

**PART 1**
**KERNOW HEALTH CIC (the “Company”)  
(Company No. 07551978)**
**Minutes of a meeting of the Board of Directors of the Company  
held at 7.30pm on 17<sup>th</sup> September 2019  
in the Conference Room, Cudmore House, Truro**

<b>Present:</b>	<b>Name</b>	
<b>Executive Directors:</b>	<b>Dr Adam Ellery (AE)</b>	Chair/ Eligible Representative Director – North Kerrier/ South Kerrier/ GP
	<b>Carolyn Andrews (CA)</b>	Executive Director/ Chief Executive
	<b>Dr Jonathan Katz (JK)</b>	Medical Director/ GP
<b>Eligible Representative Directors:</b>	<b>Dr Andy May (AM)</b>	Eligible Representative Director – Carrick/ GP
	<b>Dr Malcolm McKendrick (MMK)</b>	Eligible Representative Director – North Cornwall/ GP
<b>Non-Executive Directors:</b>	<b>Stephen Holby (SH)</b>	Non-Executive Director/ Managing Partner, Carn to Coast Health Centres
	<b>Bridget Sampson (BS)</b>	Director/ Managing Partner and Executive Manager, St Austell Healthcare
	<b>Gary Jennings (GJ)</b>	Independent Non-Executive Director

In Attendance	Maria Harvey (MH)	Head of Primary Care Operations
	Mark Woolcock (MW)	Chief Operating Officer, Cornwall 111
	Laura Wheeler (LW)	Head of Workforce and OD
	Wendy Palmer (WP)	Corporate Business Manager – Kernow Health CIC (Minute-taker)
Observers	Emma Ridgewell-Howard (ERH)	CEO Kernow LMC

**CHAIRMAN**

Dr Adam Ellery chaired the meeting throughout.

**NOTICE AND QUORACY**

The Chair reported that due notice of the meeting had been given to all directors and that the meeting was quorate. Accordingly, the Chair declared the meeting open.

2019/031	<b>Apologies and welcome from Chair</b>  Apologies were received from: Dr Matthew Boulter, Director and Eligible Representative for West Cornwall
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	<p>Dr Ellery welcomed everyone to the meeting and especially welcomed Mr Gary Jennings to his first Board meeting as the Independent Non-Executive Director. He invited Gary to introduce himself to the rest of the Board.</p> <p>Mr Jennings introduced himself and gave a brief background of his business experience and what he hoped to bring to his role with Kernow Health CIC.</p> <p>As an international business development specialist working across a number of sectors and businesses, he had been in the global arena for over 30 years, with 25 years in international sales, marketing and business development roles. He had travelled extensively on business throughout Europe, the Middle East and South East Asia, for companies mainly in the hospital capital equipment and education technology sectors. Having worked for various size businesses, from former Fortune 500 global organisation through to his own international consultancy, his expertise focused on driving sustained commercial development. He studied his MBA to dissertation level at Henley Management College. His role as Non-Executive Director would draw upon his business background to support and develop the potential of Kernow Health CIC whilst helping to raise the profile of the company.</p> <p>Dr Ellery thanked Mr Jennings and invited the rest of the Board to introduce themselves.</p>
2019/032	<p><b>Declaration of any New Interests / Conflicts of Interest for Part 1 Agenda items</b></p> <p><u>Declaration of Interests Register</u> Dr Ellery noted that Mr Jennings had declared no interests and no conflicts of interest that would impact upon his role as Independent Non-Executive Director of the Board. The remaining Board members were invited to declare any new interests.</p> <p><b>AGREED:</b> The Board confirmed that the Register of Declared Interests was up to date and there was nothing further to add. This register would be presented to each meeting for review and updated where necessary.</p> <p><u>Conflicts of Interest for Part 1 Agenda Items</u> <b>AGREED:</b> Each of the directors confirmed that they had no direct or indirect interest in the business proposed to be transacted in Part 1 of the Board meeting which they would be required to disclose in accordance with section 177 of the Companies Act 2006 and the Articles of Association of the Company.</p>
2019/033	<p><b>Approval and ratification of Part 1 Board Minutes of the meeting held on the 16<sup>th</sup> July 2019</b></p> <p><b>AGREED:</b> Following a review of the minutes by Mr Stephen Holby and agreement by the Board, the minutes of the Board meeting held on the 16<sup>th</sup> July 2019 were approved as a true and accurate record.</p>

	<p><b>ACTION: WP to arrange for the ratified minutes from 16<sup>th</sup> July 2019 to be uploaded to the website.</b></p>
2019/034	<p><b>Matters Arising and Action Grid from the Board minutes of the 16<sup>th</sup> July 2019</b></p> <p><b>2019/018 – Board Director appraisals:</b> Dr Ellery confirmed that the last three appraisals for MMK, JK and CA had been booked to take place in October 2019. <b>ACTION UPDATE:</b> The action was completed and closed.</p> <p><b>2019/018 – Fit and Proper Persons Declaration: ACTION UPDATE:</b> Action completed and closed.</p> <p><b>2019/019 – Articles of Association to be uploaded onto the website: ACTION UPDATE:</b> Action completed and closed.</p> <p><b>2019/020 – Board information Governance Lead:</b> Dr Ellery stated that he was still seeking nominations from Directors/ Non-Executive Directors for the Governance Lead role. This would be discussed in more detail under ‘Any Other Business’ when they would be talking about Director/ Non-Executive Director ownership of specific roles and Board make-up. <b>ACTION UPDATE:</b> Leave open</p> <p><b>2019/026 – Board Governance/ CQC compliance – Board access to Policies:</b> Miss Harvey provided a verbal update and explained that work was in hand to update the website and that in the future the Board would be able to access Policies via a log-in and password on the website. As soon as this feature was available Board members would be advised. <b>ACTION UPDATE:</b> Leave open.</p> <p><b>2019/028 – Stock Transfer – register the share transfer for Marazion Surgery in the Company’s books and issue a new share certificate: ACTION UPDATE:</b> Action completed and closed.</p> <p><b>2019/029 – HR Quarterly Report:</b> Board members agreed this report was very helpful and looked forward to receiving future reports. CA to seek clarification on whether the graph presented indicated ‘number of occasions’.</p> <p><b>POST MEETING UPDATE:</b> The HR Quarterly report and particularly the absence chart, showed the percentage of absence reasons during the specified time period – not occasions of absence. In the narrative for the sickness section it detailed the total occasions of long and short term sickness absence.</p> <p><b>ACTION UPDATE:</b> The Board to confirm if the information supplied in the ‘post meeting update’ was sufficient to answer their query and whether the action was now complete and could close.</p> <p><b>2019/030 - Retired Board Director to be removed from Companies House records: ACTION UPDATE:</b> Action completed and closed.</p>

	<p>There were no other matters arising from the meeting.</p> <p><b>ACTION: WP to amend the action grid and close the completed actions.</b></p>
2019/035	<p><b>Emergency Preparedness, Resilience and Response (EPRR)</b></p> <p>A summary report, evidence files and a confirmation of outcomes rating from NHS England and NHS Kernow had been circulated to the Board ahead of the meeting.</p> <p>Mrs Andrews explained that as an Out of Hours provider and a provider of call services with partners, Vocare Ltd, the Company had to undertake an annual self-assessment against the NHS core standards as set out in NHS England's EPRR Core Standards matrix and report on a state of readiness. This was done in conjunction with NHS Kernow, Royal Cornwall Hospitals NHS Trust and Cornwall Foundation Trust.</p> <p>Kernow Health CIC was fully compliant in the Core Standards 1-69 (of which 47 applied to the CIC) and the Severe Weather Deep Dive, which was a tremendous achievement.</p> <p><b>The Board gave a vote of thanks to Ray Dawe, Health, Safety and EPRR Lead for Kernow Health CIC, for all the work he had undertaken to ensure compliance was successfully achieved.</b></p> <p>Although the Board was really appreciative of the evidence provided, which would also be extremely helpful for CQC compliance, because of the huge volume it had caused some IT problems and a suggestion was made to have a 'DROP BOX' set up in order to avoid IT issues in the future.</p> <p><b>ACTION:</b> The setting up of a drop box for future Board papers to be explored.</p> <p><b>AGREED:</b> Kernow Health CIC Board approved and ratified the Emergency Preparedness, Resilience and Response evidence and assurance for 2019.</p>
2019/036	<p><b>Transfer of Shares back to the Company where Practices had ceased to exist, or where due to a merger more than one Share existed.</b></p> <p>It was reported that the purpose of the agenda item was to consider and, if thought fit, approve certain transfers of ordinary shares of £1.00 following more than one share being held by an eligible practice pursuant to Article 29 (2) of the Company's articles of association, and where eligible practices had ceased to exist pursuant to article 29 (3) of the Company's Articles of Association pursuant to the Companies Act 2006 Section 659 (1).</p> <ol style="list-style-type: none"> <li>1. Presented to the meeting were three executed stock transfer forms EACH transferring a total of one ordinary share of £1.00 in the issued share capital of the Company and Letters of Gift stating that the Shares were transferring to the Company pursuant to the Companies Act 2006</li> </ol>

Section 659, as set out below (the “Share Transfers”, together with the relevant share certificates).

<u>Transferor</u>	<u>Transferee</u>	<u>Name of Practice</u>
Dr Stewart Smith	Kernow Health CIC	Park Medical Centre (merged)
Dr Stewart Smith	Kernow Health CIC	Polkyth Surgery (ceased to exist)
Dr Stewart Smith	Kernow Health CIC	Wheal Northey Surgery (merged)

The Board noted that the shares to be transferred were fully paid up.

**APPROVED:** After due and careful consideration of the matters set out above having regard to (among other things) the factors set out in section 172 of the Companies Act 2006, it was resolved that:

- i. the Share Transfers be and are approved; and
- ii. the Share Transfers back to the Company be registered in the Company’s books.

**ACTION:** WP to register the executed share transfers in the Company’s books and advise Companies House of the bought back Shares in the annual Confirmation Statement.

2. The Board was asked to approve that Dr Adam Ellery be authorised to execute the Share Transfers and any other document necessary to transfer the Shares pursuant to Article 29(3) (b) where they had not been executed by the relevant transferor, notice having been given in accordance with that Article.

<u>Transferor</u>	<u>Transferee</u>	<u>Name of Practice</u>
Dr Ana Emberton	Kernow Health CIC	Phoenix Surgery ( <i>ceased to exist</i> )
Dr Daniel Kingston	Kernow Health CIC	Penalverne Surgery (merged)
Dr Sarah Ashley	Kernow Health CIC	Trevithick Surgery (merged)
Dr Sarah Cole	Kernow Health CIC	Pensilva Surgery (merged)
Dr Stewart Smith	Kernow Health CIC	Woodland Road Surgery (merged)

**APPROVED:** After due and careful consideration of the matters set out above having regard to (among other things) the factors set out in section 172 of the Companies Act 2006, it was resolved that:

	<p>iii. Dr Adam Ellery is authorised to execute the Share Transfers and any other document necessary to transfer the Shares pursuant to article 29 (3) (b) of the Company's Articles of Association.</p> <p><b>ACTIONS:</b></p> <ol style="list-style-type: none"> <li>1. WP to prepare the Stock Transfer forms for the Shares that have not been executed by the relevant transferor and arrange for them to be executed by Dr Ellery.</li> <li>2. Once executed, the Share Transfer forms to be registered in the Company's books and Companies House advised of the bought back Shares as part of the annual Confirmation Statement.</li> </ol>
2019/037	<p><b>Finance and Remuneration Committee – Ratification of Policy</b></p> <p>The Board was asked to ratify the following policy, which had been robustly reviewed and agreed by the Finance and Remuneration Committee</p> <ul style="list-style-type: none"> <li>• Under and Overpayment of Salary Policy</li> </ul> <p><b>AGREED:</b> The Board ratified the Under and Overpayment of Salary Policy approved by the Finance and Remuneration Committee.</p>
2019/038	<p><b>Governance (Exceptions Report), Ratification of Policies and Corporate Risk Register</b></p> <p><b>Ratification of Policies</b></p> <p>The Board was asked to ratify the following policies which had been robustly reviewed and agreed by the Governance Committee on the 12<sup>th</sup> September 2019:</p> <ul style="list-style-type: none"> <li>• Career Break Policy</li> <li>• Risk Management and Board Assurance Policy</li> <li>• Secondment Policy</li> <li>• Training and Education Policy</li> <li>• Infection Prevention and Control Policy</li> <li>• Cold Chair Policy</li> <li>• Privacy and Dignity Policy</li> </ul> <p><b>AGREED:</b> The Board ratified all the policies listed above that had been approved by the Governance Committee</p> <p>The Board was asked to ratify the following policy which had been robustly reviewed and agreed by the Information Governance Steering Group on the 7<sup>th</sup> September 2019:</p> <ul style="list-style-type: none"> <li>• Mobile IT Security Policy</li> </ul> <p><b>AGREED:</b> The Board ratified the Mobile IT Security Policy approved by the Information Governance Steering Group.</p> <p><b>Corporate Risk Register</b> (<i>standing agenda item</i>)</p>

	<p>Following the Governance Committee meeting which was held on the 12<sup>th</sup> September 2019, Miss Harvey confirmed that they had discussed the Falsified Medicines Directive (KH/19), which had been rated as ‘Red’ on the Corporate Risk Register. Following receipt of further information and the realisation that it was not as daunting as at first thought, the Committee felt this rating could be downgraded to ‘Amber’, a rating score of [9]. DBS Checks (KH/23) – following a lot of work that had been done around the policy and decisions made around the sessional GPs, it was felt by the Committee that this risk could also be downgraded from ‘Red’ to ‘Amber’ a rating score of [9]. Brexit (KH/18) – this had been upgraded from ‘Amber’ to ‘Red’ due to the amount of uncertainty, a rating score of [16].</p> <p>Miss Harvey reminded Board members that the service risk registers fed into the Corporate Risk Register.</p> <p><b>NOTED: The Board acknowledged the risk rating changes and noted the Corporate Risk Register.</b></p>
2019/030	<p><b>Any Other Business</b></p> <p>There was no further business and Part 1 of the meeting closed at 8:00pm</p>

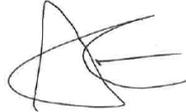
#### **AGREED/ DECISIONS:**

1. The Board confirmed that the Register of Declared Interests was up to date and there was nothing further to add. This register would be presented to each meeting for review and updated where necessary.
2. Each of the directors confirmed that they had no direct or indirect interest in the business proposed to be transacted in Part 1 of the Board meeting which they would be required to disclose in accordance with section 177 of the Companies Act 2006 and the Articles of Association of the Company.
3. Following a review of the minutes by Mr Stephen Holby and agreement by the Board, the minutes of the Board meeting held on the 16th July 2019 were approved as a true and accurate record.
4. After due and careful consideration of the matters set out, having regard to (among other things) the factors set out in section 172 of the Companies Act 2006, it was resolved that:
  - i. the Share Transfers for Park Medical Centre, Polkyth Surgery and Wheal North Surgery be and are approved; and
  - ii. the Share Transfers [at 1] back to the Company be registered in the Company’s books.
  - iii. The Share Transfers for Phoenix, Penalverne, Trevithick, Pensilva and Woodland Road Surgeries be executed by Dr Adam Ellery and approved; and
  - iv. The Share Transfers [at 2] back to the Company be registered in the Company’s books.
5. The Board ratified the Under and Overpayment of Salary Policy approved by the Finance and Remuneration Committee.
6. The Board ratified the following updated policies: Venepuncture Policy, Confidentiality Policy, Meds Management Policy, Complaints Policy, Frequent Caller Policy, Creating and Maintaining P/Files Policy, Alerts Policy, Information

Governance and Data Protection Policy and Information Risk Assessment and Management Policy

7. The Board acknowledged the risk rating changes and noted the Corporate Risk Register.

**FINAL COPY FOR RATIFICATION**



Signed by the Chair

Dated: 12<sup>th</sup> November 2019