

## 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 24 June 2020  
via Microsoft Teams Video-conferencing**

<b>Present:</b>	<b>Name</b>	
<b>Executive Directors:</b>	<b>Dr Adam Ellery</b>	Chair/ GP partner
	<b>Mrs Carolyn Andrews</b>	Chief Executive Officer
	<b>Dr Jonathan Katz</b>	Medical Director/ GP partner
<b>ICA Directors:</b>	<b>Dr Malcolm McKendrick</b>	ICA Board Director Member representing North and East Cornwall/ GP partner
	<b>Dr Andy May</b>	ICA Board Director Member representing Central Cornwall/ PCN Clinical Director/ GP partner
	<b>Dr Andrew Craze</b>	ICA Board Director Member representing West Cornwall/ GP Partner
<b>Non-Executive Directors:</b>	<b>Mrs Bridget Sampson</b>	Non-Executive Director/ Managing Partner and Executive Manager, St Austell Healthcare
	<b>Mr Gary Jennings</b>	Independent Non-Executive Director
In Attendance	Mr Mark Woolcock	Cornwall 111 IUCS Chief Operating Officer
	Mrs Wendy Palmer	Corporate Business Manager – Kernow Health CIC (Minute-taker)
	Mrs Tyra Fox	Operational Business Manager – Kernow Health CIC (shadowing W Palmer)
Observer	Ms 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.

2020/035	<p><b>Apologies</b> No apologies received, however Mr Holby was absent for Part 1 of the meeting.</p> <p><b>Welcome - Board administration</b></p>
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	<p>Dr Ellery advised the Board that both Mrs Palmer and Mrs Fox would be taking the notes of the meeting. This is in preparation for the handover of the Board administration to Mrs Fox following Mrs Palmer's retirement at the end of August.</p> <p><b>Quorum</b> It was duly noted the Board were quorate.</p>
2020/36	<p><b>Declaration of any New Interests / Conflicts of Interest for Part 1 Agenda items</b></p>
2020/36a	<p><b>Declarations of Interests Register</b> Mrs Andrews reported that she would be resigning from the Boards of Kernow Health Mid, Kernow Health North and Carrick Health Ltd subsidiary vehicles in the coming week.</p> <p><b>AGREED:</b> The Board approved the latest version of the Declarations of Interest Register and the amendments made.</p> <p><b>ACTION:</b> Mrs Fox to amend the Declarations of Interest accordingly.</p>
2020/36b	<p><b>Conflicts of Interest for Part 1 Agenda Items</b> <b>AGREED:</b> 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>
2020/37	<p><b>Approval and ratification of Part 1 Board Minutes of the meeting held on the 28 May 2020</b></p> <p>Amendment: Page 3 – Coronavirus pandemic update – second paragraph, Mr Woolcock said that it was Mrs Andrews that had spoken to the CEO of the CFT.</p> <p><b>AGREED:</b> Following a preview of the minutes by Dr Ellery, Mrs Andrews and Mr Holby, and with the amendment above, the Board approved and ratified the Part 1 minutes of the Board meeting held on the 28 May 2020 as a true and accurate record and will be signed by the Chair.</p> <p><b>ACTION:</b> Mrs Fox to amend the sentence in the previous minutes and for the ratified minutes of Part 1 of 28 May to be uploaded to the website.</p>
2020/37a	<p><b>Matters Arising and Action Grid from the Board minutes of the 28 May 2020</b></p> <p><u>Matters Arising (actions to close):</u> 2019/055b <b>Board Assurance Framework</b> – 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. The</p>

	<p>BAF is on the agenda for discussion, therefore this particular item can be closed.</p> <p><b>ACTION:</b> Mrs Fox to update the action grid accordingly</p> <p>There were no other matters arising from the meeting.</p>
<p>2020/38</p>	<p><b>Board Assurance Framework (BAF)</b>                  Mr Woolcock directed the Board to page 5 of the BAF where it states:</p> <p><i>“Whilst the Board will closely monitor its key risks, it will otherwise delegate the monitoring of assurance to the Governance Committee. On behalf of the Board, the Governance Committee will examine the arrangements in place to provide comprehensive and reliable assurance, this will include identifying the assurance need, how it will be met, whether there are any assurance gaps or overlaps, how these can best be filled and whether this will provide the sufficient, relevant, reliable assurance that it needs”</i></p> <p>Mr Woolcock explained that following the process set out within the BAF it has been identified that even though the Governance Committee examine arrangements currently in place, there is a step missing where the Governance Committee feed back to the KHCIC Board. Mr Woolcock gave assurance to the Board that feedback is taken to the IUCS Management Board meetings. However, by having this framework in place the committee have been able to reflect on process, identify risk and improve process.</p> <p>Therefore, as part of the actions taken in the review, the process for how Serious Incidents (SI) are reported has been assessed and the following change has been made: that all governance information received into the 111 service will be reviewed by the Governance Committee and a report from the Governance Committee will then be presented to the Board on a regular basis to provide assurance.</p> <p>As an addition to this, the process for placing insurance policies within the Company had been reviewed. It was considered to be appropriate that responsibility for them should continue not be vested in a single officer of the Company but that the process should be overseen and co-ordinated under the remit of the Governance Committee.</p> <p>The process, in terms of who to contact when an SI is raised is not as fluid as it should be, therefore the Governance Committee are doing a whole business review on all its insurance and indemnity policies. The committee will look at all aspects of insurance, i.e. do we have enough cover, is it suitable etc. The committee can then report to the Board on a regular basis to give the Board further assurance.</p> <p>Mrs Andrews added to the statement in that the single point of contact for the administration of the insurance policies will sit with Mrs Fox as a corporate function. Once the review has been completed by the Governance Committee, Mrs Fox will monitor renewal dates, keeping track of any additional turnover in the company, identifying any specific business changes in the organisation</p>



2020/40	<b>Any Other Business</b>
2020/40a	<p><b>Board meeting times</b></p> <p>Dr Ellery asked for views from the Board on an 8.00 a.m. start, reverting back to a two hour Board meeting. He appreciated this may be difficult for some, but hoped the fact that the Board meetings are currently via MS Teams, this would still allow Managers and GPs to be at their place of work at the same finish time with no impact.</p> <p><b>AGREED:</b> The Board agreed to the change in start time for the Board meetings going forward to 8.00 a.m.</p> <p>There was no further business discussed and Part 1 ended at 8.52 a.m.</p>
	END OF PART 1

**AGREED/ DECISIONS:**

1. The Board approved the latest version of the Declarations of Interest Register and the addition and amendments made.
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 preview of the minutes by Dr Ellery, Mrs Andrews and Mr Holby and the amendment, the Board approved and ratified the Part 1 minutes of the Board meeting held on the 28 May 2020 as a true and accurate record and signed by the Chair.
4. The Board approved and ratified the Special Leave Policy and Receiving Financial Support from Pharmaceutical Companies Policy.
5. The Board noted the updates on the Corporate Risk Register.
6. The Board agreed to move the start time of all future Board meetings to 8.00 a.m., to ensure a two hour Board meeting each month.

**FINAL COPY - RATIFIED**

Signed by the Chair:

Dated: