

## 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 24 March 2021 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
	<b>Mr Mark Woolcock</b>	CEO, Kernow Health CIC
	<b>Ms Maria Harvey</b>	Director of Integrated Community Care Services
	<b>Mr Kieran Bignell</b>	Director of Integrated Urgent Care Services
	<b>Mrs Laura Wheeler</b>	Director of Integrated Primary Care Services
	<b>Mrs Tyra Fox</b>	Director of Corporate Services
<b>ICA Director and Deputy Representatives:</b>	<b>Dr Andrew Craze</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>Mr Stephen Holby</b>	Non-Executive Director/ Managing Partner, Carn to Coast Health Centres
	<b>Mr Gary Jennings</b>	Independent Non-Executive Director
In Attendance	Ms Emma Ridgewell-Howard	CEO of Kernow LMC
	Jemma Ignaczak	Executive Assistant (Minute Taking)

#### 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.

2021/14	<b>Apologies were received from:</b> Dr Malcolm McKendrick
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2021/15	<b>Declaration of any New Interests / Conflicts of Interest for Part 1 Agenda items</b>
2021/15a	<p><b>Declarations of Interests Register</b></p> <p><i>Post minute note: Ms Ridgewell-Howard declared an interest by email. She has been appointed as a Trustee of East Cornwall Search and Rescue (a registered charity); additionally, her partner (Dr Bruce Hughes) has commenced his role as a salaried GP at Old Bridge Surgery in Looe.</i></p> <p><b>AGREED:</b> The Board approved the latest version of the Declarations of Interest Register and all the additions made.</p> <p><b>ACTION:</b> Mrs Fox to amend and update the Interests Register as appropriate</p>
2021/15b	<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>
2021/15c	<p><b>Board Attendance Register.</b></p> <p>The register was noted.</p>
2021/16	<p><b>Approval and ratification of Part 1 Board Minutes of the meeting held on 24 February 2021</b></p> <p>There were no suggested amendments to the Board minutes of 24 February 2021.</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 24 February 2021 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 24 February 2021 to be uploaded to the website.</p>
2021/16a	<p><b>Matters Arising and Action Grid from the Board minutes of the 24 February 2021</b></p> <p><u>The following actions were completed and closed:</u></p> <p>2021/09a - Dol. TF to amend Dol to reflect Port Isaac joining Mounts Bay Medical Research Ltd.</p> <p>The action grid was updated and completed actions closed.</p> <p>There were no other matters arising from the meeting.</p>

2021/17	<p><b>Paramedic Offer</b></p> <p>Mrs Wheeler provided an update noting that paramedics were moving away from SWAST and into roles within primary care. Health Education England (HEE) have put together a paramedic roadmap.</p> <p>Mrs Wheeler confirmed that KHCIC had taken into consideration the HEE requirement as well as the Cornish picture and the paramedics within general practice. There is now a national requirement to follow the roadmap and Mrs Wheeler is looking at the opportunities KHCIC has for supporting paramedics by linking the roadmap with the system currently used by KHCIC. Mrs Wheeler stated that she, Mr Woolcock and Jackie Heffer had worked with Dr Craze's practice to complete a trial piece. A paramedic within the practice trialled both the HEE roadmap and KHCIC option, and their feedback was that they preferred the KHCIC assessment.</p> <p>Mrs Wheeler wants to propose that KHCIC supports the paramedics in primary care by creating an assessment piece. The offer will be around the supervision, assessment, and development of paramedics.</p> <p>Mr Woolcock confirmed that the system used by KHCIC for the past 10 years was a good system already in place for Cornwall.</p> <p>Dr May commented that he and Ms Wheeler had been in discussions around a paramedic offer for 18 months. Dr May felt that CPD mentorship and ongoing peer support was a key factor in paramedics being imbedded into primary care and it was important to have a secure portal for this service. Dr May further commented that KHCIC was the obvious place for the offer to sit, with the combination of the Training Hub and Mr Woolcock's development of paramedics in the out of hours service. Dr May noted that there is a need for upskilling in PCNs to enable the assessment and employment of paramedics including how they should be appointed, identifying their competencies and the pay grades. Dr May added that he felt it was important for KHCIC to offer this support.</p> <p>Mr Holby noted that his practice were early adopters of this and has senior paramedics working for the PCN who could look at CVs and offer further support. Mr Holby commented that he had expressed an interest on a couple of occasions with Mrs Wheeler, which had then been passed to Joe Francis, but Mr Holby has received no response. Mr Holby would like to receive a response to his offer.</p> <p>Mr Bignell commented that KHCIC needed to be heavily involved in the offer. Mr Bignell has an awareness that paramedics work across the system and there is a risk that highly skilled clinicians will move away from KHCIC to primary care.</p> <p><i>Dr Andrew Craze joined the meeting at this point.</i></p> <p>Mrs Wheeler added there was also an offer around Physician Associates which would be a similar model to the paramedic offer. The difference is there is an</p>
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	<p>amount of money that can be claimed for Physician Associate development. Mrs Wheeler confirmed that she has a paper that she would issue to the Board.</p> <p>Dr Katz commented that he had some experience in general practice a few years ago and is supportive of the opportunity to benchmark across Cornwall.</p> <p>Mr Holby asked that we work with the LMC and ensure changes are communicated.</p> <p><b>ACTION:</b> Mrs Wheeler to table the Physician Associate paper to Board at the next meeting.</p>
2021/18	<p><b>Deputy Director Tenure</b></p> <p>Dr Ellery has made contact with two out of three Deputy Directors to establish whether they would like to continue their role on the Board. Dr Ellery confirmed that Dr Barnes and Dr Armstrong would like to continue for a further 12 months and offered to be more proactive on the Board if there was a need.</p> <p>Dr Ellery reported that he had been unable to contact Dr Pratt but would continue to try.</p> <p>Mr Woolcock mentioned the structure of the HCPC and suggested that, as an alternative to all members attending the Board, the workload is shared and deputies attend other committees such as IUCS, Finance &amp; Remuneration and Governance.</p> <p>Dr Ellery commented that Dr Armstrong and Dr Barnes have read the Board minutes, so appear up to speed on current activities. Dr Barnes would like an increased involvement and has some skill set to offer.</p> <p>Mr Bignell is supportive of Mr Woolcock's suggestion as the Board has grown significantly in line with business growth.</p> <p><b>AGREED:</b> The Board agreed to extend the tenure of the current Deputy Directors for 12 months.</p>
2021/19	<p><b>Subsidiary Strike Off</b></p> <p>Mrs Fox noted that the applications to strike off Carrick Health Ltd, Kernow Health North Ltd and Kernow Health Mid Ltd have been submitted by Ms Ignaczak. All interested parties will have received a copy of the DS01 form. The notices will be published in the London Gazette for two months before closure.</p> <p>The Board noted this information.</p>
2021/20	<p><b>Corporate Risk Register</b></p> <p>Mr Woolcock reported that the CQC risk had been downgraded and was now green.</p>

	<p>Mr Woolcock further commented that he had asked the Executive Directors to review the current Risk Register and to add additional risks if necessary, considering operational, financial and reputational risks.</p> <p><b>AGREED:</b> The Board noted the updates on the Corporate Risk Register</p>
2021/21	<p><b>KHCIC – eHealth Testbed future strategy</b></p> <p>Dr Ellery agreed to notify our Shareholders of the decision to wind down the Testbed, which would be done in the form of these minutes.</p> <p>Mr Woolcock reported that he met with Mr Jennings, Mrs Fox and Tessa Goodchild with the clear remit that the Testbed needed to be wound down. There was a need to identify what contracts were still live and which are in progress. Some contracts will have a tail off period, and therefore is an ongoing piece of work.</p> <p>Mr Woolcock further reported that the partner management process was being applied and therefore if Plymouth University were not yet aware it was because the situation was being managed delicately.</p> <p>Mr Jennings commented he was trying to manage any negativity and mitigate any reputational risks.</p>
2021/22	<p><b>Finance &amp; Remuneration Terms of Reference</b></p> <p>Dr Katz reported the Terms of Reference had been amended at a previous committee, and the main amendments were the inclusion of the Director of Corporate Services as a member, with the Executive Assistant taking minutes and the requirement of 50% attendance at the committee throughout a 12-month period.</p> <p><b>AGREED:</b> The Board noted and approved the Terms of Reference.</p> <p>There was no further business discussed in Part 1.</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 24 February 2021 as a true and accurate record and signed by the Chair.
4. The Board agreed to extend the tenure of the current Deputy Directors for a further 12 months.
5. The Board noted the updates on the Corporate Risk Register.
6. The Board noted and ratified the latest version of the Finance & Remuneration Terms of Reference.

**FINAL COPY - RATIFIED**



Signed by the Chair:

Dated: 28 April 2021