

**GOVERNING BODY MEETING IN PUBLIC
BOARDROOM, FRANCIS CRICK HOUSE
TUESDAY 21 APRIL 2015**

- Present:** Dr Darin Seiger (DS) GP Chair
Dr. Az Ali (AA) Clinical Executive Director for Acute Trusts (North)
Dr. Chris Bunch (CB) Secondary Care Specialist
Dr. Matthew Davies (MD) Clinical Executive Director for Strategy
Dr. Tom Evans (TE) Clinical Executive Director for Acute Trusts (South)
Christina Edwards (CE) Lay Member - Deputy Governing Body Chair
Roz Horton (RH) Lay Member – Patient & Public Engagement
Kathryn Moody (KM) Director of Contracting & Procurement
James Murray (JM) Interim Chief Finance Officer
Stuart Rees (SR) Interim Accountable Officer
Kevin Thomas (KT) Lay Member - Governance
Rosemary Yule (RY) Lay Member – Governance
- In attendance:** Alison Jamson (AJ) Deputy Director of Nursing & Quality
David Loyd-Hearn (DLH) Children & Young People Commissioning Manager
Emotional Health and Wellbeing (Item 7)
Angus Maitland (AM) Programme Director Healthier Northamptonshire
(Item 10)
Pat McCarthy (PMC) Head of Joint Commissioning
Marianne Phillips (MP) Corporate Secretary
Helen Potton (HP) Interim Head of Corporate Services

1. Welcome and Introductions

DS welcomed those convened to the Governing Body Meeting in Public and introduced AJ and PMC who, in Peter Boylan and Janet Soo-Chung's absence would be deputizing respectively. DS also introduced HP as Interim Head of Corporate Services.

2. Apologies for Absence

Apologies were received from Peter Boylan Director of Nursing & Quality; Janet Soo-Chung Interim Deputy CEO & Director of Strategy and Primary Care; Dr. Raf Poggi Clinical Executive Director for Joint Commissioning & Community Providers; and Paul Bevan Lay Member – Governance. It was noted that TE would need to leave the meeting at 3.15pm to attend an urgent meeting elsewhere.

3. Declarations of Interest

All GPs present (DS, TE, AA, MD) declared a potential conflict of interest in relation to Item 13, Out of Hours / 111 Procurement. The Governing Body agreed that the GP's input would be invaluable for the debate in relation to the services but that it would not be appropriate for them to vote or take part in the decision making required in relation to the recommendations provided. For this item, CE would take the Chair.

4. Top Organisational Risks

PGB-15-34

SR introduced the updated Board Assurance Framework, noting that BAF22 relating to the sign off of the Better Care Fund had been closed due to the completion of the action and the resulting removal of the risk. However, a new risk had been added (BAF26) to deal with the risk associated with the delivery of the Better Care Fund.

The Governing Body discussed the framework, agreeing that the improvements made were helpful and KT confirmed that the Audit and Risk Committee had welcomed the amendments made. It was agreed that more detail in relation to the impact of risks was needed and for the BAF to be continually strengthened.

ACTION: HP

KM noted that the delivery date (end of March 2015) for BAF20 was potentially misleading due to the data not being available until May. HP will address the issue of where there is a gap between the ability to report an action and when the action is due to be completed.

ACTION: HP

RY noted that the risk score for BAF23 had increased and MD confirmed that this would be covered in the Primary Care and Locality Update later on the Agenda.

5. Minutes of the Previous Meetings

PGB-15-35

The Minutes of the meetings held on 17th February and 17th March 2015 were agreed as an accurate record.

6. Action Log

PGB-15-36

Primary Care Co-Commissioning Joint Committee Governance arrangements to be reviewed by Audit & Risk Committee – JM confirmed that this would be discussed at the Audit & Risk Committee in May.

Primary Care Co-Commissioning Joint Committee Update - SR confirmed that the Terms of Reference for the Primary Care Co-Commissioning Joint Committee had been signed off. Discussions were underway in relation to risks to delivery due to management resource issues. An update will be provided at the June Governing Body meeting.

Section 75 Partnership Agreement Governance arrangements to be reviewed by Audit & Risk Committee – JM confirmed that a number of meetings had been held with the Local Authority and a Sub-Committee was due to be formed and to meet at the end of April. The Terms of Reference are currently being drafted and will be taken to the Audit & Risk Committee for final sign off.

End of Life Strategy – Financial implications – MD confirmed that these would take several months to work through and it was agreed that the action would be marked as closed and the information brought back to the Governing Body in October 2015.

GP IT Policy – procurement routes – MD confirmed that this was yet to be discussed with PBe but would do so as soon as possible.

2015/16 Plan – Monitoring of Plan Targets – KM confirmed that these would be incorporated from Month 1 of the Performance Report.

IC24 (Out of Hours) Performance to be included in Performance Report – KM tabled a slide detailing out of hours performance and confirmed that going forward it would be included in the report.

The remaining completed actions were noted.

7. Chair and Accountable Officer's Report

PGB-15-37

The report was taken as read and DS highlighted and welcomed the commencement of SR as Interim Accountable Officer.

DS introduced DLH who presented to the Governing Body on the 'Stamp out Stigma' campaign which is encouraging young people to talk about mental health through their team of young people champions. This is an invaluable programme of work to ensure everyone gets behind this campaign so that no young person suffers in silence and gets the help and support they need. Several schools, the County Council; the Northampton Saints Rugby Team and local MPs all continue to support the campaign.

Participation by Local Education was discussed and DLH confirmed that through social media and events young people were discussing with their school's Governing Body's how they could get involved.

The Governing Body thanked DLH for presenting and for so passionately championing this ongoing work.

DLH left the meeting.

Standing Items

8. Finance & QIPP Report

PGB-15-38

JM explained that the report provided showed the financial position at month 11. It was noted that the CCG was due to submit draft Annual Accounts the following day with a £517,000 surplus (subject to Audit) thereby exceeding the agreed reduced surplus of £500,000.

Issues previously raised as risks to achieving the surplus have been dealt with including Non Contracted Activity which has now been clarified with an appropriate accrual made and discussions with PropCo (NHS Property Services) which have now reached a more realistic figure, with discussions among Northamptonshire County Council and the CCGs.

As the CCG enters its third year of operation it was noted that a Bad Debt Provision which has been calculated based on a percentage of all non NHS outstanding debt over 90 days old. Of that provision, 50% has been applied to all non-NHS debts over 365 days old (one year) with 15% allowed for 2014/15.

The Governing Body commended JM, SR and the Finance Team for achieving the agreed surplus and for producing the draft set of Accounts against a tight timescale. The Governing Body also agreed the development of accounting policy towards bad debts.

- **Contract Update**

KM updated the Governing Body noting that despite negotiations and discussions at every level capitation light contracts had not been agreed with Providers and Payment By Results (PBR) contracts were now being negotiated. All contracts need to be signed by 30th April 2015.

It has been necessary to provisionally agree to go to arbitration on a specific issue in relation to Northampton General Hospital's contract and the hearing is due to be held on Thursday 23rd April with the outcome to be received the following day.

The contract with Northamptonshire Healthcare NHS Foundation Trust (NHFT) has been agreed with a few areas yet to be resolved.

Negotiations are ongoing with Kettering General Hospital discussions are ongoing with a view to agreeing the contract by 30th April 2015.

The Governing Body noted the update and remained concerned as to how this would impact on the delivery of Healthier Northamptonshire.

9. Quality and Performance Report

PGB-15-39

- **Delayed Transfers of Care (DTOC)**

KM explained that performance issues causing most concern continued to be A&E performance; Cancer performance; and ambulance response times.

Performance has improved slightly at Northampton General Hospital (NGH) month on month whilst deteriorating slightly at Kettering General Hospital (KGH). The main issues are admissions; flow through the hospitals; and discharge processes.

TE noted that Delayed Transfers of Care (DTOC) remain a significant priority with a recent review of reporting meaning more accurate figures showing system waits (expected delays) and DTOC. At the end of the previous week DTOC numbers at NGH had fallen from 74 to 67 and at KGH from 34 to 27. Since the acuity of patients remains the same as was seen in winter the figures are showing that improvements have been made.

Over the Easter Period the escalation plans put in place largely had a positive impact, especially at NGH where over the Easter Saturday, Sunday, and Monday A&E standards were met. KGH remained stable but performance fell on the Sunday and the reasons for this are currently being investigated.

The trial Discharge Control Centre has been reviewing patient tracking and removing blockages in the system to enable safe and timely discharges and its operation is being fine-tuned.

Both KGH and NGH have undertaken 48 hour challenges focusing on discharges and these have been timed to take place prior to busy periods (such as Easter) in order to have a greater impact.

The focus on planning for winter remains and the Integrated Care Closer to Home work is pivotal to these plans – effectively becoming the system's admission avoidance plan.

KM continued to update the Governing Body noting that 62 day waits for Cancer at NGH are improving with action plans being implemented and three out of the four vacant posts being recruited to. It is hoped that NGH will recover its trajectory by the end of April 2015. KM will check whether the posts are jointly funded by NGH and University Hospitals Leicester (UHL).

Recruitment is well underway at East Midlands Ambulance Service (EMAS) with some appointments made which subject to training will be on stream by July. EMAS expects to have fully recruited and trained staff by September 2015. There will be a greater focus on the use of contractual levers for non-delivery of targets in 2015/16 and County level commissioner meetings will be undertaken regularly.

The Governing Body discussed the Quality Premium and agreed that it would be useful to include a section to set out how the risks to achieving the premium are being mitigated.

ACTION: KM

AJ took the Quality section of the report as read highlighting that the Care Quality Commission (CQC) warning notice had been lifted from NGH; and that as a result of the CQC inspection at NHFT a quality summit had been scheduled for 21st May with the report due to be published in the days that follow.

The Governing Body discussed and noted the report.

10. (Item 11 on Agenda) Primary Care and Locality Update

The work relating to Primary Care and Localities had transferred to MD due to the change in leadership. MD met with the Locality Chairs and with them agreed four principles on how to strengthen focus on primary care.

1. A sense of responsibility
2. Effective communication between Locality Chairs and Member Practices; Support and leadership development through the East Midlands Leadership Academy; and agreement of a local Primary Care Strategy.
3. Supporting the transformation of Primary Care – focusing on same day care and the setting of criteria for investment into primary care to support Healthier Northamptonshire.
4. The appointment of an interim Head of Primary Care (interviews scheduled for end of May) – this will support the delivery of the Localities work.

The issue of GP Recruitment was discussed and MD confirmed that there was potential to work with foundation year registrars at the end of their term in NGH to encourage going into Primary Care; and work with Health Education East Midlands in relation to the role of physician assistants in Practices. Commissioning education provider networks are being built to encourage nursing and medical students to enter Primary Care.

SR confirmed that interviews had been held for the Clinical Executive Director for Localities and Primary Care post and a successful appointment had been made.

The Governing Body noted the update.

AM joined the meeting.

11. (Item 10 on Agenda) Healthier Northamptonshire Update

PGB-15-40

The paper was taken as read and AM updated the Governing Body noting that clarity was awaited from multiple providers in relation to Integrated Care Closer to Home and that in the meantime actions that can be taken without investment are being reviewed.

An outline plan for Clinical Collaboration is due at the beginning of May and a project officer has been appointed to work with the Acute Trusts to assist in moving the work stream forward. Area Leads and Provider CEOs met to discuss Collaborative Resource Management and are looking at specific areas for action.

The Governing Body discussed the difficult financial environment and the effectiveness of collaborative working. The importance of making progress was discussed in order to ensure safe sustainable care for patients. It was agreed that since Integrated Care Closer to Home will be the admission avoidance plan it needs to be driven forward and supported.

AM left the meeting.

12. Better Care Fund Update

PGB-15-42

PMC noted that the Better Care Fund serves as an enabler for Integrated Care Closer to Home and that a pooled budget in excess of the required amount for Northamptonshire had been agreed. Hosting arrangements have been finalised and Northamptonshire County Council will be hosting the pooled budget and it will operate as a memorandum account.

The Governing Body noted the update.

CE took the Chair's role due to the conflict of interest for DS as a GP for the next item. All GPs would remain in the room for the discussions.

13. Out of Hours / 111 Procurement

PGB-15-43

KM explained that as a result of the current contracts for both the Out of Hours and NHS 111 services expiring on 31st March 2016, an options appraisal had been completed and recommendations set out in the paper.

The Governing Body discussed and approved the procurement of one integrated contract for both services with a lead provider framework. It was agreed that whilst the CCG would share best practice it would not take part in the East Midlands Procurement as this would not allow enough local flexibility.

It was agreed that a full OJEU (Official Journal of the European Union) procurement be undertaken and a contract length of 3+1+1 years was agreed as a sensible approach.

It was agreed that it would be important to ensure that the changes anticipated in the service over the next three years are built into the contract. KM confirmed that under a standard NHS

Contract monthly reporting and meetings are mandatory and contract management processes would be undertaken far in advance of any potential provider difficulty.

To allow for details to be finalised and procurement deadlines to be met, the Board of Directors will have oversight of the process and final sign off was delegated to the Finance, QIPP and Contracting Committee.

TE left the meeting.
DS took the Chair's role.

Items for Ratification

14. Strategy for the Prevention & Control of Infection & Communicable Disease 2014-17

PGB-15-44

AJ explained that the annual review of the Strategy had been undertaken and discussed in detail and approved by the Quality Committee.

CBu queried the title of the document since it does not currently include community acquired infections. Subject to either the inclusion of these or a change to the title the Governing Body ratified the Strategy.

15. Safeguarding Children & Adults at Risk Policy

PGB-15-45

AJ explained that the Policy had been updated to reflect changes in national legislation and had been discussed and approved by the Quality Committee. The Governing Body ratified the Policy.

Items for Information and Minutes

16. Board of Directors Minutes

PGB-15-46

The Minutes were noted.

17. Quality Committee Minutes

PGB-15-47

The Minutes were noted.

18. Finance, QIPP and Contracting Committee Minutes

PGB-15-48

The Minutes were noted.

19. Patient Congress Minutes

PGB-15-49

The Minutes were noted.

20. Healthier Northamptonshire Implementation Steering Group Minutes

PGB-15-50

The Minutes were noted.

21. Register of Interests

PGB-15-51

The Register was noted.

Focus Review

22. Top Organisational Risks – Review

PGB-15-52

The Governing Body agreed that all risks listed had been addressed by papers and discussions on the Agenda.

Any Other Business

23. DVT Point of Care Testing

MD explained that a governance issue had come to light in relation to a project due to commence on 1st May 2015 relating to point of care testing for Deep Vein Thrombosis. The Governing Body agreed to delegate responsibility to the Finance, QIPP and Contracting Committee to formally approve the project.

There being no further business the meeting closed at 3.20pm.

**EXTRAORDINARY GOVERNING BODY MEETING IN PUBLIC
BOARDROOM, FRANCIS CRICK HOUSE
TUESDAY 19 MAY 2015**

Present: Dr Darin Seiger (DS) GP Chair
Paul Bevan (PBe) Lay Member Governance
Peter Boylan (PB) Director of Nursing & Quality
Dr. Chris Bunch (CB) Secondary Care Doctor
Dr. Matthew Davies (MD) Clinical Executive Director for Strategy
Dr. Tom Evans (TE) Clinical Executive Director for Acute Trusts (South)
Christina Edwards (CE) Lay Member - Deputy Governing Body Chair
Roz Horton (RH) Lay Member – Patient & Public Engagement
Kathryn Moody (KM) Director of Contracting & Procurement
James Murray (JM) Interim Chief Finance Officer
Dr Raf Poggi (RaP) Clinical Executive Director for Joint Commissioning &
Community Providers

Stuart Rees (SR) Interim Accountable Officer
Janet Soo-Chung (JSC) Interim Deputy CEO & Director of Strategy &
Primary Care

Kevin Thomas (KT) Lay Member - Governance
Rosemary Yule (RY) Lay Member – Governance

In attendance: Marianne Phillips (MP) Corporate Secretary
Helen Potton (HP) Interim Chief Operating Officer

1. Welcome and Introductions

DS welcomed those convened to the Extraordinary Governing Body Meeting in Public. Due notice had been given in line with the Constitution and the meeting was quorate.

2. Apologies for Absence

Apologies were received from Dr Az Ali, Clinical Executive Director for Acute Trusts (North).

3. Declarations of Interest

There were no declarations of interest made by those convened.

4. Annual Report and Accounts 2014/15

PGB-15-54

HP introduced the final draft of the Annual Report and welcomed comments from the Governing Body.

The Governing Body noted that the report needed to highlight future priorities; refer to the NHS Five Year Forward View; expand on the Primary Care Joint Commissioning responsibilities taken on by the CCG; and expand on the departure of Ben Gowland as Accountable Officer in the Accountable Officer's or GP Chair's forewords.

In relation to the Remuneration Committee, there was a discrepancy in the number of meetings held and the membership which needed to be rectified and on page 45 of the report it incorrectly stated a three year unexpired term. The target surplus the CCG must achieve in 2015/16 has increased to 1% and this needed to be reflected.

The remuneration tables were discussed with PB's remuneration noted as being split between two CCGs (Nene and Corby). The payments for loss of office need to be specified and the Governing Body discussed the need for such decisions made by the Remuneration Committee to be reported to the Governing Body. It was noted that the governance of the CCG is being reviewed.

It was agreed that where possible tables should be simplified to make them more reader friendly and that on page 18 the use of two decimal places was incorrect. The Pensions information will be updated in a note to the accounts. The number of Member Practices was queried and this will be reviewed to ensure accuracy.

The CCG was authorised with 13 conditions and 2 directions and needs to be amended in the Member's report.

CE's title should be amended to Deputy Chair & Lay Member for Quality and CB's title should be consistent throughout.

It was agreed that a note should be added in relation to the data provided by external sources (for example NHS Property Services) since assurance on the accuracy of this information has been requested but may not be forthcoming.

Subject to all of the amendments noted above, the Governing Body commended HP on a largely improved Annual Report and approved the delegation of authority to the Chair of the Audit Committee to sign off the final version to be submitted.

Each Governing Body Member further confirmed that so far as each member is aware, there is no relevant audit information of which the NHS body's audit is unaware, and that he/she has taken all steps that ought to have been taken as a director/member in order to make himself aware of any relevant audit information and to establish that the entity's auditor is aware of that information.

5. Nene CCG Constitution

PGB-15-55

HP explained that as a result of the twice yearly opportunity to make amendments to the CCG's Constitution, a review had been undertaken to update the Constitution to reflect the changes necessary.

Attention was drawn to the decision made by the Governing Body in 2014 in relation to advice that there should be no more than two Lay Members per assurance committee. KT formally requested that this be amended to allow for three Lay Members on the Audit & Risk Committee which will ensure resilience going forward. The Governing Body agreed that this was sensible and approved the addition to the Audit & Risk Committee Membership. The Terms of Reference included in the updated Constitution will be updated to ensure this is reflected in the submission to NHS England.

The Finance, QIPP and Contracting Committee (FQCC) Terms of Reference were discussed and the tabled version, approved by the FQCC was ratified, including the addition of a third Lay Member. The wording in relation to the Accountable Officer's attendance was discussed and it was agreed that it should be amended to show that the Accountable Officer may attend should they wish to do so.

The Patient Congress Terms of Reference included in the Constitution were noted to be incorrect and the Governing Body agreed that the version approved by the Patient Congress would be circulated via email after the meeting and that subject to any concerns, were approved to be submitted in the Constitution to NHS England.

The management of Conflicts of Interest was discussed and HP confirmed that more detail was contained within the Policy – due to be submitted for approval by the Audit & Risk Committee on 27th May 2015. Conflicts will need to be addressed much earlier in the production of papers, with authors being asked to consider how any conflicts will be managed and to record this in their papers. The Chair of each Committee will also have a Membership specific version of the Register of Interests. All verbal agreements in relation to the management of conflicts will need to be recorded and copied to the Chair of the Audit Committee as they will need to attest at the end of each financial year that conflicts have been managed appropriately.

The inclusion of the option to co-opt onto the Governing Body as well as the Committees of the Governing Body was discussed. The Governing Body noted that this was written into the Constitution to allow for such circumstances but was not intended to be regular practice.

The discrepancy between the Visions in the Annual report and the Constitution were discussed and it was agreed that the Vision should be amended to show that which was agreed as a result of the consultation. JSC and HP will review all strategy and plan documentation to ensure the Vision reads across consistently.

ACTION: JSC/HP

In addition, the four Values agreed through consultation – effective, compassionate, safe and supportive will be incorporated into the Constitution.

Two amendments will be made in relation to role titles: the removal of the Deputy CEO to the Director of Strategy & Primary Care's title to allow for flexibility; and that CB's role should consistently read as Secondary Care Doctor throughout.

The Governing Body ratified the amended Board of Directors and Joint Quality Committee Terms of Reference included in the Constitution.

HP will incorporate all the amendments made and re-circulate the revised Constitution to Governing Body Members ASAP.

ACTION: HP

6. Section 75 Partnership Framework Agreement – Delegation of Authority **PGB-15-56**

JSC explained that the Section 75 legislation allowed for the joint commissioning of services with Local Authorities and enabled the setup of pooled budgets. Following the agreement of the Better Care Fund the partnership framework had been reviewed to incorporate the provisions of the Better Care Fund and the delivery and implementation. Other areas of the agreement had also been reviewed and refreshed. It was noted that the agreement is legally binding and carries a 12 month notice period.

The Governing Body discussed the accountability and noted that whilst the Health & Social Care Executive (to whom authority will be delegated) will report to the Health and Wellbeing Board, the Executives are accountable to their own organisations respectively. JSC will ensure this is more clearly set out in the agreement.

ACTION: JSC

The need for respective organisations to provide assurance to each other was discussed, together with the management of conflicts of interest. JSC and HP will ensure this is built into the Conflicts of Interest Policy.

ACTION: JSC/HP

The location of the signed agreement was queried and it was agreed that this should be held by the Contracting Team.

Having fully discussed the Agreement and subject to the amendments stated above, the Governing Body approved the Section 75 Agreement. JSC will bring back the updated version for information at a future meeting.

ACTION: JSC

Any Other Business

7. Finance Update

JM updated the Governing Body on the requirement by NHS England to produce a 1% surplus for 2015/16 as opposed to the previously stated 0.5% surplus. This results in an additional £3.7m cost pressure for the CCG. In light of this, the financial plan has been amended and re-submitted to NHS England. The Plan will be reviewed by the Finance, QIPP and Contracting Committee next week and further updates will be provided through the Finance reports to the Governing Body.

There being no further business the meeting closed at 2.00pm.