

Paper C



CONFIDENTIAL

DHU ELR GP FEDERATION JOINT VENTURE

MONTHLY MEETING

MONDAY 5 AUGUST 2019

7.00 PM – 9.00 PM

FOSSE HOUSE, GROVE PARK, 6 SMITH WAY, ENDERBY,
LEICESTER, LE19 1SX

**DHU URGENT CARE (LLR) CIC AND ELR GP FEDERATION
JOINT VENTURE
FIRST MEETING OF DIRECTORS
MONDAY 5 AUGUST 2019
7.00 PM – 9.00 PM
FOSSE HOUSE, BOARD ROOM, GROVE PARK, 6 SMITH WAY, ENDERBY, LEICS, LE19 1SX**

Attending: Dr Ryszard Bietzk
Dr Gareth Chidlow
James Watkins
Robert Whitehead
Stephen Bateman (Chair)
Simon Harris
Jo Horton
Carly Gray

Apologies: Peter J. Quinn
Robert Haines

AGENDA

1. Legal: Pre-Incorporation

No.	Topic	Comments	Paper/ Verbal	For Decision
1.1	Company Name	Proposed: DHU (ELR GP Federation) CIC	Verbal	Y
1.2	Company Form	Proposed: Community Interest Company	Verbal	Y
1.3	Memorandum and Articles of Association		Verbal	
1.4	Formation Subscriber(s)	To be agreed	Verbal	
1.5	Initial Director(s)	To be agreed	Verbal	
1.6	Company Secretary Appointment	Proposed: Carly Gray	Verbal	Y
	Assistant Company Secretary Appointment	Proposed: Joanne Horton		Y
1.7	Co-option of Directors	Nominations required	Verbal	Y
1.8	Director 'Fit and Proper Person' Test		Verbal	Y
1.9	Declaration of Director's Interests		Verbal	Y
1.10	Declaration of Trust		Verbal	Y
1.11	Allocation of Shareholding		Verbal	Y

2. Legal: Post-Incorporation

No.	Topic	Comments	Paper/ Verbal	For Decision
2.1	Board Terms of Reference	To follow once pre-incorporation details are agreed	Verbal	
2.2	Sub-Committee(s) Terms of Reference	To follow once pre-incorporation details are agreed	Verbal	
2.3	Committee Chair Nominations	Nominations required	Verbal	
2.4	a) Scheduling of Board Meetings	Proposed: Monthly. Proposed: 4 th Wednesday of the month	Verbal	Y
2.5	b) Reports to be Provided	Proposed: Operational Performance Finance Governance Planning and Strategy	Verbal	Y
2.6	Finance Report Example		Paper	
2.7	Clinical Governance Report Example		Paper	

3. Joint Venture Agreement

No.	Topic	Comments	Paper/ Verbal	For Decision
3.1	Shareholder Agreement	To follow once pre-incorporation details are agreed	Verbal	
3.2	Minority Rights <ul style="list-style-type: none"> - Transfer of shares - Insolvency / Ceasing to Exist - Rights re: Non-Performance - Deadlock - Independent Chair 	Restrictions on the parties as to who shares can be transferred to Automatic transfer of shares to other party Continuous breach of obligations by either party – remedy to be agreed Remedy to be agreed Right to terminate and replace (either party)	Verbal	Y
3.3	Reserved Matters	Actions requiring shareholder consent - to be addressed during Shareholder Agreement drafting	Verbal	
3.4	Restrictive Covenants <ul style="list-style-type: none"> - Compete against the Company - Canvass any employees, staff etc. 	What each party needs to agree with as protection for the Business	Verbal	

4. Legal Appointments - Advisors

No.	Topic	Comments	Paper/ Verbal	For Decision
4.1	Legal	Proposed: Mills and Reeve, Corporate Lawyers	Verbal	Y
4.2	Auditors	Proposed: PKF Cooper Parry, Chartered Accountants	Verbal	Y
4.3	Bankers	Proposed: RBS Group PLC	Verbal	Y
4.4	Insurance Brokers	Proposed: Towergate for General and Locktons for Medical Indemnity	Verbal	Y
4.5	Independent Chair - Job Description - Legal Status - Voting Rights	Proposed – Appointed as a Director Proposed – No Voting Rights	Verbal Verbal Verbal	Y Y

5. Administrative (For Administrative Processing)

No.	Topic	Comments	Paper/ Verbal	For Decision
5.1	HMRC Registration	Dependent on Companies House Registration	Verbal	
5.2	NHS Tradeshift Registration	DHU Finance to process	Verbal	
5.3	Establish Bank Accounts	Dependent on Companies House Registration / Headed Paper	Verbal	
5.4	Insurance Policies - Directors and Officers - Employers and Public Liability - Medical Indemnity	Dependent on Appointment of Insurance Brokers	Verbal	
5.5	Create Logo and Headed Paper	To be agreed between parties	Verbal	

6. Financial System (For Administrative Processing)

No.	Topic	Comments	Paper/ Verbal	For Decision
6.1	Set Up Contract Reports / New Consolidated Accounts		Verbal	
6.2	Monitor and Report Capital Spend (excluding I.T.)		Verbal	

7. Policies

No.	Topic	Comments	Paper/ Verbal	For Decision
7.1	Banking Policy		Verbal	
7.2	Procurement Policy		Verbal	
7.3	Service Level Agreement	How DHU will charge the JV for services delivered	Paper	

8. Financing

No.	Topic	Comments	Paper/ Verbal	For Decision
8.1	Set-up Costs		Verbal	
8.2	Capital Expenditure		Verbal	
8.3	Recovery of funding pre-commencement	To be agreed between parties	Verbal	

9. Staffing

No.	Topic	Comments	Paper/ Verbal	For Decision
9.1	Legal Status of Staff	Proposed – DHU retain staff and allocate costs to the contract	Verbal	Y

10. Meeting Scheduling

No.	Topic	Comments	Paper/ Verbal	For Decision
10.1	Date and Time of Next Meeting	<p>Wednesday 18 September 2019 1.00 pm – 3.00 pm</p> <p>RSM Office, Hinckley Room, Rivermead House, 7 Lewis Court, Grove Park, Leicester, LE19 1SD</p>	Verbal	Y

Financial Performance					
Committee Title:	ELR GP Federation Meeting				
Lead:	Victoria Searby				
Reporting Officer & Contact Details:	Victoria Searby, Interim Director of Finance victoria.searby@DHUHealthCare.nhs.uk 0300 1000 408 Ext 16372				
Contents of Paper previously discussed by:					
Date of Meeting:	5 th August 2019	Agenda Item:	2.6	No. of pages:	3 inclusive

The Report is provided for: (indicate with an "X" – you can populate more than one box)			
Approval		Discussion	Y
Assurance	Y	Information	Y
Purpose of Paper			
This paper is part of the regular monthly update that the Board will receive covering			
<ul style="list-style-type: none"> Financial performance 			

Assessment

Financial Executive Summary – June 2019

Joint Venture Financial Performance Overview

Monthly Income Statement 2019/20

ELR:

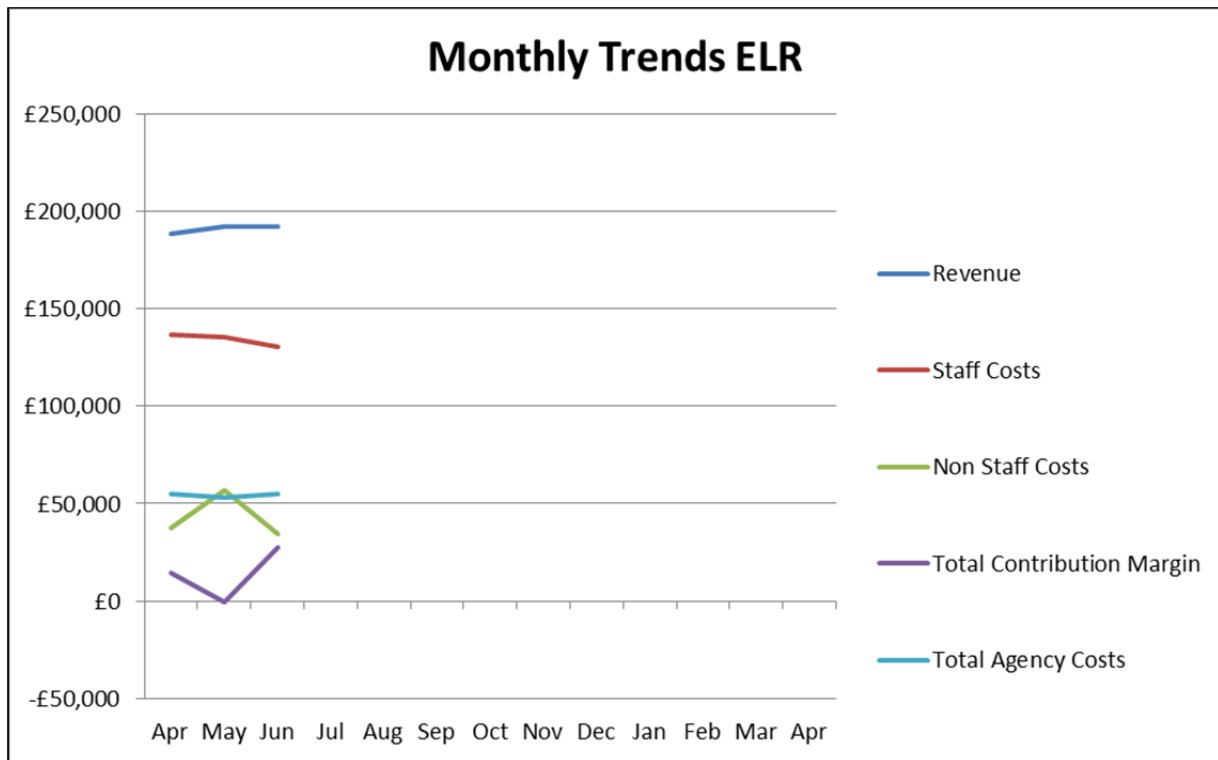
	Q1			Q1			Full Year	Full Year	Year End
	Actual	Budget	Variance	Actual	Budget	Variance	Budget	Forecast	Variance
East Leicestershire & Rutland JV									
Revenue	572,902	581,900	(8,998)	572,902	581,900	(8,998)	2,327,600	2,327,600	0
Contribution Margin	41,148	32,031	9,117	41,148	32,031	9,117	194,137	194,137	0
Contribution Margin %	7.18%	5.50%	1.68%	7.18%	5.50%	1.68%	8.34%	8.34%	0.00%

The contract returned a Contribution Margin of £41k, £9k above Budget.

Key Variances in Quarter 1:

- I. Revenue is £9k below Budget mainly due to a reduced level of OOA activity than costed in the Financial Model Template.
- II. Staffing costs are below Budget by £47k due to underspend in both GPs and ECPS/NPs. There were 114 fewer GP hours than budgeted offset by 101 additional ECP/NP hours. However, the ECP/NP rate paid was, on average, £3.75 an hour less than the FMT.
- III. Non staff costs £29k above Budget in the period due to higher drugs and consumable costs due to the initial set up of the contract.

Trending



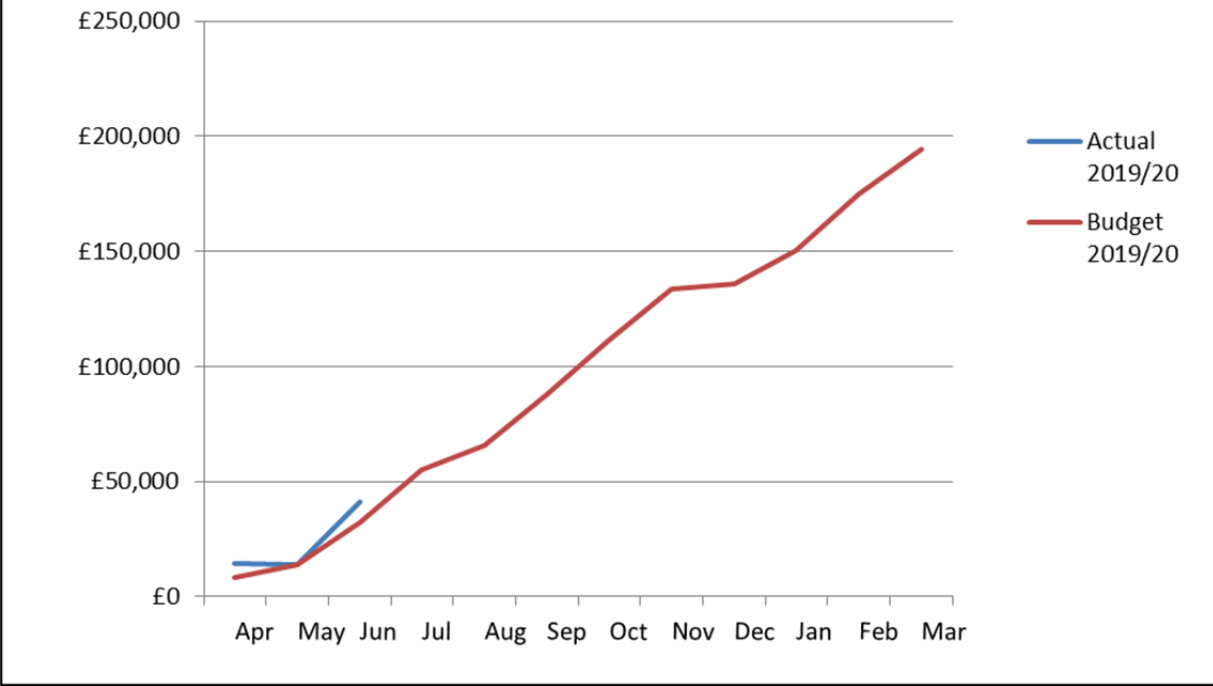
Key Performance Indicators are included with the Monthly Financial Reports. These provide a useful analytical tool and support the trend analysis above.

Graphical Contribution Margin & Forecasts

	Period			YTD			Full Year		
	Actual	Forecast	Variance	Actual	Forecast	Variance	Budget	Forecast	Year End Variance
LLR - ELR OOH	41,148	32,031	9,117	41,148	32,031	9,117	194,137	194,137	0
East Leicestershire & Rutland JV	41,148	32,031	9,117	41,148	32,031	9,117	194,137	194,137	0

Q1 Forecasts are currently being calculated and will be reported in the next Board reports but are expected to be in line with Budget.

Contribution Margin ELR



Recommendation(s)
None

Financial Impact

Governance:
(a) On Risk Register? Reference(s) and whether score has altered/would alter.
None

Further Information and Appendices
None

Monitoring Information	Yes or No	If Yes please provide brief summary and references
Are there Equality and Diversity Implications?	No	
Are there Patient, Public and Stakeholder Involvement Implications?	No	

DHU ELR GP Federation Meeting

Clinical Governance Report

Committee Title:	DHU ELR GP Federation Meeting				
Executive Lead:	Simon Harris, Managing Director, DHU UC (LLR) CIC				
Reporting Officer & Contact Details:	Kaye Kirkhope Kaye.Kirkhope@DHUHealthcare.nhs.uk				
Contents of Paper previously discussed by:	DHU UC (LLR) CIC Clinical Governance Committee				
Date of Meeting:	5 August 2019	Agenda Item:	2.7	No. of pages:	4 inclusive

The Report is provided for: (indicate with an "X" – you can populate more than one box)

Approval		Discussion	
Assurance	X	Information	X

Executive Summary

Serious Incidents and Inquests

There were no serious incidents reported during June 2019.

Complaints

3 were received and 2 closed.

Purpose of Paper

To inform the Board of the following:

- Serious Incidents reported;
- Outcome of inquests;
- Identify any trends in reported complaints & incidents; *and*
- Inform of remedial actions taken, or required, to mitigate risks to the organisation across quality/reputation and financial risk.

Board Assurance

Incidents, Serious Incidents and Complaints are discussed as required with the DHU Clinical Director or Deputy Clinical Director, DHU Head of Integrated Governance or Governance representatives and appropriate Clinical and Service Leads.

All serious Incidents, significant incidents and complaints are referred to Insurers for review and legal advice.

Assessment

Serious Incidents and inquests, June 2019

1. Inquests held: 0
2. Serious Incidents (SIs): 0

Complaints

East Leicestershire and Rutland Urgent Care (ELRUC) – 3

Three complaints have been received in relation to the ELRUC bases, one for Oadby, one for Market Harborough and one for Melton Mowbray. The details of these complaints are as follows:

- Complainant wished to raise a safeguarding concern about Melton Mowbray. The complaint relates to insufficient examination of a lady who was 30 weeks pregnant and who suffered a still birth two days following their appointment;
- Complainant was advised to take their son to Market Harborough as a walk-in patient by NHS 111, however, on arrival, they were informed that it was not a walk-in service and that they needed to contact NHS 111 to be booked an appointment elsewhere;
- There was initially a delay in the Complainant receiving a call back from a Clinician. An appointment was booked for the complainant at Oadby Urgent Care Centre but they are unhappy that they were not issued with a prescription but were advised to purchase over the counter medication.

Incidents

Six incidents were reported in relation to the ELRUC bases, 3 for Lutterworth, 2 for Melton Mowbray and one for Oadby. 2 incidents related to medicines management issues. The details of these incidents are as follows:

Lutterworth 3:

- Medicines Management - Medication from the Out of Hours Service found in Consulting room 1
- Medicines Management / information governance - GP did not have access to SystmOne so used another member of staff's smartcard to write up patient notes including a hand written prescription which will not appear in the medication node. Feedback given to member of staff on allowing GP to use their Smartcard.
- Security / Fire - The rear door of the hospital (fire door) was propped open. Facilities staff reported that this has happened on more than one occasion.

Melton Mowbray -2

- Security - Keys left in the drug cupboard overnight, for consultation room 2
- Diagnosis & Treatment – (See complaints above) Patient presented at the walk-in, following a phone call with 111 she was 30 weeks pregnant and was complaining of feeling dizzy and unwell. She was seen by a male clinician who told her it was common in pregnancy and advised to take her promethazine and if she felt no better in a few days to contact her own GP. The clinician did not check the baby. On the Monday the patient went into early labour and delivered a stillbirth, which had been dead for a number of days. Although it was felt that the clinician could not have stopped the death from occurring, patient's mother felt he could have spotted something was wrong and the patient could have received care earlier instead of being away from home and having an emergency delivery out of the country.

Oadby- 1

Violence & Aggression – A patient was directed to the walk in centre to get an emergency prescription for high risk drugs. The patient became very aggressive during the consultation and stated he would not leave until the prescription was issued. There was no clinical indication for issue, with clear records of risk of drug abuse/ misuse. The patient was removed from his own practice for violent behaviour towards staff. Ultimately no script was issued due to above reasons however there was on-going risk of aggression and challenging behaviour to staff.

Recommendation(s)

1. The meeting are asked to:
 - a. Note the content of this report;
 - b. Expect more detailed reports moving forward

Financial Impact**Further Information and Appendices**

Appendix 1-3: Complaints Received and Closed, plus Smart Action Plan Status

Monitoring Information	Yes or No	If Yes please provide brief summary and references
Are there Equality and Diversity Implications?	No	
Are there Patient, Public and Stakeholder Involvement Implications?	No	



Appendix One - Complaints received in June (3)

KEY

Green denotes action within deadline

Red denotes action outside deadline

Datix Ref	Led By	Contract	Classification	Received	Ack.	Description	Deadline	Response Sent
8490	NHS 111	LLR – East Leicestershire	Script/med issue - General	11/06/19	14/06/19	The patient contacted the 111 initially at 01.51 on 01/06/19 and was advised she would receive a call back from a clinician. The patient called at 02.47 to chase the call back, and was called back by a clinician at 04.59 who arranged an apt at OUCC for 10.00 hours. The patient attended the apt and was sent away without a prescription and told to purchase OTC.	09/08/19	
8430	LLR	LLR – East Leicestershire	Communication	01/06/19	05/06/19	Pt called NHS 111 and was advised to attend Market Harborough as a walk-in patient. On attendance, they were advised that it was no longer a walk-in service and to contact NHS 111 again. Clinician informed the patient's mother that they would not see the patient, even when another person offered their appointment to them.	31/07/19	
8465	LLR	LLR – East Leicestershire	Diagnosis/ Treatment	05/06/19	07/06/19	Complainant wishes to raise a safeguarding referral against Melton Mowbray for failure to check the welfare of the baby when their daughter attended an appointment for dizziness and feeling unwell at 30 weeks pregnant. Lady subsequently went into early labour (2 days later) and sadly suffered a still birth.	07/08/19	

Appendix Two – Complaints Closed – June 2019 (2)

Datix Ref	Contract	First received	Date Closed	Upheld Partially Upheld Not Upheld	Category	Lessons Learnt & Actions
8371	LLR – East Leicestershire	22/05/19	18/06/19	Partially Upheld	Staff Attitude	The ECP acknowledged that their response to the patient may have been a little terse and for this they apologised. They also apologised that the complainant perceived their behaviour as indicating they were irritated with them
8202	LLR – East Leicestershire	17/04/19	10/06/19	Not Upheld	Staff Attitude	Patient attended at 18:46. Last appointment slot was booked therefore there were no appointments available. Patient was appropriately deflected to NHS 111.

Appendix Three – SMART Action Plan for Complaints Investigations

Findings	Action	Responsible Person	Due Date
West Leicestershire Hubs The walk-in SOP is not always being adhered to when patients present without a pre-booked appointment	Ongoing training programme for Reception staff which includes the use of the walk-in SOP.	Operations Manager	COMPLETE