



Brighton and Hove Integrated Care Service

Minutes of an Annual General Meeting held at BICS, 177 Preston Road, Brighton on Wednesday 19th March 2014 from 1pm – 2pm

Present – Shareholders

Lindsay Coleman (Chair)	Jonathan Serjeant	Xavier Nalletamby
Peter Devlin	Manas Sikdar	Stephen Cribb
Zoe Nicholson	Jan Austera	Janet Syder
Melanie Teulet	Johan Holte	Anne Miners
Marion Rowkins	Darren Emilianus	Paul Allan
Alex Mancey-Barratt		

In Attendance

Sarah Bartholomew	Chris Golson	Peter Hedgethorpe
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Apologies

Tina Livingstone	Susie Rockwell	Rachel Cottam
Avni Patel	Kasia Kaczmarek	

1/13 Chair's Welcome

2/13 Quorum

The chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairperson declared the meeting open.

3/13 Proxy Votes

The following proxy votes were noted by the Chair:

Richard Chell	Manas Sidkar	Tina Livingstone
Anne Dennington	Jen Stuart-Buttle	

4/13 Approval of Last Year's Minutes

Shareholders present confirmed the minutes were a true representation of the previous years AGM.

5/13 Declaration of Interests

Each shareholder present confirmed that they had no interest, direct or indirect, in any way in the business to be discussed at the meeting which they were required by their Articles of Association of the Company or by Section 317 of the Companies Act 2006 to disclose. Zoe Nicholson asked those present if anyone was involved in, or on the evaluation panels of the two tenders BICS is currently involved in. Nothing was declared. Anne Miners raised that she is involved in CPAMS, it was agreed that item will not be discussed.

6/13 Chair's Report

The Chair's Report was presented by Peter Devlin, Executive Director. The report outlined achievement of BICS to date, which included:

- **Brighton and Hove Wellbeing Service** – 80% of people accessing support experienced a significant improvement in their symptoms; 95% of people referred received a timely assessment for all parts of the service; people waiting for Talking therapies reduced from 1000 to 550
- **Brighton and Hove Referral Management Service** – new service delivered in partnership with 2 practices as started; in 2013 all quality measures were met; Referral Learning Tool is a winner in EHI national award for Excellence in Healthcare Business Intelligence
- **CRess** – Moved from pilot of 6 practices to all 61 practices in borough and around 74,000 referrals per year; new report packs for every GP in Croydon that shows the pattern of referrals
- **MSK** – Exceptional results on the family and friends questions from the patient survey with over 90% of respondents likely to recommend the service; Introduced shared decision making tools and SURE score across all service lines; tendering with 3 other partners for Sussex wide MSK services
- **Memory Assessment Service** – MAS partnership won the tender and started in June 2013; new referrals for memory assessment has far out stripped expectations are will lead to Brighton and Hove meeting its Dementia Diagnosis rate for the first time; patient and clinicians feedback has been extremely positive regarding introducing a more efficient and patient/carer centred approach
- **Dermatology** – Contracted extended by 1 year to allow CCG to procure new service model; overall people have a 30% shorter wait for treatment compared to 4 years ago; 98% overall patient satisfaction with the community service; re-tendered for the contra t to deliver a community based model
- **Community Eyes and Community Gynae Service** - wait times halved in Gynae service; both services have 99% overall patient satisfaction; notice was served on the Gynae service with the expectation of BSUH launching a new one stop clinic for women's health
- **Burwash Medical Centre** – June 2013 new partnership formed with BMC with acquisition of GMS contract. 6 months to put in, clinical team, admin team, IT

system, Governance, CQC registration compliance and numerous patient safety issues including: medication reviews, controlled drugs, QoF and Enhanced Services

- **Burwash Medical Centre and Portslade County Clinic** - Shared administration, shared clinical cover, shared on-call phones, cross-cover; demand and capacity modelling over 8 weeks; vision day, NHS Challenge Fund vision
- **Focus on Backroom Functions** – HR, book keeping, payroll, telephone handling, medical secretariat including letters, reports, DWP etc.
- **Financial Highlights** - Turnover jumped from 5,630,728 to £9,512,602. Only £855,436 was attributable to BICS; turnover has grown 258% since 2010/2011. In this financial year we have passed £980,054 of income to GP practices this is 10.3% of our turnover
- **Looking to the Future** – the 2013/14 has risen to an estimated £12,000,000 and 12% of this has been passed to GPs; income has grown by 25%. BICS strategic goal is to improve the quality of primary care in line with this we have invested monies in primary care

A discussion followed regarding how funds were reinvested into the local health economy and the decision making process for this and in particular, the support for the patients in Hangleton served by Burwash Road Surgery. It was confirmed that the accounts for the practice would be made available to Shareholders in the future for review. Also, the importance of communicating and engaging effectively with Shareholders was also discussed.

Jonathan Serjeant, Xavier Nalletamby and Paul Allan left the meeting at this time and were not involved in the voting. As the meeting was overrunning, the agenda was altered and the resolutions took place now.

Resolutions

8/13 Special Resolution for Share Issue

There was produced to the meeting a written resolution of the Company in general meeting prepared in accordance with section 288 of the Companies Act 2006. It was noted that the written resolution resolved to issue Class A shares as detailed in Attachment A to the resolution.

There was produced to the meeting applications by the persons listed below for the allotment to them of the numbers of shares in the capital of the Company, accompanied by cheques for the subscription monies due.

There was a unanimous vote in support of this resolution, including all proxy votes

9/13 Special Resolution for Share Buy Back

There was produced to the meeting a written resolution of the Company in general meeting prepared in accordance with section 288 of the Companies Act 2006. It was noted that the written resolution resolved to buy back Class A shares as detailed in Attachment A to the resolution.

There was produced to the meeting applications by the persons listed below for the allotment to them of the numbers of shares in the capital of the Company, accompanied by cheques for the subscription monies due.

There was a unanimous vote in support of this resolution, including all proxy votes

10/13 Ordinary Resolution for the Retirement and Re-appointment of the Non Executive Directors

There was produced to the meeting a written resolution of the Company in general meeting prepared in accordance with section 288 of the Companies Act 2006. It was noted that the written resolution resolved to consider and if thought fit, to pass the following resolution, which will be proposed as an ordinary resolution; to re-appoint: as Non Executive Director of BICS:

Dr Jan Austera

There was a unanimous vote in support of this resolution, including all proxy votes

11/13 Ordinary Resolution for the Retirement and Re-appointment of the Non Executive Directors

There was produced to the meeting a written resolution of the Company in general meeting prepared in accordance with section 288 of the Companies Act 2006. It was noted that the written resolution resolved to consider and if thought fit, to pass the following resolution, which will be proposed as an ordinary resolution; to re-appoint: as Non Executive Director of BICS:

Mrs Lindsay Coleman

There was a unanimous vote in support of this resolution, including all proxy votes

12/13 Ordinary Resolution for the Retirement and Re-appointment of Feist Hedgethorpe Limited as the Companies Auditors

There was produced to the meeting a written resolution of the Company in general meeting prepared in accordance with section 288 of the Companies Act 2006. It was noted that the written resolution resolved to consider and if thought fit, to pass the following resolution, which will be proposed as an ordinary resolution; to re-appoint: Feist Hedgethorpe as the Companies Auditors

There was a unanimous vote in support of this resolution, including all proxy votes.

Anne Miners left the meeting now.

7/13 Finance Report

The Finance Report was presented to the meeting by Executive Director, Zoe Nicholson containing income, expenditure and Directors remuneration. This is attached for all shareholders.

The 2012/2013 financial year saw turnover jump from £5,630,728 to £9,512,602 which is a significant increase. This growth was primarily due to successfully tendering for the Brighton and Hove Wellbeing Contract. Although this large increase in income has nearly doubled turnover, only £855,436 was attributable to BICS. Of this, £453,443 was passed onto GP practices in the 2012/2013 financial year.

There were no material changes in BICS accounting policies during the financial year.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of BICS.

Finally, it was discussed and agreed that at year end BICS will share the year end financial report on the BICS website.

13/13 Any Other Business

There was a brief discussion about ensuring both the CCG and BICS are not doubling up on work i.e. both doing the same things unaware of the others actions. Improved communication between the 2 organisations might address this.

Manas Sikdar observed the BICS website could do a refresh as finding pathways etc. is a little difficult and thanked BICS for helping educate GPs and practices.

Thanks were given by the meeting to the Executive Directors and staff at BICS for all their hard work during the last year.

There was no other business and the meeting closed at 14.00.

Signed: 
Name: Lindsay Coleman
Date: 26 March 2014

I agree the above as an accurate record of the meeting held.