

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 8.00am on Thursday 23rd January 2020
in the Conference Room, Cudmore House, Truro**

Present:	Name	
Executive Directors:	Dr Adam Ellery (AE)	Chair/ Eligible Representative Director – North Kerrier/ South Kerrier/ GP
	Carolyn Andrews (CA)	Chief Executive Officer/ Director
	Dr Jonathan Katz (JK)	Medical Director/ GP
Eligible Representative Directors:	Dr Malcolm McKendrick (MMK)	Eligible Representative Director – North Cornwall/ GP
Non-Executive Directors:	Stephen Holby (SH)	Non-Executive Director/ Managing Partner, Carn to Coast Health Centres
	Bridget Sampson (BS)	Non-Executive Director/ Managing Partner and Executive Manager, St Austell Healthcare
(via video/audio-conference)	Gary Jennings (GJ)	Independent Non-Executive Director
In Attendance	Mark Woolcock (MW)	Chief Operating Officer, Cornwall 111
	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	Emma Ridgewell-Howard (ER-H)	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.

2020/001	Apologies and welcome from Chair Apologies were received from: Dr Andy May, Eligible Representative Director – Carrick/ GP Dr Matthew Boulter, Eligible Representative Director – Penwith/ GP
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2020/002	<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>
2020/003	<p>Approval and ratification of Part 1 Board Minutes of the meeting held on the 18th December 2019</p> <p>AGREED: 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 23rd January 2020, the minutes of the Board meeting held on the 18th December 2019 were approved and ratified as a true and accurate record.</p> <p>ACTION: Mrs Palmer to arrange for the ratified minutes from 18th December 2019 to be uploaded to the website.</p>
2020/004	<p>Matters Arising and Action Grid from the Board minutes of the 18th December 2019</p> <p>There were no matters arising from the meeting.</p> <p><u>The following actions were completed and closed:</u> 2019/053 Ratified Part 1 minutes from 12th November 2019 uploaded to KHCIC website. 2019/056 Pseudonymisation Anonymisation Policy – definitions reviewed and agreed it is clear in the policy. 2019/056 Policy index will be put on the new website. 2019/057 Board meeting dates 2020 – agreed and circulated to the Board.</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 Board Access to new website (policy/corporate document access)/ Board Governance – CQC Compliance: these actions were both linked. All documents would be available in one place once the new website was up and running. Mrs Andrews emphasised that the documents were available now, but in different places.</p> <p>2019/049b Hosting of GPs and other staff working in practices: This was still being looked at. The Government’s Crown Indemnity scheme provided cover for all GPs and their practice teams for clinical negligence incidents,</p>

	<p>relating to the provision of NHS primary medical services. However, if GPs and other clinical staff worked for the CIC they would still require indemnity cover.</p> <p>2019/035 Shared area for Board papers etc.: The most cost effective sharing tool for Board and corporate papers was still being considered. 'Slack' was currently used by the Company, but Microsoft 365 was being introduced across Cornwall IT Services (CITS) area and was supported by them.</p> <p>2019/020 Board Information Governance Lead Director – this role was being considered as part of the review of specific Board roles, but might well be offered to a new ICA Board representative.</p> <p>The action grid was updated.</p>
2020/005	<p>Governance Exceptions Update and Corporate Risk Register</p> <p>MH stated that there were no exceptions to report or policies to be brought to the Board.</p> <p>Two new risks had been added to the Corporate Risk Register:</p> <p>KH27: Microsoft Office Licencing – initially there were potentially twenty-two licences that had expired and not been renewed. If this was found to be the case, Microsoft could impose a fine and there was a potential cost implication of renewing twenty-two licences at approximately £450 per licence. Following a full review this has been clarified and there were now potentially thirteen licences outstanding. Tessa Goodchild, IT Manager, was working closely with Cornwall IT Services (CITS) and the risk has reduced significantly.</p> <p>CA reported that this issue had come to light following a review of the Service Level Agreement with CITS and refreshing the Asset Register. It appeared that the previous incumbent in the IT role had done something differently, but currently it looked like thirteen CITS licences had expired. CITS had advised the CIC not to do anything at this time as they felt they could negate the risk, demonstrating that they were working closely with KHCIC and that they could purchase the licences at bulk under the RCHT banner.</p> <p>KH28: IR35 – there was an IR35 implementation for the private sector with effect from the 6th April 2020. This had the potential to result in KHCIC paying more tax and employer's National Insurance and Sessional staff paying more income tax and National Insurance. Having reviewed the employment status of all sessional staff, the result was that as the majority of the self-employed GPs were registered as 'Limited' they did not meet the criteria of IR35 and would not qualify under the IR35 rules. This had resulted in the risk being downgraded.</p> <p>Mr Holby pointed out that there was the potential for quite a few practices to be impacted by the new IR35 rules and asked if this risk could be emphasised to them.</p>

	<p>Mr Holby also asked if the Company had considered highlighting the Cudmore premises as a risk. Mrs Andrews confirmed that this had been discussed and considered and once it was understood what the level of risk was, it would be added.</p> <p>NOTED: The Board noted the changes to the Corporate Risk Register and the update provided.</p>
2020/006	<p>Any Other Business</p> <p>2020/006a Tenure of the Chair</p> <p>Dr Ellery left the meeting for this item.</p> <p>Mrs Andrews explained that the twelve-month tenure of the Chair was due to come to an end on the 31st March 2020. When the Chair role came up for nomination in 2019, AE stated that he would take on the role for an initial 12-month period and if he felt it was something he could do and he had the support of the Board, he would be prepared to extend that period. He had thrown himself into the role with enthusiasm.</p> <p>In line with the Company's Articles of Association, which stated that the nomination for Chair had to come from the current Board GP membership, the options were as follows:</p> <ol style="list-style-type: none"> 1. Roll over the role for a further 12 months 2. Commence a new three-year tenure from 1st April 2020 3. Use the past 12 months as the first year of a three-year tenure. It was recognised that if this option was agreed by the Board, the Chair vacancy would come up at a time when the 111 contract would come to an end in its current format and so the Board was asked to consider if they felt there needed to be consistency of Chair through that period. <p>If the Board agreed one of the options, Dr Ellery had indicated that with the support of the Board he would be prepared to continue in the role of Chair.</p> <p>Board members all agreed that they had been very impressed by Dr Ellery's commitment and enthusiasm in his chairing of the Board over the past twelve-months. They agreed that there needed to be stability and continuity of the Board Chair over the period when the 111 contract came to an end in its current format and therefore proposed Option 2, to commence a new three-year tenure from the 1st April 2020.</p> <p>Mrs Andrews thanked the Board for their decision, but for completeness she would have to contact Drs May and Boulter to seek their views prior to feeding back to Dr Ellery the decision of the Board members present at the meeting.</p> <p>ACTION: Mrs Andrews to email Drs May and Boulter with the Chair options and seek their views.</p>

POST MEETING UPDATE: Drs May and Boulter both confirmed in writing their support for Option 2 – for Dr Ellery to be appointed as Chair commencing a new three-year tenure from the 1st April 2020

AGREED: The Board agreed unanimously that Dr Adam Ellery should be appointed as Chair of Kernow Health CIC Board for a three-year tenure commencing on 1st April 2020, until 31st March 2023.

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 23rd January 2020, the minutes of the Board meeting held on the 18th December 2019 were approved and ratified as a true and accurate record.
3. The Board noted the changes to the Corporate Risk Register and the update provided.
4. The Board agreed unanimously that Dr Adam Ellery should be appointed as Chair of Kernow Health CIC Board for a three-year tenure commencing on 1st April 2020, until 31st March 2023.

FINAL COPY FOR RATIFICATION

Signed by the Chair.....

Dated.....