

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 18 October 2023
via Microsoft Teams Video-conferencing**

Present:	Name	
Executive Directors:	Dr Andrew Craze	Chairman
	Mrs Jan Randall	CEO
	Mrs Laura Wheeler	Director of Integrated Primary Care
	Mr Kieran Bignell	Director of IUCS
	Dr Paul Cook	Interim Medical Director
ICA Director and Deputy Representatives:	Dr Ewen Cowan	ICA Board Director Member representing West Cornwall/ 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

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.

2023/193	Apologies Apologies were received from Maria Harvey.
2023/194	Declaration of any New Interests / Conflicts of Interest for Part 1 Agenda items
2023/195	Declarations of Interests Register The Declarations of Interests Register was noted.

	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.									
2023/196	Board Attendance Register The register was noted.									
2023/197	Approval and ratification of Part 1 Board Minutes of the meeting held on 27 September 2023 AGREED: Following a preview of the minutes by Dr Craze, Mrs Wheeler, and Mr Holby the Board approved and ratified the Part 1 minutes of the Board meeting held on the 27 September 2023, as a true and accurate record and signed by the Chair.									
2023/198	Matters Arising and Action Grid from the Board minutes of the 27 September 2023 There were no matters arising and no open actions.									
2023/199	Shareholder Transfers The Practices were given due Notice on the 28 September 2023 in accordance with Article 29(1)(a)(iii). Not having received a response within 14 days of the date of the Notice being issued, the <u>Board is asked that Dr Andrew Craze be authorised to execute</u> the Share Transfers to another eligible representative. <table><tr><td>Transferor</td><td>Transferee</td><td>Name of Practice</td></tr><tr><td>Dr Catriona Thornton</td><td>Dr Penelope Atkinson</td><td>Rosedean Surgery</td></tr><tr><td>Dr William Howe</td><td>Dr Justin Hendriksz</td><td>Lostwithiel Medical Practice</td></tr></table> AGREED: The Board approved the shareholder transfers as detailed above.	Transferor	Transferee	Name of Practice	Dr Catriona Thornton	Dr Penelope Atkinson	Rosedean Surgery	Dr William Howe	Dr Justin Hendriksz	Lostwithiel Medical Practice
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Dr Catriona Thornton	Dr Penelope Atkinson	Rosedean Surgery								
Dr William Howe	Dr Justin Hendriksz	Lostwithiel Medical Practice								
2023/199	General Business Update Mr Bignell commented that the system was in full winter preparedness planning with additional workshops planned. There was a small amount of winter funding available and the ICB would be allocating this. There were risks around the level of demand for IUCS. Mr Bignell added that the front-end performance had significantly improved, and Cornwall was now above national average. Mrs Randall noted that there was a need to define what exactly was meant by ‘good’ and ‘significant’. In addition, Mrs Randall requested the standings as part									

of a Board report commencing from the next meeting to give additional assurance.

Mr Bignell confirmed that there were 171k calls associated with the business case and it was projected to reach 220k calls by the end of the year. Mr Bignell was in conversations with commissioners. The main drivers behind the increase were public behaviour, communications being released locally encouraging the public to utilise 111 and failure demand from other services. Around 60%-80% of 111 activity was currently routine primary care and adult community services, Mr Bignell acknowledged that these services had no capacity either. Mr Bignell added that patients would often end up being referred back to general practice.

Dr Barnes agreed that it was appropriate for patients to be directed back to their GP with the exception of patients being given a timescale. The practice may not agree with 111 when the triage was completed and therefore suggested that 111 should not state a call back within a set number of hours.

Mr Bignell replied that this was part of NHS Pathways, locally emphasis was put on asking the call handlers not to say this, but it was part of the national script. Dr Cook added that there was a big difference between referring to a GP and stating that a patient would have contact from a GP within 3 hours. Dr Cook added that when reviewing the KPIs, the ones relating to HUC were struggling. Out of HUC's contracts, their Cornwall delivery is the worst performing. Mr Bignell replied that HUC had been placed on a contract performance improvement plan to which they had been responsive and there were significant improvements.

Mr Holby noted that it would be useful to make the GP call back expectations clear. The messages received from 111 state contact the patient within 3 hours, these guidelines may not be achievable and had led to complaints. Mr Holby added that, according to figures presented to F&R, Kernow Health had gained in terms of the financial claim against HUC due to their failure against performance. This was yet to be transferred into ready cash.

ACTION: Mr Bignell and Mrs Randall to put together a consensus statement with NHS Pathways around primary care demand. (Amended to Mr St Leger-Francis and Mrs Randall.)

Mrs Wheeler commented that she had attended Best Practice along with some of her team and shared the business support careers pathways. There were routes for both clinical and non-clinical into general practice. The practice manager development programme had launched and was the first of its kind in the Southwest. This had attracted a lot of social media activity and there were 9 prospective practice managers starting the programme. Mrs Wheeler was proud to get that off the ground.

Protected learning time to support practices had been put in place and Joe St Leger-Francis had produced a SOP to support this.

Dr Barnes replied that his practice had benefitted from this option with an educational afternoon and found it excellent.

	<p>Collaborative Board</p> <p>There was no Collaborative Board in October as many members attended Best Practice. The chairmanship would be handed to the LMC in November.</p>
2023/200	<p>System Updates</p> <p>Dr Barnes confirmed that practices would have to do what they could this year with a lack of winter resilience funding available.</p> <p>Dr Cowan agreed, the demand was not there yet but starting to increase.</p> <p>Dr Barnes noted that there was an uplift of 6% for staff but the funding did not cover the costs; there were tricky decisions to make.</p> <p>Mr Holby added that the funding had been based on a guess or average of what part of the sum was spent on staff. Areas of deprivation needed more people to meet the demand, therefore the practices who could least afford it would be worst hit. Mr Holby suspected that practices would fold, especially those who were required contractually to give the 6% pay increase to GPs, regardless of whether they had the funding.</p> <p>Dr Cook queried whether Kernow Health were involved in practice failure support.</p> <p>Mrs Wheeler confirmed that Kernow Health supported practices from a resilience perspective through the Excellence in Practice (EiP) programme.</p> <p>Mr Holby replied that what could be done was fairly limited as there was no significant pot of money. Various programmes could be followed but GMS was no longer deliverable to CQC standards within the financial envelope provided for it. Mr Holby noted that practices neighbouring his own had recently been judged by CQC as 'inadequate' or 'requiring improvement'.</p> <p>Mrs Randall noted that something should be done collaboratively with the ICB and LMC for CQC support as preventative work and not once they had failed.</p> <p>Mrs Wheeler confirmed that CQC support was available through EiP including preparation, culture, policies, procedures, and processes. A half day health check was available for free but only 4 practices had taken this up. Kernow Health were working with the LMC.</p> <p>Dr Cook queried whether there was support available through the ICB as there had been through the CCG. If so could Kernow Health step into that process?</p> <p>Mrs Wheeler replied that the Collaborative Board was set up for this purpose; however, it needed to be funded somehow from a Kernow Health perspective. The funding would likely have to come from the ICB or the practice, programme managers or project managers could then go in and provide support. The cause was often a failure point with staffing. Ms Ridgewell-Howard added that the LMC made itself available to attend on the CQC inspection day and afterwards. That service had been called upon more regularly over the past 12 months. There were a number of practices who had asked for help. ICB colleagues were under immense pressure for other reasons and there was limited staffing at the ICB. Lots of meetings were being stood down and it was increasingly hard to negotiate anything with the current position.</p> <p>Mr Holby commented that, regardless of whatever sticking plasters there were in the system, practices would be going down. That reality needed to be</p>

	<p>accepted and consideration needed to be given to what could be done to support the practices neighbouring those which handed back their contract. ICB would be asking neighbouring practices to provide a solution whether by taking over other practices, taking on their contracts, or taking displaced patients onto their lists and those remaining practices might not themselves have the resilience to do any of those things. Mr Holby would not be surprised if Kernow Health were asked to take an APMS contract. There needed to be a sensitive approach and Kernow Health needed to have its answers prepared.</p> <p>Ms Ridgewell-Howard agreed. There was no primary care director going forward within the ICB. There were lots of development discussions, but Andrew Abbott had moved post. There was significant risk continuing in the system and big alarm bells from unexpected places with a lack of resilience.</p> <p>Mrs Wheeler confirmed that Kernow Health were in the process of registering as an APMS practice to provide resilience in the SAS contract. This way Kernow Health could provide a service to patients if no practices signed up to the scheme.</p>
2023/201	<p>Regulatory Reports</p> <p>CQC All routine for CQC.</p> <p>EPRR Nothing to report.</p> <p>Home Office Nothing to report.</p>
2023/202	<p>Corporate Risk Register for ratification, approved by the Governance Committee:</p> <p>Corporate Risk Register Employment status – IR35 Mrs Randall queried the definition of sessional. Mr Bignell replied that these were self-employed with the exception of one limited company. Mrs Randall asked if a contract of services or a contract for services was in place. Mrs Wheeler replied that the aim was to move these staff over to employment contracts. Mrs Randall replied that self-employed were paid gross and moving these staff to an employment contact would increase the costs to Kernow Health by 40%.</p> <p>ACTION: Mrs Randall and the executive team to review the strategy around plans to move sessional staff over to employment contracts with Angie Cavanagh.</p> <p>Cudmore Lease</p>

	<p>ACTION: Mrs Ignaczak to set up a meeting to discuss Cudmore House and the current lease position.</p> <p>NHS pensions Mrs Wheeler confirmed that the executive was still awaiting a response from the NHS Pensions technical team. Mrs Randall was to be introduced to the NHS Pensions team. A response to the business case was needed as soon as possible.</p> <p>Register Mrs Randall requested that the risks were ranked by risk score. Mrs Randall confirmed that there were other risks to be presented to the Board and it was important to look at the Board papers in totality to ensure there was no perceived or actual gap between what was happening in the organisation and what was being discussed at this Board.</p> <p>Pay rates for staff Mrs Wheeler noted that this was around pay rates across the organisation including equitability and financial affordability. Some of this would be picked up by Dave Killoran. Mrs Randall confirmed that a draft scheme of delegation was in process. At present no costs would be put through unless it could be demonstrated that it was already within a budget. Mrs Randall added that work had commenced to truly demonstrate the income and expenditure costs of each service.</p>
2023/203	<p>Policy Ratification There were no new or amended policies for ratification this month.</p>
2023/204	<p>Any Other Business There was no other business.</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, Mrs Wheeler, and Mr Holby the Board approved and ratified the Part 1 minutes of the Board meeting held on the 27 September 2023, as a true and accurate record and signed by the Chair.
4. The Board approved the shareholder transfers as detailed above.

FINAL COPY – RATIFIED

Signed by the Chair:

Dated: 22 November 2023