

PART 1

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

**Minutes of a meeting of the Board of Directors of the Company
held on Wednesday 29 July 2020
via Microsoft Teams Video-conferencing**

Present:	Name	
Executive Directors:	Dr Adam Ellery	Chair/ GP partner
	Dr Jonathan Katz	Medical Director/ GP partner
	Mrs Carolyn Andrews	CEO, Kernow Health CIC
ICA Director and Deputy Representatives:	Dr Malcolm McKendrick	ICA Board Director Member representing North and East Cornwall/ GP partner
	Dr Andy May	ICA Board Director Member representing Central Cornwall/ PCN Clinical Director/ GP partner
	Dr Andrew Craze	ICA Board Director Member 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
	Mrs Bridget Sampson	Non-Executive Director/PCN Strategic Partner
In Attendance	Mark Woolcock	Cornwall 111 IUCS Chief Operating Officer
	Tyra Fox	Operational Business Manager – Kernow Health CIC (minute taker)
	Wendy Palmer	Corporate Business Manager – Kernow Health CIC (observing)
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.

2020/41	Apologies were received from: There were no apologies received.
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2020/42	<p>Declaration of any New Interests / Conflicts of Interest for Part 1 Agenda items</p>
2020/42a	<p>Declarations of Interests Register Dr Ellery asked if Dr May thought he should note his ICA role in the Declarations of Interests Register? Dr May confirmed yes he would and would confirm with Mrs Fox the exact wording for the register.</p> <p>Mrs Sampson asked for her role to be changed to PCN Strategic Partner. She is still a Partner of St Austell Healthcare, but has relinquished the 'Managing' part of her role.</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: Dr May to provide Mrs Fox with wording for his ICA role for inclusion in the Declaration of Interests Register.</p> <p>ACTION: Mrs Fox to amend and update the Interests Register as appropriate</p>
2020/42b	<p>Conflicts of Interest for Part 1 Agenda Items 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>
2020/43	<p>Approval and ratification of Part 1 Board Minutes of the meeting held on 24 June</p> <p>There were no amendments made.</p> <p>AGREED: Following a preview of the minutes by Dr Ellery, Mrs Andrews and Mr Holby, the Board approved and ratified the Part 1 minutes of the Board meeting held on 24 June 2020 as a true and accurate record and signed by the Chair.</p> <p>ACTION: Mrs Fox to arrange for the ratified minutes from 24 June 2020 to be uploaded to the website.</p>
2020/43a	<p>Matters Arising and Action Grid from the Board minutes of the 24 June 2020</p> <p><u>The following actions were completed and closed:</u> 2020/36a: Declarations of Interest. Removal of Mrs Andrews as a Director from Kernow Health Mid, Carrick Health and Kernow Health North Board. 2020/38: BAF. Mrs Fox to ensure an SI report, along with any insurance policy updates, are presented to the Board for Part 2. Mrs Fox confirmed this is on her Board work plan. 2020/40a: Board meeting dates. Mrs Fox sent out appointments for the Board</p>

	<p>for the meetings to commence at 8.00 a.m.</p> <p><u>Matters Arising (actions remaining open):</u> 2020/39: Policy ratification. Mrs Palmer to liaise with Laura Manolchev following her email to Mrs Manolchev.</p> <p>The action grid was updated and completed actions closed.</p> <p>There were no other matters arising from the meeting.</p>
<p>2020/44</p>	<p>Stock transfers</p> <p>As per the report circulated, the Board were asked to approve the transfer of shares for the following:</p> <ul style="list-style-type: none"> • St Keverne Health Centre – transfer from Dr Eckersley to Dr Atherton at St Keverne Health Centre. • Mevagissey Surgery - transfer of share back to KHCIC • Camelford Medical Centre - transfer of share back to KHCIC. <p>Mrs Palmer explained that Mevagissey and Camelford joined with the Veor Group. Mrs Palmer sent the relevant share documentation through to each practice asking for them to return the share back to KHCIC, as only one share can be held per practice and this share will now sit with Veor. Mrs Palmer is asking the Board for approval for Dr Ellery to executive the share transfer back to KHCIC.</p> <p>Dr Ellery asked what the Articles of Association indicate? Mrs Palmer explained that she sought advice from KHCIC’s solicitors in what to do in this situation, as Veor are one group who have three different practices. The advice from our solicitors is that only one group can hold a share.</p> <p>Mr Holby commented that a practice can hold more than one contract. Veor are a group with three practices, with each practice holding a GMS contract. This could cause a legal problem and we need to be clear on how we have handled this.</p> <p>Mrs Sampson asked for clarification whereby if one of the individual practices in the Veor group wanted to divest themselves of Veor to become an individual practice again, would they be entitled to return as a Shareholder of KHCIC and hold a single share? Mrs Andrews confirmed yes they would be able to.</p> <p>Mrs Palmer explained she wrote to Veor and sent them all the documentation but had no response from them. Mrs Andrews confirmed we will write to them to advise them of the outcome of this Board meeting.</p> <p>Mr Holby raised a small technical issue to consider with regards to voting rights and practice list sizes and who could technically vote at the AGM.</p> <p>Dr May suggested that if there is an overriding company structure that involves three practices, then the responsibility on which practice carries the views of all</p>

	<p>practices in that group should be an internal one, which KHCIC should not be involved in.</p> <p>Mr Holby's question was around the proportional voting/representation for the combined three practices. Mrs Andrews confirmed this would be looked into before the AGM.</p> <p>Action: Mrs Palmer to write to Veor group in relation to the outcome of the Transfer of Share process.</p> <p>Action: Stephen Scown advice to be sought re proportional voting.</p> <p>Agreed: The Board agreed the Stock Transfer of Shares for St Keverne Health Centre, Mevagissey Surgery and Camelford Medical Centre</p>
2020/45	<p>HR quarterly update</p> <p>Mrs Claire Williams, HR Business Partner, joined the meeting to present the HR quarterly update to the Board for the period 1 April 2020 to 30 June 2020.</p> <p>There were eight new starters during this time. These were:</p> <ul style="list-style-type: none"> • one Internal Communications And Engagement Officer • four casual driver/receptionists • one hosted Project Manager for Kernow Health East • one locum GP for the Cornwall staff bank • one receptionist for the Cornwall staff bank <p>A further eight sessional GPs have engaged with the Company.</p> <p>Turnover for this period was very low, with a retention rate at 99%.</p> <p>Mrs Williams reported that the appraisal rate was still low and Mrs Williams has asked SMT and other senior managers to complete any outstanding appraisals by 1 August 2020. If managers are unable to complete appraisals by this time, then the request is that a date for an appraisal in the near future should be arranged.</p> <p>Staff absence overall remains low, with currently only one member of staff being absent due to long term sickness.</p> <p>All shielding staff are being risk assessed again to bring them back to a Covid-19 secure environment, with other options being looked at for those staff who are unable to come back.</p> <p>Mrs Williams also reported that there is a national risk assessment tool for Covid-19 called Alama. Our aim is that all our staff will be risk assessed against Alama by the end of August. We will then periodically risk assess all our staff.</p> <p>This Alama risk assessment also needs to be embedded into all our</p>

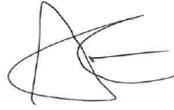
	<p>recruitment processes.</p> <p>A discussion took place about long term sickness absence processes, which Mrs Williams assured the Board KHCIC are following.</p> <p>Dr Katz asked if the risk assessment will also be open to Board Members? Mrs Williams confirmed Board Members should also be risk assessed.</p> <p>Mrs Andrews thanked Mrs Williams for her hard work.</p> <p><i>Mrs Williams left the meeting.</i></p>
2020/46	<p>October AGM</p> <p>Mrs Palmer reported a 57% response rate (32 practices) to the question of whether the Shareholders would be content with a virtual AGM this year. All of the respondents preferred a virtual meeting, but there was a split on whether the meeting should be held during the day or be an evening meeting. Mrs Palmer asked the Board to make a decision on whether a daytime or evening AGM meeting was preferable, based on the fact there was an even split.</p> <p>Mrs Andrews commented that some of our Shareholders may find backfilling their practice a little challenging during the day, but an evening meeting would allow for Shareholders to join the meeting in the comfort of their own home, with no travel.</p> <p>Dr Ellery asked the Board for their comments.</p> <p>All the Board suggested an evening meeting would probably be more suitable to allow for more Shareholders to attend. There was a comment that some GPs were already involved in evening meetings, however, the AGM is only once a year and not a monthly commitment.</p> <p>Dr Ellery recommended a 7.00 p.m. start, finishing at 9.00 p.m.</p> <p>Agreed: The Board agreed to hold the next KHCIC AGM on 20 October virtually via MS Teams, with a 7.00 p.m. start time.</p> <p>Action: Mrs Fox to send an invitation to all Shareholders for the AGM to ‘hold the date’.</p>
2020/47 2020/47a	<p>Any Other Business</p> <p><u>KHCIC Website</u></p> <p>Dr Ellery asked the Board whether they would like to be present on our website, listed as Board Members with a small biography.</p> <p>Mrs Andrews put some context around this and explained that when the old website was reviewed, most of our staff on the website which did not look tidy. With the new website it was decided that only the Chair, CEO, COO and Medical Director were required as a ‘who’s who’ on the website. Mrs Andrews explained that Dr Ellery’s concern was around not promoting the Board and</p>

2020/47b	<p>their good work.</p> <p>Mr Jennings commented that from a business development perspective, if he were a business looking to find out who were the decision makers of a company, he would look at a website, find names and details and then 'cold call' those individuals on LinkedIn. Mr Jennings was concerned that by giving details about the Board, they would be open to a lot of spam and cold calling.</p> <p>The Board Members agreed with Mr Jennings around concerns of unsolicited calls and it was agreed there was no requirement or need to add Board Members to our website.</p> <p>Dr Ellery thanked the Board for their comments.</p> <p><u>Adult Flu Jabs</u></p> <p>Mrs Sampson raised a concern in that she had heard of rumours circulating that KHCIC were going to bid for the adult flu jabs this year. There appeared to be some confusion as Mr Bignell had been supporting with Track and Trace and immunisation fares, and wondered if there should be a proactive communication to Shareholders to inform them KHCIC were not going to bid for the adult flu jab.</p> <p>Dr Craze added to that and commented he believed the rumours had died down now, as this appeared to be mainly in the West. He had sight of a WhatsApp text in a group expressing those fears Mrs Sampson raised, but there were many in the group who explained it was not the case that KHCIC were putting a bid in. Therefore no additional communication was required.</p> <p>There was no further business discussed.</p>
	END OF PART 1

AGREED/ DECISIONS:

1. The Board approved the latest version of the Declarations of Interest Register and all the additions 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 above, the Board approved and ratified the Part 1 minutes of the Board meeting held on 24 June as a true and accurate record and signed by the Chair.
4. The Board agreed the Transfer of Shares for St Keverne Health Centre, Mevagissey Surgery and Camelford Medical Centre.
5. The Board agreed to hold the next KHCIC AGM on 20 October virtually via MS Teams, with a 7.00 p.m. start time.

FINAL COPY - RATIFIED



Signed by the Chair:

Dated: ?????