

PART 1

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

**DRAFT Minutes of a meeting of the Board of Directors of the Company
held at 08:30 on Thursday 28th May 2020
via Microsoft Teams Video-conferencing**

Present:	Name	
Executive Directors:	Dr Adam Ellery	Chair/ GP partner
	Dr Jonathan Katz	Medical Director/ GP partner
ICA Director and Deputy Representatives:	Dr Malcolm McKendrick	ICA Board Director Member representing North and East Cornwall/ GP partner
	Dr Andrew Craze	ICA Board Director Member representing West Cornwall/ GP Partner
Observers:	Dr Richard Pratt	ICA Board Deputy representing Central Cornwall/ GP Partner
	Dr Neil Armstrong	ICA Board Deputy representing West Cornwall/ GP Partner
Non-Executive Directors:	Stephen Holby	Non-Executive Director/ Managing Partner, Carn to Coast Health Centres
	Gary Jennings	Independent Non-Executive Director
In Attendance	Mark Woolcock	Cornwall 111 IUCS Chief Operating Officer
	Wendy Palmer	Corporate Business Manager – Kernow Health CIC (Minute-taker)
	Tyra Fox	Operational Business Manager – Kernow Health CIC (shadowing W Palmer)
Observer	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.

2020/030	Apologies were received from: Dr A May, ICA Board Director Member representing Central Cornwall/ PCN Clinical Director/ GP partner Mrs C Andrews, CEO, Kernow Health CIC Mrs B Sampson, Non-Executive Director/ Managing Partner and Executive Manager, St Austell Healthcare
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	<p>Welcome from the Chair Dr Ellery welcomed Dr Richard Pratt, GP Partner and ICA Deputy Representative for Central Cornwall and Dr Neil Armstrong, GP Partner and ICA Deputy Representative for West Cornwall and thanked them for agreeing to observe their first Board meeting.</p> <p>AGREED: The Board agreed that the video conference etiquette discussed and agreed at the last meeting should be followed for this meeting.</p>
2020/031	<p>Declaration of any New Interests / Conflicts of Interest for Part 1 Agenda items</p>
2020/031a	<p>Declarations of Interests Register</p> <p>Since the last Board meeting, some practices had started to receive increased NHS research funding through Mounts Bay Medical Research Ltd and the membership of their practices in MBM had therefore been reflected in updated declarations for Dr Ellery, Dr Katz, Dr Craze, Dr Armstrong and Mr Holby.</p> <p>In addition, declarations had been received from Dr Pratt and Dr Armstrong. Dr Pratt said that, since he had originally declared his interests, his role for the College of Paediatrics had come to an end, but he had taken on a role as the Digital Therapeutics Champion for the College of GPs. The Board was asked to approve the update to the Declarations of Interest Register with all the changes.</p> <p>AGREED: The Board approved the latest version of the Declarations of Interest Register and all the additions and amendments made.</p> <p>ACTION: Mrs Palmer to amend and update the Interests Register for Dr Pratt with his declarations.</p>
2020/031b	<p>Conflicts of Interest for Part 1 Agenda Items</p> <p>AGREED: Each of the directors confirmed that they had no direct or indirect interest in the business proposed to be transacted in <u>Part 1</u> 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>
2020/032	<p>Approval and ratification of Part 1 Board Minutes of the meeting held on the 22nd April 2020</p> <p>Amendment: Any Other Business - Page 8, penultimate paragraph – delete last sentence.</p> <p>AGREED: Following a preview of the minutes by Dr Ellery, Mrs Andrews and Mr Holby and the amendment above, the Board approved and ratified the Part</p>

2020/032a	<p>1 minutes of the Board meeting held on the 22nd April 2020 as a true and accurate record and signed by the Chair.</p> <p>ACTION: Mrs Palmer to delete the final sentence under Any Other Business and arrange for the ratified minutes from 22nd April 2020 to be uploaded to the website.</p> <p>Matters Arising and Action Grid from the Board minutes of the 22nd April 2020</p> <p><u>The following actions were completed and closed:</u></p> <p>2019/020a Declarations of Interest Register – amend entry for Dr Jonathan Katz and send Declarations of Interest forms to the ICA deputy representatives for completion. Actions completed and amended and updated Declarations of Interest Register brought back to the Board for approval. Actions completed.</p> <p>2020/023 Part 1 Board Minutes from 24th March 2020 – uploaded to the website. Action completed.</p> <p>2020/026b Audit Services – inform Francis Clark of the decisions of the Board to ratify their appointment as the Company’s external auditors and that they were not required to provide a greater degree of separation of audit from other services they provided. Action completed.</p> <p>2020/028 Agreed Shareholder letter confirming the ICA Board recruitment – circulated to Shareholders on 22nd April 2020. Action completed.</p> <p>2019/056 and 2019/026 New website – the new website demonstration was on the Part 2 agenda for 22nd May 2020. Action completed.</p> <p><u>Matters Arising (actions remaining open):</u></p> <p>2019/055b Board Assurance Framework – Review of the BAF had been deferred due to COVID19, but as things started to ‘normalise’ the Chair requested that it be added to Part 1 agenda for the June 2020 meeting.</p> <p>The action grid was updated and completed actions closed.</p> <p>There were no other matters arising from the meeting.</p>
2020/033	<p>Coronavirus pandemic – KHCIC update</p> <p>Mr Woolcock provided a verbal update on the effects of the Coronavirus pandemic on the business and Cornwall 111 IUCS specifically.</p> <p>Mr Woolcock stated that there had been some supply issues relating to the supply of personal protective equipment (PPE) for Cornwall 111 IUCS. It appeared that not being a practice or care home meant that IUCS fell through one supply route and not being an acute hospital barred another supply route. Mrs Andrews had spoken to the Chief Executive of Cornwall Foundation Trust to discuss the importance of Cornwall 111 IUCS receiving its fair share of supply of PPE and was now able to assure the Board that the IUCS had been added to a supply chain. Mr Ray Dawe has also used his skills and expertise to get supplies and Mr Woolcock wanted to thank him again in the Board minutes.</p>

	<p>The call-centre at Cudmore had been redesigned to ensure compliance with social distancing and this entailed ensuring there were sufficient computers with soft phones, or landline telephones that had a recording facility. This was working really well.</p> <p>Normally Truro clinicians would triage from the call centre on the first floor, but they would now remain on the ground floor in order to minimise footfall on the first floor.</p> <p>Call volume was generally down, but length of calls had gone up due to the complexity of calls. Of particular interest was the usage of 111 on-line compared with non-COVID months. In January 2020 there were approximately 1,100 journeys on 111 and in April 2020, 11,500 journeys were recorded, which showed the height of the activity through the on-line portal.</p> <p>Cornwall 111 IUCS had the contracts for swabbing running back to back with the Ambulance Service. This had gone well and it had enabled the service to raise its game whilst also helping out the System.</p> <p>Things were gradually normalising at Cudmore, with Brook recommencing clinics in the treatment room on the 4th June and the Referral Management Service was also starting to come back. Going forward, it was unlikely the first floor would look like it did pre-COVID.</p> <p>Dr Ellery asked what activity was like on the early May Bank Holiday. Mr Woolcock confirmed that it was better than was usual.</p> <p>In terms of contact tracing, Dr Katz said that at some point people would be contacted and asked to self-isolate and he asked how that would be managed. Mr Woolcock said that it was difficult to quantify. Many functions could be done remotely and that could be increased, but because people had not been contacting for normal issues, there was an expectation that this would also increase, but it was unpredictable.</p> <p>Noted: The Board thanked Mr Woolcock for his verbal update.</p>
	<p><i>Dr Neil Armstrong joined the meeting</i></p>
<p>2020/034</p> <p>2020/034a</p>	<p>Policies and updated Corporate Risk Register</p> <p>Policy Ratification</p> <p>The Board was asked to ratify the following policies, which had been robustly reviewed and agreed by the <u>Information Governance Steering Group</u> on the 7th May 2020.</p> <ul style="list-style-type: none"> • Confidentiality Policy V4.0F • Information Governance and Data Protection Policy V5.0F

2020/034b	<p>Dr Ellery reminded the Board that Dr Craze had kindly agreed to be the Information Governance Board Lead.</p> <p>AGREED: The Board approved and ratified the Confidentiality and the Information Governance and Data Protection Policies.</p> <p>Corporate Risk Register Dr Ellery highlighted the recent addition to the Corporate Risk Register of COVID19 office working arrangements. Dr Katz, Mrs Andrews, Mr Woolcock and Dr Ellery were due to meet in the next week to talk about these arrangements in more detail.</p> <p>Mr Woolcock said that in order to conform to social distancing it was not as simple as taking out desks, they also needed recording phones and it was about planning to maximise the space, based on how many people were required at peak times.</p> <p>AGREED: The Board noted the updates and the COVID19 additional risks on the Corporate Risk Register</p>
2020/035	<p>Any Other Business</p>
2020/035a	<p>Chair 360° Appraisal Dr Ellery said that some thought had gone into how to do an appraisal for the Chair and had considered using GP appraisal tools, such as 'FourteenFish, Clarity, etc. However, Mrs Andrews had suggested the NHS Leadership Academy 360° appraisal tool, which seemed more appropriate for the leadership role of Board Chair. Dr Ellery sought the Board's approval to undertake an on-line 360° appraisal later in the year for himself and probably for Dr Katz as well in his role as Medical Director. For completeness, Carolyn Andrews as CEO should also complete the Leadership Academy 360, so that the entire executive can be appraised transparently.</p> <p>AGREED: The Board agreed to complete an on-line 360° appraisal for the Board Chair, CEO and Medical Director later in the year. They also agreed that the NHS Leadership 360° appraisal tool be used, since it was felt it would be a more appropriate.</p>
2020/035b	<p>Annual board members' appraisals Dr Ellery confirmed that Board appraisals were completed in 2019 and it was planned to start the next round of appraisals from September 2020 onwards. He sought advice from the Board as to whether the deputies should be involved in the appraisal process and if so, who should undertake them – either himself as Chair, or the ICA Directors.</p> <p>Dr Craze said that he was happy to be involved, but not having been part of the Kernow Health CIC Board appraisal process previously, he would need to know a bit more about it. Dr Ellery confirmed that he would do the appraisals for the ICA Directors in the first instance and then it was proposed that the ICA</p>

	<p>Directors would appraise their deputies. Dr Craze and Dr McKendrick confirmed that they would be happy to appraise their deputies.</p> <p>In the absence of Dr May, Dr Ellery asked Dr Pratt if he would be happy to be appraised by his ICA Director. Dr Pratt felt that it was very much contingent on how much he was being called upon to be a part of the Board.</p> <p>Dr Armstrong agreed that he would be happy to be appraised by Dr Craze, ICA Director.</p> <p>Dr Ellery thanked the ICA Directors and Deputies for their input to this debate.</p> <p>There was no further business discussed.</p>
	<p>END OF PART 1</p>

AGREED/ DECISIONS:

1. The Board agreed that the video conference etiquette discussed and agreed at the last meeting should be followed for this meeting.
2. The Board approved the latest version of the Declarations of Interest Register and all the additions and amendments made.
3. 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.
4. Following a preview of the minutes by Dr Ellery, Mrs Andrews and Mr Holby and the amendment above, the Board approved and ratified the Part 1 minutes of the Board meeting held on the 22nd April 2020 as a true and accurate record and signed by the Chair.
5. The Board approved and ratified the Confidentiality and the Information Governance and Data Protection Policies.
6. The Board noted the updates and the COVID19 additional risks on the Corporate Risk Register.
7. The Board agreed to complete an on-line 360° appraisal for the Board Chair, CEO and Medical Director, later in the year. They also agreed to use the NHS Leadership 360° appraisal tool, since it was thought to be more relevant and useful.
8. It was also agreed that the ICA board director representatives, once appraised by the Chair, would undertake appraising their deputies for completeness.

FINAL COPY - RATIFIED


 Signed by the Chair:

Dated: 24th June 2020