

**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 2.00pm on 12<sup>th</sup> November 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>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 Matthew Boulter (MB)</b>	Eligible Representative Director – Penwith/ GP
<b>Non-Executive Directors:</b>	<b>Stephen Holby (SH)</b>	Non-Executive Director/ Managing Partner, Carn to Coast Health Centres
	<b>Gary Jennings (GJ)</b>	Independent Non-Executive Director

In Attendance	Maria Harvey (MH)	Head of Primary Care Operations
	Laura Wheeler (LW)	Head of Workforce and OD
	Wendy Palmer (WP)	Corporate Business Manager – Kernow Health CIC (Minute-taker)
Observer	Kieran Bignell (KB)	Head of Operations, Cornwall 111 (attending on behalf of Mark Woolcock)

**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.

2019/040	<b>Apologies and welcome from Chair</b>  Apologies were received from: Carolyn Andrews, CEO; Dr Malcolm McKendrick, Eligible Representative Director for North Cornwall; Bridget Sampson, NED; Emma Ridgewell-Howard, CEO of Kernow LMC; Mark Woolcock, COO of Cornwall 111.  Dr Ellery welcomed everyone to the first day-time Board meeting.
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	<p>On behalf of the Board Dr Ellery congratulated Bridget Sampson who received an Award on behalf of St Austell Healthcare at the annual National Association of Primary Care (NAPC) Awards. He also congratulated Dr Matthew Boulter, who, nominated by a patient, had received an Award at the Sun's 'Who Cares Wins' award ceremony.</p>
2019/041	<p><b>Declaration of any New Interests / Conflicts of Interest for Part 1 Agenda items</b></p> <p><u>Declaration of Interests Register</u>  As this was Dr Matthew Boulter's first Board meeting for a while, he was specifically asked to check his listed roles on the Declaration of Interests Register. He declared that they were all accurate. All other board members reviewed their roles on the register. Dr Katz stated that South Carrick Healthcare Ltd was a dormant Company and asked that the entry be deleted There were no other changes declared.</p> <p><b>ACTION:</b> Mrs Palmer to delete the South Carrick Healthcare Ltd entry on the Declaration of Interests Register for Dr Jonathan Katz under the heading "Any connection with a voluntary or other organisation contracting for NHS services".</p> <p><b>AGREED:</b> With the above amendment, the Board confirmed that the Register of Declared Interests was up to date and there was nothing further to add or delete. 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>
2019/042	<p><b>Approval and ratification of Part 1 Board Minutes of the meeting held on the 17<sup>th</sup> September 2019</b></p> <p><b>AGREED:</b> Following a review of the minutes by Dr Adam Ellery, Carolyn Andrews and Mr Stephen Holby and agreement by the Board at their meeting on the 12<sup>th</sup> November 2019, the minutes of the Board meeting held on the 17<sup>th</sup> September 2019 were approved as a true and accurate record.</p> <p><b>ACTION:</b> Mrs Palmer to arrange for the ratified minutes from 17<sup>th</sup> September 2019 to be uploaded to the website.</p>
2019/043	<p><b>Matters Arising and Action Grid from the Board minutes of the 17<sup>th</sup> September 2019</b></p> <p>There were no matters arising from the meeting.</p> <p>The Action Grid was updated as follows:</p>

	<p>2019/035 <b>Setting up a ‘Drop Box’ for sharing Board papers</b> – This item was still ongoing.  <b>ACTION UPDATE:</b> Leave action open.</p> <p>2019/036 <b>Transfer of Shares back to the Company where Practices had ceased to exist, or due to a merger more than one share existed</b> – The executed share transfers back to Kernow Health CIC had been registered in the Company’s books for Park Medical Centre, Polkyth Surgery, Wheal Northey Surgery, Phoenix Surgery, Penalverne Surgery, Trevithick Surgery, Pensilva Surgery and Woodland Road Surgery. Companies House would be advised of the Share transfers in the annual confirmation statement.  <b>ACTION UPDATE:</b> Action completed and closed.</p> <p>2019/020 <b>Board Information Governance Lead Director</b> – this would be discussed in more detail when reviewing the Board make-up and ownership of specific roles.  <b>ACTION UPDATE:</b> Leave action open.</p> <p>2019/026 <b>Board Governance CQC compliance</b> – Board access to Company policies – the work to review Kernow Health CIC’s website was still ongoing and would in the future include a ‘log-on’ area where Board Directors and staff could access policies and other Company information.  <b>ACTION UPDATE:</b> Leave action open.</p> <p>2019/029 <b>HR Quarterly report</b> – the query regarding the percentage of staff sickness absence had been satisfactorily answered.  <b>ACTION UPDATE:</b> Action completed and closed.</p>
2019/044	<p><b>Ratification of the virtual Board minutes of the meeting held on the 7<sup>th</sup> October 2019 to transfer one ordinary share of £1.00 following the holder ceasing to be an Eligible Representative in accordance with Article 29(1)(a)(iii) of the Company’s Articles of Association</b></p> <p>Dr Ellery was authorised to execute the Westover Surgery Share Transfer as it had not been executed by the relevant transferor, notice having been given in accordance with Article 29(1)(a)(iii) of the Articles of Association.</p> <p><b>AGREED:</b> The Board ratified the Board minutes of the virtual meeting held on the 7<sup>th</sup> October 2019 and approved the transfer of one ordinary share of £1.00 from the relevant transferor to transferee at Westover Surgery, Falmouth.</p> <p><b>ACTION:</b> Mrs Palmer to register the Share Transfer in the Company’s books and issue a new share certificate to the transferee, Dr Dene Georgelin, Westover Surgery.</p>
2019/045	<p><b>Approval of the Draft Minutes of the Annual General Meeting (AGM) held on the 8<sup>th</sup> October 2019</b></p>

	<p>The Draft Annual General Meeting minutes were presented to Members for review. Dr Ellery confirmed that the AGM had been quorate and he thanked all those who had attended and contributed to the meeting.</p> <p>The Ordinary Resolutions, which had been the AGM Minutes from the 2<sup>nd</sup> October 2018 and the 2018-19 Annual Accounts, had been approved.</p> <p><b>AGREED:</b> The draft minutes of the Annual General Meeting held on the 8<sup>th</sup> October 2019 at Tricky's, Redruth were approved and recommended to Shareholders for review and comment.</p> <p>The AGM minutes would be ratified at the 2020 AGM.</p> <p><b>ACTION:</b> Mrs Palmer to circulate the draft AGM minutes to Shareholders for their review and comment and copy to Practice Managers for information.</p>
2019/046	<p><b>Board Assurance Framework - Draft</b></p> <p>The first draft of the Board Assurance Framework was presented to the Board by Dr Ellery for their review and comment. He felt that it was a good document and reflected the Board's role, but welcomed feedback from Members. He realised that Board members would require more time to scrutinise the document properly and asked for feedback to be sent to Mrs Palmer.</p> <p>Dr Ellery confirmed that once finalised, the BAF would be uploaded onto the Company's website.</p> <p>In order to provide assurance to the Board, Dr May wanted to understand the processes that sat behind the BAF, particularly the clinical processes.</p> <p><b>ACTIONS:</b></p> <p>[1] The Executive Team to scrutinise the BAF and agree a set of questions to go to the Governance Committee and the Integrated Urgent Care Management Board in order for them to provide the answers and assurances to the Board of the processes that sit behind the BAF.</p> <p>[2] Mrs Palmer to add 'Draft' to the BAF and recirculate the document to Board members to seek formal feedback.</p>
2019/047	<p><b>Future Board Meetings</b></p> <p>The Board had discussed holding future Board meetings during the day rather than in the evening after everyone had already done a day's work. Given the growth of the Company and the amount of business to discuss, it was also felt that the meetings should revert to monthly, rather than every two months. Historically meetings in August and December had been avoided due to the pressure on GP Directors during those months.</p>

	<p><b>AGREED:</b> Board members agreed that provisional meeting dates for August and December 2020 should be identified and diarised in advance and a decision taken nearer the time on whether the meeting should go ahead.</p> <p>Dr Ellery canvassed Board members on which day of the week they would prefer and a list of proposed 'Tuesday' dates had been submitted for consideration. However, there were differing days that suited different individuals. Dr Ellery reminded Board members that there would need to be a certain amount of flexibility, especially if Board dates were diarised well in advance and that if an individual was unable to attend, that they could proxy a colleague to attend on their behalf. There were also suggestions to have an 8.00am meeting that lasted no more than two hours, or to rotate between morning and afternoon. A 'Doodle Poll' was suggested with a variety of meeting dates and times avoiding key meetings. Members were reminded that Zoom video-conference facilities were also available.</p> <p><b>ACTION:</b> Mrs Palmer to arrange to send a 'Doodle Poll' to members with a range of dates and times for future Board meetings that avoided key meetings and to collate the feedback.</p> <p><b>AGREED:</b> Members agreed that the next Board meeting should be held at 8.00am on Wednesday 18<sup>th</sup> December 2019.</p>
2019/048	<p><b>Governance (Exceptions Report), and review of Corporate Risk Register</b></p> <p><b>Corporate Risk Register</b> (<i>standing agenda item</i>)</p> <p>The Corporate Risk Register had last been updated at the Governance Committee meeting held on the 12<sup>th</sup> September 2019 and there had been no further updates since the last Board meeting.</p> <p>Dr Ellery asked if there was any update from the Care Quality Commission (CQC) as to when they might visit for an inspection. MH confirmed that the inspection originally scheduled for the 1<sup>st</sup> March 2018 had been postponed by the CQC. The 11<sup>th</sup> and 12<sup>th</sup> December had been earmarked by the CQC to inspect Vocare however they had contacted the CQC to clarify this and it appeared that Kernow Health CIC fell under the hospital's directorate and so would not form part of this inspection. It was assumed that it could be due to the Head contract for Cornwall 111 being held by RCHT.</p> <p>Vocare had two days earmarked for a CQC inspection and Mr Woolcock, Miss Harvey and Mrs Manolchev were working with the Vocare team to ensure their readiness and also to aid Kernow Health's learning in anticipation of a future inspection.</p> <p>Miss Harvey reminded the Board that she was the CQC named manager and that Dr Katz was the CQC named individual.</p> <p>Following a review of the Corporate Risk Register, Dr Ellery asked if the RAG rating scores were likely to change. Miss Harvey confirmed that at the next Governance Committee it was likely scores would be reduced.</p>

	<p><b>NOTED: The Board noted the Corporate Risk Register.</b></p>
<p>2019/049</p>	<p><b>HR Quarter 2 People Report</b></p> <p>Mrs Wheeler presented the quarter 2 HR People report on behalf of Claire Williams, HR Business Partner, who had prepared the report.</p> <p>The headlines covered were:</p> <ul style="list-style-type: none"> <li>• Resourcing - Mrs Wheeler confirmed that through the International GP Recruitment programme (IGPR) Kernow Health was hosting one GP who worked in a GP Practice and were currently undertaking the employment of a second GP. NHS England funded these posts, so there was no outlay by Kernow Health.</li> <li>• Turnover - the increase in turnover during July/ August was due to changes in Board membership.</li> <li>• Employee Relations</li> <li>• Appraisal Activity</li> <li>• Sickness</li> <li>• HR Projects</li> </ul> <p>The Board asked for clarification of the term 'line in the sand' when referring to an issue in the Employee Relations section.</p> <p><b>ACTION:</b> Mrs Wheeler to seek clarification of the term 'line in the sand' and feedback to the Board.</p> <p>In terms of the employment by the Company of GPs or other staff who would be working in and under the supervision of practices, Mr Holby pointed out that liability for any claims (e.g. bullying and harassment allegations) made by those staff would come to Kernow Health as the employer. He asked what formal arrangements governed these situations and what indemnities were in place between the Company and the practices in which the staff were or would be placed. Mrs Wheeler confirmed that there was a risk sharing agreement and she would review it and feedback to the Board.</p> <p><b>ACTION:</b> Mrs Wheeler to review the Risk Sharing agreement regarding the hosting of GPs and other staff working in Practices to ensure that indemnity, performance and grievances were included and feedback to the Board.</p> <p>Dr Boulter agreed that it was a very useful report and felt that it would be helpful to have something similar for General Practice at Locality level. He also suggested that this could form part of the Company's back office package to PCNs/ Localities. Mrs Wheeler said it might be possible to produce something similar for General Practice, but that Practices/ Localities/ PCNs would have to provide soft intelligence.</p> <p><b>NOTED:</b> The Board noted the Quarter 2 HR People report.</p>

2019/050	<p><b>Any Other Business</b></p> <p>Dr Ellery fed back to the Board on the recent meeting with Mr John Govett, the newly appointed Independent Chair of Cornwall System Leaders Board, made up of representatives from NHS Kernow CCG, RCHT, CFT, Cornwall Council and Kernow Health CIC.</p> <p>Dr Ellery and Mrs Andrews met with Mr Govett on the 24<sup>th</sup> October and following his first meeting with the strategic group, he had subsequently met individually with each of the organisations and will now initially only meet with the Chief Executives of the four main organisations as they work on improving communications between organisations, the flow of the CCG into the Council and the alignment of CFT and RCHT. Subsequently he would bring back the Chairs of those organisations and then look at the involvement of Kernow Health.</p> <p>Dr Ellery would report back to the Board when Kernow Health was invited back to join the meeting.</p> <p>Mr Govett was appointed by NHS England and has a history of commercial and NHS background at a senior level.</p> <p>Mr Bignell voiced concerns that without the presence of Kernow Health CIC around the table, there could be ramifications if the strategic group made ‘Gold’ operational decisions that involved Cornwall 111. Mr Holby was concerned that decisions made, if not directly related to the contract, could have cost issues.</p> <p>There was no further business and Part 1 of the meeting closed at 3.05pm</p>
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**AGREED/ DECISIONS:**

1. With one amendment, the Board confirmed that the Register of Declared Interests was up to date and there was nothing further to add or delete. 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 Dr Adam Ellery, Carolyn Andrews and Mr Stephen Holby and agreement by the Board, the minutes of the Board meeting held on the 17th September 2019 were approved as a true and accurate record
4. The Board ratified the Board minutes of the virtual meeting held on the 7th October 2019 and approved the transfer of one ordinary share of £1.00 from the relevant transferor to transferee, at Westover Surgery, Falmouth.
5. The draft minutes of the Annual General Meeting held on the 8th October 2019 at Tricky’s, Redruth were approved by the Board and recommended to Shareholders for review and comment.

6. Board members agreed that provisional meeting dates for August and December 2020 should be identified and diarised in advance and a decision taken nearer the time on whether the meeting should go ahead.
7. Members agreed that the next Board meeting should be held at 8.00am on Wednesday 18th December 2019 at Cudmore House, Truro.
8. The Board noted the Corporate Risk Register.
9. The Board noted the Quarter 2 HR People report.

**FINAL COPY FOR RATIFICATION**

Signed by the Chair.....

Dated.....