p>	
4.	<p>Minutes of the last meeting</p> <p>The minutes of the meeting held on 5 October were agreed with the amendment of the date and Stacey Shields presenting the Service Delivery report in the absence of JC.</p> <p>The Board noted that the meeting had been followed by the Annual Members' meeting. Positive feedback had been given in respect of the Out of Hours service by the Halton CCG Commissioner attending the meeting. Staff had valued this feedback.</p>	
5.	<p>Matters arising and Action Log progress</p> <p>The Action Log was reviewed.</p> <p>Action 1. Declaration of interest forms: Forms had been distributed electronically to each individual for completion and return.</p> <p>Action 2. Letters to NHS111 staff: A letter had been sent to each member of staff and a contribution made to the leaving event.</p> <p>Action 3. IPR dashboard presentation: NHS111 had been removed and the dashboard was being developed to improve reporting from GP practices and other services.</p>	
6.	<p>Chair's and Non-Executives' Report</p> <p>6.1 Monthly Report</p> <p>PH presented her activities over the month:</p> <ul style="list-style-type: none"> noted that there had been a number of recent meetings including the AMM, meetings of the Board, Non-Executive Directors and Nomination & Remuneration Committee reported briefly on an NHS Leadership Academy survey she participated in about leadership and themes focusing on what the system needed to do more of with particular emphasis on the role of STPs. The point was made about the reduction in events for NEDs, probably due to lack of take up across the region. had a meeting scheduled with Louise Shepherd, Chief Executive of Alder Hey, in early December noted that the 360 degree process was in its second phase and there would be whole Board event in December <p>The Board was reminded that the Non-Executive Directors were continuing to attend Board meetings held by local NHS Trusts and CCGs and their feedback was being collected by MS.</p> <p>The Board:</p> <ul style="list-style-type: none"> Noted the Chair's report 	
7.	<p>Chief Executive's Report</p> <p>7.1 Monthly Report</p> <p>KL noted the turbulence in the external environment a number of items from her report:</p>	

	<ul style="list-style-type: none"> • NHS 111 contract termination: The NHS 111 staff had transferred to NWAS under TUPE • The Management of Change process which had affected all staff had reached completion of this first stage. A second stage would be required in early 2018 • A bid had been lodged for two additional practices in Sefton • The final Asylum Service CQC report had been received. This rated the service 'Requires improvement' overall, though rated two domains 'Good' • UC24 was facing business and financial challenges as were other organisations. Whilst the organisation had a strong profile, these challenges could impact the organisation's contribution to the sector as a whole. The Board would have important decisions to make in the coming months. <p>KL thanked the Executive Team for their work over the previous months.</p> <p>PH reported on attendance at the Staff Council where the Management of Change paper had been presented. The achievement of change without any redundancies was commended by the Council and the process was also commended by KF.</p> <p>The Board noted that no member of Staff Council had been available to attend, but also that the Council had been focussed on its role as the Consultative Group for the TUPE process. It was hoped that they would be able to attend in the New Year.</p> <p>The Board:</p> <ul style="list-style-type: none"> • Noted the Chief Executive's report. 	
8.	<p>Performance</p> <p>8.1 Integrated Performance Report</p> <p>KL introduced the IPR noting that performance had been challenging and, though UC24 was still performing well against other local organisations, compliance was not as good as usual.</p> <p>Service Delivery:</p> <p>JC had attended a local meeting with NWAS and NHS 111 at which the Clinical Advice Service (CAS) was commended and it was noted that referrals to A&E were reducing.</p> <p>Out of Hours: Less urgent DCA continues to be non-compliant reflecting the ongoing clinical recruitment and indemnity insurance issues but performance was generally stable. Mitigations had been put in place and Commissioners had agreed to the deployment of Advance Nurse Practitioners for face to face consultations. Patient risk continued to be managed on shift.</p> <p>Flu Planning: Vaccine take up rates were good, especially amongst the staff in the acute sector. The impact of 'flu in the UK remained unknown at this stage.</p> <p>Knowsley PCS: The Board noted increased appointment utilisation following the introduction of EMIS web. The matter of access to records in the event of complaints was being followed up.</p> <p>Sefton GP Practices: The performance of the practices continued to be monitored.</p> <p>PH drew attention to the need to look for a way to report the overall contribution of UC24 to the wider healthcare system.</p> <p>The Board noted:</p> <ul style="list-style-type: none"> • The ongoing clinical workforce challenges in Out of Hours • The ongoing good performance of Urgent & Community Services • The continuation of the stabilisation work in Sefton. 	

Finance:

SL presented the Finance report. The deficit for the year continued to be largely attributable to the Sefton GP practices though Agency GP use was also an ongoing financial pressure. The impact on the IUC SDU would be mitigated to some extent by the deployment of skill mix.

The cash balance remained at expected levels but the Board noted the invoice to NHS 111 remained unpaid. As the savings associated with the Management of Change process would not impact the financial position until 2018 finances were expected to remain challenging.

The Board noted:

- The ongoing costs of the Sefton GP practices
- The effects workforce pressure in the IUC SDU
- The reduction in reserves as a result of the current level of the deficit.

Quality:

HL presented the Quality report highlighting:

- Complaints: A number of complaints had breached the 25 working day target time, the reasons for this had been provided by complaint to the Quality & Workforce Committee. As part of the quality improvement work in the practices, patients were being encouraged to complain directly to UC24 rather than going to NHS England, as had been the norm in the past due to the lack of response more locally.
- Safeguarding: The number of reports was expected to drop following the transfer of NHS 111 back to NWS as such reports were generally made during first contact with the patient which was through that service.
- Advance Nurse Practitioners: A governance framework for ANPs was being prepared.

The Board noted:

- The matters presented in the HR section of the IPR.

Workforce:

AH reported that:

- Staff turnover reflected the TUPE transfer of the NHS staff. This would be adjusted for the January meeting.
- Mandatory training compliance remained good.
- Appraisal compliance would be the subject of emphasis during the early part of 2018 and compliance was therefore expected to increase.

The Board noted that Jan Bowman, Governance Manager, was retiring at the end of November and asked that their thanks and good wishes be passed to her via a letter from the Chair.

The Board:

- Noted the quality report and complaint statistics.

8.2 Professional Indemnity Insurance

SL presented a paper on the provision of Indemnity insurance for GPs. As part of the renewal process the Board had agreed to transfer the corporate policy to Locktons as they also offered indemnity insurance for GPs and such provision might have a positive effect on recruitment and retention. A quote for such provision was awaited and the Board. However, there were other potential options which might come to fruition such as crown indemnity (possibly in 2019), local support and re-examination of the model within the conventional defence organisations.

	<p>MR advised that the data from Associates indicated that the cost of indemnity was discouraging GPs from undertaking Out of Hours work, and that the position might be clearer in 6 months or so. The move to a multi-disciplinary approach to service provision would also have a potential impact on the need for UC24 to make direct arrangements for GP insurance. HL reminded the Board that indemnity cover was also required by nurses.</p> <p>The Board noted:</p> <ul style="list-style-type: none"> • That a decision could not be made at this stage • That this opportunity was being taken to engage GPs in discussions about insurance provision and to test the demand for in house provision • That Commissioners were being kept up to date on the matter. <p>8.3 CQC Asylum Report Non-Compliant Regulations</p> <p>KL reported that the final report in relation to the inspection of the Asylum service had been received, the service had been rated 'Requires Improvement' in 3 of the 5 domains and therefore 'Requires Improvement' overall. KL had written to the inspector with the improvement action plan and had kept NHS England, the Commissioners of the service, advised. The rating was likely to trigger questions about how best to provide services for this particularly vulnerable group.</p> <p>The report, and subsequent conversations, indicated that CQC did not regard the service as compliant with all the Regulations.</p> <p>The monitoring of the action plan would be undertaken through the Quality & Workforce Committee and it was hoped that a re-inspection could take place as soon as possible after the actions had been completed.</p> <p>The Board noted:</p> <ul style="list-style-type: none"> • The rating for the service and the action plan • that MR has been invited to join the multi-agency framework for resettlement. 	
9.	<p>Strategy</p> <p>9.1 Community Services in Liverpool</p> <p>KL reminded the Board that a letter of support had been sent to Mersey Care in September, with the Board's approval. Since that correspondence, KL had met with Mersey Care and a number of working links were being made:</p> <ul style="list-style-type: none"> • Subject matter expertise in Health & Safety, Infection Prevention & Control and Safeguarding • Exploration of joint approaches and models of care in Sefton in order to build capacity and support transformation • Examining models for Out of Hospital provision. <p>These discussions were consonant with the discussions about the integration of health and social care which formed the focus of a meeting, chaired by Mayor Joe Anderson.</p>	
10.	<p>Governance</p> <p>10.1 Risk Register items 15+ post mitigation</p> <p>CR17: Fulfilment of the GP rota: This remained challenging with agency rates running at 25-30%.</p>	

	<p>CR18: NHS 11 Run off risks: A letter had been received from Magnus Hird indicating that he expected the outstanding incidents to be closed by the end of the year.</p> <p>CR21: Finance: The new finance pressure was noted.</p> <p>CR22: Asylum CQC report: The Board noted that the action plan was in place and being monitored. Lessons would be noted for application in other services.</p> <p>The Board:</p> <ul style="list-style-type: none"> Noted the risk and the work being undertaken in mitigation. <p>10.2 Governance Review Update</p> <p>The Board had received an update from MS and noted the contents.</p> <p>The Board:</p> <ul style="list-style-type: none"> Noted the progress in respect of the corporate governance review. <p>10.3 Chair and Non-Executive Recruitment</p> <p>PH vacated the Chair and left the meeting. HL chaired up to section 5 of the report.</p> <p>MS took the Board through the paper by stages outlining the background to the paper and the process set out in the Rules.</p> <p>KL updated the Board on the consultation and feedback process in relation to the principle of the extension of the term of office of the Acting Chair without a competitive process. She noted:</p> <ul style="list-style-type: none"> Commissioners had been consulted and were looking to UC24 for stability within the urgent care system in light of the external environmental changes The staff council had been consulted. They expressed a desire for continuity after the Management of Change process. <p>In discussion KF expressed the view that the organisation must be transparent in its processes, in particular with reference to the change of title from Acting Chair to Chair. KL advised that the discussions with Commissioners and staff had been to ensure some transparency and external input into the decision process. Board members expressed contentment with the extension to give PH 12 months in post.</p> <p>The Board agreed the resolution, under item 3.5 of the paper:</p> <ul style="list-style-type: none"> That the extension of the term of office of the Action Chair to 30 September 2018 could be considered without a competitive process. <p>The Board moved to consider the change of title from Acting Chair to Chair, noting the comments made by KF. The rationale for the change of title was to give assurance of organisational stability to external parties, particularly Commissioners and Regulators. In her role PH was expected to be fully accountable and responsible. The Board noted that Fit & Proper Person checks had been undertaken and feedback obtained from Commissioners and staff.</p> <p>The Board agreed the resolution, under item 4.4 of the paper:</p> <ul style="list-style-type: none"> That the term of office of the Acting Chair be extended to 30 September 2018 with the title Chair. 	
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	<p>PH rejoined the meeting.</p> <p>The Board considered the recommendations set out in sections 5 and 6 of the report and agreed:</p> <ul style="list-style-type: none"> • The process for the recruitment of a Non-Executive Director set out in paragraph 5.1 • That the process for the recruitment of a Chair to take office on 1 October 2018 should commence in June 2018. <p>The Board moved to consideration of the policies which were recommended for approval by the Quality & Workforce Committee and had been updated to reflect comments made at the meeting and in the post-meeting review process.</p> <p>10.4 Infection Prevention & Control (Sefton Practices) Policy</p> <p>10.5 Study Leave for UC24 Medical Staff Policy</p> <p>10.6 Clinical Supervision for Registered Nurses Policy</p> <p>10.7 CAS Alerts Policy</p> <p>The Board:</p> <ul style="list-style-type: none"> • Approved the four policies above. 	
11.	<p>Committee Reports</p> <p>10.1 Quality & Workforce</p> <p>PG noted that most of the matters raised in the report had been covered in the agenda and highlighted that UC24 was an early adopter of the Child Protection Information System.</p> <p>The Committee particularly expressed its thanks to Alison Hughes and the HR team for getting UC24 direct running as it had greatly facilitated information flows during the Management of Change process.</p> <p>The Board:</p> <ul style="list-style-type: none"> • Was assured that the Committee was giving due scrutiny to the information presented to it • Noted the main issues from the meeting <p>10.2 Finance & Performance</p> <p>PH drew attention to the need to continue to monitor the impact of the GP Practices in Sefton but otherwise noted the continued stability in operational performance.</p> <p>The Board:</p> <ul style="list-style-type: none"> • Was assured that the Committee was giving due scrutiny to the information presented to it • Noted the main issues from the meeting 	

	<p>10.3 Audit</p> <p>KF drew attention to the report on time recording which had provided good intelligence during the Management of Change process and the ongoing work to establish the e-Financials and RotaMaster platforms.</p> <p>The Board:</p> <ul style="list-style-type: none"> • Was assured that the Committee was giving due scrutiny to the information presented to it • Noted the main issues from the meeting <p>10.4 Nomination & Remuneration</p> <p>PH reported that the Committee had received and approved the Executive Pay Framework, subject to a few minor amendments. The pay for Associate Directors and the Company Secretary, and the route through which pay increases would be considered in future would be reviewed.</p> <p>The Board was reminded that, in compensation for the lack of pay uplift, the Executive Directors had been granted two days additional leave for the 2017/18 year.</p> <p>The Board:</p> <ul style="list-style-type: none"> • Noted that the pay framework would be deployed in the Spring in consideration of pay for the 2018/19 year • Noted that there would be a review of pay for the Associate Directors and Company Secretary and consideration of the appropriate mechanism for determination of future uplifts. 	
12.	<p>Any Other Business</p> <p>Members of the Board were invited to move to confidential items of business.</p>	

Date of next meeting: 25 January 2018

Time: 10am

Venue: UC24 Board Room

Open Section Action Points and Report back dates from UC24 Board Meeting 23 November 2017

Action No.	Board Meeting reference	Action Required:	Due From:	Required by:	Comments
1.	23/11/17 2	KF to email MS with new Declaration of Interest	KF	Asap	Completed and email attached to current Dol form
2.	23/11/17 8.1	Staff turnover: Amend to exclude NHS111	AH	Jan Board	Done

Title: Chair's report	Meeting Date: 25.01.2018	Agenda item no: 6.1
Prepared and presented by: Pat Higgins	Discussed by:	
Link to UC24 Values: <div style="margin-left: 20px;"> <input checked="" type="checkbox"/> Providing quality patient services <input checked="" type="checkbox"/> Being an excellent employer <input checked="" type="checkbox"/> Working collaboration to achieve positive system change. </div> CQC Domain References <div style="margin-left: 20px;"> <input checked="" type="checkbox"/> Safe <input checked="" type="checkbox"/> Effective <input checked="" type="checkbox"/> Caring <input checked="" type="checkbox"/> Responsive <input checked="" type="checkbox"/> Well-led </div>	Resource implications:	
	Purpose of the report: <div style="margin-left: 40px;"> <input type="checkbox"/> Assurance <input type="checkbox"/> Decision <input type="checkbox"/> Discussion <input checked="" type="checkbox"/> Noting </div>	
	Decisions to be taken: The meeting is invited to: <div style="margin-left: 40px;"> <input checked="" type="checkbox"/> note the Chair's report. </div>	

1.0 Purpose:

- 1.1 The purpose of this paper to update the Board on the focus of the Chair's work since the last meeting.

2.0 Matters for Report

- 2.1 18th December, Board Development Day – I hope you all agree that this was a very successful event and has enabled to focus on succession planning in the light of the news imparted. And followed by a great meal out in the evening!
- 2.2 19th December, Meeting with Simon Bowers Liverpool CCG – An introductory meeting to discuss shared agenda and expectations including AIM and the GP Fed.
- 2.3 21st December, Staff Xmas lunch. An enjoyable bring your own / DIY event that went really well. Thanks to Kathryn for her idea to include a free tombola and to everyone who donated prizes.
- 2.4 4th January 2018, Meeting with KL and MS to review NED applications from summer trawl – We concluded there was sufficient in the pool to develop and short list without re-

advertising. The revised pack and remuneration would be sent to shortlisted candidates after approval at the Extraordinary Board on 17th January.

2.5 15th January, meeting with Sir David Henshaw, Chair at Alder Hey – Another introductory meeting to discuss shared interests around children's services:

- Joint ventures primary care streaming;
- Urgent care for children IUC and prevention;
- Accountable Care Organisations;
- A further meeting planned with CEO on 22nd January 2018.

2.6 16th January, meeting with Jim Cuthbert GP Fed and MS re intra organisational governance – Verbal report will be given at the meeting.

2.7 In addition, several tele calls with KL touching base on money and performance over Christmas and New Year. I think the performance was relatively good in the circumstances given the pressure in the system over all.

2.8 Intentions for the coming month will focus on the recruitment of the NED, CEO and DoF, as well as discussions with NHSE on Sefton practices.

3.0 Recommendations:

The meeting is invited to:

- note the Chair's report.

Title: Chief Executive's report	Meeting Date: 25.01.2018	Agenda item no: 7.1
Prepared and presented by: Kate Lucy	Discussed by:	
Link to UC24 Values: <ul style="list-style-type: none"> ✓ Providing quality patient services ✓ Being an excellent employer ✓ Working collaboration to achieve positive system change. CQC Domain References <ul style="list-style-type: none"> ✓ Safe ✓ Effective ✓ Caring ✓ Responsive ✓ Well-led 	Resource implications:	
	Purpose of the report: <ul style="list-style-type: none"> <input type="checkbox"/> Assurance <input type="checkbox"/> Decision <input type="checkbox"/> Discussion ✓ Noting 	
	Decisions to be taken: The meeting is invited to: <ul style="list-style-type: none"> • note the Chief Executive's report. 	

1.0 Purpose:

- 1.1 The purpose of this paper to update the Board on the focus of the Chief Executive's work since the last meeting.

2.0 Matters for Report

- 2.1 Since our Board meeting in November 2017 our integrated urgent care services have been working hard to manage urgent demand and our primary care services have been focusing on delivering high quality sustainable services.
- 2.2 Services have been particularly challenged by increased levels of sickness in the community which has also affected staff.
- 2.3 Active recruitment continues in Sefton and has resulted in more doctors and practice staff. Recruitment of nurses is still a challenge and we are considering how to best tackle this. Staff engagement work remains a focus, with a January learning event held at headquarters involving 35 practice staff. UC24's revised mission and values were presented and participants had the opportunity to contribute to the new model of care, due to be launched in April.

- 2.4** The Medical Director and myself have attended Sefton's Health and Well-being Board to appraise them of our approach to providing sustainable primary care. The input was well received and we will go back to update later in the year.
- 2.5** Following the CQC inspection of the asylum service, we have been making steady progress against plan and the inspector concerned has been kept up to date.
- 2.6** We have met with the inspectors responsible for Sefton practices for an introductory meeting. Inspections will begin after sites have been registered for at least 6 months.
- 2.7** The Christmas and New Year period were busy for the out of hours service. At times resources were stretched, but overall we were able to provide a good level of cover.
- 2.8** We have been informed that IUC services will be inspected by the CQC in February and are preparing for the inspection.
- 2.9** Board members and all those attending Board have actively engaged in a leadership development programme which has highlighted strengths and areas to consolidate for individuals and the whole team. Practical outputs have resulted in terms of clarifying our approach to Board behaviours, distributed leadership and succession planning. This will feed into recruitment for future Board level positions
- 2.10** During December and January our system working has included involvement with the Provider Alliance, and developing a joint winter initiative with the Liverpool GP Provider Organisation. In addition to operational and executive discussions, our Chair has led discussions on intra-organisational governance between the organisations in order to ensure preparatory work and due diligence is in place in advance of anticipated joint working.
- 2.11** Scoping work has been undertaken with regards to estate planning and Board will be kept apprised of progress.

3.0 Recommendations:

The meeting is invited to:

- note the Chief Executive's report.

Title: Integrated Performance Report	Meeting Date: 25 th January 2018	Agenda item no: 8.1
Prepared and presented by: Presented by Kate Lucy (CEO) Prepared by Executive Directors	Discussed by: Executive Directors	
Link to UC24 Values: <ul style="list-style-type: none"> ✓ Providing quality patient services ✓ Being an excellent employer ✓ Working collaboration to achieve positive system change. CQC Domain References <ul style="list-style-type: none"> ✓ Safe ✓ Effective ✓ Caring ✓ Responsive ✓ Well-led 	Resource implications:	
	Purpose of the report: <ul style="list-style-type: none"> ✓ Assurance <input type="checkbox"/> Decision <input type="checkbox"/> Discussion ✓ Noting 	
	Decisions to be taken: The meeting is invited to: <ul style="list-style-type: none"> • Note performance for November and December 2017 • To receive assurance that the necessary actions are being taken. 	

1.0 Purpose:

1.1 The purpose of this report is to update the Board with the performance across the organisation for the months of November and December 2017.

2.0 Report highlights:

2.1 Note the performance of the Out of Hours Service Delivery Unit

2.2 Note the performance in Urgent and Community services.

3.0 Recommendations:

The meeting is invited to:

- Note performance for November and December 2017
- Receive assurance that the necessary actions are being taken.

Service Delivery	App. ref	Target	YTD (from Apr)	Jan-17	Feb-17	Mar-17	Apr-17	May-17	Jun-17	Jul-17	Aug-17	Sep-17	Oct-17	Nov-17	Dec-17	Trend	Jan-18 Forecast	Exception Report Number	
Integrated Urgent Care																			
OOH NQR 8 Calls answered in 60secs	1	95%	94.4%	92.8%	90.4%	93.3%	91.1%	91.4%	95.6%	95.3%	95.6%	95.2%	94.9%	95.4%	95.5%		93%	OOH001	
OOH NQR 9 - Urgent DCA 20mins	1	95%	95.3%	95.4%	94.7%	97.4%	97.4%	96.6%	94.3%	96.2%	92.3%	95.3%	94.9%	95.9%	94.8%		93%		
OOH NQR 9 - Less Urgent DCA 60mins	1	95%	90.6%	94.4%	96.5%	98.9%	95.9%	91.9%	88.7%	90.5%	92.2%	89.7%	87.3%	90.6%	89.0%		68%		
OOH NQR 12 - Home Visits - Total	1	95%	92.7%	92.3%	94.1%	99.2%	97.0%	93.7%	95.8%	92.9%	94.1%	90.3%	93.3%	91.5%	85.9%		85%	OOH003	
OOH NQR 12 - UCCs - Total	1	95%	99.5%	99.2%	99.8%	99.8%	99.2%	99.8%	99.3%	99.4%	99.8%	99.3%	99.7%	99.8%	99.1%		99%		
OOH activity	1	n/a	53,083	6,865	5,618	5,578	7,129	5,487	5,276	5,799	5,609	5,430	5,730	5,392	7,231		6,865		
Alder Hey Primary Care Streaming - appointment utilisation	2	50%	74.2%	77.8%	87.6%	84.9%	80.7%	80.6%	70.5%	73.3%	60.2%	70.5%	82.2%	81.3%	68.2%		47%	OOH004	
Alder Hey Primary Care Streaming - average consultation length	2	15mins	16:42	16:39	15:12	14:57	14:59	13:15	17:25	17:22	18:44	17:57	18:06	16:17	16:16		15:41		
Alder Hey Primary Care Streaming - % referral rate to secondary care	2		8.0%									6.3%	9.7%	11.3%	4.8%		7.8%		
Alder Hey Primary Care Streaming - shift fulfilment rate	2	100%																	
Aintree Primary Care Streaming - appointment utilisation	3	50%	32.7%												34.3%	31.1%	35%	OOH005	
Aintree Primary Care Streaming - average consultation length	3	15mins	18:03									18:45	17:26	17:57	18:05	17:23	OOH006		
Aintree Primary Care Streaming - % referral rate to secondary care	3		15.3%												15.1%	15.4%	10.4%		
Aintree Primary Care Streaming - shift fulfilment rate	3	100%																	
RLUH Primary Care Streaming - appointment utilisation	4	50%	63.8%												72.7%	54.8%	62%	OOH007	
RLUH Primary Care Streaming - average consultation length	4	15mins	15:50									15:50	15:02	15:33	16:57	16:16			
RLUH Primary Care Streaming - % referral rate to secondary care	4		7.5%												5.5%	9.4%	7%		
RLUH Primary Care Streaming - shift fulfilment rate	4	100%	99.9%												99.7%	100.0%			
Primary and Community Services																			
Knowsley Services - Home visits in 1, 2 and 6 hours	5	95%	100.0%											100.0%	100.0%		100%		
Knowsley Services - patients seen within 30 minutes of scheduled appt	5	95%	97.9%											98.1%	97.7%		98%		
Intermediate Care Service - Consistent medical provision	6	90%	98.6%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	92.6%	95.7%	98.9%	100.0%	100.0%	100.0%		100%		
Asylum practice activity - Health Assessments & GP appts	7	n/a	2,611	327	305	410	254	304	321	167	326	370	283	412	174		355		
Sefton GP practices - % rota fill against new clinical model (GP)																			
Sefton GP practices - % rota fill against new clinical model (ANP)																			
Sefton GP practices - appointment utilisation	8	>90%	68.5%												74.0%	71.3%	60.3%	PCS001	
Sefton GP practices - appointment DNA rate	8	<5%	5.0%												5.1%	5.2%	3.6%	PCS001	
Finance																			
Budget variance (£000's)	9	0	-609	-190	54	132	Month 1 not reported	-116	-17	-9	-121	-58	-70	-56	-119		-71	FIN001	
Revenue Surplus position (£000's) (Year End forecast)	9	-	122	-413	-223	123	141	Month 1 not reported	-182	82	-1	-79	-20	-63	-15	-129		-51	FIN001
Sefton practices LES/DES income	9	317	165									32	22	51	24	35		33	
Total Cash (£000's) (Year End forecast)	10	1,300	393	385	1,413	1,176	887	421	1,069	393	887	1,152	1,069	1,225	678		862		
Efficiency programme vs target	11	95%	101%	103%	100%	100%	Month 1 not reported	100%	106%	100%	100%	100%	100%	100%	100%		100%		
Better Payment Practice Code		95%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%		100%		
Quality and Patient Safety																			
Friends and Family - likely / extremely likely to recommend	12	85%	86.9%	88.1%	88.5%	89.6%	86.0%	85.9%	87.4%	85.5%	88.0%	87.9%	90.0%	87.3%	83.9%		86%	QPS001	
Compliments received in month	12	n/a	24	2	1	3	1	1	5	2	3	5	4	1	2		2		
Complaints received in month	13	n/a	66	5	8	4	4	7	16	8	8	2	9	8	4		7		
Complaints resolved within 25 working days	12		24	2	2	7	2	2	3	5	4	1	1	5	1		2		
Incidents recorded in month	12	n/a	1,512	173	133	129	236	204	234	212	182	167	138	60	79		70		
Safeguarding incidents recorded	12	n/a	517	63	45	37	80	79	70	91	68	63	57	4	5		5		
Workforce																			
Sickness Rate	14	5% annually	Reliable data not yet available from RotaMaster														Reliable data not yet available		
Staff Turnover rate	14	20% annually	31.1%	33.0%	31.0%	29.3%	30.5%	32.0%	32.4%	32.3%	32.4%	32.2%	29.6%	29.4%	28.6%		29%	WOR001	
Mandatory Training Compliance	14	95%	95.9%	95.9%	97.5%	95.6%	96.0%	95.4%	96.3%	96.4%	95.8%	94.0%	95.5%	96.1%	97.7%		96%		
Appraisal Compliance	14	95%	87.1%	38.9%	49.3%	69.7%	79.8%	84.9%	88.4%	88.4%	88.4%	88.4%	88.4%	88.4%	88.4%		88%	WOR002	

Exception reference	Description	Commentary	Owner	Timescale to resolve (if applicable)
OOH001	Partial compliance against NQR 9 - Urgent DCA	<p>UC24 delivered a robust performance in December during the Out of Hours period - particularly when taken in context with winter pressures and performance elsewhere in the region. The busiest days were 23rd, 30th and 31st December.</p> <p>The introduction of ANPs to the Out of Hours service did not occur within sufficient time to make any impact on the clinical rota. ANPs will not filter through to service delivery until January. Uptake to the Winter MDU scheme to encourage GPs to take sessions in the Out of Hours period was low despite a number of communications from UC24.</p> <p>During the peak period of late December 90 hours of planned clinical time were lost, this put the service under particular pressure on December 23rd and 31st.</p>	Head of Integrated Urgent Care	Feb-18
OOH002	Non-compliance against NQR 9 - Less urgent DCA	As for OOH001	Head of Integrated Urgent Care	Feb-18
OOH003	Non-compliance against NQR 12 - Home visits	As for OOH001	Head of Integrated Urgent Care	Feb-18
OOH004	Partial compliance against Alder Hey Primary Care Streaming average consultation length	Average consultation times is over 15 minutes across the 3 Emergency Departments. Contributing factors relate to referrals back into secondary care, limited access to patient records and patient expectations. These will be monitored for the next 3 months before reviewing the 15 minute allocated timeslot.	Head of Integrated Urgent Care	Mar-18
OOH005	Non-compliance against Aintree Primary Care Streaming appointment utilisation	UC24 met with Aintree UH in the middle of January: Aintree UH are currently in the process of arranging a relaunch of the UC24 Primary Care Streaming Service at the end of January including internal training to increase utilisation rates.	Aintree University Hospital	Feb-18
OOH006	Partial compliance against Aintree Primary Care Streaming average consultation length	As for OOH004	Head of Integrated Urgent Care	Mar-18
OOH007	Partial compliance against The Royal Primary Care Streaming average consultation length	As for OOH004	Head of Integrated Urgent Care	Mar-18
PCS001	Sefton GP Practices appointment utilisation and 'did not attend' rate	This metric is in development as further understanding is being sought of the information provided by the Practices. These figures reflect results as supplied by two of the seven Practices	Associate Director of Service Delivery	Feb-18
FIN001	Negative Variance against plan for year to date budget position.	<p>The year to date position at the end of month 9 is a loss of £413k, against a planned surplus of £196k, therefore reporting a variance against plan of £609k. The in-month position is reporting a deficit of £129k which is £119k behind plan.</p> <p>Sefton Practices continue to be loss making with a YTD accumulated loss £957k which is £601k behind the plan. Delivery of LES/DES activities is behind plan by £73k YTD, however has improved from £112k at month 7. Staffing pressures continue resulting in a £507k overspend year to date, in-month overspend £81k.</p> <p>OOHs as a whole is reporting a YTD surplus of £400k, which is £26k better than plan. However the in-month position reported a loss of £52k, which was £32k behind the plan. An in-month overspend was expected for Clinical OOH Pay due to Christmas Bank Holidays and increased activity, however the actual overspend was higher than planned by £81k. This was partly due to budget being set too low by approximately £30k. As such in-month there is an adverse variance of £51k which relates to paying higher agency rates and high-fill rate of shifts.</p>	Head of Finance	Ongoing
QPS001	Partial compliance against Friends and Family patient experience	The Friends & Family results for December 2017 reflect an increase in the number of patients selecting 'extremely unlikely to use the service' (actual figure of 35 responses). Three of these responses relate to the Primary Care Streaming service at Alder Hey; two of these responses appear to be mis-codes by the responders. From reading some of the response texts, there are some patients reporting on experiences from services not supplied by UC24 such as NHS 111. Many of the response texts refer to extended waiting times for call-backs from a GP which may reflect the pressures the Out of Hours services experienced in December 2017. The figures for January 2018 forecast a return to compliance.	Director of Nursing	Not applicable
WOR001	Non-compliance against UC24 staff turnover target	This month there were 4 leavers and 5 starters. Since the loss of the NHS 111 contract, staff turnover has been gradually decreasing.	Associate Director of HR	Not applicable
WOR002	Non-compliance against UC24 appraisal target	This data for the appraisals is from June 2017. The next round of appraisals will commence in Quarter 4.	Associate Director of HR	Not applicable

IPR Narrative report - 2017/18 as at Month 9 (December)		
Service Delivery	Integrated Urgent Care	<ul style="list-style-type: none"> • OOHs performance improved throughout November. The SDU continues to face significant challenges with the GP workforce. We have now implemented Advanced Nurse Practitioners across a wider variety of cases which has resulted in an increased fill rate. We are expecting to continue to increase in fulfilment over the coming months. • OOHs delivered a reasonable performance in December during the Out of Hours period - particularly when taken in context with winter pressures and performance elsewhere in the region. The introduction of ANPs to the Out of Hours service did not occur within sufficient time to make any impact on the clinical rota. ANPs will not filter through to service delivery until January 2018. Uptake to the Winter MDU scheme to encourage GPs to take sessions in the Out of Hours period was low despite a number of communications from UC24. During the peak period of late December 90 hours of planned clinical time were lost, this put the service under particular pressure on December 23rd and 31st. Prior to December an electronic Escalation Management System (EMS) was introduced into the Out of Hours service, this system proved helpful in ensuring that all on-call personnel supporting Out of Hours were kept fully aware of service pressures during the difficult late December period. All Service Managers provided further support by undertaking a minimum of one day's cover working alongside the Shift Manager to deliver the service, furthermore all members of the Executive team paid a visit to the call-centre during this time. No higher than level 2 escalation was recorded on EMS in December, indicating that the service was under 'moderate' pressure.
	Primary and Community Services	<ul style="list-style-type: none"> • EMIS Direct Booking for Knowsley surgeries continues to deliver against demand. Extra GP hours were provided on the 3 bank holidays over the festive period. Datix issues continue to be collected, recorded, investigated and reported on to Executive Director for Service Delivery and our Commissioners
		<ul style="list-style-type: none"> • The Case for Change proposal has been accepted and implemented for the Knowsley drivers; it is too early to assess any impact on the service. Further changes are expected in the New Year once the new service specification is understood.
		<ul style="list-style-type: none"> • Introduction of the ICE system for Knowsley Intermediate Care Service remains delayed due to IT issues. Ongoing discussions between UC24 and Knowsley HIS are taking place. At the recent the Knowsley Contract Board Meeting it was raised regarding the issue of EMIS access for Intermediate Care Service, identified as a risk by UC24 Clinical Lead; Knowsley IT have been instructed to work with UC24 IT
		<ul style="list-style-type: none"> • Following the Clinical Lead attending a number of meetings around new referral processes for Step up Beds it has been reported there have been issues of inappropriate referrals; this has been reported to the relevant board • Sefton GP Practices: Workforce pressures continue for clinical and non-clinical staff although all practices now have at least one salaried GP supported by regular locums. Two GP's are due to commence in January. Seven reception staff and three Practice Nurses were recruited in December with start dates in February and March. Scanning and coding backlog has reduced due to support provided from staff at UC24 Wavertree. Regular Practice Manager meetings established to address operational issues across all practices. Salaried GP meetings have discussed clinical delivery model. CQC preparation commenced.
Finance		<ul style="list-style-type: none"> • The year to date position at the end of month 9 is a loss of £413k, against a planned surplus of £196k, therefore reporting a variance against plan of £609k. The in-month position is reporting a deficit of £129k which is £119k behind plan. • Sefton Practices continue to be loss-making with a YTD accumulated loss £957k which is £601k behind the plan. Delivery of LES/DES activities is behind plan by £73k YTD, however has improved from £112k at month 7. Staffing pressures continue resulting in a £507k overspend year to date, in-month overspend £81k. • OOHs as a whole is reporting a YTD surplus of £400k, which is £26k better than plan. However the in-month position reported a loss of £52k, which was £32k behind the plan. An in-month overspend was expected for Clinical OOH Pay due to Christmas Bank Holidays and increased activity, however the actual overspend was higher than planned by £81k. This was partly due to budget being set too low by approximately £30k. As such in month there is an adverse variance of £51k which relates to paying higher agency rates and high fill rate of shifts. • Cash balances at month 9 were £678k. • Efficiencies plans for 2017/18 are being delivered on target.
Quality		<ul style="list-style-type: none"> • At the end of December 2017 there were 14 open complaints in Datix. These are all ongoing or awaiting to be closed. • One compliment was received in November 2017 and two in December 2017 and the relevant personnel have received feedback.
Workforce		<ul style="list-style-type: none"> • The first stage of the management of change is now drawing to a close and has been well received. The changes required by this have been successfully implemented whilst meeting legislative and statutory obligations with staff being treated in line with UC24 values. On the staff turnover rate the TUPE'd staff to NWAS have been removed so this now reports on those that have commenced employment with and left UC24.

Appendices

App 1 OOH reporting template

National and Local Quality Requirements reporting template							
Reporting time period: Friday 01/12/17 18:30 - Monday 01/01/18 07:59 - Halton, Knowsley and Liverpool CCGs							
Ref	NQR / LQR	Target description	Total volume	Compliant	Patient choice	Non-compliant	% compliance
1	NQR 2	Case details sent by 8am	7231	7197	0	34	99.5%
2	NQR 8	<0.1% calls engaged	2096	2096		0	0.0%
3	NQR 8	<5% calls abandoned after 30 seconds	2096	2078		18	0.9%
4	NQR 8	Calls answered <60 seconds	2023	1932		91	95.5%
5	NQR 9	Cases passed to 999 <3 minutes (Target =100%)	0	0	0	0	
6	NQR 9	Urgent cases DCA <20 minutes	1231	1103	64	64	94.8%
7	NQR 9	All other cases DCA <60 minutes	3715	3068	238	409	89.0%
8	LQR 1	NHS 111 6 hour priority <6 hours	1795	1521	112	162	91.0%
9	LQR 2	Repeat prescription requests <6 hours	62	50	3	9	85.5%
a		Total cases received requiring assessment (5)+(6)+(7)+(8)+(9)	6803				
b		Total cases requiring action (6)+(7)+(8)+(9)	6803				
Following priority determined by Definitive Clinical Assessment (DCA)							
10	NQR 12	UCC Emergency <1 hour	1	1	0	0	100.0%
11	NQR 12	UCC Urgent <2 hours	420	409	4	7	98.3%
12	NQR 12	UCC Less urgent <6 hours	1908	1886	8	14	99.3%
c	Total	Urgent Care Centre cases	2329	2296	12	21	99.1%
13	LQR 3	Telephone Advice Emergency <1 hour	32	30	0	2	93.8%
14	LQR 3	Telephone Advice Urgent <2 hours	388	351	17	20	94.8%
15	LQR 3	Telephone Advice Less Urgent <6 hours	3418	3051	208	159	95.3%
d	Total	Telephone Advice cases	3838	3432	225	181	95.3%
16	NQR 12	Home visit Emergency <1 hour	1	1	0	0	100.0%
17	NQR 12	Home visit Urgent <2 hours	336	314	0	22	93.5%
18	NQR 12	Home visit Less urgent <6 hours	670	550	0	120	82.1%
e	Total	Home Visit cases	1007	865	0	142	85.9%
f		Total telephone and face-to-face consultations (c)+(d)+(e)	7174	6593	237	344	
Information section							
No Definitive Clinical Assessment (DCA)			Urgent Care Centres				
19	Cases not requiring DCA; triaged by other clinician	318	Emergency	1 hour total	Pat. choice	Compliant	% result
20	Patient episode continued, service provided	110	Aintree	0	0	0	
21	Patient episode ended, no service provided	0	Garston	0	0	0	
Repeat prescription cases outcomes			Huyton	0	0	0	
22	Repeat prescription requests (6 hour advice)	57	Kirkby	0	0	0	
23	Repeat prescription requests forwarded to UCC	5	Old Swan	1	0	1	100.0%
24	Repeat prescription requests forwarded for visit	0	Runcorn	0	0	0	
Final case-type totals			The Royal	0	0	0	
25	Total Ambulance cases	0	Widnes	0	0	0	
26	Total Telephone Advice cases	3838	Total	1	0	1	100.0%
27	Total UCC attendances	2329	Urgent	2 hour total	Pat. choice	Compliant	% result
28	Total Home Visits	1007	Aintree	26	0	26	100.0%
29	Total Repeat prescription requests	57	Garston	56	0	53	94.6%
g	Total cases completed (=a+19+20+21)	7231	Huyton	37	2	36	102.7%
Referrals to secondary care			Kirkby	23	0	23	100.0%
30	Hospital referred (referred for admission / advised A&E)	618	Old Swan	146	1	140	96.6%
Compliance levels			Runcorn	88	1	87	100.0%
31	Fully compliant (95-100%) - except ref 2 & 5		The Royal	13	0	13	100.0%
32	Partially compliant (90-94.9%) - except ref 2 & 5		Widnes	31	0	31	100.0%
33	Non-compliant (89.9% and under) - except ref 2 & 5		Total	420	4	409	98.3%
Comments:			Less urgent	6 hour total	Pat. choice	Compliant	% result
			Aintree	203	1	201	99.5%
			Garston	249	0	249	100.0%
			Huyton	180	0	179	99.4%
			Kirkby	115	0	113	98.3%
			Old Swan	634	6	622	99.1%
			Runcorn	325	0	321	98.8%
			The Royal	96	1	95	100.0%
			Widnes	106	0	106	100.0%
			Total	1908	8	1886	99.3%
			Grand total	2329	12	2296	
Template property of Liverpool CCG							

Source: Adastra/Business Intelligence Team
 Author: Performance Improvement Analyst (DF)

App 2 Alder Hey

Month	Potential slots available	Blocked slots	Actual appts available	Appts booked	Slots not used	% of appts used	Ref for admission/A &E	% ref for admission/A&E
Jan-17	961	189	772	601	171	77.8%		
Feb-17	868	185	683	598	85	87.6%		
Mar-17	961	293	668	567	101	84.9%		
Apr-17	930	182	748	604	144	80.7%		
May-17	961	234	727	586	141	80.6%		
Jun-17	930	415	515	363	152	70.5%		
Jul-17	961	385	576	422	154	73.3%		
Aug-17	961	248	713	429	284	60.2%		
Sep-17	930	323	607	428	179	70.5%	27	6.3%
Oct-17	961	387	574	472	102	82.2%	46	9.7%
Nov-17	930	342	588	478	110	81.3%	54	11.3%
Dec-17	961	291	670	457	213	68.2%	22	4.8%

Month	Average consultation length (minutes) per month
Jan-17	16:39
Feb-17	15:12
Mar-17	14:57
Apr-17	14:59
May-17	13:15
Jun-17	17:25
Jul-17	17:22
Aug-17	18:44
Sep-17	17:57
Oct-17	18:06
Nov-17	16:17
Dec-17	16:16

Source: Adastra/Business Intelligence Team/Integrated Urgent Care SDU

Author: Business Intelligence Lead / SDU Administrator

App 3 Aintree

Month	Potential slots available	Un-covered slots	Actual appts available	Appts booked	Slots not used	% of appts used	Ref for admission/A &E	% ref for admission/A&E
Nov-17	324	15	309	106	203	34.3%	16	15.1%
Dec-17	402	26	376	117	259	31.1%	18	15.4%

Month	Average consultation length (minutes) per month
Nov-17	17:57
Dec-17	18:05

Source: Adastra/Business Intelligence Team
Author: Business Intelligence Lead

App 4 RLUH Includes any additional weekday daytime cover provided

Month	Potential slots available	Un-covered slots	Actual appts available	Appts booked	Slots not used	% of appts used	Ref for admission/A&E	% ref for admission/A&E	Slots deducted for shift fulfilment	Shift fulfilment
Nov-17	576	0	576	419	157	72.7%	23	5.5%	2	99.7%
Dec-17	704	47	657	360	297	54.8%	34	9.4%		100.0%

Month	Average consultation length (minutes) per month
Nov-17	15:33
Dec-17	16:57

Source: Adastra/Business Intelligence Team
Author: Business Intelligence Lead

App 5 Knowsley PCS

Key Performance Indicators (monthly) – December 2017							
Telephone Triage and Home visiting Service, and Bookable GP appointments							
	Indicator Number	Description	Target	Total volum	Met KPI	Patient	% result
Quality	1	Patient experience of the service to be collected weekly and reported monthly	85% satisfied	3	3		100.0% (compliance calculated using responses of Extremely Likely and Likely)
	2	Clinical audit of 3% of clinical consultations	As per OOH contract				
	3	Number of complaints received					
	4	Number of compliments received					
	5	Number of incidents reported					
Triage	6	Number of post event messages sent from Adastra within 24 hours	100%	156	156	0	100.0%
	7a	Number of cases triaged via Pathfinder referral in 20 minutes (Halton & Knowsley)	95%	47	44	0	93.6%
	7b	Number of cases triaged via CAS referrals in 20 minutes (Halton & Knowsley)	95%	15	13	1	93.3%
	7c	Number of cases triaged via CAS referral in 60 minutes (Halton & Knowsley)	95%	2	2	0	100.0%
	7d	Number of cases triaged via surgery referral in 60 minutes	95%	0	0	0	
Home visits	8a	Number of patients visited within 1 hour of triage end (Pathfinder & CAS referrals) (Halton & Knowsley)	95%	0	0	0	
	8b	Number of patients visited within 2 hours of triage end (Pathfinder & CAS referrals) (Halton & Knowsley)	95%	1	1	0	100.0%
	8c	Number of patients visited within 6 hours of triage end (Pathfinder & CAS referrals) (Halton & Knowsley)	95%	4	4	0	100.0%
	8d	Number of patients visited within 6 hours of request by surgery (Knowsley surgeries)	95%	149	149	0	100.0%
Appointments	9a	Number of patients seen on day of scheduled appointment (Knowsley surgeries) on weekdays	95%	1235	1101	134	100.0%
	9b	Number of patients seen on day of scheduled appointment (Knowsley surgeries) on weekends	95%	151	90	61	100.0%
	9c	Number of patients seen on day of scheduled appointment (Walk-in Centres (all CCGs), Pathfinder & CAS – Halton & Knowsley)	95%	18	18	0	100.0%
	10a	Number of patients seen within 30 minutes of scheduled appointment time (Knowsley surgeries) on weekdays	95%	1101	1072	10	98.3%
	10b	Number of patients seen within 30 minutes of scheduled appointment time (Knowsley surgeries) on weekends	95%	90	80	1	90.0%
	10c	Number of patients seen within 30 minutes of scheduled appointment time (Walk-in Centres)	95%	7	7	0	100.0%
	10d	Number of patients seen within 30 minutes of scheduled appointment time (Pathfinder referrals – Halton & Knowsley)	95%	5	5	0	100.0%
	10e	Number of patients seen within 30 minutes of scheduled appointment time (CAS referrals – Halton & Knowsley)	95%	6	6	0	100.0%
Doctor advice (stand-downs)	11a	Number of cases completed as Doctor Advice (i.e. face-to-face consultation was planned but did not take place) from Pathfinder & CAS referrals in 1 hour (Halton & Knowsley)	95%	0	0	0	
	11b	Number of cases completed as Doctor Advice (i.e. face-to-face consultation was planned but did not take place) from Pathfinder & CAS referrals in 2 hours (Halton & Knowsley)	95%	0	0	0	
	11c	Number of cases completed as Doctor Advice (i.e. face-to-face consultation was planned but did not take place) from Pathfinder & CAS referrals in 6 hours (Halton & Knowsley)	95%	3	3	0	100.0%

Source: Adastra/EMIS/Business Intelligence team

Author: Performance Improvement Analyst (CS)

App 6 Intermediate Care

Month	Total Time (hours)	Allocated Time (hours)	Unallocated Time (hours)	% hours filled
February 2017 – Knowsley GP	153.25	153.25	0	
February 2017 – Knowsley GP Standby	29.75	29.75	0	
				100.0%
March 2017 – Knowsley GP	173	173	0	
March 2017 – Knowsley GP Standby	34	34	0	
				100.0%
April 2017 – Knowsley GP	145.5	145.5	0	
April 2017 – Knowsley GP Standby	31	31	0	
				100.0%
May 2017 – Knowsley GP	184	184	0	
May 2017 – Knowsley GP Standby	20.5	20.5	0	
				100.0%
June 2017 – Knowsley GP	175	175	0	
June 2017 – Knowsley GP Standby	25.5	25.5	0	
				100.0%
July 2017 – Knowsley GP	159	150	9	
July 2017 – Knowsley GP Standby	30	25	5	
				92.6%
August 2017 – Knowsley GP	165.5	156.5	9	
August 2017 – Knowsley GP Standby	41.5	41.5	0	
				95.7%
September 2017 – Knowsley GP	162	160	2	
September 2017 – Knowsley GP Standby	28	28	0	
				98.9%
October 2017 – Knowsley GP	167	167	0	
October 2017 – Knowsley GP Standby	34	34	0	
				100.0%
November 2017 – Knowsley GP	172	172	0	
November 2017 – Knowsley GP Standby	26	26	0	
				100.0%
December 2017 – Knowsley GP	163.75	163.75	0	
December 2017 – Knowsley GP Standby	25.25	25.25	0	
				100.0%
January 2018 – Knowsley GP	171	171	0	
January 2018 – Knowsley GP Standby	36	36	0	
				100.0%

Source: RotaMaster

Author: Business Intelligence Lead

App 7 Asylum practice

Month	Current year			Previous year		
	Arrivals (current year)	Health Assessments (current year)	GP Appts (current year)	Arrivals (previous year)	Health Assessments (previous year)	GP Appts (previous year)
Jan 17	331	250	77	397	351	17
Feb 17	356	239	66	479	420	24
Mar 17	344	316	94	515	308	29
Apr 17	248	189	65	432	332	44
May 17	360	241	63	386	226	46
June 17	371	265	56	373	279	53
July 17	403	109	58	361	221	36
Aug 17	309	299	27	443	341	43
Sep 17	314	318	52	445	289	60
Oct 17	341	231	52	433	288	58
Nov 17	451	345	67	443	314	60
Dec 17	386	144	30	450	221	69

Source: UC24 Asylum practice Practice Manager

Author: Business Intelligence Lead

App 8 Sefton GP practices

	Crosby Village	Crossways	Litherland	Maghull	Netherton	Seaforth	Thornton	Total	
Oct-17									
attended	1161				1099			2260	74.0% appt utilisation
DNA	62				93			155	5.1% DNA rate
total	1630				1425			3055	
Nov-17									
attended	885				1048			1933	71.3% appt utilisation
DNA	46				96			142	5.2% DNA rate
total	1298				1413			2711	
Dec-17									
attended	770				807			1577	60.3% appt utilisation
DNA	40				55			95	3.6% DNA rate
total	1231				1385			2616	

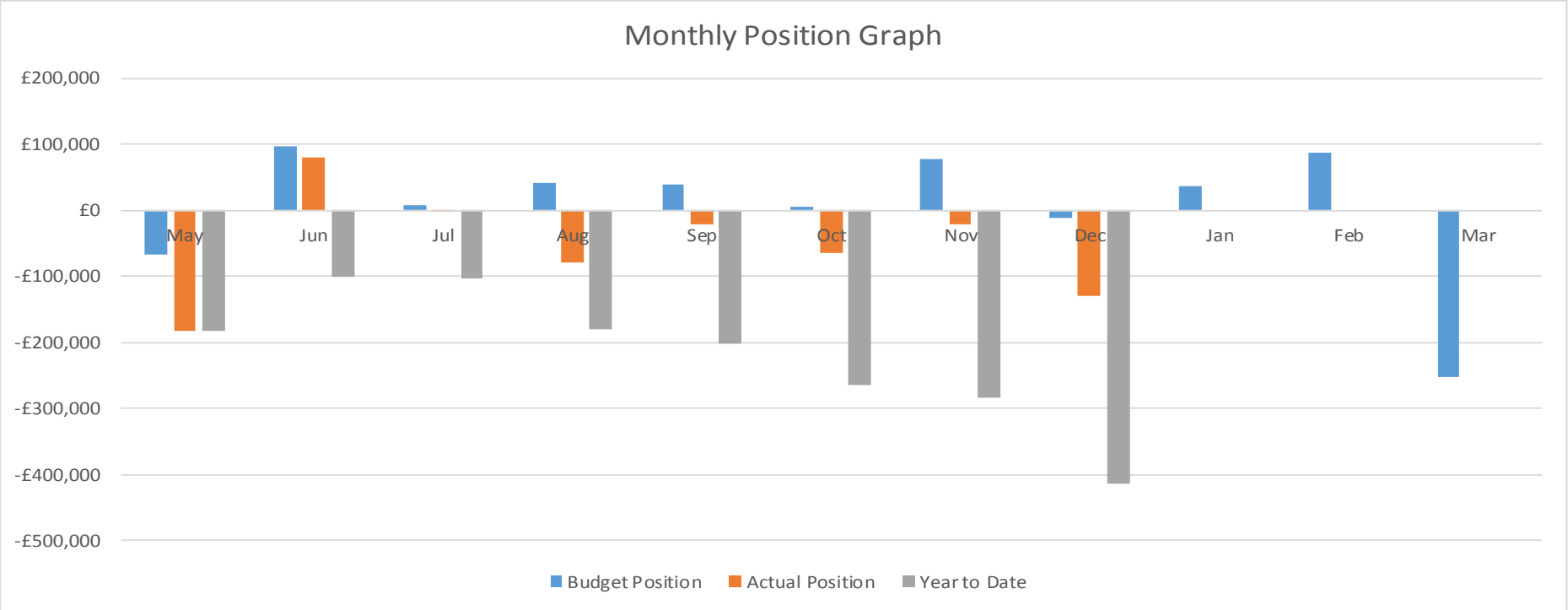
Service Line Reports as at 31 December 2017								
SDU	Type	Annual Budget	YTD Budget	YTD Actuals	YTD Variance	Period Budget	Period Actuals	Period Variance
NHS111	Income	(1,863,533)	(1,399,435)	(689,087)	(710,348)	(154,699)	0	(154,699)
NHS111	Pay	1,385,870	1,038,253	584,911	453,343	115,872	(485)	116,357
NHS111	Non Pay	5,000	3,750	505	3,245	417	(81)	498
NHS111	Overheads	233,411	233,411	240,141	(6,730)	0	0	0
NHS111 Total		(239,251)	(124,020)	136,470	(260,490)	(38,410)	(566)	(37,844)
Out of Hours	Income	(6,840,052)	(5,146,292)	(5,230,990)	84,697	(564,586)	(564,426)	(160)
Out of Hours	Pay	4,388,854	3,367,296	3,474,142	(106,846)	417,811	480,237	(62,425)
Out of Hours	Non Pay	63,996	48,414	25,761	22,653	5,194	2,597	2,597
Out of Hours	Overheads	2,008,539	1,357,095	1,331,519	25,576	161,365	133,146	28,218
Out of Hours Total		(378,663)	(373,487)	(399,568)	26,081	19,783	51,554	(31,770)
Primary & Community Services	Income	(4,802,253)	(3,601,690)	(3,483,862)	(117,828)	(400,188)	(416,490)	16,302
Primary & Community Services	Pay	3,861,335	2,898,810	3,146,995	(248,185)	314,647	380,991	(66,344)
Primary & Community Services	Non Pay	350,345	242,507	278,993	(36,486)	26,945	45,467	(18,522)
Primary & Community Services	Overheads	1,138,488	761,785	733,676	28,109	87,336	68,104	19,231
Primary & Community Services Total		547,915	301,412	675,802	(374,390)	28,740	78,073	(49,332)
Grand Total (Surplus) / Deficit		(69,999)	(196,095)	412,704	(608,799)	10,114	129,060	(118,947)

Management Accounts as at 31 December 2017								
SDU	Type	Annual Budget	YTD Budget	YTD Actuals	YTD Variance	Period Budget	Period Actuals	Period Variance
NHS111	Income	(1,863,533)	(1,399,435)	(689,087)	(710,348)	(154,699)	0	(154,699)
NHS111	Pay	1,385,870	1,038,253	584,911	453,343	115,872	(485)	116,357
NHS111	Non Pay	5,000	3,750	505	3,245	417	(81)	498
NHS111 Total		(472,662)	(357,432)	(103,671)	(253,760)	(38,410)	(566)	(37,844)
Out of Hours	Income	(6,840,052)	(5,146,292)	(5,230,990)	84,697	(564,586)	(564,426)	(160)
Out of Hours	Pay	4,388,854	3,367,296	3,474,142	(106,846)	417,811	480,237	(62,425)
Out of Hours	Non Pay	63,996	48,414	25,761	22,653	5,194	2,597	2,597
Out of Hours Total		(2,387,202)	(1,730,582)	(1,731,087)	505	(141,581)	(81,593)	(59,989)
Primary & Community Services	Income	(4,802,253)	(3,601,690)	(3,483,862)	(117,828)	(400,188)	(416,490)	16,302
Primary & Community Services	Pay	3,861,335	2,898,810	3,146,995	(248,185)	314,647	380,991	(66,344)
Primary & Community Services	Non Pay	350,345	242,507	278,993	(36,486)	26,945	45,467	(18,522)
Primary & Community Services Total		(590,573)	(460,373)	(57,873)	(402,500)	(58,596)	9,968	(68,564)
Corporate Support	Income	0	0	(20,093)	20,093	0	(2,200)	2,200
Corporate Support	Pay	2,008,852	1,496,024	1,491,912	4,113	164,609	145,194	19,415
Corporate Support	Non Pay	1,371,586	856,267	833,517	22,751	84,091	58,257	25,834
Corporate Support Total		3,380,438	2,352,292	2,305,336	46,956	248,701	201,251	47,450
Grand Total		(69,999)	(196,095)	412,704	(608,799)	10,114	129,060	(118,947)

Sefton Practices							
	Annual Budget	YTD Budget	YTD Actuals	YTD Variance	Period Budget	Period Actuals	Period Variance
Base contract	(1,646,723)	(1,235,042)	(1,181,615)	(53,427)	(137,227)	(80,368)	(56,859)
LES/DES	(316,593)	(237,445)	(164,532)	(72,913)	(26,383)	(67,493)	41,110
QoF	(186,352)	(139,764)	(163,898)	24,134	(15,529)	(14,663)	(866)
Jospice/Sundry	0	0	(33,589)	33,589	0	(33,599)	33,599
Total Income	(2,149,669)	(1,612,252)	(1,543,635)	(68,617)	(179,139)	(196,123)	16,984
Pay	1,859,431	1,395,819	1,903,066	(507,246)	154,537	235,242	(80,705)
Non Pay	295,225	201,167	239,518	(38,351)	22,352	41,239	(18,887)
Contribution to Overheads	4,987	(15,265)	598,949	(614,214)	(2,250)	80,358	(82,608)

Position Graph

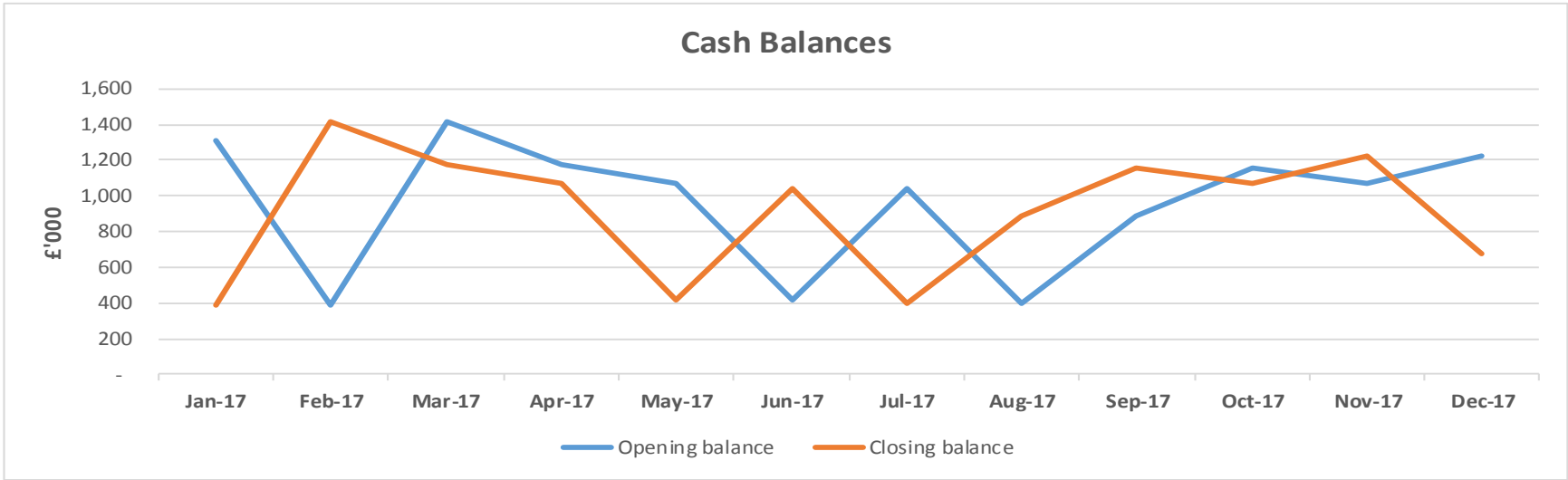
The below graph plots out the year to date actual positions, along with the planned position.



Source: E-Financials
Author: Head of Finance

App 10 Cash Position

	Jan-17	Feb-17	Mar-17	Apr-17	May-17	Jun-17	Jul-17	Aug-17	Sep-17	Oct-17	Nov-17	Dec-17
Opening balance	1,311	385	1,413	1,176	1,067	421	1,039	393	887	1,152	1,069	1,225
Closing balance	385	1,413	1,176	1,067	421	1,039	393	887	1,152	1,069	1,225	678



Source: Bank Statements
Author: Head of Finance

App 11 Efficiency Position

Efficiency Plans Summary

Monthly targets

Plans	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	Full Year
Total	£ -	£ 30,483	£ 84,242	£ 40,710	£ 40,710	£ 40,710	£ 40,710	£ 40,710	£ 43,710	£ 40,710	£ 40,710	£ 50,710	£494,118

	Plan	Actual	Variance	
YTD	361,987	366,876	4,889	101%
In Month	40,710	40,710	-	100%
Full Year	483,000	494,118	11,118	102%

Source: Efficiency Monitoring Tool
Author: Head of Finance

App 12 Quality and Patient Safety
Friends & Family Test

"How likely are you to recommend our service to friends and family if they needed similar care or treatment?"			
	Oct-17	Nov-17	Dec-17
Extremely Likely	68.0%	65.6%	63.8%
Likely	22.0%	21.7%	20.1%
Neither Likely or Unlikely			
Unlikely	5.0%	5.1%	6.3%
Unlikely	1.5%	4.2%	2.8%
Extremely Unlikely	3.0%	2.9%	5.5%
Don't know	0.5%	0.4%	1.6%

Source: Synapta
Author: Business Intelligence Lead

Compliments

SDU/Dept/Area	Primary & Community Services			Out Of Hours (incl Alder Hey)	Internal
	Asylum	Daytime Services	GP Practices		
November	0	1	0	0	0
December	0	1	0	1	0

Source: Datix
Author: PA/Project Support (AJ)

Incidents

SDU/Dept/Area	Primary & Community Services			Out Of Hours (incl Alder Hey)	Internal
	Asylum	Daytime Services	GP Practices		
November	0	1	12	44	3
December	0	9	2	61	7

Source: Datix
Author: PA/Project Support (AJ)

Complaints resolved within 25 days

Received	Closed	Wkg Days
09/11/2017	28/11/2017	14
07/11/2017	22/11/2017	9
16/11/2017	22/11/2017	5
17/11/2017	12/12/2017	17
24/11/2017	21/12/2017	20
07/12/2017	29/12/2017	15

Source: Datix
Author: PA/Project Support (AJ)

Safeguarding reports

There were a total of 9 safeguarding referrals made. These figures are included in the overall figure for incidents reported.

Incident date	Commissioner	Description	Action Taken	Closed
08/11/2017	Liverpool	Incident affection patient - home visit	Relevant personnel dealing with request	Awaiting final approval
01/11/2017	Liverpool	Incident affection patient	Relevant personnel dealing with request	under review
11/11/2017	Liverpool	Incident affection patient	Relevant personnel dealing with request	under review
25/11/2017	Knowsley	Incident affection patient	Relevant personnel dealing with request	under review
11/12/2017	Liverpool	Incident affection patient - home visit	Relevant personnel dealing with request	Awaiting final approval
10/12/2017	Liverpool	Incident affection patient	Relevant personnel dealing with request	Awaiting final approval
05/12/2017	N/A	Incident affection patient	Relevant personnel dealing with request	Final approval
02/12/2017	NWAS	Incident affection patient	Relevant personnel dealing with request	Final approval
31/12/2017	Halton	Incident affection patient	Relevant personnel dealing with request	Final approval

Source: Datix
Author: PA/Project Support (AJ)

App 13 Complaints received

Date Received	Service	Description	Action Taken	Commissioner	Grade	Outcome	Closed
24.11.17	Primary and Community Services	Unhappy with service at practice	SDU reviewed	NHS England	Low	Not upheld	21.12.17
23.11.17	Out of Hours	Unhappy with service received	SDU dealing	Liverpool	Low	Ongoing	N/A
17.11.17	Primary and Community Services	Unhappy with service received	SDU reviewed	NHS England	Low	Not Upheld	12.12.17
16.11.17	Out of Hours	Unhappy with service received	SDU reviewed	Liverpool	Low	Not Upheld	22.11.17
10.11.17	Primary and Community Services	Unhappy with service received	SDU Reviewed	NHS England	Low	Not Upheld	22.11.17
09.11.17	Out of Hours	Unhappy with service received	SDU reviewed	Halton	Low	Not Upheld	28.11.17
23.11.17	Primary and Community Services	Unhappy with treatment received	SDU reviewed	NHS England	Low	Partly Upheld	11.12.17
01.11.17	Primary and Community Services	Unhappy with treatment received	SDU Reviewed	Knowsley	Low	Not Upheld	20.12.17
15.12.17	Out of Hours	Unhappy with service received	SDU reviewed	Liverpool	Very Low	Not Upheld	08.01.18
08.12.17	IUC	Unhappy with treatment received	SDU reviewed	Liverpool	Low	Not Upheld	04.01.18
07.12.17	Primary and Community Services	Unhappy with service received	SDU reviewed	NHS England	Low	Partly Upheld	29.12.17
04.12.17	Primary and Community Services	Unhappy with service received	SDU Dealing	Knowsley	Low	Ongoing	N/A

Source: Datix

Author: PA/Project Support (AJ)

App 14 Workforce

Staff Turnover

UC24	Jan-17	Feb-17	Mar-17	Apr-17	May-17	Jun-17	Jul-17	Aug-17	Sep-17	Oct-17	Nov-17	Dec-17
Start of Month Staff Numbers	280	216	218	228	269	269	268	265	261	262	232	232
Starters	10	4	12	50	8	4	8	6	9	11	3	5
Leavers	11	2	2	9	8	5	11	10	8	1	3	4
TUPE										40		
End of Month Staff Numbers	279	218	228	269	269	268	265	261	262	232	232	233
Turnover Rate	3.94%	0.92%	0.90%	3.62%	2.97%	1.86%	4.13%	3.80%	3.06%	0.40%	1.29%	1.72%
Annualised rate	47.2%	11.1%	10.8%	43.5%	35.7%	22.3%	49.5%	45.6%	36.7%	4.9%	15.5%	20.6%
Rolling Annualised rate	33.0%	31.0%	29.3%	30.5%	32.0%	32.4%	32.3%	32.4%	32.2%	29.6%	29.4%	28.6%

Source: Rotamaster
Author: HR Manager

Appraisal compliance

Appraisals completed in date	109	100	145	170	158	176	176	176	176	176	176	176
Total staff	280	203	208	213	186	199	199	199	199	199	199	199
	38.9%	49.3%	69.7%	79.8%	84.9%	88.4%	88.4%	88.4%	88.4%	88.4%	88.4%	88.4%

Source: Rotamaster
Author: HR Manager

Mandatory training compliance

Courses due to be completed by end of working month	2240	1728	1744	1824	2152	2152	2144	2385	2349	2358	2088	2088
Courses completed by end of working month	2149	1685	1668	1751	2054	2072	2067	2286	2209	2251	2006	2041
	95.9%	97.5%	95.6%	96.0%	95.4%	96.3%	96.4%	95.8%	94.0%	95.5%	96.1%	97.7%

Source: Rotamaster/E-learning portal
Author: Interim Training Manager

Title: Clinical Recruitment update	Meeting Date: 25 January 2018	Agenda item no: 8.2
Prepared and presented by: Mary Ryan & Helena Leyden	Discussed by:	
Link to UC24 Values: <ul style="list-style-type: none"> ✓ Providing quality patient services ✓ Being an excellent employer <input type="checkbox"/> Working collaboration to achieve positive system change. CQC Domain References <ul style="list-style-type: none"> ✓ Safe ✓ Effective ✓ Caring ✓ Responsive ✓ Well-led 	Resource implications:	
	Purpose of the report: <ul style="list-style-type: none"> <input type="checkbox"/> Assurance <input type="checkbox"/> Decision <input type="checkbox"/> Discussion ✓ Noting 	
	Decisions to be taken: The meeting is invited to: <ul style="list-style-type: none"> • Note the current status of Clinical Recruitment. 	

1.0 Purpose:

1.1 The purpose of the paper is to update the Board on progress in clinical recruitment.

MEDICAL RECRUITMENT

2.0 Introduction

Over the past year, there have been a number of recruitment challenges in the medical workforce as the organisation moves forward.

The arrival in post of a new Medical Director highlighted remaining gaps in the medical leadership workforce, a gap in medicines management and of course the acquisition of the Sefton Practices (which were fully locum staffed) were an urgent recruitment pressure for medical staff.

There remains a shortage of medical staff - and in particular GPs - nationally. Recruitment is difficult in all arenas, with many training programme places unfilled across all specialties. In General Practice, there is also a level of attrition in the workforce due to early retirement and emigration.

We are aware of the emerging new roles - Physicians Assistants, GP Assistants and Care Navigators – and remain close to our education colleagues with regard to opportunities to

become pilot sites for these roles. We need to remain conscious of the extra work this involvement brings with it however and the capacity we have to support such initiatives.

3.0 Sefton GP Workforce

UC24 'inherited' three salaried GPs with our 7 Sefton practices in April 2017. One of these GPs almost immediately retired. The other 2 have stayed with the organisation. Since then, we have recruited 10 GPs, contributing 3.2 WTE to the workforce. Salaried staff now contribute 68% of the total sessions to be covered.

While there is much remaining to be done in Sefton, our efforts have been very successful to date and we continue to advertise nationally, utilise local network contacts and we have also contracted with a reputable recruitment agency to find suitable GPs for us, with some success.

Name	Base Practice	Date appointed
Dr Rebecca Marsden	Thornton	TUPE
Dr Naresh Choudhary	Netherton	TUPE
Dr Joanna Wallace	Crosby Village	April 2017
Dr Adam Gray	Litherland	May 2017
Dr Kebsi Naidoo	Maghull	September 2017
Dr Hannah McKay	Crossways / Joint Injections	October 2017
Dr Louise Fraser	Litherland	September 2017
Dr Manohar Budhakoti	Litherland / Seaforth	September 2017
Dr Mark Waller	Seaforth	December 2017
Dr Howard Sleeth	Crossways	January 2018
Dr Sandra Oelbaum	Crosby Village	January 2018
Dr Ewa Wegrzyn	Maghull	January 2018

4.0 Out-of Hours GPs

Recruitment to our out of hours service is particularly challenged, however this has not changed in recent times.

We continue to utilise agency staff in out of hours at rates varying between 25-30%.

Recruitment efforts continue in this area. We particularly await government proposals around GP OOH indemnity (due this year) which may influence recruitment.

GPs 2017
Monika Rath
Jennifer Hughes
Noveen Awan
Lisa Jermin
Victoria Fielding

5.0 Medical Leadership

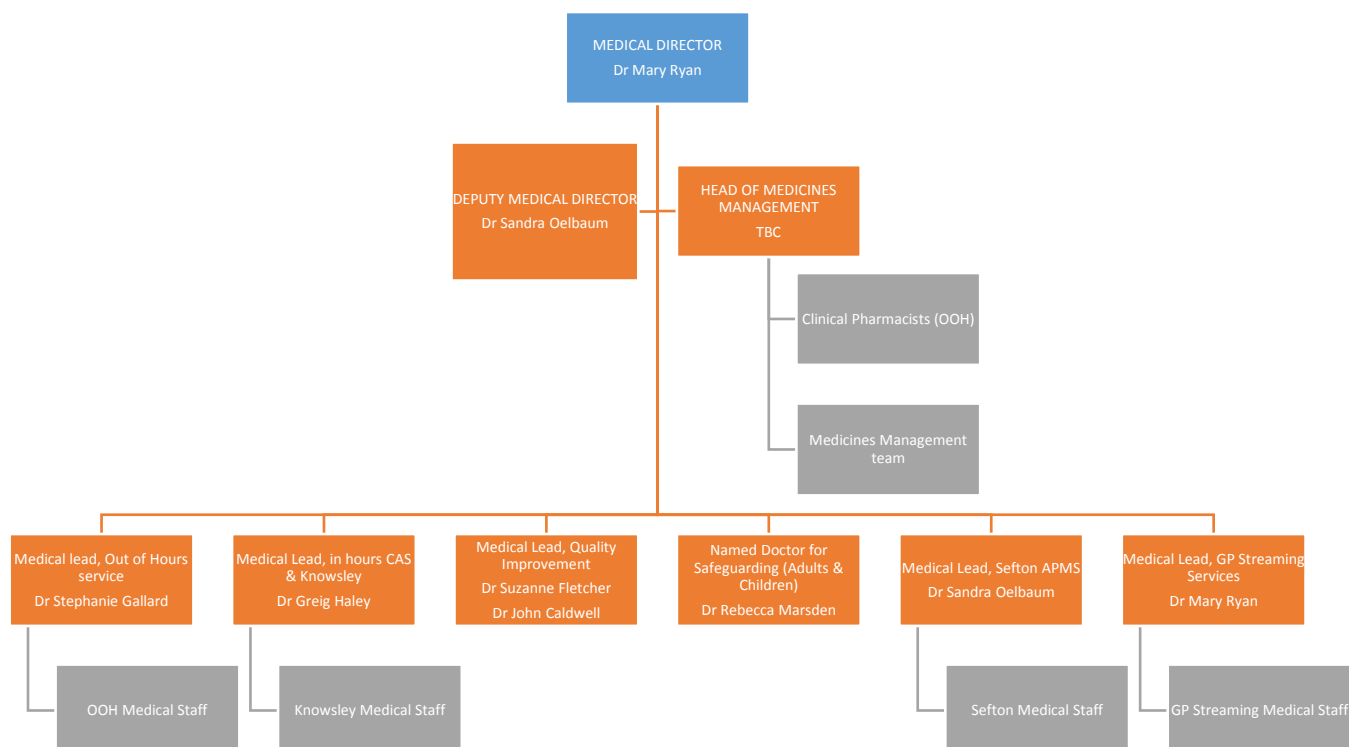
Following the appointment of the Medical Director, who started in January 2017, some gaps and capacity issues were identified as she settled in and understood the organisation better.

It became apparent that several individuals had time and payment for leadership roles which were ill-defined, lacked Job Descriptions and outcomes were not reported or asked for.

Following discussion at Leadership Team, and using the opportunity of wider organisational changes, changes to the medical leadership structure were formalised and interviewed over the past 3 months.

Each post has a formal job description, has clear remuneration and will have regular reviews with the MD going forward.

The new structure is detailed below:



6.0 Medicines Management

A gap was identified in the management of medicines in the organisation. Although the current medicines management team deliver a well governed and robust service, neither are registered pharmacists.

In addition to supervision of drugs on a day-to-day basis, a pharmacist in the organisation would be able to enhance audit of medicines, keep us abreast of current pharmaceutical developments and changes and ensure we are compliant with fast-changing legislation.

This role has now been scoped and is out to advert with a view to interview in early February.

OTHER CLINICAL RECRUITMENT

7.0 Nursing /AHP Workforce

The Nursing workforce is changing as the business has changed. The TUPE of the 111 clinical workforce consisting of Nurses and Paramedics has altered the non-medical clinical workforce requirements for UC24.

8.0 Nursing Leadership

The Nursing Leadership been redefined as the Director of Quality position has been incorporated into the Director of Nursing role and function.

The development of the leadership structure will draw upon the newly named Associate Director of Nursing (previously titled Associate Director of Quality) and the proposition to have a Lead Nurse / ECP for IUC and a Lead Nurse for Primary Care. These latter 2 posts will be drawn from the new and developing non-medical workforce.

9.0 IUC

The national policy for IUC and the local commissioning requirements that have allowed UC24 to pilot different models of provision have led UC24 to a position whereby we are to move to begin to employ Advance Nurse Practitioners / Emergency Care Practitioners. The current ANP workforce supporting service delivery is totally from agency provision. This has allowed for a number of lessons to be learnt including governance issues being addressed as we move to permanent employment status.

10.0 Primary Care

The Sefton Practices through the processes of mobilisation and stabilisation have been able to identify the workforce requirements in relation to General Practice Nursing (GPN). A successful advertisement and recruitment process has resulted in offers of permanent employment to 3 new GPN's. Two of whom are general trained nurses who will have to complete further training to meet the competencies to fully practice in general practice. This position in relation to competencies and ongoing development is a current reflection of GPN's across England. We will have access to some regionally provided training and will have to fund training for other aspects to ensure a quality and professional service provision.

11.0 Asylum Service

The Asylum Seeker service has a need for Nurses with certain competencies specifically around non-medical prescribing. A recent recruitment process has been undertaken without being able to make an appropriate appointment. The Associate Director of Service delivery continues to address this issue as part of the ongoing work plan for the Asylum Seeker service. In the meantime the service continues to be delivered through the provision of Agency Nurses.

12.0 Next Steps

The Director of Nursing is to lead a steering group that will oversee the introduction of the changing Nursing / Non Medical workforce and ensure that a governance framework is in place to oversee the introduction, development and retention of this workforce.

13.0 The meeting is invited to:

- Note the current status of Clinical Recruitment.

Title: Primary Care Services Transformation Plan	Meeting Date: 25 January 2018	Agenda item no: 9.1
Prepared and presented by: Ann McEvoy, Associate Director of Service Delivery Jay Carr, Director of Service Delivery	Discussed by: Executive Team	
Link to UC24 Values: <ul style="list-style-type: none"> ✓ Providing quality patient services ✓ Being an excellent employer ✓ Working collaboration to achieve positive system change. CQC Domain References <ul style="list-style-type: none"> ✓ Safe ✓ Effective ✓ Caring ✓ Responsive ✓ Well-led 	Resource implications: To be confirmed	
	Purpose of the report: <ul style="list-style-type: none"> <input type="checkbox"/> Assurance <input type="checkbox"/> Decision <input type="checkbox"/> Discussion ✓ Noting 	
	Decisions to be taken: The meeting is invited to: <ul style="list-style-type: none"> • Note progress on the development of the project plan to deliver service transformation across UC24 South Sefton GP Practices 	

1.0 Purpose:

- 1.1 The purpose of the paper is to update the Board on progress to deliver transformational change across UC24 South Sefton General Practices.

2.0 Background:

- 2.1 In November 2017, the Board received a presentation from the Leadership Team describing our plans to deliver service transformation across our GP practices in South Sefton.
- 2.2 The first stages of the plan are to develop integrated clinical models between Litherland and Seaforth practices and the Great Crosby Practices of Crosby Village, Crossways and Thornton. In addition we are expecting all of our practices to be subject to a CQC inspection in the first half of 2018/19.

2.3 The key components of Service transformation across all of our practices will be delivered through:

- Telephone Triage
- Single Point of Access for urgent clinical reviews
- Home visits co-ordinated across all practices
- Integration to maximise community & third sector presence in our practices

3.0 Update:

3.1 The Leadership Team met on 28 December to develop a Project Plan to deliver service transformation from April 2019. The allocation of executive responsibility, project management, project support and key workstreams is shown below.

Executive Sponsor: Jay Carr, Director of Service Delivery	
Project Manager: Ann McEvoy, Associate Director of Service Delivery	
Project Support Officer: Clare Hay	
Workstream	Responsible Manager
One Team Approach	Practice Manager TBC
Transforming Clinical Services	Mary Ryan Medical Director/Deputy Medical Director
Litherland & Seaforth Integration	Jacqui Westcott, Practice Manager
Integrated Services Great Crosby Practices	Great Crosby Practice Manager
Quality and CQC Inspections	Helena Leyden, Director of Nursing
Workforce Plan	Ann McEvoy, Associate Director of Service Delivery
Financial Performance	Pat de Ridder, Head of Finance
IT and Infrastructure	Jay Carr, Director of Service Delivery

4.0 Next steps

4.1 A detailed project plan with key milestones is currently being developed for each workstream.

4.2 Progress against the plan will be monitored through the Leadership Team with quarterly updates provided to the Board through Finance and Performance Committee.

5.0 Recommendations:

The meeting is invited to:

- Note progress on the development of the project plan to deliver service transformation across UC24 South Sefton GP Practices.

Title: Rules and Regulations Update	Meeting Date: 25 January 2018	Agenda item no: 10.2
Prepared and presented by: Margaret Swinson	Discussed by:	
Link to UC24 Values: <ul style="list-style-type: none"> <input type="checkbox"/> Providing quality patient services <input checked="" type="checkbox"/> Being an excellent employer <input type="checkbox"/> Working collaboration to achieve positive system change. CQC Domain References <ul style="list-style-type: none"> <input type="checkbox"/> Safe <input type="checkbox"/> Effective <input type="checkbox"/> Caring <input type="checkbox"/> Responsive <input checked="" type="checkbox"/> Well-led 	Resource implications:	
	Purpose of the report: <ul style="list-style-type: none"> <input type="checkbox"/> Assurance <input type="checkbox"/> Decision <input type="checkbox"/> Discussion <input checked="" type="checkbox"/> Noting 	
	Decisions to be taken: The meeting is invited to: <ul style="list-style-type: none"> Note the current draft Rules upon which legal advice will be taken Note that further advice on whether other legal structures are needed by the organisation is being taken Note the process for development of the Regulations (How we do things here) document and meeting protocol sheet. 	

1.0 Purpose:

- 1.1 The purpose of the paper is to update the Board on progress in respect of the updating of the Society's Rules, the taking of further legal advice in relation to whether additional legal structures are advisable, the creation of a supporting document 'How we do things here' (Regulations) and a protocol for Board meetings.

2.0 Rules:

- 2.1 Following the meetings in June and July 2017 and subsequent discussions by the Board, the Rules have been annotated to reflect the amendments necessary to give effect to:

- Re-defining membership to staff, which has been the effective position for some years
- Clarifying the mechanisms for appointment and removal of Board members
- Changing the proportion of Non-Executive to Executive Directors in order to ensure that
 - there is an appropriate minimum level of Non-Executive membership
 - the composition of voting membership of the Board is not constrained by the organisation's ability to remunerate additional Non-Executive Directors
 - therefore all those carrying the day to day responsibility of Executive Directors have a vote at the Board.
- Removing from the Rules clauses which were advisory, eg the clauses in relation to how the organisation related to different stakeholder groups, and which more appropriately belong in the Regulations.

The current draft, subject to legal advice, is attached for information.

Alongside this review, and as part of the legal advice being taken, consideration will be given to the advisability of using additional legal structures for particular services, and their form.

3.0 Regulations

3.1 The Rules make provision for Regulations to be agreed by the Board. These can be updated by the Board and have been described as 'How we do things here'. Matters have been identified for inclusion in this document from the following meetings/sources:

- June and July 2017 discussions
- One to one discussions
- Items which more appropriately belong in this document than in the Rules
- The Board development work with Impact Consulting
- The development of the recruitment pack for Board members
- Good practice in governance and stakeholder engagement.

3.2 Although it is far from an exhaustive list, the document will include:

- Organisational mission and values
- The current pattern of formal meetings and attendance expectations
- Who, other than members, attends Board meetings
- The Staff Council
- How the organisation engages with clinicians (Education programme etc)

- How the organisation engages formally with other Health providers (NED attendance at Board meetings)
- Use of Patient Stories at Board meetings

3.3 Following attendance by Kathryn Foreman at the Royal Liverpool Board meeting, the development of an additional document setting out expectations for Board meetings has been suggested. This will form part of the next stage work. The example from the RLUH meeting is attached for information.

4.0 Recommendations:

The meeting is invited to:

- Note the current draft Rules upon which legal advice will be taken
- Note that further advice on whether other legal structures are needed by the organisation is being taken
- Note the process for development of the Regulations (How we do things here) document and meeting protocol sheet

Society number 29958R

X

RULES OF URGENT CARE 24 LIMITED

ALL PREVIOUS RULES RESCINDED

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1 INTRODUCING THE SOCIETY AND THE RULES

Name

- 1.1 The society is called “**Urgent Care 24 Limited**”, and it is called the Society in these Rules.

Registration

- 1.2 The Society is registered under the law as a society for the benefit of the community with the **Financial Conduct Authority**. Its website is www.urgentcare24.com and its registered office is Unit 3 – 4 Tapton Way, **Wavertree** Business Village, Liverpool, L13 1DA.

Commented [MS1]:

The Registered Office has been changed with what is now the Financial Conduct Authority. The Rules, when amended, will need to include amendment in both regards

Why the Society exists

- 1.3 The Society exists in order to carry on business in relation to health and well-being for the benefit of the community. This is the Society’s Purpose.

Commitments

- 1.4 The Society is committed to:
- 1.4.1 ensuring the delivery of high quality urgent care services;
 - 1.4.2 following ***NHS Principles and Values***;
 - 1.4.3 partnership working with partners in the health and social care system;
 - 1.4.4 retaining profits and applying them to achieve the Society’s Purpose.

Governing documents

- 1.5 These Rules set out the way in which the Society is owned, organised and governed.
- 1.6 Where the Rules allow it, the Board of Directors may make **Regulations** setting out other provisions in addition to the Rules. Such Regulations shall not be inconsistent with the Rules.
- 1.7 Other provisions (such as codes of conduct) may be established as the Rules specify.
- 1.8 In the Rules
- 1.8.1 words starting with a capital letter (like Rules) refer to something specific, and the Appendix at the end of the Rules identifies the rule which makes this apparent; and
 - 1.8.2 words which are also highlighted in italics (like ***NHS Principles and Values***) have a special meaning and the Appendix lists all of these words and explains what they mean.

Commented [MS2]: ‘How we do things around here’

2 GOVERNANCE

Overview

- 2.1 The Society has Members, and a Board of Directors with executive and non-executive members and a Chair. It also has a Secretary.

Members

- 2.2 Membership is the means by which the Society is owned by the community. Membership provides Members with access to information and a voice in the Society.

Information

- 2.3 Members are entitled to receive information about the Society and its business, as provided in the Rules.

Voice

- 2.4 Members have a voice in the Society's affairs as provided in the Rules, by
- 2.4.1 attending, speaking and submitting motions to be considered at Members Meetings; and
 - 2.4.2 voting at Members Meetings.

Members and others may also participate in Groups established by the Board to develop and improve the Society's engagement with its stakeholders.

Board of Directors

- 2.5 Subject to the Rules, the Board of Directors manages the affairs of the Society and may exercise all of its powers.

Chair

- 2.6 The Chair has overall responsibility for the governance of the Society in accordance with these Rules and the effective performance by the Board of its role.

Secretary

- 2.7 The Secretary is secretary to the Society, and acts as secretary to the Board of Directors.

3 MEMBERS

- 3.1 The Members of the Society are those whose names are listed in the Register of Members ~~and comprise any person aged 16 or over who is employed by, or is a Non-Executive Director of, the Society. For the avoidance of doubt this does not include volunteers or independent professional contractors.~~
- 3.2 ~~Membership is open to any person aged 16 or over who completes an application for membership in the form required and:~~

- 3.2.1 ~~lives or works within the local government electoral areas of Knowsley MBC, Liverpool City Council, Sefton MBC, St Helen's MBC, and Wirral MBC or any other served by the Society and designated by the Board as a membership area; or~~
- 3.2.2 ~~is a General Practitioner who works with the Society; or~~
- 3.2.3 ~~is employed by or carrying out functions for the Society. For the avoidance of doubt, this does not include volunteers, or independent professional carers.~~
- 3.3 If Capital Funding Shares are issued under the Rules:
- 3.3.1 those who hold Capital Funding Shares are entitled to be, and thereby become Funding Members (in addition to any existing membership);
- 3.3.2 subject to any further limitations imposed by the Board of Directors, Capital Funding Shares may be issued to any person or any corporate entity having a legitimate interest in the Society's Purpose and Objects.
- 3.4 Funding Members may be divided into two or more constituencies.

Cessation of Membership

- 3.5 A Member ceases to be a member of the Society ~~on the day they cease, for any reason, to be employed by, or a Non-Executive Director of, the Society:~~
- 3.5.1 ~~they die;~~
- 3.5.2 ~~they cease to be entitled under the Rules to be a Member and are removed from the Register of Members;~~
- 3.5.3 ~~the Secretary removes them from the Register of Members, after completing procedures approved by the Board, on the grounds that:~~
- 3.5.3.1 ~~the Society has lost contact with the Member; or~~
- 3.5.3.2 ~~they no longer wish to continue as a Member; or~~
- 3.5.4 ~~they are expelled from membership under the Rules.~~
- 3.6 ~~A Member may be expelled by a resolution approved by not less than two-thirds of the directors present and voting at a Board Meeting. The following procedure is to be adopted.~~
- 3.6.1 ~~Any Member may complain to the Secretary that another Member has acted in a way detrimental to the interests of the Society.~~

Commented [MS3]: The continuance of this provision will form part of the discussions on the Rules with our lawyers. The provision has, to date, never been used. It currently does 'no harm'. The final draft will therefore either retain or remove all references to Capital Funding

Commented [MS4]: The simplification of membership to those employed makes it easy to define cessation, therefore these more detailed provisions become redundant.

- 3.6.2 ~~If a complaint is made, the Board of Directors may itself consider the complaint having taken such steps as it considers appropriate to ensure that each Member's point of view is heard and may either:~~
 - 3.6.2.1 ~~dismiss the complaint and take no further action; or~~
 - 3.6.2.2 ~~for a period not exceeding twelve months suspend the rights of the Member complained of to attend Members Meetings and vote under the Rules;~~
 - 3.6.2.3 ~~arrange for a resolution to expel the Member complained of to be considered at the next Board Meeting.~~
- 3.6.3 ~~If a resolution to expel a member is to be considered at a Board Meeting, details of the complaint must be sent to the Member complained of not less than one calendar month before the meeting with an invitation to answer the complaint and attend the meeting.~~
- 3.6.4 ~~At the meeting the Board will consider evidence in support of the complaint and such evidence as the Member complained of may wish to place before them.~~
- 3.6.5 ~~If the Member complained of fails to attend the meeting without due cause the meeting may proceed in their absence.~~
- 3.6.6 ~~A person expelled from membership will cease to be a member upon the declaration by the chair of the meeting that the resolution to expel them is carried.~~
- 3.7 ~~No person who has been expelled from membership is to be re-admitted except by a resolution carried by the votes of two-thirds of the Directors present and voting at a Board Meeting.~~
- 3.8 ~~If a Funding Member is expelled, they retain ownership of any Capital Funding Shares but they will not be entitled to attend Members Meetings or vote under the Rules.~~

4 MEMBERS MEETINGS

- 4.1 Every year, the Society shall hold an Annual Members Meeting.
- 4.2 Any other Members Meetings are Special Members Meetings.
- 4.3 The Board of Directors (except where otherwise provided in the Rules):
 - 4.3.1 convenes Members Meetings
 - 4.3.2 decides the date, time and place of any Members Meeting and of any adjourned meeting;

- 4.3.3 decides whether a Members Meeting will ~~be~~ held at more than one location, and if so, whether simultaneously or at different dates and/or times.

Commented [MS5]: This has been left in as it would allow for simultaneous meetings at, say, Litherland Town Hall and Wavertree HQ

Annual Members Meeting

- 4.4 The functions of the Annual Members Meeting shall include:

- 4.4.1 receiving from the Board of Directors the Annual Accounts for the previous financial year; a report on the Society's performance in the previous year, and forward plans for the current year and the next year;
- 4.4.2 appointing:
- 4.4.2.1 financial Auditors; and
- 4.4.2.2 external Auditors of any other aspect of the performance of the Society. ~~should that be required.~~

Commented [MS6]: Advice will be taken on whether this sub-clause is necessary. It has never been used and if we did require external audit of something (eg grant spending) we will probably need to make the appointment immediately and not link it to the AMM cycle.

Special Members Meetings

- 4.5 Special meetings are to be convened by the Secretary either:

- 4.5.1 by order of the Board of Directors; or
- 4.5.2 if a written requisition signed (except where these Rules say otherwise) by not less than 10% of all Members is delivered (addressed to the Secretary) to the Society's registered office.

- 4.6 Any requisition must state the purpose for which the meeting is to be convened. If the Secretary is not within the United Kingdom or is unwilling to convene a special meeting, any Director may convene a Members' meeting.

- 4.7 A special meeting called in response to a Members' requisition must be held within 28 days of the date on which the requisition is delivered to the registered office. The meeting is not to transact any business other than that set out in the requisition and the notice convening the meeting.

Notice of Society General Meetings

- 4.8 Notice of a Members Meeting is to be given at least 14 clear days before the date of the meeting:

- 4.8.1 by notice prominently displayed at the registered office and at all of the Society's places of business; and
- 4.8.2 by notice on the Society's website

- 4.9 The notice must be given to Directors and the Auditors, and it must;

- 4.9.1 state whether the meeting is an annual or special meeting;

- 4.9.1.1 give the time, date and place of the meeting; and
- 4.9.1.2 set out the business to be dealt with at the meeting.

Procedure at Members Meetings

- 4.10 Members Meetings are open to all Members, but not to the public unless the Board of Directors decides otherwise. The Board of Directors may invite particular individuals or representatives of particular organisations to attend a Members Meeting.
- 4.11 Before a Members Meeting can do business, there must be a quorum present. Except where these Rules say otherwise a quorum is present if twenty Members or 10% of the Members entitled to vote at the meeting whichever is lower are present.
- 4.12 If no quorum is present within half an hour of the time fixed for the start of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board determine. If a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of Members present during the meeting is to be a quorum.
- 4.13 It is the responsibility of the Board of Directors, the chair of the meeting and the Secretary to ensure that at any Members' meeting:
 - 4.13.1 the issues to be decided are clearly explained;
 - 4.13.2 sufficient information is provided to Members to enable rational discussion to take place;
 - 4.13.3 where appropriate, experts in relevant fields are invited to address the meeting.
- 4.14 The Chair, or in their absence some other Director nominated by the Board of Directors, shall chair a Members Meetings. If neither the Chair nor such other Director is present, the Directors present shall elect one of their number to be chair and if there is only one Director present and willing to act they shall be chair of the meeting.

Voting at Members Meetings

- 4.15 Subject to these Rules and to any Act of Parliament, a resolution put to the vote at a Members Meeting shall, except where a poll is demanded or directed, be decided upon by a show of hands.
- 4.16 The Board may introduce arrangements for Members to vote by post, or by using electronic communications.
- 4.17 On a show of hands and on a poll, every Member present (and where postal or electronic voting arrangements have been introduced, any Member who has voted in this way) is to have one vote. In the case of an equality of votes, the chair of the meeting is to have a second or casting vote.

Commented [MS7]: We often invite others to the meetings, in particular partner organisations and Commissioners but we are not required to do so.

- 4.18 A Funding Member who is also ~~a Community Member or~~ a Staff Member only has one vote.
- 4.19 Unless a poll is demanded, the Chair will declare the result of any vote, which will be entered in the minute book. The minute book will be conclusive evidence of the result of the vote.
- 4.20 A poll may be directed by the Chair or demanded either before or immediately after a vote by show of hands by not less than one-tenth of the Members present at the meeting.
- 4.21 Unless these Rules or an Act of Parliament say otherwise, all resolutions are to be decided by a simple majority of the votes cast.

5 **STAKEHOLDER ENGAGEMENT**

- 5.1 The Board ~~shall engage with Stakeholders by whatever means it decides is appropriate for its requirements.~~

Staff Group

- 5.2 ~~People who are employed by or carry out functions for the Society may be invited to join and attend a staff group. The arrangements for the staff group are as follows:~~
- 5.2.1 ~~The purpose of the group is to be a mechanism for two-way communication between the Board and people who work for the Society;~~
 - 5.2.2 ~~The group is convened and chaired by a non-executive director;~~
 - 5.2.3 ~~A leader of the group is appointed from the members of the group by a process agreed by the chair of the group and the members;~~
 - 5.2.4 ~~The role description for the leader is determined by the Board subject to consultation with the group;~~
 - 5.2.5 ~~The term of office of the leader is one year with effect from the Annual Members Meeting;~~
 - 5.2.6 ~~The leader is invited to attend at least two Board meetings each year with the right to speak but not to vote.~~

Partner Group

- 5.3 ~~People and bodies delivering health care including GP practices, clinics and doctors delivering care for UC24 may be invited to join and attend a partner group. The arrangements for the partner group are as follows:~~

Commented [MS8]: The Rules set out ways UC24 *might* wish to engage with particular groups. Rather than clutter the Rules with possible engagement mechanisms, the actual ones will be included in the 'How we do things' document which will enable them to be kept up to date.

- 5.3.1 ~~The purpose of the group is to be a mechanism for two-way communication between the Board and people and bodies who work with the Society;~~
- 5.3.2 ~~The group is convened and chaired by a non-executive director;~~
- 5.3.3 ~~The group meets quarterly with input from invited speakers or otherwise to encourage participation and development.~~

Community Stakeholder Group

- 5.4 ~~People who live in an area served by the Society or receiving services from the Society may be invited to join and attend a relevant stakeholder group. The arrangements for the group are as follows:~~

- 5.4.1 ~~The purpose of the group is to be a mechanism for two-way communication between the Board and people the Society serves;~~
- 5.4.2 ~~The group is convened and chaired by a non-executive director;~~
- 5.4.3 ~~Meetings may be held when the chair of the group considers it appropriate;~~
- 5.4.4 ~~Arrangements will be put in place to enable members of the group to receive information and communicate and participate in discussions electronically.~~

6 BOARD OF DIRECTORS

Composition of the Board

- 6.1 The Board of Directors comprises executive Directors and non-executive Directors, as follows:

- 6.1.1 not less than ~~one~~ **third** of the Directors shall be non-executive Directors, one of whom is to be Chair of the Society;
- 6.1.2 there shall be at least ~~two~~**three** non-executive directors;
- 6.1.3 one of the executive Directors is to be the Chief Executive;
- 6.1.4 one of the executive Directors is to be a **health care professional**;
- 6.1.5 responsibility for the management of the Society's clinical standards, finances, information and communications technology and human resources is to be assigned to one or more specified executive Directors.

Commented [MS9]: This is to ensure that there is an appropriate proportion of NEDs but also that all EDs have a full voice and vote.

Provisions affecting membership of the Board of Directors

6.2 No person may become or continue to be a Director if they:

- 6.2.1 do not meet such Fit & Proper persons test as is current at the time of their appointment;
- 6.2.2 are the subject of a disqualification order made under the Company Directors Disqualification Act 1986;
- 6.2.3 become bankrupt or make any arrangement or composition with creditors;
- 6.2.4 have refused without reasonable cause to fulfil any training requirement established by the Board of Directors;
- 6.2.5 have refused to sign and deliver to the Secretary a statement in the form required by the Board of Directors confirming acceptance of the code of conduct for Directors.

Appointments and removals

6.3 Non-executive Directors shall be appointed by a panel including the Chair under a procedure approved by the Board taking into account the need for the Society's stakeholders to have an appropriate voice in the process. No person may become or continue to be a non-executive Director if they:

- 6.3.1 are employed by or undertake paid duties on behalf of the Society;
- 6.3.2 are employed by an **NHS body** or by any other organisation providing health services which is or may be in competition with the Society;
- 6.3.3 are a governor or director of an **NHS body** except with the approval of the Board of Directors;
- 6.3.4 are a spouse, partner, parent or child of another Director of the Society.

6.4 Subject to the arrangements for non-Directors at the date of registration of these Rules set out in the below, the term of office of non-executive Directors including the Chair shall be up to three years, and may be renewed once. The terms of office of for non-executive Directors at the date of registration of these Rules are as follows:

Name	Date term of office ends	Renewable for 3 years
Mark Burns	1 September 2012	
Sylvia Hikins	1 September 2013	
Pat Higgins	1 September 2014	Yes

Commented [MS10]: This section was transitional to get us from the old unlimited terms into the new terms. If the Rules are changed this will go, though there may, depending on what we do, need to be a new transitional provision.

- 6.5 Removal of the Chair ~~or another non-executive Director~~ shall require the approval of a three-quarters majority of the members present and voting at a Special Meeting of the Board ~~Members Meeting convened by the Board on the recommendation of~~ Chaired by the Chair of the Audit Committee. Removal of any other non-executive director shall require the approval of a three-quarters majority of members present and voting at a Special Meeting of the Board chaired by the Board Chair.
- 6.6 ~~The non-executive Directors shall appoint or remove the Chief Executive~~ The Chief Executive shall be appointed by a process agreed by the Board and overseen by the Nominations and Remuneration Committee, with appropriate involvement of Stakeholders including Executive Directors. The Chief Executive shall be removed by the Chair and Non-Executive Directors, having engaged appropriate expert external advice and in a process consonant with the organisation's personnel policies.
- 6.7 ~~A committee comprising the non-executive Directors and the~~ The appointment and removal of other Executive Directors shall be by the Chief Executive in accordance with line management responsibilities and under the appropriate personnel policies. ~~shall appoint or remove other executive Directors.~~
- 6.8 The Board of Directors shall make appropriate arrangements for a Vice Chair to be in place in the absence or incapacity of the Chair. ~~appoint one of the non-executive Directors to be Vice-chair of the Society.~~

Board Meetings

- 6.9 The Board of Directors shall hold such meetings as it considers appropriate to discharge its roles and responsibilities.
- 6.10 The quorum for meetings of the Board shall be the higher of:
- 6.10.1 three (including at least one non-executive Director); and
 - 6.10.2 half the number of Directors (including at least half of both the executive and non-executive Directors).
- 6.11 Directors may be counted in the quorum, participate in and vote at meetings of the Board by telephone, video or other electronic means.
- 6.12 Unless the Rules provide otherwise, every question at Board meetings shall be decided by a majority of votes. Each Director shall have one vote, and in the event of a tied

~~vote, the chair of the meeting shall have a second or casting vote the motion, having not secured a majority, will be declared lost.~~

- 6.13 If either the Chair, (or in the absence of the Chair, the Vice-chair), or at least one third of the members of the Board, asks the Secretary to circulate a resolution to all Directors to be signed, and it is returned to the Secretary signed by at least three quarters of the Directors, then it shall have the same effect as a resolution validly passed at a meeting of the Board of Directors. Each Director may sign a separate copy of the resolution and send a signed copy to the Secretary by email or any other electronic means.
- 6.14 The Board of Directors may make standing orders for the conduct of its meetings.

Disclosure of Interests

- 6.15 Directors shall disclose to the Board of Directors any material interests (as defined below) held by them, their spouse or partner, which shall be recorded in the register of interests of the Directors.
- 6.16 A material interest is:
- 6.16.1 any interest (excluding a holding of shares in a company whose shares are listed on any public exchange where the holding is less than 2% of the total shares in issue) or position held by a Director in any firm, company or business which has or is likely to have a trading or commercial relationship with the Society;
 - 6.16.2 any interest in an organisation providing health and social care services;
 - 6.16.3 a position of authority in a charity or voluntary organisation in the field of health and social care;
 - 6.16.4 any connection with any organisation, entity or company considering entering into a financial arrangement with the Society including but not limited to lenders or banks.
- 6.17 Any Director who has an interest in a matter to be considered by the Board of Directors or one of its Committees (whether because the matter involves a firm, company, business or organisation in which they or their spouse or partner has a material interest or otherwise) shall declare such interest to the Board of Directors or that Committee and:

- 6.17.1 shall withdraw from the meeting and play no part in the relevant discussion or decision; and
- 6.17.2 shall not vote on the issue (and if by inadvertence they do remain and vote, their vote shall not be counted);

Commented [MS11]: The Rules previously included a casting vote for the Chair, this change would prevent change progressing only on the basis of that casting vote.

Commented [MS12]: We should probably make it possible for that person to express views, received by the rest of the Board in the light of their interest, but they should not be present for any vote and there should be opportunity for discussion to continue once they have left the room. Advice on the precise wording will form part of the legal review process.

6.17.3 details of any such interest shall be recorded in the register of interests of the Directors.

6.18 Any Director who fails to disclose any interest or material interest required to be disclosed under these provisions must permanently vacate their office if required to do so by a majority of the remaining Directors.

Committees of the Board

6.19 The Board of Directors shall establish

6.19.1 an Audit Committee comprising ~~the~~ non-executive Directors to perform such monitoring, reviewing and other functions as are appropriate;

6.19.2 a Nominations and Remuneration Committee comprising ~~the~~ non-executive Directors to decide the remuneration and allowances and other terms and conditions of office of the executive Directors;

6.19.3 a Committee with responsibility for Clinical Governance and Risks ~~Committee~~ to establish and monitor the clinical governance function within the Society.

Commented [MS13]: Any other matters are recommendations to the Board and not decisions of the Committee.

Commented [MS14]: It is explicit in the TORs of Q&W that it fulfils the brief of this clause. The wording has been changed to remove rigidity over the Committee title.

6.20 ~~The Board shall set out terms of reference for these committees which shall include delegated powers (if any), reporting duties and any other persons who should attend the meetings.~~

6.21 The Board of Directors may establish other committees comprising either Directors or Directors and other people appointed by the Board ~~as necessary and shall set out terms of reference, delegated powers (if any), reporting duties and any other persons who should attend the meetings.~~ ~~If other committees are established the Board shall set their terms of reference, delegated powers (if any) and reporting duties.~~

Commented [MS15]: F&P fits in here

6.22 Unless the Board decides otherwise the procedure at committees established by the Board shall be the procedure which applies to Board meetings.

7 CHAIR

7.1 The Chair is accountable to the Members for the governance of the Society in accordance with these Rules and the effective performance by the Board of its role.

7.2 The Chair shall be appointed under a procedure determined and agreed by the Board and managed by the Remuneration-Nominations & Remuneration and Nominations Committee, ~~at the request of the Board~~ taking into account the need for the Society's stakeholders to have an appropriate voice in the process.

8 REPORTING

Preparation of Accounts

8.1 In respect of each year of account, the Board of Directors shall cause to be prepared Annual Accounts which shall include:

- 8.1.1 a revenue account or revenue accounts which singly or together deal with the affairs of the Society as a whole for that year and which give a true and fair view of the income and expenditure of the Society for that year; and
- 8.1.2 a balance sheet giving a true and fair view as at the date thereof of the state of the affairs of the Society.

8.2 The Board of Directors has the power to prepare in addition a revenue account or revenue accounts for less than one year of account and a balance sheet at the end of the period covered by such revenue account or revenue accounts.

Auditors and Accounts

8.3 The Society shall in accordance with the law appoint in each year a qualified Auditor or Auditors to be the Auditors, and the following provisions shall apply to them.

- 8.3.1 The accounts of the Society for that year shall be submitted to them for audit as required by the law.
- 8.3.2 They shall have all the rights and duties in relation to notice of, and attendance and right of audience at Members Meetings, access to books, the supply of information, reporting on accounts and otherwise, as are provided by the law.
- 8.3.3 Except where provided in the Rules, they are appointed by the Members, and the provisions of the law shall apply to their re-appointment and removal and to any resolution removing, or appointing another person in their place.
- 8.3.4 Their remuneration shall be fixed by the Members or in a way that the Members decide.

8.4 The Board of Directors may fill any casual vacancy in the office of Auditor until the next following Members Meeting.

Presentation of Accounts

8.5 The Board of Directors shall present reports of the business and affairs of the Society to the Annual Members Meetings.

8.6 The Board of Directors shall lay Annual Accounts before the Annual Members Meeting showing respectively the income and expenditure for and the state of the affairs of the

Society as at the end of the Society's most recent financial year (or of such other period as the Board of Directors may decide).

Publication of Accounts and Balance Sheets

- 8.7 Subject to the law, the Board of Directors must not cause to be published any revenue account or balance sheet unless it has previously been audited by the Auditors. Every revenue account and balance sheet published must be signed by the Secretary and by two Directors acting on behalf of the Board.

Copy of Balance Sheet to be Displayed

- ~~8.8 The Society must keep a copy of the last balance sheet for the time being, together with the report of the Auditors, always displayed in a conspicuous place at its registered office.~~

Commented [MS16]: We don't do this and the information is available on request from ourselves or through the FCA. It is not required as part of compliance with the CQC Finance Regulation

Annual Return to be sent to Financial Conduct Authority

- ~~8.98.8~~ The Society must, within the time allowed by legislation in each year, send to the **Financial Conduct Authority** a general statement in the prescribed form, called the annual return, relating to its affairs during the period covered by the return, together with a copy of:

~~8.9.18.8.1~~ the Society's financial statements for the period included in the return; and

~~8.9.28.8.2~~ the report of the Auditors thereon

and the most recent annual return of the Society shall be made available to any Corporate Member or Individual Member by the Secretary on request in writing free of charge.

Remuneration

- ~~8.10 The amounts paid and payable to each Director in respect of each financial year shall be disclosed in the Society's Annual Accounts.~~

~~8.118.9 Directors are entitled to reimbursement of expenses in accordance with any policy approved by the Board. A summary of such expenses is to be published in the Annual Accounts. Directors shall be disclosed in the Society's Annual accounts in the format required by the legislation and Accounting Standards in force for that accounting period.~~

9 CHANGE

Alterations to Rules

- 9.1 No new rule shall be made, nor shall any of the Rules be amended, unless it is approved by a two-thirds majority of the votes cast at a Special Members Meeting.

- 9.2 Notice of such a Special Members Meeting shall specify the rules to be amended, and set out the terms of all amendments or new rules proposed.
- 9.3 No amendment to any of the Rules and no new rule shall be valid until registered. When submitting rule amendments to the **Financial Conduct Authority** for registration the Secretary may, at the Secretary's sole discretion, accept any alterations required or suggested by the **Financial Conduct Authority** without reference back to a further Special Members Meeting of the Society.
- 9.4 The Board may change the address of the Society's website, and the situation of the Society's registered office. The Society will send notice of any change in the Society's registered office to the **Financial Conduct Authority**.

Restriction on use – Protection of assets

- 9.5 Pursuant to regulations made under section 1 of the Co-operatives and Community Benefit Societies Act 2003:
- 9.5.1 all of the Society's assets are subject to a restriction on their use;
 - 9.5.2 the Society must not use or deal with its assets except:
 - 9.5.2.1 where the use or dealing is, directly or indirectly, for a purpose that is for the benefit of the community;
 - 9.5.2.2 to pay a Member of the Society the value of their withdrawable share capital or interest on such capital;
 - 9.5.2.3 to make a payment pursuant to section 24 (proceedings on death of nominator), 25 (provision for intestacy) or 26 (payments in respect of mentally incapable persons) of the Industrial and Provident Societies Act 1965;
 - 9.5.2.4 to make a payment in accordance with the Rules of the Society to trustees of the property of bankrupt members or, in Scotland, members whose estate has been sequestrated;
 - 9.5.2.5 where the Society is to be dissolved or wound up, to pay its creditors; or
 - 9.5.2.6 to transfer its assets to one or more of the following:
 - (a) a prescribed community benefit society whose assets have been made subject to a restriction on use and which will apply that restriction to any assets so transferred;
 - (b) a community interest company;

Commented [MS17]: The legislative reference here will be updated as there is new consolidating legislation in place.

- (c) a registered social landlord which has a restriction on the use of its assets which is equivalent to a restriction on use and which will apply that restriction to any assets so transferred;
- (d) a charity (including a community benefit society that is a charity); or
- (e) a body, established in Northern Ireland or a State other than the United Kingdom, that is equivalent to any of those persons.

9.6 Any expression used in this Rule which is defined for the purposes of regulations made under section 1 of the 2003 Act shall have the meaning given by those regulations.

Transfers of Engagements

9.7 The Society may, by special resolution passed at a Special Members Meeting in accordance with the Rules and in the way required by the law, amalgamate with or transfer its engagements to any **society** or convert itself into a **company**.

9.8 The Society may also accept a transfer of engagements and assets from any **society** by resolution of the Board of Directors or of a Members Meeting, as the Board of Directors shall decide.

Dissolution

9.9 The Society may be dissolved by winding up in the way required by the law. If on the solvent dissolution or winding up of the Society there remain, after the satisfaction of all its debts and liabilities and the repayment of the paid-up share capital, any assets whatsoever, such assets shall be transferred to one or more **societies** which are

- 9.9.1 registered as societies under the law;
- 9.9.2 have the same or similar rule provisions as regards surplus distribution on a dissolution or winding up as are contained in this Rule; and
- 9.9.3 confirmed by the Members at a Members Meeting after consultation with stakeholders.

10 SHARE CAPITAL

~~10.1 The Society has membership shares of £1 each.~~

~~10.2~~ 10.1 Every member holds one membership share, and no member may hold more than one membership share.

~~10.3~~ 10.2 One ~~£1~~ membership share will be allotted to each member upon admission to membership. Payment shall not be due unless the Society requests it.

Commented [MS18]: Although membership technically carries a £1 admission fee this has never been requested (and would be a nightmare to administer), hence the change to move this.

~~40.4~~10.3 Membership shares are not transferable or withdrawable, and no interest is payable.

~~40.5~~10.4 Where a Member ~~ceases to be eligible—a member for is removed or expelled from membership~~ under the Rules, their membership share shall be cancelled.

~~40.6~~10.5 ~~In order to fund its business, the Society may issue Capital Funding~~ Shares.

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~~40.7~~10.6 Capital Funding Shares may be issued in such denomination and upon such terms as the Board of Directors shall decide, subject to the Rules, and in particular the following provisions.

~~40.7.1~~10.6.1 Capital Funding Shares may be transferable, but may not be withdrawable.

~~40.7.2~~10.6.2 Capital funding shares may be repayable by the Society upon specified dates, and may be issued from time to time as term shares, with different issues of shares repayable on different dates.

~~40.7.3~~10.6.3 Interest may be paid to holders of Capital Funding Shares as compensation for the use of such funds, but the rate of interest shall be no higher than the Board of Directors considers to be necessary to attract the funding needed for the business of the Society. The rate may be zero; it may vary between different issues of shares, to reflect different repayment terms or dates.

~~40.7.4~~10.6.4 Capital Funding Shares may be issued to members or (subject to the absolute discretion of the Board of Directors in relation to each applicant) to people or corporations who are not members.

~~40.7.5~~10.6.5 On the solvent dissolution or winding up of the Society, holders of capital funding shares shall have no entitlement other than to payment of outstanding interest and repayment of paid-up share capital.

11 ADMINISTRATIVE

Purpose, objects and powers

11.1 The Society's Purpose is to carry on business for the benefit of the community.

11.2 The Objects of the Society are, in accordance with its Purpose:

11.2.1 to provide goods and services, including education and training, research, accommodation and other facilities, for purposes

- related to the provision of health and social care and the promotion of health and well-being; and
 - 11.2.2 to engage, as principals or agents, in any other business, trade, industry or activity which seems to the Society directly or indirectly conducive to carrying out the above objects.
- 11.3 The Society may do anything which appears to it to be necessary or desirable for the purposes of or in connection with its Objects.
- 11.4 In particular it may:
 - 11.4.1 acquire and dispose of property;
 - 11.4.2 enter into contracts;
 - 11.4.3 accept gifts of property (including property to be held on trust for the purposes of the Society or for any purposes relating to the health service in England); and
 - 11.4.4 employ staff.
- 11.5 Any power of the Society to pay remuneration and allowances to any person includes the power to make arrangements for providing, or securing the provision of pensions or gratuities (including those payable by way of compensation for loss of employment or loss or reduction of pay).

Borrowing

- 11.6 Subject to the approval of the Board, the Society may borrow money for the purposes of or in connection with its functions, subject to a limit of the higher of £1,000,000 (one million pounds) and 1% of the published value of any contract for which the Society bids or proposes to bid.

Investments

- 11.7 Subject to any restriction imposed by resolution of any General Meeting of the Society, the Board may invest any part of the capital and funds of the Society in any manner which the Board may from time to time determine.

Books of Account

- 11.8 The Board shall cause to be kept proper books of account with respect to the transactions of the Society, its assets and liabilities, and shall establish and maintain a satisfactory system of control of the books of account, the cash holdings and all receipts and remittances of the Society in accordance with the Act.

Financial Year and Half-Year End

- 11.9 The financial year of the Society shall end on the second Saturday in each calendar year or, in the event of the **Financial Conduct Authority** so permitting, such other

date as the Board may decide, and the financial half-year of the Society shall end on such date as the Board shall determine.

Treatment of Net Surplus

11.10 The profits or surpluses of the Society shall not be distributed either directly or indirectly in any way whatsoever among Members, but shall be applied:

- 11.10.1 to maintain prudent reserves;
- 11.10.2 on expenditure in carrying out the Society's Objects.

Settlement of Disputes

11.11 Any dispute, between the Society or an officer of the Society on the one hand and a Member or a person who has for not more than six months ceased to be a Member on the other hand, as to the interpretation of or arising out of the Rules shall (except as otherwise provided in the Rules) be referred, in default of agreement between the parties to the dispute, to a person appointed by the President of the Chartered Institute of Arbitrators, on application by any of the parties. The person so appointed shall act as sole arbitrator in accordance with the Arbitration Act 1996 and such person's decision shall (including any decision as to the costs of the arbitration) be final.

Secretary

11.12 The Board of Directors appoints and may remove the Secretary.

11.13 The Secretary

- 11.13.1 has the functions set out in the Rules and any other functions which the Board of Directors assigns;
- 11.13.2 acts as secretary to Committees of the Board of Directors, and subject to its approval, may appoint another person for those purposes;
- 11.13.3 has absolute discretion to decide any issue or question which the Rules require the Secretary to decide.

11.14 The Secretary's role includes;

- 11.14.1 ensuring good information flows to the Board of Directors;
- 11.14.2 through the Chair advising the Board of Directors on governance matters; and
- 11.14.3 being accessible to all Directors to ensure that procedures are being complied with

Register of Members

- 11.15 The Society shall keep at its registered office a register of Members as required by the law. Any Member wishing to inspect the register (or any part of it) shall provide the Society with not less than 14 days' prior notice given in writing (and any transmission of the notice by electronic mail or facsimile shall not satisfy the requirement that the notice be given in writing) to the Secretary at the Society's registered office.

The Seal

- 11.16 The Society shall have a seal. The seal shall only be used by the authority of the Board of Directors, under such procedures as the Board of Directors shall decide.

Copies of Rules and Regulations

- 11.17 The Secretary will provide a copy of the Rules to any person who demands it, and may charge a sum (not exceeding ten pence or the maximum allowed by the law) for providing such a copy.
- 11.18 The Secretary will provide a copy of any Regulations referred to in the Rules to any Member who requests it and may charge a reasonable sum for doing so.

Directors' and Officers' Indemnity

- 11.19 Directors and the Secretary who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their functions, save where they have acted recklessly. Any costs arising in this way will be met by the Society. The Society may purchase and maintain insurance against this liability for its own benefit and for the benefit of Directors and the Secretary.

APPENDIX

- 1 The Rules should be read and understood on the basis of what is set out below.
- 2 Words in the singular include the plural, and words in the plural include the singular.
- 3 Any reference to legislation includes any subsequent enactments, amendments and modifications, or any subordinate legislation.
- 4 The section, rule and paragraph headings are inserted for convenience only and shall not affect the interpretation of the Rules.
- 5 The following words and phrases have the special meaning set out below.
 - “company”** a company registered with limited liability under the Companies Act 2006 or any previous Companies Act, or under any law of the country where it is situate whereby it acquires the right of trading as a body corporate with limited liability
 - “NHS bodies”**
 - “NHS Principles and Values”** The principles and values set out in the NHS Constitution for England
 - “corporation”** a **society**, a **company** or any other body corporate
 - “Employee”** any person who is, or has been at any time in the last three years, a worker for the Society or any other member of the Group, and it also includes any spouse or partner of any such person. For the purposes of this provision, the definition of a worker is that set out in Section 230 of the Employment Rights Act 1996, except that any person not working under a contract of employment shall not be a worker if the contract under which that person works is for a fixed term of less than 6 months
 - “Financial Conduct Authority”** Financial **Conduct** Authority, 25 The North Colonnade, Canary Wharf, London, E14 5HS, Company Number 01920623
 - “health care professional”** a person who is a member of a profession regulated by a body mentioned in Section 25(3) of the National Health Service Reform and Health Care Professions Act 2002
 - “society”** a society registered with limited liability under the Industrial and Provident **Societies** Act 1965 or under any law of the country where it is situate whereby it acquires the right of trading as a body corporate with limited liability

Commented [MS19]: As noted earlier, the governing legislation will be updated

6 The following words or phrases are introduced in the rule specified in each case.

Words or Phrases	Rule
Annual Members Meeting	4.1
Appendix	1.8.1
Auditor	8.3
Board of Directors	2.1
Capital Funding Share	10.6
Chair	2.1
Member	2.1
Members Meeting	4
Register of Members	3.1
Rules	1.1
Secretary	2.1
Society	1.1
Special Members Meeting	4.2

Signatures of Members

Full Names

Date

.....

.....

.....

Signature of Secretary

.....

BOARD ETIQUETTE & CODE OF CONDUCT

- Mutual trust & respect
- Honesty
- Commitment to:
 - Attending meetings
 - Reading briefings & papers
 - Arriving on time
 - Participating wholeheartedly
 - Submitting papers of high quality and uniformity for consideration before deadlines expire
- Determination, tolerance & sensitivity
- Rigorous & challenging questioning, tempered by respect
- Tolerance of diverse points of view, new ideas, different perspectives, embrace diversity
- Remember, you too were inexperienced in Board process & procedures at one time, therefore, help, assist & embrace new members of the Board, or persons in attendance or supporting the Board, to establish their role for the mutual benefit of the Trust
- Avoid giving offence – ready to apologise
- Avoid taking offence – stay open to discussion
- Group support – sensitive to colleagues' need for support when challenging or being challenged
- Group to ensure no one becomes isolated in expressing their view
- All ideas treated with respect
- Confidentiality – candid, not secret
- Making the most of time, support the Chair, colleagues and guests in making best use of time to maximise scope & variety of viewpoints heard
- Ensure time is well used and individual points are relevant and short
- Allow time for review of performance of each session; did we use our resources well; who else should have been here?
- Strive to continuously improve the quality of paperwork, content of papers, administration of Board meetings

Title: Quality and Workforce Committee report	Meeting Date: 25 January 2018	Agenda item no: 10.1
Prepared and presented by: Dr Paula Grey	Discussed by: Quality and Workforce Committee	
Link to UC24 Values: <ul style="list-style-type: none"> ✓ Providing quality patient services ✓ Being an excellent employer ✓ Working collaboration to achieve positive system change. CQC Domain References <ul style="list-style-type: none"> ✓ Safe ✓ Effective ✓ Caring ✓ Responsive ✓ Well-led 	Resource implications:	
	Purpose of the report: <ul style="list-style-type: none"> ✓ Assurance <input type="checkbox"/> Decision <input type="checkbox"/> Discussion ✓ Noting 	
	Decisions to be taken: The meeting is invited to: <ul style="list-style-type: none"> • be assured that the Committee is giving due scrutiny to the information presented to it • note the main issues from the meeting. 	

1.0 Purpose:

- 1.1 The purpose of this paper is to advise the Board on matters discussed at the Quality and Workforce Committee meeting held on Wednesday 17 January 2018 which the Committee agreed should be brought to the Board's attention.

2.0 Matters for Report

- 2.1 The Committee thanked staff for a well-managed Christmas period.
- 2.2 The Committee noted that there had been significant work undertaken in clearing complaints during November and December and response times were improving.
- 2.3 The Committee noted with concern that the recruitment process for the Prescribing Nurse for the Asylum Service had not resulted in an appointment as the only applicant had failed to attend for interview. Consideration had been given to how the role could be drawn to the attention of possible applicants and it was hoped that a suitable candidate for the post could be found as soon as possible. A number of items on the Action Plan were contingent on recruiting to this post.

- 2.4** The Committee received a report on reasons for leaving which it found very helpful in providing context for the staff turnover figure.
- 2.5** The Committee thanked the Human Resources team, and in particular Associate Director of HR, for their excellent work on the first phase of Management of Change.
- 2.6** The Committee was available to provide support the organisation in its preparation for the CQC inspection of IUC.

3.0 Recommendations:

The meeting is invited to:

- be assured that the Committee is giving due scrutiny to the information presented to it
- note the main issues from the meeting.