

**PART 1**
**KERNOW HEALTH CIC (the “Company”)  
(Company No. 07551978)**
**Minutes of a meeting of the Board of Directors of the Company  
held at 8.00 a.m. on Wednesday 28 October 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>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>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	Tyra Fox	Corporate Business Manager – Kernow Health CIC (minute taker)
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.

2020/64	<b>Apologies were received from:</b> Apologies were received from Dr Katz and Dr Craze.
2020/65	<b>Declaration of any New Interests / Conflicts of Interest for Part 1 Agenda items</b>
2020/65a	<b>Declarations of Interests Register</b> There were no further declarations of interest to register.  <b>AGREED:</b> The Board approved the latest version of the Declarations of Interest Register.

2020/65b	<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>
2020/65b	<p><b>Board attendance list</b> The Board noted the list circulated.</p>
2020/66	<p><b>Approval and ratification of Part 1 Board Minutes of the meeting held on 23 September 2020</b></p> <p>There were no amendments to the minutes of the previous meeting.</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 23 September 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 23 September to be uploaded to the website.</p>
2020/66b	<p><b>Matters Arising and Action Grid from the Board minutes of the 23 September 2020</b></p> <p><u>The following actions were completed and closed:</u> 2020/57a – Declarations of Interest (DoI): Mr Holby to provide Mrs Fox with details of Carn to Coast Limited for the DoI and for Mrs Fox to update the DoI accordingly. 2020/63a – Resignation of Mrs Sampson: Mrs Fox to ensure appropriate processes are followed in relation to Mrs Sampson’s resignation (payroll forms, DoI register etc.)</p> <p><u>Matters Arising (actions remaining open):</u> 2020/63a - Resignation of Mrs Sampson/vulnerable practices: Mr Woolcock reported he had contacted the CCG with regards to us working with them around vulnerable practices. Viv Kell would be the point of contact initially. Mr Woolcock has requested a meeting between KHCIC and the CCG and confirmed following that meeting contact would be made with Mrs Sampson to go through lessons learned.</p> <p>Mr Woolcock commented that as a CIC we would want to support those practices that are failing, but those practices need to be identified quickly to enable the right support to be given.</p> <p>Mr Woolcock also reported that Laura Wheeler, Head of Primary Care Services, is in conversations with Ms Ridgewell-Howard on what we can offer and how we position ourselves.</p>

	<p>Ms Ridgewell-Howard commented that there has been continued dialogue on how best to identify, and then practically support, vulnerable practices. The LMC are keen to continue those discussions, with KHCIC being involved. Ms Ridgewell-Howard explained the CCG are currently working up a contract assurance framework. The dashboard and reference points will be part of that, and Ms Ridgewell-Howard wants to be involved from the outset on this as this will help identify those vulnerable practices.</p> <p>Mr Holby agreed in that we should be supporting vulnerable practices, and asked whether we needed to work with the CCG to ensure quite specific questions are asked, for example “are you a GP Partner who wants to retire, but cannot find a replacement?”</p> <p>Mr Jennings asked whether as a Board we are able to create an internal framework where we can identify and pre-empt some of those key issues/problems to enable us to support vulnerable practices going forward.</p> <p>Ms Ridgewell-Howard commented that in her conversations recently, the CCG do have a full understanding of where things have gone wrong with some practices. This intelligence will inform their dashboard, but it is important that the LMC, KHCIC, CCG and practices are all involved in this. The CCG are already looking at e-declarations, but it’s important that the LMC and KHCIC are sighted on this and involved in this.</p> <p>Dr May commented that there are lots of issues within the system where noise is generated by those practices who are in trouble, but there needs to be a safe place for that information to be pushed to. Is this the LMC? There needs to be somewhere where the joint collective wisdom can be placed and this should then be advertised to all practices.</p> <p>The action grid was updated and completed actions closed.</p> <p>There were no other matters arising from the meeting.</p>
2020/67	<p><b>HR Quarterly update</b></p> <p>Mr Woolcock reported there were not any high risks within the report to cause the Board concern. He has asked the HR Business Partner for monthly figures to ensure the Heads of Departments have a grasp on their service area.</p> <p>Mr Woolcock also reported that our SLA with RCHT is coming to an official end on 30 November, and he and Mrs Fox are working together on this. The Heads of Department have taken this opportunity to review all aspects within the SLA (IT, Recruitment, Finance, HR, Payroll) and decided that a full service review was required of the HR function, due to the expansion and growth of the business.</p> <p>An external HR consultant has been commissioned to undertake a review of the service, and has been tasked with speaking to key people in the organisation, including the current HR Business Partner linked to the SLA via RCHT. The report should be finalised during the first week of November.</p>

	<p>Mrs Fox is working with the Workforce Manager, and other key staff, to look at a new rota system for the organisation, with an additional requirement to source a suitable HR system at the same time. The ambition is that the rota system and HR system will be interlinked, but there is very much a need to get a new rota system in place, and for a HR system to be implemented to ensure we can report appropriately.</p> <p>Mr Woolcock further reported that as part of the HR function, we are currently trying to form an employee reference group/forum to enable staff to have a say and feedback in a structured, professional environment. Terms of Reference are being created by the HR Business Partner to ensure the Board, the Heads of Department and the staff that sit on the forum understand the purpose and function of the forum.</p> <p>Dr McKendrick understood that appraisals had been pushed back due to Covid, but asked Mr Woolcock if there was a plan to get the outstanding appraisals completed now that staff are either confidently working from home, or are back in the office? Mr Woolcock explained the majority of those staff sit within the 111 department, as opposed to other departments. This issue was discussed at the 111 SLT meeting recently, and it was agreed the completion of appraisals was a priority and confirmed a plan is in place to resolve this.</p> <p>Mr Woolcock asked if the HR quarterly reports can be moved to Part 2 of the meeting to enable the Board to discuss specific HR related issues confidentially. The Board agreed to this going forward.</p>
2020/68	<p><b>Corporate Risk Register</b></p> <p>Mr Woolcock confirmed there were a couple of current risks that were at either a 9 or 12 and these are being monitored. Mr Woolcock's main concern was that there appeared to be a number of different risk registers around the organisation and has asked Ray Dawe to hold the main/central risk register, which will include tabs for each department. The main risk register will be a specific Corporate Risk Register, with the other tabs for each department being an Operational Risk Register.</p> <p><b>AGREED:</b> The Board noted the Corporate Risk Register</p>
	<p><b>Any Other Business</b></p> <p>There was no further business discussed.</p>
	<p>END OF PART 1</p>

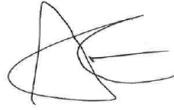
**AGREED/ DECISIONS:**

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. Following a preview of the minutes by Dr Ellery, Mr Woolcock and Mr Holby and the amendment above, the Board approved and ratified the Part 1 minutes of the Board meeting held on the 23 September as a true and accurate record and signed by the Chair.
4. The Board noted the Corporate Risk Register.

5.

**FINAL COPY - RATIFIED**



Signed by the Chair:

Dated: 25 November 2020