

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 Wednesday 19th February 2020
in the Conference Room, Cudmore House, Truro**

Present:	Name	
Executive Directors:	Dr Adam Ellery	Chair/ Eligible Representative Director – North Kerrier/ South Kerrier/ GP
	Dr Jonathan Katz	Medical Director/ GP
Eligible Representative Directors:	Dr Andy May	Eligible Representative Director – Carrick/ PCN Clinical Director/ GP
Non-Executive Directors:	Stephen Holby	Non-Executive Director/ Managing Partner, Carn to Coast Health Centres
	Bridget Sampson	Non-Executive Director/ Managing Partner and Executive Manager, St Austell Healthcare
	Gary Jennings	Independent Non-Executive Director
In Attendance	Maria Harvey	Head of Primary Care Operations
	Laura Wheeler	Head of Workforce and OD
	Wendy Palmer	Corporate Business Manager – Kernow Health CIC (Minute-taker)
Observer (via tele-conference)	Emma Ridgewell-Howard	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.

2020/007	<p>Apologies and welcome from Chair Apologies were received from: Dr Malcolm McKendrick, Eligible Representative Director – North Cornwall/ GP Dr Matthew Boulter, Eligible Representative Director – Penwith/ GP Mrs Carolyn Andrews, CEO, Kernow Health CIC Mr Mark Woolcock, COO – Cornwall 111, Kernow Health CIC</p>
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2020/008	<p>Declaration of any New Interests / Conflicts of Interest for Part 1 Agenda items</p> <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>
2020/009	<p>Approval and ratification of Part 1 Board Minutes of the meeting held on the 23rd January 2020</p> <p>AGREED: Following a review of the minutes by Dr Adam Ellery, Mrs Carolyn Andrews and Mr Stephen Holby and agreement by the Board at their meeting on the 19th February 2020, the minutes of the Board meeting held on the 23rd January 2020 were approved and ratified as a true and accurate record.</p> <p>ACTION: Mrs Palmer to arrange for the ratified minutes from 23rd January 2020 to be uploaded to the website.</p>
2020/010	<p>Matters Arising and Action Grid from the Board minutes of the 23rd January 2020</p> <p>There were no matters arising from the meeting.</p> <p><u>The following actions were completed and closed:</u> 2020/003 Ratified Part 1 minutes from 18th December 2019 uploaded to KHCIC website. 2020/006 Tenure of the Chair – Dr A Ellery was confirmed as the Board Chair with a new 3-year tenure to run from the 1st April 2020 to 31st March 2023. 2019/049b Hosting of GPs and other staff working in practices – the Board received assurances that the risk sharing agreement included reference to indemnity, performance and grievances.</p> <p><u>The following actions remained open:</u> 2019/055b Board Assurance Framework – next update to be brought to the March 2020 Board meeting, to include SUI investigation evidence to test the process map.</p> <p>2019/056 and 2019/026 New website. Demonstration of the new website requested at the 24th March 2020 Board meeting.</p> <p>2019/035 Shared area for Board members to access policy/corporate documents. ‘Slack’ demonstration requested at the 22nd April Board meeting.</p> <p>2019/020 Board Information Governance Lead Director – this role was being considered as part of the review of specific Board roles and could be offered to a new ICA Board representative.</p>

	The action grid was updated and completed actions closed.
2020/011	<p>External Auditor selection update</p> <p>For the 2019-20 financial year, Kernow Health CIC would meet the criteria to have a statutory audit of their accounts. JK presented a briefing paper describing the process and timelines for selecting an external auditor for the Company.</p> <p>Three accountancy firms had been approached to submit a written proposal by the 14th February 2020. They were all sent the same information, which included a set of questions with weighting against the following criteria:</p> <ul style="list-style-type: none"> • Cost • Technical experience and capacity • Quality assurance • Implementation plan <p>They were also sent a copy of the 2018-19 annual accounts, end of year forecast figures for 2019-20 and a draft timetable.</p> <p>A week prior to the deadline, one of the firms withdrew on the basis that they would be unable to resource the work within the timescales required.</p> <p>The Finance and Remuneration Committee would be responsible for scoring the proposals against the criteria and making recommendations to the Board. Two proposals had been received by the deadline given and were currently undergoing scoring.</p> <p>Due to the amount of planning required prior to the audit taking place, the Board agreed that the recommendations of the Finance and Remuneration Committee would be circulated to the Board between meetings so the Company could inform the successful bidder as soon as possible. The collated responses and final decision would be circulated to the Finance and Remuneration Committee and Board and ratified at the March Board meeting.</p> <p>AGREED: The Finance and Remuneration Committee would score the proposals received from prospective external audit bidders. Their recommendation would be circulated to the Board between meetings virtually and their decision will be notified to the successful bidder and ratified at the 24th March 2020 Board meeting.</p> <p>ACTION: Management, on behalf of the Finance and Remuneration Committee, to circulate to Board members the external auditor recommendation and collate their decision responses, inform both committees of the decision and inform the successful bidder. Add an agenda item to the March Board meeting to ratify the decision.</p>
2020/012	Stock Transfer Approval and Ratification (Mullion & Constantine Group Practice)

	<p>It was reported that the purpose of this item was to consider and, if thought fit, approve a transfer of an ordinary share of £1.00 following the holder of such share ceasing to be an Eligible Representative for the purposes of the Company's articles of association to an Eligible Representative in accordance with Article 29(1) (a) (iii) of the articles of association.</p> <p>There was tabled to the meeting ONE executed stock transfer form transferring a total of one ordinary share of £1.00 in the issued share capital of the Company as set out below (the “Share Transfers”), together with the relevant share certificate:</p> <p>Transferor: Dr Ben Ashmore</p> <p>Transferee: Dr Rachel Blackham</p> <p>The Board noted that the share to be transferred was fully paid up.</p> <p>APPROVAL OF THE TRANSFER</p> <p>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> <ul style="list-style-type: none"> • the Share Transfer be and is approved; and • the Share Transfer should be registered in the Company's books and a new share certificate issued to the transferee. <p>ACTION: WP to register the Share Transfer for Mullion & Constantine Group Practice in the Company's books and issue a new share certificate to Dr Rachel Blackham, the new Eligible Representative.</p>
2020/013	<p>Governance Exceptions Update, Corporate Risk Register Review and Policy ratification</p> <p>MH stated that there were no governance exceptions to report.</p> <p>Ratification of Policies</p> <p>In the Absence Management Policy, Mr Holby asked for a typing error to be corrected and for there to be consistency of terminology and an explanation of Kernow Health CIC's provider of Occupational Health services.</p> <p>AGREED: With the amendments above, the Board ratified the following policies which had been previously reviewed and agreed by the <u>Governance Committee</u>:</p> <ul style="list-style-type: none"> • Organisational Change and Redundancy Policy • Communications Policy • Absence Management Policy • Hate Crime Policy

	<p>Corporate Risk Register</p> <p>There had been some minor changes to the Corporate Risk Register. It would be fully reviewed when the Governance Committee next sat on the 10th March 2020 and the scores would be updated. At the April Board, members should see some of the scores reduced.</p> <p>Members queried whether Coronavirus should be added to the risk register, given the current risk of spread. MH confirmed that she had already spoken to the Medical Director, the Health and Safety Officer and some of school immunisation nurses and agreed to consult with Cornwall 111 COO and Public Health to agree the wording for the risk register.</p> <p>Mrs Sampson asked if the Cornwall 111 staff bulletin, particular the updates on the Coronavirus, could be shared with practices, as having seen the recent bulletin, she felt it could be really helpful.</p> <p>AGREED:</p> <ul style="list-style-type: none"> (1) MH agreed to add Coronavirus to the Corporate Risk Register in consultation with Public Health and Cornwall 111 COO. (2) Mrs Wheeler agreed to add the Coronavirus information to the Training Hub newsletter, which was due to be published in the next week, and would share that with practices. <p>ACTIONS:</p> <ul style="list-style-type: none"> (1) MH to consult with Public Health and Cornwall 111 COO regarding the wording and add Coronavirus to the Corporate Risk Register. (2) LW to add the Coronavirus information from the Cornwall 111 staff bulletin to the next Training Hub newsletter and circulate to practices. <p>NOTED: The Board noted the updates to the Corporate Risk Register since the last meeting and that the register was due to be fully reviewed by the Governance Committee in March and that by April, members should see significant changes to the scores.</p>
<p>2020/014</p>	<p>Any Other Business</p> <p>2020/014a Change of planned date for Annual General Meeting 2020</p> <p>The date originally scheduled for the Annual General Meeting had been the 6th October 2020 however, it had been apparent that with the additional audit work required, the date would have to be changed. The 13th October had been proposed, but Dr Katz pointed out that this would clash with the NAPC conference which was scheduled for the 14-15th October in Birmingham. The Board therefore proposed moving the AGM to Tuesday 20th October 2020.</p> <p>AGREED: The Board agreed that the Annual General Meeting should take place on Tuesday 20th October 2020.</p> <p>ACTION: Mrs Palmer to send a corrected appointment to Board members for the AGM on 20th October 2020 and confirm Lanhydrock Hotel in Bodmin as the venue.</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, Carolyn Andrews and Mr Stephen Holby and agreement by the Board at their meeting on the 19th February 2020, the minutes of the Board meeting held on the 23rd January 2020 were approved and ratified as a true and accurate record.
3. The Finance and Remuneration Committee would score the proposals received from prospective external audit bidders. Their recommendation would be circulated to the Board between meetings virtually and their decision will be notified to the successful bidder and ratified at the 24th March 2020 Board meeting.
4. 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:
 - the Share Transfer for Mullion & Constantine Group Practice be and is approved; and
 - the Share Transfer to Dr Rachel Blackham (*Transferee*) should be registered in the Company’s books and a new share certificate issued.
5. The Board ratified the following policies:
 - Organisational Change & Redundancy Policy
 - Communications Policy
 - Absence Management Policy
 - Hate Crime Policy
6. Miss Harvey agreed to add Coronavirus to the Corporate Risk Register in consultation with Public Health and Cornwall 111 COO.
7. Mrs Wheeler agreed to add the Coronavirus information to the Training Hub bulletin, which was due to be published in the next week, and would share that with practices.
8. The Board noted the updates to the Corporate Risk Register since the last meeting and that the register was due to be fully reviewed by the Governance Committee in March and that by April, members should see significant changes to the scores.
9. The Board agreed that the Annual General Meeting should take place on Tuesday 20th October 2020.

<p>FINAL COPY FOR RATIFICATION</p> <p>Signed by the Chair.....</p> <p>Dated.....</p>
