

## PART 1

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

#### Minutes of a meeting of the Board of Directors of the Company held at 08:00 on 26 August 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>Dr Jonathan Katz</b>	Medical Director/ GP partner
	<b>Mrs Carolyn Andrews</b>	CEO, Kernow Health CIC
<b>ICA Director and Deputy Representatives:</b>	<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>Stephen Holby</b>	Non-Executive Director/ Managing Partner, Carn to Coast Health Centres
	<b>Gary Jennings</b>	Independent Non-Executive Director
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 (support)

#### 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.

2020/48	<p><b>Apologies were received from:</b> Apologies were received from Dr Malcolm McKendrick &amp; Mrs Bridget Sampson. Ms Emma Ridgewell-Howard was unable to attend Part 1 of the Board meeting due to technical issues.</p> <p><b>Welcome from the Chair</b> Dr Ellery thanked everyone for their attendance and confirmed the meeting was quorate.</p>
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2020/49	<b>Declaration of any New Interests / Conflicts of Interest for Part 1 Agenda items</b>
2020/49a	<p><b>Declarations of Interests Register</b></p> <p>There were no further interests declared.</p> <p>It was confirmed that by the next Board meeting, the Declarations of Interest Register would reflect the resignation of Mrs Andrews, and the appointment of Mr Woolcock.</p> <p>Dr May confirmed that if there were any Declarations of Interest to add in relation to his ICA role then he would inform Mrs Fox to add to the register.</p> <p>Dr Ellery asked that Mrs Sampson's role and responsibility in the register be extended to show she is still linked to St Austell Healthcare.</p> <p><b>AGREED:</b> The Board approved the latest version of the Declarations of Interest Register and all the additions and amendments above.</p> <p><b>ACTION:</b> Mrs Fox to amend and update the Interests Register as appropriate</p>
2020/49b	<p><b>Conflicts of Interest for Part 1 Agenda Items</b></p> <p><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>
2020/50	<p><b>Approval and ratification of Part 1 Board Minutes of the meeting held on 29 July 2020</b></p> <p>No amendments were made to the minutes.</p> <p><b>AGREED:</b> 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 29 July 2020 as a true and accurate record and signed by the Chair.</p> <p><b>ACTION:</b> Mrs Fox to arrange for the ratified minutes from 29 July 2020 to be uploaded to the website.</p>
2020/51	<p><b>Matters Arising and Action Grid from the Board minutes of the 29 July 2020</b></p> <p><u>The following actions were completed and closed:</u></p> <p>2020/39 - <b>Policy Ratification:</b> L Manolchev amended the wording of the Special Leave Policy following recommendation from Mr Holby.</p> <p>2020/42a – <b>Declarations of Interest:</b> Mrs Sampson's role to be changed to</p>

	<p>PCN Strategic Partner</p> <p>2020/42a – <b>Declarations of Interest:</b> Dr May confirmed he will contact Mrs Fox in the future in relation to his ICA role if there were any declarations of interest to declare.</p> <p>2020/44 – <b>Stock Transfer:</b> Mrs Palmer wrote to Veor about the outcome of the Stock Transfer of share process.</p> <p>2020/44 – <b>Stock Transfer:</b> legal advice sought re proportional voting. Advice circulated to Board.</p> <p>2020/46 – <b>October AGM.</b> A 'hold the date' invitation was sent to Shareholders.</p> <p><u>Matters Arising (actions remaining open):</u> There were no remaining open actions.</p> <p>The action grid was updated and completed actions closed.</p> <p>There were no other matters arising from the meeting.</p>
2020/52 2020/52a	<p><b>Stock Transfers</b> <u>Bodriggy Health Centre</u></p> <p>As per the report circulated, the Board were asked to approve the transfer of share for Bodriggy Health Centre as follows:</p> <ul style="list-style-type: none"> <li>• Transfer of Share from Dr James Evans to Dr Seamus Mulholland</li> </ul> <p><b>AGREED:</b> The Board approved the Stock Transfer of share at Bodriggy Health Centre, from Dr Evans to Dr Mulholland.</p>
2020/52b	<p><b>Veor Group – additional share transfer letter</b></p> <p>Dr Ellery asked the Board if they had any questions relating to the Veor Group letter circulated?</p> <p>Mr Holby asked for confirmation on the patient population in terms of proportional voting and whether the legal advice was that the patient numbers would be merged to sit under the Veor Group? Mrs Palmer confirmed the advice from Helen Wallwork at Stephens Scown was that the patient population numbers for Mevagissey and Camelford would be added to the Veor Group numbers.</p> <p>Mr Holby asked whether the Mevagissey loan to KHCIC was repaid? Mrs Palmer confirmed there was still a balance of 50% of the loan to be repaid to both Mevagissey and Camelford, and Kathy James from Mevagissey had a conversation with Mrs Palmer, and the remaining loan monies will be paid back into the bank of both Mevagissey and Camelford respectfully, as they still have active practice bank accounts.</p> <p>The Board thanked Mrs Palmer for the update.</p>

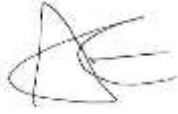
2020/53	<p><b>Corporate Risk Register</b></p> <p>Dr Ellery asked Mr Woolcock if there was any further information he wanted to share with the Board on the Corporate Risk Register. Mr Woolcock explained the biggest risks currently on the register are in relation to Covid19, mainly the possibility of reduced supply of PPE and the Call Centre/office working arrangements.</p> <p>Approximately two weeks ago, Mr Woolcock and senior colleagues had produced a Recovery and Implementation Plan that was distributed to key members of staff to work towards and implement. It focussed on a different way of working in the main Cudmore Office, along with looking at long term solutions for potential home working, and how all this can be achieved. Mr Woolcock will bring back to the Board in September a report on longer term working arrangements for KHCIC.</p> <p><b>AGREED:</b> The Board noted the updates on the Corporate Risk Register.</p>
2020/54	<p><b>Companies House</b></p> <p>It was noted and agreed that due to the secondment of Mrs Andrews, from today's Board meeting, Mrs Andrews would be removed as a Director of Kernow Health CIC, and Mr Woolcock, in his new role as Chief Executive, would be added as an Executive Director of Kernow Health CIC.</p> <p><b>AGREED:</b> The Board agreed to the removal of Mrs Andrews as a Director of Kernow Health CIC, and the addition of Mr Woolcock as a Director of Kernow Health CIC.</p> <p><b>ACTION:</b> Mrs Fox to action accordingly with Companies House.</p>
2020/55	<p><b>Any Other Business</b></p> <p>Mrs Andrews confirmed with the Board that as of this afternoon, due to her annual leave and then her secondment commencing on 7 September 2020, Mr Woolcock would take up the position of Chief Executive Officer.</p> <p>Mrs Andrews thanked the Board for the opportunity given to her in that she was able to undertake a secondment with NHS Kernow CCG as System Transformation Director. She commented that she was very much looking forward to her new role, but that she would still be keeping in contact with Dr Ellery and Mr Woolcock regularly and would be a support if 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 the 29 July 2020 as a true and accurate record and signed by the Chair.
4. The Board agreed the Stock Transfer of shares in Bodriggy Health Centre.
5. The Board noted the updates on the Corporate Risk Register.
6. The Board agreed to the removal of Mrs Andrews as a Director of Kernow Health CIC, and the addition of Mr Woolcock as a Director of Kernow Health CIC.

**FINAL COPY - RATIFIED**



Signed by the Chair:

Dated: 23 September 2020