

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 27 April 2022 via Microsoft Teams Video-conferencing

Present:	Name	
Executive Directors:	Mr Mark Woolcock	CEO, Kernow Health CIC
	Ms Maria Harvey	Director of Integrated Community Care Services
	Mrs Laura Wheeler	Director of Integrated Primary Care Services
	Dr Jonathan Katz	Medical Director
	Mr Joseph St Leger-Francis	Associate Director of Integrated Urgent Care & Chief Clinical Information Officer
ICA Director and Deputy Representatives:	Dr Andy May	ICA Board Director Member representing Central Cornwall/ PCN Clinical Director/ GP partner
	Dr Lawrence Barnes	ICA Board Director Member representing North and East Cornwall/ GP partner
	Dr Andrew Craze	ICA Board Director Member representing West Cornwall/ GP Partner
Non-Executive Directors:	Mr Stephen Holby	Non-Executive Director/ Managing Partner, Carn to Coast Health Centres
	Mr Gary Jennings	Independent Non-Executive Director
In Attendance	Ms Emma Ridgewell-Howard	CEO of Kernow LMC
	Miss Jemma Ignaczak	Executive Assistant (Minute Taking)

CHAIRMAN

Dr Jonathan Katz 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.

2022/11	Apologies Apologies were received from Mr St Leger-Francis and Dr Ellery.
---------	---

	Dr Katz shared with the Board that due to ill health Dr Ellery would be stepping down from his role within Kernow Health CIC. Dr Katz thanked Dr Ellery for his contribution to the Board over the years.
2022/12	Declaration of any New Interests / Conflicts of Interest for Part 1 Agenda items
2022/12a	Declarations of Interests Register Mr Woolcock noted that he was no longer a Director of KH East. There were no further declarations of interest to register.
2022/12b	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.
2022/12c	Board Attendance Register The register was noted.
2022/13	Approval and ratification of Part 1 Board Minutes of the meeting held on 26 January 2022. AGREED: 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 January 2022 as a true and accurate record and signed by the Chair. ACTION: Miss Ignaczak to arrange for the ratified minutes from 26 January 2022 to be uploaded to the website.
2022/14	Matters Arising and Action Grid from the Board minutes of the 26 January 2022 2022/03 - Mr St Leger-Francis to circulate the report detailing in hours 111 calls that are redirected to primary care. Mr Woolcock would follow this up as Mr St Leger-Francis was on leave. Mrs Wheeler queried whether PCNs could become shareholders of Kernow Health to take advantage of the cost sharing group benefits that practices currently enjoyed. Dr May noted a discussion would help further advertise Kernow Health to the practices and could be part of the wider communication strategy frequently discussed. Mr Woolcock replied that there had been previous difficulties in garnering AGM attendance from Shareholders and felt it should be discussed further at the upcoming away day.

	<p>Mr Holby suggested that papers were put together first to set out the advantages for Kernow Health and potential vehicles of PCNs, in preparation for September when payments will be made directly into vehicles rather than practices.</p>
2022/15	<p>General Business Update</p> <p>Primary, Community and Urgent Care Contract Reports – Operational and Quality Performance</p> <p>Mr Woolcock noted the ITK Link between Kernow Health CIC and SWASFT was a highlight and had been discussed at several system meetings. SWASFT could now send low priority calls from their waiting list through to Cornwall 111. There were now two designated clinicians that pulled calls directly from the SWASFT waiting list, this proved that the concept was successful and could make up part of future contract discussions.</p> <p>Mr Woolcock shared that the first pathways call in Cornwall since 2014 had been taken the previous week. Staff had been trained as pathways operatives and pathways train the trainers, enabling Kernow Health to employ its own pathways call handlers at Cudmore. Mr Woolcock noted that Vocare had been difficult and unfair to our staff whilst they were training in Newcastle.</p> <p>Mr Woolcock added that overall, the business was growing with the recent addition of a Payroll Manager, Head of Finance and BI analyst. These roles moved Kernow Health further towards having its own full team of back-office support.</p> <p>Mrs Wheeler noted the Head of Finance, Sally Keen, had been predominantly helping with the Training Hub budgets initially.</p> <p>Ms Harvey commented the number of CEDS patients were increasing month on month but there was a good team in place so this remained manageable. The SAS continued with no dramas except for a multiagency for one patient. The scheme had hit forty patients recently and then dipped below again, there were ongoing negotiations around the fact that the patient limit was repeatedly hit, and the next review would be held with the CCG in two weeks' time.</p> <p>Ms Harvey added that Covid vaccinations for 12–15-year-olds had come to an end in schools with nothing announced yet for the next academic year. £95k recovery money had been received to help get the service back on track after the pressures of Covid.</p>
2022/16	<p>Training Hub Update</p> <p>Mrs Wheeler shared that a HR Business Partner had been recruited into the Training Hub to support Excellence in Practice. The new role would ease some of the pressure on Liz Rayner who completed all the tier 2 sponsorships. Mrs</p>

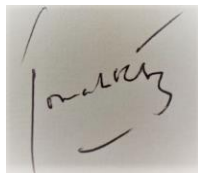
	<p>Wheeler added that consideration needed to be given to the tier 2 scheme as, whilst it took the burden away from the practices as Kernow Health sponsored and held the contracts, there was a cost of £365 each time. The HR Business Partner would help with contracts, ARRS roles and the hands-on pieces that were completed with the practices.</p> <p>Mrs Wheeler had been working with HEE over the past few weeks to hone down the KPIs for the Southwest Training Hubs. There were 20 KPIs in total. Mrs Wheeler had investigated what would be needed to meet those and was pleased to share that they were already being met or had foundations in place to achieve them.</p> <p>The Training Hub had received a significant amount of funding from KCCG to deliver programmes and therefore a stocktake of the programmes and what could realistically be achieved was necessary.</p> <p>Mrs Wheeler noted the education team had been restructured with separate portfolios for each of the senior educators and an increased number of educators. The new training prospectus was out and offered over 120 courses, now including non-clinical courses. Mrs Wheeler added the website was under review to ensure it was reflective of all the offers provided.</p> <p>Mr Holby commented the £365 tier two sponsorship should be recharged to the practice as this would ensure it was a valued service. Mr Holby would be inclined to bring in a charge even if it were not for the full amount.</p> <p>Mr Holby further commented regarding the training courses. There had been instances where courses were being run at the same time by Kernow Health and the LMC, therefore communication was needed to ensure neither party was making one another's courses non-viable.</p> <p>Mrs Wheeler replied that there was an effort to coordinate, especially with the non-clinical courses. If there had been a cross over that was unfortunate as it should not happen.</p> <p>Ms Ridgewell-Howard added the LMC programme was set 12 months in advance and was not a significant area within the LMC. Rich Turner would be taking over training as Nicky Sherry would soon be retiring. Ms Ridgewell-Howard added there was not a lot of change so as long as Kernow Health was sighted there should be no future duplication.</p>
2022/17	<p>System Updates</p> <p>Dr Barnes commented within the North and East there had been a lot of restructuring within ARRS roles, as well as consideration given to the impact Covid will have on practices in autumn.</p> <p>Dr Craze noted integration within community services was going well in the West.</p>
2022/18	<p>ICS Development</p>

	<p>Dr May commented on the shape of the future and how the ICA and ICBs being integrated was important. A group had been tasked with making decisions, effectively a rationing committee which would send the money depending on priority. It would be crucial moving forward to ensure the right intelligence was communicated to that Clinical Care and Professional Leadership Advisory Group.</p> <p>Mr Woolcock noted he had been asked to provide a reference for Carolyn Andrews who had been appointed System Transformation Manager. Mr Woolcock thanked Mrs Andrews for her time at Kernow Health and wished her the best in her new role.</p> <p>Mr Woolcock added that John Govett had shared the new ICS structure and noted that Kernow Health was neither a member nor an attendee. Mr Govett had appeared uncomfortable at the challenge and stated that private companies were not included on the ICS Board nationally. Mr Woolcock added that Kernow Health was a CIC and wanted his disappointment captured in the minutes.</p>
2022/19	<p>Regulatory Reports</p> <p>CQC</p> <p>Ms Harvey commented that the CQC report was yet to be received. Mr Woolcock added that CQC had produced a summary of their findings across the urgent and emergency Care system and would provide feedback on 11 May. Mr Woolcock noted that the health and care system in this area was struggling to meet demand, yet it was recognised that 111 were doing better than other areas.</p> <p>Ms Ridgewell-Howard noted that the paper circulated from the CQC was still in draft and asked that it was not published further.</p>
2022/20	<p>Corporate Risk Register for ratification, approved by the Governance Committee:</p> <p>Corporate Risk Register</p> <p>Mr Woolcock noted there had been no new risks added or changes to existing risks. Ms Cavanagh would keep the Finance & Remuneration Committee updated regarding IR35.</p> <p>AGREED: The Board approved and ratified the Corporate Risk Register.</p>
2022/21	<p>Policy Ratification</p> <p>The Board was asked to ratify the following policies, which had been robustly reviewed and agreed by the Governance Committee.</p> <ul style="list-style-type: none"> • Communications Policy v3.0F • Information Governance & DP Policy v 7.0F

	<p>AGREED: The Board approved and ratified the Communications Policy and Information Governance & DP Policy.</p>
2022/22	<p>Any Other Business</p> <p><i>Mr Woolcock left the meeting at this point.</i></p> <p>CEO Role Ms Cavanagh noted that a paper had been circulated to members detailing the options available regarding the CEO role. Ms Cavanagh confirmed that members of the Board had understood the options and asked for a vote.</p> <p>AGREED: The Board agreed to proceed with option 4 and to offer Mr Woolcock the permanent post of CEO as from 1 April 2022.</p> <p><i>Mr Woolcock re-joined the meeting at this point.</i></p>
2022/23	<p>Kernow Health Board Chair Mr Woolcock noted due to Dr Ellery's ill health the role of Chair for the Kernow Health Board needed to be reviewed.</p> <p><i>Dr Craze left the meeting at this point.</i></p> <p>Mr Woolcock detailed Article 17 suggested that the Chair was one of the Company's directors and Kernow Health's preference would be that it was a GP member. Dr Craze would be retiring from his role within general practice in June and was therefore looking to offer additional support to Kernow Health. Dr Ellery was supportive of the suggestion that Dr Craze was nominated chair and agreed that Dr Craze had the qualities required to carry out the role.</p> <p>Dr Katz added the position of chair should be appointed by the Company Directors and proposed that Dr Craze was elected the new Chair of Kernow Health Board. The handover process would begin with an official start date to be confirmed. Dr Katz asked the Board members to vote.</p> <p>AGREED: The Board members agreed to appoint Dr Craze as the new Chair of Kernow Health Board.</p> <p><i>Dr Craze re-joined the meeting at this point.</i></p> <p>Dr Craze thanked the Board for their decision and noted that he wished it were under different circumstances.</p> <p>Mr Woolcock stated he would like to share Dr Ellery's news with Kernow Health's shareholders. Mrs Wheeler replied that the shareholder newsletter circulation had been delayed whilst awaiting feedback from the CQC and suggested that a message regarding Dr Ellery could be added.</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, the Board approved and ratified the Part 1 minutes of the Board meeting held on the 26 January 2022 as a true and accurate record and signed by the Chair.
4. The Board approved and ratified the Corporate Risk Register.
5. The Board approved and ratified the Communications Policy and Information Governance & DP Policy.
6. The Board agreed to proceed with option 4 and to offer Mr Woolcock the permanent post of CEO as from 1 April 2022.
7. The Board members agreed to appoint Dr Craze as the new Chair of Kernow Health Board.

FINAL COPY – RATIFIED

Signed by the Chair:

Dated: 25 May 2022