

## 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 23 August 2023 via Microsoft Teams Video-conferencing

<b>Present:</b>	<b>Name</b>	
<b>Executive Directors:</b>	<b>Dr Andrew Craze</b>	Chairman
	<b>Mrs Laura Wheeler</b>	Acting CEO. Director of Integrated Primary Care Services
	<b>Ms Maria Harvey</b>	Director of Integrated Community Care Services
	<b>Mr Kieran Bignell</b>	Director of IUCS
	<b>Dr Paul Cook</b>	Medical Director
<b>ICA Director and Deputy Representatives:</b>	<b>Dr Ewen Cowan</b>	ICA Board Director Member representing West Cornwall/ 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
<b>In Attendance</b>	<b>Ms Emma Ridgewell-Howard</b>	CEO of Kernow LMC
	<b>Mrs Jan Randall</b>	Incoming CEO

#### CHAIRMAN

Dr Andrew Craze 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.

2023/144	<b>Apologies</b>  Apologies were received from Dr Andy May, Dr Lawrence Barnes and Mrs Ignaczak.
2023/145	<b>Declaration of any New Interests / Conflicts of Interest for Part 1 Agenda items</b>  There were no new interests to declare.

2023/146	<b>Declarations of Interests Register</b>  The Declarations of Interests Register was noted.
2023/147	<b>Conflicts of Interest for Part 1 Agenda Items</b> <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.
2023/148	<b>Board Attendance Register</b> The register was noted.
2023/149	<b>Approval and ratification of Part 1 Board Minutes of the meeting held on 02 August 2023</b>  <b>AGREED:</b> Following a preview of the minutes by Dr Craze and Mr Holby and subject to the amendment above, the Board approved and ratified the Part 1 minutes of the Board meeting held on the 02 August 2023, as a true and accurate record and signed by the Chair.
2023/150	<b>Matters Arising and Action Grid from the Board minutes of the 02 August 2023</b> No open actions.
2023/151	<b>General Business Update</b>  Ms Harvey noted that the Devon School Immunisation contract was progressing well, and post mobilisation meetings were being held weekly. The Children's Eating Disorder Service had seen an increase in patients to 165.  The Special Allocation Service was now down to 1 practice and Ms Harvey was working with commissioners to ensure the practice was given all the support required. Dr Craze queried how transport worked for patients that needed to travel across county for a face to face. Ms Harvey replied that this was an issue. Commissioners had paid separately for these services due to the risk assessment and security required.  Mr Bignell commented that July had seen some challenging 111 performance, but this had improved going into August. The HR consultations around improving productivity and staff alignment had drawn to a close and the local CAS rota would come into effect on 1 <sup>st</sup> September. Work had started on a formal improvement plan with HUC, and the document would be taken to IUCS Board for approval before being presented at this Board.

	<p>Mrs Wheeler noted that there had been a number of social media campaigns around recruitment and attracting people down to Cornwall. A Twitter feed was picked up by Heart radio and a pre-recorded interview will be aired on 23<sup>rd</sup> August. The introduction to Cornwall scheme will be aired across the UK. Other schemes were also discussed including the multi skilled worker and career opportunities.</p> <p>Discussions were ongoing with the ICB regarding funding as there was a reduced figure for 2023.</p> <p>The Collaborative Board in August included discussions around prescribing wound care products, care home support service integration model, winter planning and how the Board was structured and funded. The next Collaborative Board will be a workshop on 13<sup>th</sup> September to discuss overflow demand.</p> <p><b>ACTION:</b> The Collaborative Board monthly output to be shared with the Board papers each month.</p>
2023/152	<p><b>System Updates</b></p> <p>Dr Cowan confirmed that the West were largely meeting demand but working at capacity.</p> <p>Mrs Wheeler noted that the costed winter plan was being submitted by the system on 11<sup>th</sup> September. Discussions were held at SEG on 18<sup>th</sup> September and Mrs Wheeler was unsure how much involvement primary care had. This linked in with conversations at the Collaborative Board. The alignment of processes in terms of getting general practice involved in the discussions needed to be reviewed.</p> <p>Ms Ridgewell-Howard replied that it was disappointing that it was out of kilter. It was really clear how primary care representatives could be contacted and yet there was still a position where winter plans were being made without any primary care input. It was critical to ask those who saw 90% of patients over the winter. There was an analysis underway at the ICS around what schemes had worked in 2022, however this was arbitrary if there was no funding for 2023. There was a need to know how much funding was being allocated before too much meeting time was wasted.</p> <p>Dr Cowan confirmed that communication had been received from the ICS to go through the pros and cons of schemes offered in 2022.</p> <p>Mr Bignell noted that a system wide winter planning workshop had been held the previous week with a lot of attendees. Paula Bland had represented primary Care along with ICA's. No concrete funding for winter planning had been confirmed and Mr Bignell had tried to push thoughts around investing in the areas which would have the highest impact for all services over the winter. However, the conversation was taken down the route of how additional EMI carers could be provided. Mr Bignell added that he had raised the need for a</p>

	<p>population health focused approach for strong data mining out the back of Eclipse. Mr Bignell would share any conclusion from those conversations.</p> <p>Mr Bignell added that there was a system programme called '30% Reduction' running at present. The aim was to reduce ED admittance/arrivals everyday which equated to around 9 patients per day. The plan was to use the acute GP team to support ITOCHS in admission avoidance.</p> <p>Mrs Randall queried whether a matrix was used to decide on the best schemes to take forward.</p> <p>Mr Bignell replied that dynamic risk management matrixes were used as a system quite thoroughly for every decision. Mr Bignell was representing IUCS at the workshop and did not see a risk matrix focus for winter planning and it was more of a stakeholder event. A new business case template for anything to be funded by the ICB had been issued and was very thorough.</p> <p>Mrs Randall shared that NHSE nationally were using a matrix but were not being open with what it contained. It would be worth obtaining a copy of that matrix in order to write business cases.</p> <p>Dr Cook queried whether the intention of the winter pressures was explicit. Previous experience had found that the intention was unclear and therefore it was difficult to come up with solutions. It was often the wish for general practice to support RCHT but there was no one to help general practice.</p> <p>Ms Ridgewell-Howard replied that there were some defined schemes that were general practice focused including locum use and additional LIVI sessions etc. The ICB were reaching out to practices but for no purpose as there was no funding attached.</p> <p>Mr Holby noted that there was an annual rehearsal each year for winter pressure planning. This was dominated by RCHT and ED with the assumption that patients were attending ED because the GPs were not there and reverts to plans to increase locums. The mechanisms were not there to support the strategies discussed.</p> <p>Mr Bignell replied that the only written guidance of outcomes was a letter send from Sarah Jane, this focused on the ED 4-hour standard and CAT 2 response time for ambulances. A number of items did mention workforce, but there was a need to make sure they were looked after over winter too.</p>
2023/153	<p><b>Regulatory Reports</b></p> <p><b>CQC</b> All routine for CQC.</p> <p><b>EPRR</b> Ms Harvey shared that on 8<sup>th</sup> August a tabletop exercise was completed around what would happen if there was a national power outage. This was thorough and Kernow Health were ahead of the curve with planning, and this put us in a position to be ready to link in with system planning. Mr Bignell added that the EPRR standards have been submitted. The feedback meeting with ICB colleagues would be held on 26<sup>th</sup> September.</p> <p><b>Home Office</b></p>

	Nothing to report.
2023/154	<p><b>Corporate Risk Register for ratification, approved by the Governance Committee:</b></p> <p><b>Corporate Risk Register</b></p> <p>Ms Harvey noted a new risk KH/48 for the end of the Finance SLA with RCHT. It has a high score but there was work underway to commission a new provider.</p> <p>Mr Holby confirmed that the Finance SLA had been discussed at the Finance &amp; Remuneration Committee (F&amp;R) and papers had been forwarded to Board members. F&amp;R Committee members were advised that bids were expected from Whyfield, Francis Clark and Lang Bennett however only a quote from Whyfield was received. It had appeared that the Whyfield bid was used to produce the invitation to tender for the other companies and therefore, Kernow Health had pre-accepted their model for remotely providing the services that were thought to be necessary to cover for the withdrawal of the RCHT SLA. The finance provision by RCHT was via Unit 4 which was a finance and procurement system which involved a lot of manual input. The proposal from Whyfield would replace this with Xero a much more automated system. Mr Holby was worried that Kernow Health were reliant on the assurance of Ian Dean at RCHT as to whether this would fill the gap as there was a lack of finance function within the company to tie into. The limited timing left little choice but there was an element of risk.</p> <p>Mrs Wheeler noted that there was a need for some kind of financial oversight working on behalf of Kernow Health. Mrs Wheeler had reached out to a few people to see if someone could join on a temporary basis to bridge the transition and work between RCHT and Whyfield to help Kernow Health get what it needed moving forward.</p> <p>Mrs Randall queried how the companies were chosen to provide quotes in the first place.</p> <p>Mr Bignell replied that Whyfield had come via the Chamber of Commerce and both Francis Clark and Lang Bennett were local companies who were known to provide GP services. Francis Clark was unable to provide bookkeeping services to Kernow Health as they already provided end of year accountancy and audit services.</p> <p>Mrs Randall asked for timescale confirmation.</p> <p>Mr Bignell confirmed the RCHT SLA ended on 30<sup>th</sup> September.</p> <p>Mrs Randall replied that this was a significant decision to be made by a Board based on only one option. Having read the paper it appeared sensible, but clarity was required around how the service integrated with what Kernow Health already had internally. Mrs Randall wanted to be heavily involved in setting the finance function up at Kernow Health.</p> <p>Mr Jennings noted that he was able to supply a number of other companies in Cornwall that could offer this service and recommended that a search for Xero gold partners was undertaken.</p>

	<p>Mrs Randall queried that Kernow Health's financial year ended 31 March and noted that notice had therefore been given to change financial systems mid-year. Mrs Randall queried whether there was an option to extend the current SLA with the current provider.</p> <p>It was confirmed that an extension was not an option.</p> <p>Mrs Randall commented that having taken on a change of accountants before there was a need to ensure that the set up was to the requirements of Kernow Health. Each department head needed to be very prescriptive about what they wanted to see in their reports each month. Mrs Randall wished to meet with Mr Bignell to discuss further.</p> <p><b>ACTION:</b> Mrs Wheeler to contact other Xero gold partners to obtain further quotations. Presentations would be required before 1<sup>st</sup> September.</p> <p>Mr Bignell confirmed that the detail had been taken from the RCHT SLA so matched completely. Kernow Health did not raise its own invoices and had not done since 2017. The internal systems were archaic with purchase orders and sales orders both managed on Excel spreadsheets and sent via email. This was a big decision and Mr Jennings did not want Kernow Health to go backwards.</p> <p>Mrs Wheeler replied that there was a need to understand the present process end to end. Laura Yates the Corporate Finance Officer knew the company inside out and had been with Kernow Health since the start and would want to be involved in this process. RCHT was there to help with the transition, and it would be beneficial to have an external qualified person to help with the tight timeframe.</p> <p>Dr Craze confirmed that work should continue at pace with the Board kept informed via email.</p> <p>Ms Ridgewell-Howard noted IR35 on the register and queried what the proposed next steps were for this risk.</p> <p>Ms Harvey confirmed that this had been reviewed again by Angie Cavanagh.</p> <p><b>ACTION:</b> Mrs Harvey to confirm the outcome of Angie Cavanagh's review into IR35 and close the risk if necessary.</p>
2023/155	<p><b>Policy Ratification</b></p> <p>There were no new or amended policies for ratification this month.</p>
2023/156	<p><b>Any Other Business</b></p> <p>Mrs Wheeler noted that under corporate policy, as Dr May had been absent for 6 weeks, a temporary or replacement Board member may be required to step in to provide coverage for the Central ICA.</p> <p>Dr Craze confirmed that Dr May would not be joining this Board at any time in the near future as he continued to recover. Dr Craze would like to speak with the practice first and then Kernow Health could go out to advert.</p>

	<p><b>ACTION:</b> Dr Craze to speak with Three Spires and feed back to Mrs Wheeler the next steps required.</p> <p>Mr Holby noted that there was a need to avoid giving the appearance that Dr May was on the Board as a representative of Three Spires, there was some geographical representation. Therefore, telling them was a courtesy but not an ask for approval. It was appropriate to make alternative arrangements.</p>
	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 Craze and Mr Holby and subject to the amendment above, the Board approved and ratified the Part 1 minutes of the Board meeting held on the 02 August 2023, as a true and accurate record and signed by the Chair.

#### FINAL COPY – RATIFIED

Signed by the Chair:



Dated: 27<sup>th</sup> September 2023