

## 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 Wednesday 23 September 2020 via Microsoft Teams Video-conferencing

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| <b>Present:</b>                                 | <b>Name</b>                  |  |
| <b>Executive Directors:</b>                     | <b>Dr Adam Ellery</b>        | Chair/ GP partner  |
|   | <b>Mr Mark Woolcock</b>      | CEO, Kernow Health CIC   |
| <b>ICA Director and Deputy Representatives:</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>Stephen Holby</b>         | Non-Executive Director/ Managing Partner, Carn to Coast Health Centres                     |
|   | <b>Gary Jennings</b>         | Independent Non-Executive Director   |
|   | <b>Mrs Bridget Sampson</b>   | Non-Executive Director/PCN Strategic Partner St Austell Healthcare                         |
| <b>In Attendance</b>                            | <b>Tyra Fox</b>              | Corporate Business Manager – Kernow Health CIC (minute taker)                              |

#### 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.

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| 2020/56 | <p><b>Apologies were received from:</b><br/>Apologies were received from Ms Emma Ridgewell-Howard.</p> <p><b>Welcome from the Chair</b><br/>Dr Ellery welcomed Mr Woolcock officially as the Chief Executive Officer of KHCIC.</p> |
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| 2020/57  | <b>Declaration of any New Interests / Conflicts of Interest for Part 1 Agenda items</b>  |
| 2020/57a | <p><b>Declarations of Interests Register</b></p> <p>There were no declarations of interest to note for Part 1 of the agenda.</p> <p>Mr Holby did report a new interest to add to the Declaration of Interests Register, in that he and his practice partners had created a limited company, Carn to Coast Health Ltd., to carry out non NHS work. Mr Holby would provide Mrs Fox with details for the Register.</p> <p><b>AGREED:</b> The Board approved the latest version of the Declarations of Interest Register and the addition made.</p> <p><b>ACTION:</b> Mr Holby to provide Mrs Fox with details for the Declaration of Interests.</p> <p><b>ACTION:</b> Mrs Fox to amend and update the Declaration of Interests Register as appropriate following information from Mr Holby.</p> |
| 2020/57b | <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>   |
| 2020/58  | <p><b>Board Attendance Register</b></p> <p>Dr Ellery asked the Board if they were happy that an attendance register had been created for attendance of Directors at Board meetings. This will also be extended to committee meetings, Executive Team meetings and the IUCS Management Board meetings.</p> <p>The Board confirmed they were supportive of an attendance register.</p>   |
| 2020/59  | <p><b>Recording of Board meetings</b></p> <p>Dr Ellery sought the permission of each Director to possibly record any future Board meetings to aid with working from home.</p> <p>The Board supported and agreed the future recording of Board minutes, and there were no objections raised.</p>  |
| 2020/60  | <p><b>Approval and ratification of Part 1 Board Minutes of the meeting held on 26 August 2020</b></p> <p><b>AGREED:</b> Following a preview of the minutes by Dr Ellery, Mr Woolcock and Mr Holby, the Board approved and ratified the Part 1 minutes of the Board meeting held on the 26 August 2020 as a true and accurate record and signed by the Chair.</p>   |

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| 2020/60a | <p><b>ACTION:</b> Mrs Fox to arrange for the ratified minutes from 26 August 2020 to be uploaded to the website.</p> <p><b>Matters Arising and Action Grid from the Board minutes of the 26 August 2020</b></p> <p><u>The following actions were completed and closed:</u></p> <p>2020/49a – Declarations of Interest (DoI): Removal of Mrs Andrews as CEO from the DoI register and addition of Mr Woolcock as CEO to the register.</p> <p>2020/49a - Declarations of Interest (DoI): Extend Mrs Sampson’s role to include St Austell Healthcare.</p> <p>2020/54 – Companies House: Mrs Fox to remove Mrs Andrews from Companies House as a Director of KHCIC, and to add Mr Woolcock as a Director of KHCIC.</p> <p><u>Matters Arising (actions remaining open):</u></p> <p>There were no outstanding matters arising and no additional matters were raised.</p> <p>The action grid was updated and completed actions closed.</p>   |
| 2020/61  | <p><b>Subsidiary Close Down</b></p> <p>Mrs Fox asked the Board to support and acknowledge the close down of three out of the four subsidiary companies of KHCIC:</p> <ul style="list-style-type: none"> <li>• Kernow Health Mid Limited</li> <li>• Kernow Health North Limited</li> <li>• Carrick Health Limited</li> </ul> <p>As the report outlined, KHCIC opened the subsidiary companies as a vehicle in 2017/2018 to support localities to run as separate businesses. Following the creation of Primary Care Networks (PCNs) in mid-2019, the localities then split into PCNs and therefore there was no ‘locality’ as such. In addition, any funding received for each PCN needed to go through a nominated practice and not a company account, therefore making the subsidiary vehicles redundant.</p> <p>Carrick Health Limited, Kernow Health North Limited and Kernow Health Mid Limited all made a decision at their respective Board meetings to close their company and for any remaining funds in their accounts to be distributed accordingly across their PCNs.</p> <p><b>AGREED:</b> The Board supported and accepted the decision made by each subsidiary company.</p> |

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| 2020/62  | <b>Policies and updated Corporate Risk Register</b>  |
| 2020/62a | <p><b>Policy Ratification</b></p> <p>The Board was asked to ratify the following policies, which had been robustly reviewed and agreed by the <u>Governance Committee meeting</u> on 15 September 2020:</p> <ul style="list-style-type: none"> <li>• Expenses and Subsistence Claims Policy v3.0 updated 2020.09.17</li> <li>• Death in Service Policy v1.0F updated 2020.09.17</li> <li>• Lone Worker Policy v2.0F updated 2020.09.17</li> <li>• General Health &amp; Safety Policy v3.0F updated 2020.09.17</li> </ul> <p><b>AGREED:</b> The Board approved and ratified the policies listed above</p>   |
| 2020/62b | <p><b>Corporate Risk Register</b></p> <p><b>AGREED:</b> The Board noted the updates on the Corporate Risk Register.</p>  |
| 2020/63  | <b>Any Other Business</b>  |
| 2020/63a | <p><b>Resignation of NED – Bridget Sampson</b></p> <p>Dr Ellery announced that Mrs Sampson has submitted her resignation, with the intention of retiring from KHCIC by the end of September 2020. Dr Ellery thanked Mrs Sampson for all her work and support and said she would be missed.</p> <p>Mrs Sampson thanked Dr Ellery for his kind words. She commented that she had been a member of the Board for three years, and had seen the company go from strength to strength. She believed KHCIC had a role to play as a leader in health services in Cornwall, and was excited to see what the Company achieved next.</p> <p>Mrs Sampson thanked the Board for their support and wished everyone all the best.</p> <p>Mrs Sampson confirmed she would be happy to support the Executive Team in the very near future in relation to her experience with supporting practices in need of help. The Executive Team thanked Mrs Sampson for her kind offer and Mr Woolcock commented he would be contacting her soon.</p> <p>Mrs Sampson commented that NHS Kernow CCG have asked for a meeting with her, some colleagues from St Austell Healthcare and KHCIC to discuss creating a support package for practices who need help and support.</p> <p>Mr Jennings asked whether, once the Executive Team, Mrs Sampson and the CCG met, there could be a de-brief for other Directors to understand the lessons learnt. The Board agreed this approach.</p> <p><b>AGREED:</b> The Board thanked Mrs Sampson for all her work and accepted her resignation.</p> |

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| <p>2020/63b</p> <p>2020/63c</p> | <p><b>ACTION:</b> Following any meeting between the Executive Team, the CCG and St Austell Healthcare representatives, a de-brief to the Board will be presented.</p> <p><b>ACTION:</b> Mrs Fox to remove Mrs Sampson from the Declarations of Interest Register and complete all necessary forms with regards to payroll processes.</p> <p><b>Replacement of NED role</b><br/>Dr Ellery reported the Executive Team will meet and discuss what skill set is required for a replacement NED, and will put some recommendations to the Board over the coming months.</p> <p><b>Risk Register</b><br/>Dr McKendrick asked, in relation to the Risk Register presented earlier, and risk KH10, does Mr Woolcock feel the risk should be adjusted? Mr Woolcock asked to discuss this in more detail in Part 2 in relation to the Governance update.</p> <p>There was no further business discussed.</p> <p>Part 1 meeting closed at 08:20</p> |
|                                 | <p>END OF PART 1</p>  |

### 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. The Board agreed that a board meeting attendance register should be tabulated and that for the future, all other KHCIC meetings (internal and external) should also be incorporated within the same document.
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 26 August 2020 as a true and accurate record and signed by the Chair.
5. The Board noted and supported the close down of the subsidiary companies Kernow Health North, Kernow Health Mid and Carrick Health.
6. The Board approved and ratified the following policies:
  - Expenses and Subsistence Claims Policy v3.0 updated 2020.09.17
  - Death in Service Policy v1.0F updated 2020.09.17
  - Lone Worker Policy v2.0F updated 2020.09.17
  - General Health & Safety Policy v3.0F updated 2020.09.17
7. The Board noted the updates on the Corporate Risk Register.
8. The Board formally accepted the resignation of Mrs Sampson.

**FINAL COPY - RATIFIED**



Signed by the Chair:

Dated: 28 October 2020