## 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 25 January 2023 via Microsoft Teams Video-conferencing**

| **Present:** | **Name** | |
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| **Executive Directors:** | **Dr Jonathan Katz** | Interim CEO/Medical Director |
| | **Mrs Laura Wheeler** | Director of Integrated Primary Care Services |
| | **Ms Maria Harvey** | Director of Integrated Community Care Services |
| | **Mr Kieran Bignell** | Director of IUCS |
| **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 |
| **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 |
| | **Mrs Jemma Ignaczak** | Executive Assistant (Minute Taking) |
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**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.

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| 2023/01 | **Apologies**<br><br>Apologies were received from Dr Andrew Craze. |
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| 2023/02 | **Declaration of any New Interests / Conflicts of Interest for Part 1 Agenda items**<br><br>There were no new interests to declare. |

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| 2023/03 | **Declarations of Interests Register**<br>The Declarations of Interests Register was noted.<br>Dr Barnes noted that he was still listed as a deputy within the register.<br><br>**ACTION:** Mrs Ignaczak to update the conflicts of interest register to reflect that Dr Barnes is no longer a deputy representative.<br><br>Mr Bignell noted that he also had some updates for the register.<br><br>**ACTION:** Mrs Ignaczak to confirm declaration changes with Mr Bignell and update the register. |
| 2023/04 | **Conflicts of Interest for Part 1 Agenda Items**<br>**AGREED:** 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. |
| 2023/05 | **Board Attendance Register**<br>The register was noted. |
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| 2023/06 | **Approval and ratification of Part 1 Board Minutes of the meeting held on 21 December 2022**<br><br>**AGREED:** Following a preview of the minutes by Dr Katz, Dr Craze and Mr Holby, the Board approved and ratified the Part 1 minutes of the Board meeting held on the 21 December 2022, as a true and accurate record and signed by the Chair.<br><br>**ACTION:** Mrs Ignaczak to arrange for the ratified minutes from 21 December 2022 to be uploaded to the website. |
| 2023/07 | **Matters Arising and Action Grid from the Board minutes of the 21 December 2022**<br>There were no outstanding items. |
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| 2023/08 | **General Business Update**<br><br>**Primary, Community and Urgent Care Contract Reports – Operational and Quality Performance**<br><br>Ms Harvey note that she had nothing exceptional to report, all services were running within their timescales and school immunisations was on schedule.<br><br>Mr Bignell commented that there were no specific risks or issues to raise. The mobilisation of the contract with the new provider, HUC, was going as smoothly |

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| | as hoped, as was the demobilisation of the contract with Vocare. There had been numerous conversations at SEG about how Kernow Health may be able to support other areas of the system, but nothing had formally come to fruition.<br><br>Mr Bignell noted that he had started to think about how an annual operating plan for 2023/2024 might be developed and how this could be aligned with some of the system planning objectives. In addition, to bridge the gap between the current position and the cessation of the five-year strategy due to end in 2024.<br><br>Mrs Wheeler noted that everything was moving on well from a training hub perspective and she was awaiting the outcome of the NHS England and HEE merger and any subsequent implications. It was rumoured that there was an aim to have one training hub for the whole of the Southwest which would be a disaster for Cornwall.<br>Mrs Wheeler noted from an EiP perspective that a HR service level agreement had been put together as Kernow Health had been approached by 2 practices to help them with HR and recruitment. Mrs Wheeler had taken some advice on the costings of that in relation to Kernow Health's articles of association to ensure there was no breach. Mrs Wheeler added that Kernow Health had also been approached by Devon to provide EiP to practices.<br>Mr Holby replied that there were potentially significant concerns over the model in terms of offering a HR service as it was a service which could attract VAT unless structured so as to fall clearly within a cost sharing arrangement. Mr Holby would like to discuss this further in part 2. |
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| 2023/09 | **System Updates**<br><br>Dr May noted that he had attended the last couple of SEG meetings as a CD representative but had found most of the content irrelevant to primary care or Kernow Health. Dr May queried whether Mr Bignell had any thoughts regarding the meeting content as Dr May was trying to get himself up to speed.<br>Mr Bignell replied that there were a few interesting points raised at the last meeting. The first draft of the systems operating plan was shared along with some of the challenges around the financial envelope. There had also been discussion around the newly formed initiative Transfer of Care Hubs that would replace CCC's. Mr Bignell added that much of the conversation at the SEG meetings had been from local authority, ICB and RCHT and focused on the challenges of delayed discharges. There were two papers from the recent SEG meeting that Mr Bignell would circulate to Board members.<br><br>**ACTION:** Mr Bignell to circulate 2 recent SEG papers to Board members.<br><br>Mr Bignell noted that there were a few conversations around consultation with the larger trusts and Cornwall Council but not necessarily consultation with general practice, wider primary care or even the voluntary sector. Mr Bignell and Dr May had both challenged this and hoped that it would form part of the conversation at the next meeting.<br>Dr May replied that many within primary care continued to struggle to step outside the firefighting at their practice on a daily basis. Dr May highlighted the |

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| | issues with care hotels and virtual wards, including where the clinical responsibility sat for these patients dropped back into the community. Dr May added that within the GP weekly update there was a CFT link regarding virtual wards specification and what people should do if they became ill. There was clear signage back to A&E or a hospital setting; however, once patients were back in the community, they were more likely to get back in touch with their GP. Dr May felt that Kernow Health negotiating on behalf of all general practice as a CIC in terms of what a service specification should look like, where people were transferred, the level of medical support required, and the right level of remuneration was a positive. Dr May did not believe that the executives attending the SEG meeting appreciated the impact that complicated, complex cases in a community setting could have on the daily workloads of general practice. Two or three complex geriatric cases in one day would effectively remove one GP from a practice for the whole day and this was really destabilising.<br><br>Ms Ridgewell-Howard noted that Kernow Health's name was being used in vain quite a lot at the Integrated Care Board in terms of urgent care items that it would be responsible for. Ms Ridgewell-Howard just wanted the Board to be aware that items were being raised with the mention that the CIC would be involved. There was no detail released, however.<br><br>Ms Ridgewell-Howard added that the LMC had met with Chris Reed the interim CMO replacing Helen Skinner. There were quite a few questions relating to the Collaborative Board, what it was and why there was a need for it. The LMC had set the scene and Chris Reed would likely be speaking with a number of people. Dr Phil Trevail had raised a number of significant points and Chris Reid was keen to spend a day at Carn to Coast and a number of other practices, Ms Ridgewell-Howard felt that he was not the only one who should consider some insight.<br><br>Mrs Wheeler commented that off the back of Dr Nick Rogers' email to Dylan Champion and Kate Mitchell, which was agreed at the Collaborative Board, Andrew Craze was now in direct contact with Kate Mitchell to represent the CIC. Practices local to the care hotels had been approached and there were still challenges being discussed at the Collaborative Board, such as the clinical responsibility. The request was for two sessions of GP cover per week but that raised the query of who would cover the other eight sessions. Mrs Wheeler had drafted a response including queries around the proposed ask and model, and the issues that Kernow Health had around those. This had been sent back to Kate Mitchell. Mrs Wheeler noted that it was positive that they had actually listened to Dr Nick Rogers and therefore reached out to Kernow Health.<br>Dr Katz added that when reviewing the granular detail, the money being offered was unacceptable. They were only offering to cover two GP sessions with no additional funding.<br><br>Mr Bignell commented that he was not surprised that Kernow Health's name was being used in vain and felt that it was becoming quite fashionable at present. However, this may be a positive for Kernow Health as it was being recognised. Mr Bignell added that there was a general message on meetings |

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| | that all was ok within primary care, and he felt that this did not reflect the reality. Mr Bignell queried whether there was a narrative regarding primary care that he could share.<br>Ms Ridgewell-Howard replied that when the GPAS was submitted each week she no longer heard anything back. The LMC were not in attendance at many of these meetings and in terms of communications the LMC would continue to provide a roundup of primary care. Things had calmed down in the previous week; however, things were still hot in places and the context that the GP alert system provided was quite clear. The issue was not going to go away. CCG colleagues had previously requested granular detail at practice level, the LMC did not receive that detail and, if they wanted further detail, then they would have to obtain that themselves. It was a shame that they were interpreting the information they did have as 'nothing to see here'. Ms Ridgewell-Howard asked that this was added to the Collaborative Board agenda.<br><br>**ACTION:** Mrs Ignaczak to arrange for concerns over the condition of primary care to be added to the Collaborative Board agenda with a view to ensuring that the system was properly sighted on the severe pressures on GP practices in particular.<br><br>Mr Bignell noted that primary care did not get much airtime and would speak with Ms Ridgewell-Howard outside of this meeting to see if there was a narrative that he or his team could push when on calls such as the system coordination centre or the daily operational calls. It appears that if no practices were failing that day, then it was being perceived as general practice was ok.<br>Ms Ridgewell-Howard replied that Mr Bignell had hit the nub of it, the point was that the position was being interpreted without asking. If primary care were not in the room, then they needed to come and ask as it was not appropriate. Practices have been in opel black and that was critical incident level.<br><br>Dr May noted that, going back to care hotels and virtual wards, he was slightly concerned that individual practices may get picked off because the care hotel was on their doorstep. As an organisation, Kernow Health should pull in those practices and support them with negotiating their position. Kernow Health needed to state that they were not going to allow individual practices to sign up to a piece of work that lands work within the out of hours envelope without input into the negotiation of how that was arranged. The system was supported by large chunks of cash that it was more than happy to spend in its own backyard, but they seemed reluctant to support primary care in any meaningful way. A unified response from the Collaborative Board seemed to be the best way forward.<br>Mrs Wheeler replied that, to offer assurance one practice had already declined and asked for the matter to be raised with Kernow Health. Mrs Wheeler expected the other practice to give the same response. The money being offered was not a huge amount at a sessional rate with the addition of 15% after Mrs Wheeler had argued that there would be some overhead costs. There was still a lot of negotiation to have but the ICB were pushing for this to be up and running by 13 February. It was initially the 1 February which seemed ridiculous as they had not started conversations soon enough. |

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| | Dr May responded that there was a need to push back and state that unless the ICB were going to start dealing with the situation seriously then Kernow Health were not interested. Sessional rates plus 15% was nonsense.<br><br>Mr Holby suggested that it would be a good idea for the LMC to put out information via a special bulletin so that all practices knew they needed to go through Kernow Health and not to allow themselves to be bounced into completing work because they did not have the headspace to decline.<br>Ms Ridgewell-Howard was happy to issue a communication to practices. Ms Ridgewell-Howard was aware of a practice that had been approached but generally they were quite vocal, she was more concerned about the practices that were out of the way.<br><br>**ACTION**: Ms Ridgewell-Howard to issue information regarding care hotels to practices.<br><br>Dr Barnes noted that the CT scanning had been an issue within his area. Screening had been offered for chest malignancies and this had resulted in a large number of patients receiving letters stating that they have coronary artery atherosclerosis. This was an extra volume of work appearing on the practices' doorstep and Dr Barnes felt that, when general practice was not at the table, these things were decided without any consideration for the knock-on effects. Practices were teetering on thin ice as it was without an additional 20 phone calls per day.<br>Ms Ridgewell-Howard noted that, the longer she was in role, the more deliberate these decisions felt. There were people in post who knew how badly these ideas would land and the pressure it would add to general practice. The narrative was constantly 'what can we do for you?' on one hand and then on the other hand not listening to the answers. The simple answer would be to get the hospital contract adhered to. Ms Ridgewell-Howard hoped that the Collaborative Board would be extremely helpful in achieving clarity. |
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| 2023/10 | **Regulatory Reports**<br><br>**CQC**<br>Dr Katz noted that he had a call with Katie Summers at the ICB. CQC were completing a tabletop inspection of the ICB, and they would want input from Kernow Health. Dr Katz anticipated that this would be raised at the SEG meeting on Friday.<br>Mr Bignell commented that he had taken the system through a couple of these inspections, and they were bizarre experiences. Mr Bignell had some detail that he could go through with Ms Harvey prior to Friday.<br>Mr Holby wondered whether Kernow Health, in its response to the CQC, should point to the crisis within primary care, the lack of a primary care representative at the top table and the dangers to the system that represented.<br>Dr May queried what the CQC inspection was for.<br>Dr Katz replied that it was to look for gaps in connectivity between providers. Unfortunately, it tended to end in a report that was not evidently backed, |

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| | however it would be a good thing to get the context of the challenges around primary care into a CQC report.<br><br>**EPRR**<br>Nothing to Report.<br><br>**Home Office**<br>Ms Harvey queried whether there had been an update regarding the delay in re-registering a CD licence in contravention of Home Office regulations.<br>Mr Bignell replied that Kernow Health had met the requirements set out by the Home Office letter and the contravention would be on record until it expired. |
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| 2023/11 | **Corporate Risk Register for ratification, approved by the Governance Committee:**<br><br>**Corporate Risk Register**<br>Ms Harvey apologised to the Board as the risk register had not been circulated this month, this was due to the pressures of the bid. Ms Harvey confirmed that the review meetings with risk owners would go ahead as planned and the updated version would be available at the next meeting. |
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| 2023/12 | **Policy Ratification**<br>There were no policies brought to Board for ratification this month. |
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| 2023/13 | **Any Other Business**<br>Ms Ridgewell-Howard noted that after 3 months of chasing the ICB had finally released the PCN data around the enhanced access. Ms Ridgewell-Howard felt that it was good to have the information out in the open. |
| | END OF PART 1 |

**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 Katz, Dr Craze and Mr Holby, the Board approved and ratified the Part 1 minutes of the Board meeting held on the 21 December 2022, as a true and accurate record and signed by the Chair.

**FINAL COPY – RATIFIED**

Signed by the Chair:

Dated: 22 February 2023