

Central Surrey Health Limited (“the Company”) Minutes of the Annual General Meeting

Date:	Tuesday, 27 th April 2021
Time:	12:25
Venue:	MS Teams

Directors	
Andy Field – CSH Chairman	AF
Fran Davies – Non-Executive Director	FD
Steve Flanagan – Chief Executive Officer	SF
Peter Lock – Non-Executive Director	PL
Kim Lowe – Non-Executive Director	KL
John Machin – Non-Executive Director	JM

In attendance	
Jane Harrison – Guardian Shareholder	JH
Yvette Nicholson – Guardian Shareholder	YN
Jane Smith – Guardian Shareholder	JS
Helen Cook – Director of Children & Family Services	HC
Julie Downey – The Voice Chair	JD
Laura Rivet – Director of People	LR
Denise Thiruchelvam – Director of Nursing & Quality	DT
Sarah Tomkins – Director of Adult Services	ST
Charlotte Vitty – Chief Financial Officer	CV
Dr Michael Wood – Medical Director	MW
Keith Woollard – Director of Digital Services	KW
Andrea Goldsmith – Company Secretary [minutes]	AG
128 attendees in total	

Some items were taken out of order, but are minuted as per the agenda.

Item	Discussion	Action
1.	Welcome and apologies for absence	
1.1	AF welcomed those present to the Annual General Meeting (AGM), with apologies from Dr Caroline Shuldham, non-executive director. Due to national problem with NHSmail accounts which was affecting MS Teams, the start time of the meeting had been delayed. Once the ability for attendees to vote had been confirmed, it was agreed that the AGM could start.	
1.2	AF stated that the meeting should be recording, and that anyone who did not want their image or voice to be part of the recording should turn off their camera and microphone. <i>Post-meeting note: Due to the national digital problems, this recording was not available</i>	
1.3	AF took the meeting through the voting process on the proposed resolutions, and reminded those present that if they were sitting with another colleague, only the vote of the person who was logged in would be counted. To ensure everyone had the opportunity to vote, they should join the meeting individually. The Guardian Shareholders will consider the resolutions based on the results of the votes of the co-owners present: some people present would not be voting due to the type of contract they had, such as the non-executive directors. The meeting	

	was quorate with three of the four Guardian Shareholders in attendance, and so decisions could be made and resolutions passed.	
2.	Minutes of the previous Annual General Meeting held on 12 November 2021	
a.	<i>Resolution 1: To approve the minutes of the previous Annual General Meeting held on 12 November 2019.</i>	
2.1	AF presented the minutes of the previous Annual General Meeting and asked the co-owners to vote on whether the minutes should be confirmed or not by the Guardian Shareholders. Results: YES = 64 No = 0 Abstain: 19	
2.2	AF then asked the Guardian Shareholders individually to vote, based on the results of the co-owner poll. The Guardian Shareholders unanimously approved the minutes of the Annual General Meeting held on 12 November 2019.	
3.	Chief Executive – Steve Flanagan	
3.1	SF reminded the meeting that this meeting was considering the year ending 31 March 2020, just after the first national lockdown for the Covid-19 pandemic had started. However, this presentation would cover the last 12 months as it was important to recognise the magnificent response of individual colleagues, and CSH as a whole, to the pandemic. The impact on every one of the deaths, the social restrictions, and economic factors cannot be overstated.	
3.2	CSH had had to make significant changes to clinical and non-clinical practices very quickly because of the pandemic. This included using Attend Anywhere and MS Teams, with some of these changes to be carried forward following the pandemic. CSH had been part of nomination for a HSJ award due to the changes put in place.	
3.3	In light of the success of the children’s immunisation programme, CSH had put themselves forward as lead for the Covid-19 vaccination programme. The setting-up and operation of the mass vaccination centre in Epsom Racecourse and the roving programme had raised CSH’s profile and reputation. Matt Hancock, Secretary of State for Health and Social Care, had opened the mass vaccination site. CSH colleagues, volunteers and partners were providing an exceptional service at the mass vaccination centre, and were now planning for the move to Sandown Racecourse. 92% of CSH colleagues had been vaccinated which was the highest rate in the South East Region.	
3.4	SF finished his presentation by stating that every CSH colleague should be proud of their response to the pandemic, and so could their friends and family who had supported them.	
4.	Chief Financial Officer – Charlotte Vitty	
4.1	CV took the meeting through a summary of the financial results for year-ending 31 March 2020, highlighting that it was vital that co-owners understood the information before voting on the resolutions. The results were now over a year	

	old, due to the pandemic, but it was still necessary to present them at an AGM. At the end of the presentation, a brief overview of the year-ending 31 March 2021 and the 2021-22 budget would be given, before taking questions.	
4.2	CV presented the profit and loss summary for the year-ending 31 March 2020 with comparisons to the previous year ended 31 March 2019. A small surplus had been delivered during a challenging year, which included the changes from the Surrey Downs Health & Care partnership (SDH&C). The income was split between the three main contracts: Children and Families, North West Surrey Alliance and SDH&C. There had been a slight decrease in the income from SDH&C compared to previous years due to staff transferring out of CSH. Agency spend had reduced from the previous year (12% to 11%), which had had an impact on pay costs as people transferred onto CSH contracts. Some enabling services, like digital, had been outsourced. The contracts for these services could be changed in line with CSH needs, and were monitored to ensure performance was as agreed. There had also been income from bank interest, and the tax paid by CSH continued to be low.	
4.3	CV took the meeting through the balance sheet. The fixed assets included the estate and equipment, and it was important to make sure that these were used as efficiently and effectively as possible. The debtors included monies from commissioners for CSH providing services. The cash balance had increased due to ongoing discussions with NHS Property Services.	
4.4	CSH's liabilities covered invoices received for services provided to CSH. The accruals were estimates of these commitments across the year, to ensure that money was available to pay them when due. The biggest accrual was for NHS Property Services items.	
4.5	The reserves or "shareholder funds" was the amount that CSH could invest back into the business. As mentioned, there had been a small surplus generated in the year ending 31 March 2020. There had also been a small surplus in the year-ended 31 March 2021, which was the third year in a row. The 2021-22 budget was also projecting a small surplus at year end. However, there was still uncertainty about the costs associated with the pandemic.	
4.6	AF thanked CV for her presentation and advised that some questions had been received in advance of the meeting.	
4.7	<i>Question 1: NHS England has published the document 'Delivering a net zero national health service'. Given the climate emergency, does CSH have a green plan and, if not, when will we have one?</i> CV advised that for most of the estate, CSH was the tenant and so responses were not within CSH's control. However, NHS Property Services were working on sustainability, and would be reporting on progress made. CSH would be looking at travel as a community health provider, and how this could be measured, reduced and offset. More information would be shared with colleagues as the work progressed.	

4.8	<p><i>Question 2: How much money have we saved during the pandemic through e.g. a reduction in mileage? Now that we know how successful homeworking is, can we reduce our office space including Duke's Court to save money?</i></p> <p>CV replied that face-to-face appointments had continued during the pandemic, and that the introduction of digital support for online appointments and working at home had also incurred costs, so there had not been large savings seen during the pandemic. CSH was working with partners to review the estate system-wide to maximise usage and this could include reductions in office space. More information would be shared with colleagues following the review.</p>	
4.9	<p><i>Question 3: Is any external funding support for Covid incorporated in the accounts?</i></p> <p>CV confirmed that this funding would was not included in these accounts to 31 March 2020, but were an important part of the accounts to 31 March 2021 which would be presented to the next General Meeting.</p>	
4.10	AF thanked CV for her presentations and the colleagues who had sent their questions in advance.	
a.	<i>Resolution 2: To receive and approve the financial statements of the Company for the year ending 31 March 2020 together with the reports of the Board of Directors and the Auditors on these statements</i>	
4.11	<p>AF asked the co-owners to vote on whether the financial statements for the Company for the year ending 31 March 2020 should be confirmed by the Guardian Shareholders or not.</p> <p>Results: Yes = 81 No = 0 Abstain: 5</p>	
4.12	AF then asked the Guardian Shareholders individually to vote, based on the results of the co-owner poll. The Guardian Shareholders <u>unanimously approved</u> the financial statements of the Company for the year ending 31 March 2020	
b.	<i>Resolution 3: To reappoint BDO LLP as auditors of the Company until the conclusion of the next General Meeting of the Company at which accounts are laid before the co-owners</i>	
4.13	<p>AF asked the co-owners to vote on whether the appointment of BDO LLP as the Company's auditors should be confirmed by the Guardian Shareholders or not.</p> <p>Results: Yes = 87 No = 0 Abstain: 2</p>	
4.14	AF then asked the Guardian Shareholders individually to vote, based on the results of the co-owner poll. The Guardian Shareholders <u>unanimously approved</u> the re-appointment of BDO LLP as auditors of the Company until the end of the next General Meeting of the Company at which accounts are laid before the co-owners.	
c.	<i>Resolution 4: To authorise the Board of Directors to determine the remuneration of the auditors, BDO LLP</i>	

4.15	AF asked the co-owners to vote on whether the Guardian Shareholders should authorise the Board of Directors to determine the remuneration of the auditors, BDO LLP, or not. Results: Yes = 87 No = 0 Abstain: 2	
4.16	AF then asked the Guardian Shareholders individually to vote, based on the results of the co-owner poll. The Guardian Shareholders <u>unanimously approved</u> that the Board of Directors should determine the remuneration of the Company's auditors, BDO LLP.	
4.17	AF thanked all those present for their votes, and especially Michael Hitchens for setting up the polls through MS Teams in spite of the technical problems.	
5.	Video show reel	
5.1	A short video was shared with the meeting highlighting the work which had taken place over the last year. AF then thanked all those involved with for putting together such a moving and uplifting video.	
6.	Director of Nursing & Quality – report	
6.1	DT started her presentation by thanking those involved with the very powerful video, and encouraged staff to take a moment to think about how much they had achieved, and how they had supported each other over the past year.	
6.2	DT advised that the quality work was based on the Darzi principles. Clinical effectiveness should help people stay at home where possible, supported by a multi-disciplinary team. Attend Anywhere had been introduced quickly and had changed clinical practice; however there were still a significant number of face-to-face appointments. Unfortunately, the tragic impacts of the pandemic were widely known with increases in deaths and referrals, such as eating disorders, suicides, and loneliness. The pandemic was also having an impact on staff, with colleagues not being able to provide the care that they would like to. Covid will remain a part of everyone's lives for some time yet, and it was important for people to acknowledge that some changes will have to be made to practice. It was also key to continue CSH's open, reporting and learning culture.	
6.3	With the PPE, the "Hello, my name is ..." campaign was even more important. A badge showing your name will help interactions with patients.	
6.4	As shown in the video, a community visit may be the only in-person contact that a patient has from week-to-week. Feedback from patients and colleagues was being recorded via Attend Anything, the Friends and Family Test and Greatix, and remained mostly positive.	
6.5	DT reminded everyone that Nurses Day was on 12 May 2021, and that a number of events were being arranged. DT thanked all colleagues for the work they had done over the last 12months and that they should feel proud of their successes.	
7.	Director of People – report	
7.1	LR advised that CSH had been involved in the national NHS Staff Survey for the first time last year, with the results published in February 2021. The response	

	rate had been 53% excluding Bank colleagues, and 49% including Bank colleagues. The results were benchmarked against the NHS as a whole, and CSH's peer group. There were a number of areas where CSH over-performed well compared to the averages, and some where CSH under-performed.	
7.2	In response to the survey and information from other sources, the PDR process was focussing on health and wellbeing, and a post-recruitment process put in place to learn what was going well and not going well to try to reduce the number of people who leave CSH within the first year. The vacancy rate had fallen over the last year, but there was still more to do to ensure appropriate numbers of colleagues were in post. While Agenda for Change was a well-defined system, but there were ways that a social enterprise could do things differently which were being investigated.	
7.3	The five key indicators for positive staff experience could be broken down into the main clinical service areas, enabling and bank colleagues. There were also opportunities to add free text to the survey, which had generated over 400 responses. The main themes related to career development and direction, recognition, skills, involvement and communications. A new staff communication app was being developed to engage with colleagues in a new way. The Voice was looking at the employee ownership model, which would be relaunched later this year. A behaviours framework was being developed which was hoped would lead to more involvement of colleagues across CSH in decision-making.	
7.4	Finally, LR noted that only 28% of colleagues thought that action would be taken following the survey, and the Board and Executives were committed to making changes resulting from the survey so colleagues can see progress was being made. The results had already been shared with teams, who were doing their own action plans. There would also be a series of virtual events in May 2021 to look at the results and discuss proposed actions: these would be advertised soon for colleagues to join.	
8.	Chief Executive – strategy	
8.1	SF acknowledged that there were some hard lessons to learn from the survey results, which had included the Executive Team, and that it was important to take actions so people wanted to work for CSH and to stay working for CSH, with talent being nurtured and developed. The objectives and ambitions for the coming year acknowledged the work required, and the emotions and comments following the video showed the good position CSH was in. The survey results were being cascaded through the organisation for colleagues' PDRs as well as discussing health and wellbeing.	
8.2	One of the ambitions was for CSH to gain a CQC "outstanding" rating. As part of facilitating this, there would be a well-led review to support better clinical delivery. Any surplus generated at the end of the year could be invested in services and innovations to benefit staff, patients and the wider community, which was important as a social enterprise.	

8.3	The Voice, executive directors and the Board planned to look at the employee ownership model with an external consultancy and will be talking to colleagues across the organisation to see what they would want from the relaunch. This was central to CSH history and future, as having involved, engaged and empowered employees will help patient care as well as improving recruitment and retention.	
8.4	It was hoped that the new CFHS contract would be decided once purdah was over, and HC and the team were looking to see where changes could be made. The North West Surrey Alliance model working with primary care colleagues, was presenting some opportunities as well as challenges. CSH was also working with commissioners to ensure that the funding was correct for the services being provided. The Surrey Downs Health & Care partnership was working well operationally, with positive comments from GPs and patients. The hard work in setting up and operating the mass vaccination programme had also generated positive feedback.	
8.5	The five-year strategic plan was being refreshed, though keeping the CARE values. The vision for partnership working would need to take into account the new Provider Collaborations to improve health and wellbeing in the community.	
8.6	SF presented the strategic ambitions, starting with the employee ownership. The Voice were vital to ensuring that colleagues were involved and listened to. JD attended the Board meetings as an observer, and there may be employee representatives as voting members of the Board to help create a sense of belonging within CSH. There were opportunities to transform services through innovation, digital technology, collaboration, review of estate and sustainability.	
8.7	SF finished the presentation thanking everyone for their response to the pandemic, and that he was very proud to work for CSH.	
9.	Chair of The Voice – report	
9.1	JD presented the role of The Voice as being the conscience of the business, holding the Board to account for running CSH in accordance with being an employee-owned, social enterprise. The Voice advises the Board on how it feels to work for CSH with both positive and negative feedback from colleagues.	
9.2	JD introduced The Voice representatives to the meeting, and KL one of the CSH non-executive directors who also provided valuable support for The Voice representatives. JD advised that there were some vacancies for representatives, and that anyone who was interested in standing could contact any of the current representatives for more details.	
9.3	Over the last 12 months, The Voice had been involved in the developing the actions being taken following the Staff Survey results, including the new PDR process. Following feedback on the grievance policy taking too long and therefore adding to the stress involved, changes had been made to try to resolve issues through mediation before using the formal policy. A new tracker had also been introduced to manage the formal cases. The Voice were involved in the	

	development of a new communications app for CSH, and the new strategy launched at this meeting including the review of the employee ownership model.	
9.4	JD advised that Employee Ownership Day was 25 June 2021, and that it was hoped that in-person events could be held across CSH on the theme of “better together”. JD asked those present to get involved in the discussions on the future of employee ownership within CSH, and to continue to raise items with their Voice representatives to make CSH the best it can be. AF thanked JD for her presentation and echoed that The Voice had access to every level of the organisation, and encouraged all colleagues to talk to their representatives, or become a representative in those areas with vacancies.	
10.	Questions	
10.1	AF advised that a number of questions had been submitted in advance.	
10.2	<p><i>Question 4: Could bank staff keep their Banding and rates if they would like to join the team on a full time job which is advertise on a lower banding? I've been with CSH for three years full-time, on a bank contract (Band 3), and now considering re-joining on a full-time position.</i></p> <p>LR advised that this was not possible because of the need to make sure that people doing the same jobs were paid the same wage. It was however possible to be paid towards the top of a pay scale by taking skills and knowledge into account.</p>	
10.3	<p><i>Question 5: We have heard that Health Visitors in another area have been given £250 bonus at the end of March 2021 due to extra money from estates. Is this fair if we are all working for Children and Family Health Surrey?</i></p> <p>HC stated that CFHS was a partnership of three separate organisations, and one of those organisations had made a bonus payment to their staff. This had not been advised to the other two members of the partnership in advance, and unfortunately CSH was not in a position to be able to match this payment. HC confirmed that this had been from the partner organisation’s own surplus and not from the CFHS contract. AF added that this had also been announced before the NHS-wide guidance on not giving bonuses.</p>	
10.4	<p><i>Question 6: What should I do when a senior manager behaves inappropriately towards a junior member of staff?</i></p> <p>LR advised that there were a number of options available, which were listed in the People Buzz and on the CSH intranet. In the first instance, this should be raised with your line manager; however this may not be possible if they are involved. Concerns can also be taken to HR, The Voice, Staff Side, the Freedom to Speak Up Guardian and occupational health. Following the staff survey results, work was underway on a leadership and management framework, including expected behaviours.</p>	
10.5	<i>Question 7: When there are real problems with recruiting clinical staff, could we please invest more in admin (who seem to be able to recruit easily) so that admin</i>	

	<p><i>work (of which there is loads) can be taken off of clinical staff so they can get on with the jobs they are paid to do!</i></p> <p>SF thanked the sender for their excellent suggestion: efficient and effective use of professional skills should be looked at to make sure that clinical colleagues maximise their clinical time.</p>	
10.6	<p><i>Question 8: I'm a bit worried about returning to Duke's Court. If I return, will everyone be wearing masks?</i></p> <p>SF confirmed that masks were being worn in line with Government guidelines in the communal and general areas of Duke's Court. DT added that desks had been moved to ensure a 2m gap, and that masks should be worn when not at your desk. DT encouraged colleagues to gently remind anyone not wearing a mask to do so, if they were not exempt. LR advised that a planning group had been set up to look at what was required to ensure colleagues could work safely back in the office, and results of the group would be shared soon.</p>	
11.	Closing remarks from the CSH Chairman	
11.1	<p>AF thanked everyone for contributing to a very good meeting, in spite of the technical problems at the outset, and hoped to see everyone in person as soon as restrictions allowed. The last 12 months had been unprecedented, and as had been noted throughout the meeting, colleagues had responded magnificently both professionally and personally. On behalf of the Board of Directors, AF thanked everyone for their hard work and looked forward to working with colleagues on the plans heard during the meeting.</p>	

There being no other items of business, the Chairman closed the meeting at 14:24.

Signed:

Date:

Chair of the Board