



Brighton and Hove Integrated Care Service

**Minutes of an Annual General Meeting held at Hotel Seattle, Brighton Marina, BN2 5WA
on Wednesday 18th March 2015 from 6.30pm – 7pm**

Present – Shareholders

Lindsay Coleman (Chair)	Jan Austera	Nigel Bird
Catherine Bryant	Shelley Chell	Yok Chang
Jonny Coxon	Stephen Cribb	Peter Devlin
Paul Deffley	Michelle Eades	Paul Forsdick
Nina Graham	Johan Holte	Rick Jones
Naz Khan	Tina Livingstone	Benedikt Loffler
Tim McMinn	Peter Meade	Craig Milne
Xavier Nalletamby	Zoe Nicholson	Jon Ota
Matthew Riley	Jonathan Serjeant	David Supple
Janet Syder	Melanie Teulet	Gary Toyne

In Attendance

Sarah Bartholomew	Rachel Sheehan	Peter Hedgethorpe
Paul Macauley	Marcus Doyle	Charlie Preverett
Nicole Bradfield		

Apologies

Jeremy Brown	Anne Dennington	Briony Jefferies
Kasia Kaczmarek	Danny Leach	Kerra Nolan
Gary O'Connell	Carmen Richardson	Susie Rockwell
Zoe Schaedel	Anne Scott	Selma Stafford
Anita Yates		

1/14 Chair's Welcome

2/14 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.

3/14 Proxy Votes

The following proxy votes were noted by the Chair:

Andy Friend

Manas Sidkar

Briony Jefferies

Sheila Firth

4/14 Approval of Last Year's Minutes

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

5/14 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.

Resolutions

6/14 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

7/14 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

8/14 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

9/14 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

10/14 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:

Mr Matthew Riley

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

11/14 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 Craig Milne

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

12/14 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.

13/14 Annual Report

The Annual Report was presented by Zoe Nicholson, Chief Executive Officer. The report outlined achievement of BICS to date, which included:

- **Integration across whole pathways, redesigning care in primary care**
 - Integration and Improvement for the people we serve
 - Primary care collaboration
 - Learning

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- **Setting the scene for 2015**
 - Evolving purpose and discovery of what matters to BICS, shifting care from “what’s the matter” to “what matters to you” in everything we do
 - **Brighton and Hove Wellbeing Service**
 - More people with depression and anxiety are getting a faster, improved service
 - **EPiC**
 - Prime Ministers Challenge Fund
 - Extended Hours Service
 - Pharmacy
 - Community Navigation
 - GP Access
 - Workflow Redirection
 - Project Team
 - **Proactive Care – maximising independence for people**
 - 4 workstreams identified
 - **Benfield Valley Healthcare Hub** – Burwash Medical Centre and the Portslade County Clinic merged to become the Benfield Valley Healthcare Hub
 - **Brighton and Hove Referral Management Service**
 - 83% of patients surveyed responded they are satisfied or very satisfied with the service they have received
 - Over 70,000 in 2014
 - Veda 2 implemented
 - Service has been re-tendered during early 2015
 - **Croydon Referral Management Service**
 - Serves 60 GP Practices with over 120,000 referrals
 - New 2 year contract officially commenced in January 2015
 - New admin sieve function that will cut down volume of referrals sent to GP triage
 - New GP Portal will provide GPs with key reporting information
 - **Integrated MSK Pathways**
 - Integrated MSK Service for Brighton and Hove, Crawley, Horsham and mid Sussex, High Weald, Havens and Lewes, Eastbourne, Hailsham and Seaford CCGs
 - Contract values in excess of £80m in 2015/16
 - **Memory Assessment Service**
 - More people are being diagnosed with dementia, our diagnoses are more accurate, more people are getting access to support earlier in their journey
 - **Community Dermatology Service**
 - Excellent satisfaction amongst patients, more GPSI’s trained and better access to teledermatology has been tested
 - BICS withdrew from the procurement post contract award. Service to be transferred to BSUH in April 2015
 - **Community Gynae Service**
 - Contract ended after 4 years delivery as a result of new one stop shop style clinics available locally
 - **Community Eye Service**
 - Contract has been extended by 2 years
 - **CPAMS**
 - Contract extended until March 2016

14/14 Finance Reports

- BICS Financial Report
- BICS Financial Statements
- Burwash Financial Report
- Burwash Financial Statements

The BICS Financial Report and Financial Statements were presented to the meeting by Executive Director, Zoe Nicholson. Financial highlights for the 2013-2014 financial year saw turnover increase from £9,512,602 to £11,388,085. Our reserves at the end of the 2013/14 financial year were in the healthy position of £1,199,129. The report also detailed income and expenditure and Directors remuneration.

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.

The Burwash Financial Report and Financial Statements were presented to the meeting by Benfield Valley Healthcare Hub Partner, Lindsay Coleman. The Financial Report clearly detailed how the £100,000 grant from BICS to Burwash Medical Centre was used to offset the difference between the income that the practice was able to generate through its GMS contract and the expenditure required to make the practice safe and get it back on its feet. The Financial Report also detailed the acquisition of Portslade County Clinic and the renaming of both sites to Benfield Valley Healthcare Hub.

All papers were circulated to all shareholders prior to the meeting.

15 /14 Any Other Business

There was no other business and the meeting closed at 7pm.

Signed: 
Name: Lindsay Coleman
Date: 19 March 2015

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

16/14 Discussion Topics

1. BICS the story so far, what are we learning about our strengths?
2. The NHS five Year Forward view (a new strategic document) what are the opportunities for BICS
3. Social Enterprise or GP organisation
4. An impromptu group formed about how should/could BICS support Practices who need help