

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 8.00 a.m. on Wednesday 25 November 2020
via Microsoft Teams Video-conferencing**

Present:	Name	
Executive Directors:	Dr Adam Ellery	Chair/ GP partner
	Dr Jonathan Katz	Medical Director/ GP partner
	Mr Mark Woolcock	CEO, Kernow Health CIC
ICA Directors:	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
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.

2020/69	Apologies were received from: There were no apologies received.
2020/70	Declaration of any New Interests / Conflicts of Interest for Part 1 Agenda items
2020/70a	Declarations of Interests Register AGREED: The Board approved the latest version of the Declarations of Interest Register and no further declarations of interest were made.

2020/70b	<p>Conflicts of Interest for Part 1 Agenda Items</p> <p>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>
2020/70c	<p>Board attendance register. The Board attendance registered was noted.</p>
2020/71	<p>Approval and ratification of Part 1 Board Minutes of the meeting held on 28 October 2020</p> <p>Page 5 – under ‘Agreed/Decisions’ – Mrs Andrews was still showing as someone who had reviewed the minutes. Mrs Andrews to be removed, and Mr Woolcock added.</p> <p>There were no further amendments to the previous minutes.</p> <p>AGREED: Following a preview of the minutes by Dr Ellery, Mr Woolcock 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 October 2020 as a true and accurate record and signed by the Chair.</p> <p>ACTION: Mrs Fox to amend the minutes accordingly and arrange for the ratified minutes from 28 October 2020 to be uploaded to the website.</p>
2020/71a	<p>Matters Arising and Action Grid from the Board minutes of the 28 October 2020</p> <p><u>Matters Arising (actions remaining open):</u> 2020/63a - Vulnerable Practices. The Board agreed to keep this action open.</p> <p>Mr Woolcock reported that he and Laura Wheeler met recently to start discussions on how we as a company could support vulnerable practices. Mrs Wheeler will be meeting with Ms Ridgewell-Howard soon to discuss this further, and Mr Woolcock has a meeting with Andrew Abbot today to also discuss this issue. What Mr Woolcock is seeking is an answer to the question “what are the things that make practices vulnerable?” – and based on the answer, KHCIC will be able to work on what can offered.</p> <p>Mr Woolcock also confirmed that he would be looking to meet with Bridget Sampson to take her up on her offer to discuss the work she did recently with a vulnerable practice.</p> <p>The action grid was updated. There were no other matters arising from the meeting.</p>

2020/72	<p>Corporate Risk Register</p> <p>Mr Woolcock confirmed that all the departmental risk registers would be brought together into one. This ensures that all risks will be scored by the same group of people at one time.</p> <p>One risk has been archived, which linked to a Falsified Medicines Directive. The risk had been mitigated down to its lowest level, therefore meaning the Board could do no more.</p> <p>Mr Woolcock reported the Risk Register sits with the Governance Lead in the organisation, but each risk identified has an owner. The Governance Lead meets with each of the owners to discuss those risks, looking at mitigations against those risks, with the hope to reduce the score is possible.</p> <p>Mr Holby noted that in the first item, under further actions, it states ‘the first meeting to be held on 27 August’, but the update to the register is dated November 2020. Mr Woolcock clarified this is more around syntax but would amend the Risk Register accordingly. Mr Holby thanked Mr Woolcock, and just pointed out that he wouldn’t want CQC to come in and assume that the register was not reviewed as frequently as it was.</p> <p>ACTION: Mr Woolcock to amend the Risk Register as indicated above.</p> <p>AGREED: The Board noted the Corporate Risk Register.</p>
2020/73	<p>Committee structure update</p> <p>Mr Woolcock reported the Board had sight of the proposed new structure last month, and there were no further changes. He and Mrs Fox would be incorporating this into the Board Assurance Framework (BAF) and would also be working on the narrative for each of the Terms of Reference in it (related to the specific committees).</p> <p>Mr Woolcock is hopeful that an updated draft will be presented to the Board at the December meeting.</p> <p>Mr Woolcock explained the Employee Reference Forum is a new forum not set out in the original BAF. An advert has been sent to all staff asking them to submit expressions of interest to sit on this forum. An example of how the forum would be used is that, if KHCIC have a new policy to implement or change, then the forum would have this information sent to them for discussion/comment.</p> <p>It was important to note that the views of our staff are taken seriously, but creating a formal forum to enable staff to share views, and offer feedback, was important for KHCIC.</p> <p>In addition to the employee forum, Mr Woolcock is arranging an all staff Teams meeting, where Mr Woolcock will be able to provide business updates to staff. It will be an opportunity also for staff to ask questions of not only the CEO, but other senior team members. Mr Woolcock commented that the ambition would</p>

be to invite a different Board Member to a meeting each month, and therefore he welcomed volunteers.

Mr Jennings commented that the structure presented ensured 'Business as Usual' was taking place, but there appeared to be no committee or forum to allow growth and development in the business, and suggested an addition to the structure of a Business Development Committee. Dr Ellery commented that discussions around growing and building the business were already taking place at the Executive Team meetings.

Mr Jennings commented he was aware of various growth initiatives in the company but did not want this element to fall to a single person, and it should therefore sit in a forum.

Mr Woolcock suggested a process whereby any developments discussed or agreed at the Executive Team are fed back to Board more formally. The Executive Team would take this away as an action and consider a 'developmental' committee.

ACTION: The Executive Team will consider an additional committee at a future meeting.

Mr Holby commented a company ambition would be to support vulnerable practices, however it should be recognised that some practices have intractable issues which may be out of our scope or ability to resolve.

Succession planning also needs to be part of the overall discussions, as some practices find it very difficult to recruit new partners to the business, when other partners retire.

Dr Katz explained that when he sat on the Primary Care Development Group a list of vulnerable practices was presented. However, some practices identified as such did not always recognise themselves as needing help, with others refusing to accept help.

Ms Ridgewell-Howard welcomed further discussions with KHCIC and the CCG on how vulnerable practices can be supported. She further reported that at the most recent Primary Care Operations Group it was recognised that appropriate discussions regarding vulnerable practices still does not have an appropriate forum for discussion in confidence and the CCG is hoping to set up a sub-group to look specifically at vulnerable practices.

Dr May commented that as a company we have not been commissioned to solve the problem of vulnerable practices and would need reassurance that if this piece of work is required, then KHCIC would need to ensure the right support and financial package was in place to allow us to do it and would possibly also look to change or enhance our current business model.

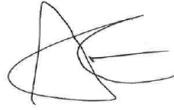
	<p>We would also want to be clear what we are responsible for as a company, and what escalation process we would take, if we were to identify problems or concerns in a practice.</p> <p>Mr Woolcock confirmed that meetings are taking place to explore what might be required in terms of support, and once we know what that looks like, then it would be for us to consider what we can offer.</p> <p>The vulnerable practice piece of work is being discussed further at the Executive Team meetings.</p> <p>In relation to the committee structure presented, Mr Woolcock recommended that the Governance Committee meet every other month, alternating these meetings with the Finance Committee, with reports from each committee being fed back to the next relevant Board.</p> <p>AGREED: The Board agreed this approach.</p>
2020/74	<p>Covid update</p> <p>Mr Woolcock confirmed that he visited staff at both hot clinics at Bodmin and Helston, to make sure the staff felt safe and that they all had the right level of PPE. The staff confirmed they do feel safe and the clinics are working well.</p> <p>With relation to our Cudmore Office, there is a compulsory working practice in place, whereby masks will be worn at all times unless staff are sitting at their desk,.</p> <p>We have also just sourced some clear Perspex screens, that will be installed on each desk in Cudmore as a barrier, to ensure there is sufficient separation in place.</p> <p>Mr Woolcock also reported that a number of our staff are shielding but are able to work from home in their current roles.</p>
2020/75	<p>Any Other Business</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 28 October as a true and accurate record and signed by the Chair.
4. The Board noted the updates on the Corporate Risk Register.
5. The Board agreed that the Governance Committee should meet bi-monthly, alternating with the Finance Committee.

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Signed by the Chair:

Dated: 22 December 2020