

PART 1
**KERNOW HEALTH CIC (the “Company”)
(Company No. 07551978)**

**RATIFIED Minutes of a meeting of the Board of Directors of the Company
held at 14:00 on Tuesday 24th March 2020
in the Conference Room, Cudmore House, Truro and via Zoom Video-conference**

Present:	Name	
Executive Directors:	Dr Adam Ellery	Chair/ GP partner
	Mrs Carolyn Andrews	Chief Executive Officer
	Dr Jonathan Katz (via tele-conference)	Medical Director/ GP partner
Eligible Representative Directors:	Dr Andy May (via tele-conference)	ICA Board Director Member representing Central Cornwall/ PCN Clinical Director/ GP partner
	Dr Malcolm McKendrick (via tele-conference)	ICA Board Director Member representing North and East Cornwall/ GP partner
Non-Executive Directors:	Stephen Holby (via tele-conference)	Non-Executive Director/ Managing Partner, Carn to Coast Health Centres
	Bridget Sampson (via tele-conference)	Non-Executive Director/ Managing Partner and Executive Manager, St Austell Healthcare
	Gary Jennings (via tele-conference)	Independent Non-Executive Director
In Attendance	Mark Woolcock (via tele-conference)	Cornwall 111 IUCS Chief Operating Officer
	Wendy Palmer (via tele-conference)	Corporate Business Manager – Kernow Health CIC (Minute-taker)
Observer	Emma Ridgewell-Howard (via tele-conference)	CEO of 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.

2020/015	Apologies and welcome from Chair No apologies were received.
2020/016	Declaration of any New Interests / Conflicts of Interest for Part 1 Agenda items

2016/016a	<p><u>Conflicts of Interest for Part 1 Agenda Items</u> AGREED: 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> <p>Declaration of Interests Register Dr Ellery confirmed that the names of the new ICA Board Director for West Cornwall and the ICA Board Deputy Representatives (3x) had been added to the register and they would receive a form to complete and return with their declarations and the register would be brought back to the April Board meeting for review and agreement.</p>
2020/017	<p>Approval and ratification of Part 1 Board Minutes of the meeting held on the 19th February 2020</p> <p>AGREED: Following a review of the minutes by Dr Adam Ellery and Mr Stephen Holby and agreement by the Board at their meeting on the 24th March 2020, the minutes of the Board meeting held on the 19th February 2020 were approved and ratified as a true and accurate record.</p> <p>ACTION: Mrs Palmer to arrange for the ratified minutes from 19th February 2020 to be uploaded to the website.</p>
2020/017a	<p>Matters Arising and Action Grid from the Board minutes of the 19th February 2020</p> <p><u>The following actions were completed and closed:</u> 2020/009 Ratified Part 1 minutes from 23rd January 2020 - uploaded to KHCIC website. 2020/012 Stock Transfer – Mullion & Constantine Group Practice – transfer registered in Company records and new Share Certificate issued to new eligible representative. 2020/013 Coronavirus information to be added to Training Hub Newsletter and circulated to practices – completed. 2020/013 Coronavirus to be added to Corporate Risk Register – completed. 2020/014 2020 AGM date & time – Tuesday 20th October 2020 at Lanhydrock Golf Club (19.00).....circulated to Board members’ diaries.</p> <p><u>The following actions remained open:</u> 2020/011 External Auditor appointment ratification and decision on whether a greater degree of separation of the audit service from other services provided by Francis Clark to Kernow Health CIC was required – due to the COVID19 pandemic this item was deferred from the March Board agenda and an agreement reached that ratification and decision on the degree of separation would be done virtually between meetings and recorded in the April Board minutes. 2019/055b Board Assurance Framework – deferred from March Board agenda due to COVID19. Awaiting a response from the CCG on the closure of</p>

	<p>the SUI before the information can be circulated to the Board. SUI investigation evidence to test the process map in the BAF deferred awaiting response from CCG.</p> <p>2019/056 and 2019/026 New website demonstration – deferred due to COVID19, however, work was continuing in the background to ensure the website was ready to launch.</p> <p>2019/035 Shared area for Board members to access policy/corporate documents. Deferred to a future meeting due to COVID19. ‘Slack’ no longer required as Microsoft Teams Board group being set up instead, which has a greater level of functionality.</p> <p>2019/020 Board Information Governance Lead Director – New ICA Board Director approached for this lead role. Chair will confirm in April.</p> <p>The action grid was updated and completed actions closed.</p> <p>There were no matters arising from the meeting.</p>
2020/018	<p>Confirmation and Ratification of ICA representatives elected to the Board</p> <p>Dr Ellery thanked E Ridgewell-Howard, LMC CEO, for acting as returning officer for the election process for the ICA representatives to the Board.</p> <p>AGREED: The Board ratified the ICA Director and Deputy appointments to the Board.</p> <p>Dr Ellery congratulated Dr Malcolm McKendrick, GP Partner, Port Isaac Surgery, on his election as the ICA Board Director representing North and East Cornwall, supported by Dr Lawrence Barnes, GP Partner, The Rame Group, as the deputy representative for the area.</p> <p>He congratulated Dr Andy May, GP Partner, The Three Spires Medical Practice, on his election as the ICA Board Director representing Central Cornwall, supported by Dr Richard Pratt, GP Partner, The Three Spires Medical Practice, as the deputy representative for the area.</p> <p>Dr Andrew Craze, GP Partner, Manor Surgery, was congratulated on his election as the ICA Board Director representing West Cornwall, supported by Dr Neil Armstrong, GP Partner Morrab Surgery, as the deputy representative for the area.</p> <p>AGREED: The Board agreed, in line with the Articles of Association, that the newly appointed ICA Board Directors would serve a 3-year tenure and their deputies, a 1-year tenure commencing on the 1st April 2020.</p> <p>Drs McKendrick and May agreed to properly brief their Deputies about the CIC and feedback information from Board meetings, but this probably would not be fully possible until things returned to normal with COVID19. Dr Ellery had already spoken to Dr Craze as the newly appointed Director and details of his role and Board information had been sent to him in order to brief him about the Company’s business.</p>

	<p>AGREED: As an initial part of Dr Craze’s induction, the Board agreed that he could join part 2 of the March meeting to observe proceedings.</p> <p><u>New Board Director (x1) & Deputies (x3) ->Induction programmes</u> Mrs Andrews said that from an induction point of view for the newly appointed Director and Deputies, our normal process would be followed, but via telephone or video links. They would have a verbal induction and all paperwork would be processed as normal. It was suggested mandatory training, etc., was picked up in this induction process. This was agreed as the most pragmatic approach at this time of social distancing.</p> <p><u>Shareholder Communication</u> A letter would be sent to all shareholders advising them of the selection of nominees to detail their terms of office and their responsibilities.</p> <p>ACTION: A shareholder communication to be drafted advising of the selection of the new ICA Board representatives.</p>
2020/019	<p>Coronavirus update</p> <p>As detailed in Part 1 we are social distancing in the office and home working where applicable. All staff have been set up with Microsoft Teams and we are now using this as a secondary source of communication. We are using MS Teams for video calling, voice calling, meetings and documents exchange. Microsoft Teams is being used primarily so that everyone can keep in touch. We are moving to Microsoft Teams which will negate the need for Slack as previously described. Board directors have been set up on MS Teams and there was a request that when they receive the email from Tessa Goodchild that they respond with the information required. Website development is continuing in the background and an update will be given at April’s meeting.</p> <p>CA and MW sharing spending time in the office in order to give a visible presence and provide leadership for Cornwall 111 staff.</p>
2020/020	<p>Any Other Business</p> <p>There was no further business.</p>

AGREED/ DECISIONS:

1. 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.
2. Following a review of the minutes by Dr Adam Ellery, and Mr Stephen Holby and agreement by the Board at their meeting on the 24th March 2020, the minutes of the Board meeting held on the 19th February 2020 were approved and ratified as a true and accurate record.

3. The Board ratified the ICA Director and Deputy representative appointments to the Board:
Dr Malcolm McKendrick – ICA Director for North and East Cornwall
Dr Lawrence Barnes – ICA Deputy for North and East Cornwall
Dr Andy May – ICA Director Central Cornwall
Dr Richard Pratt – ICA Deputy for Central Cornwall
Dr Andrew Craze – ICA Director for West Cornwall
Dr Neil Armstrong – ICA Deputy for West Cornwall
4. The Board agreed, in line with the Articles of Association, that the ICA Directors would serve a 3-year tenure and the ICA Deputies, a 1-year tenure effective from 1st April 2020.
5. As an initial part of Dr Craze's induction, the Board agreed that he could join part 2 of the March meeting to observe proceedings.
6. A shareholder communication to be drafted advising of the selection of the new ICA Board representatives, when the new communications officer is in post.

FINAL COPY - RATIFIED

Signed by the Chair 

Dated: 22nd April 2020