

*Meeting Minutes*  
*KH Board*  
*Part 1*  
*22 November 2023*

**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 22 November 2023  
via Microsoft Teams Video-conferencing**

<b>Present:</b>	<b>Name</b>	
<b>Executive Directors:</b>	<b>Dr Andrew Craze</b>	Chairman
	<b>Mrs Jan Randall</b>	CEO
	<b>Mrs Laura Wheeler</b>	Director of Integrated Primary Care
	<b>Dr Paul Cook</b>	Interim Medical Director
	<b>Ms Maria Harvey</b>	Director of Integrated Community Care
<b>ICA Director and Deputy Representatives:</b>	<b>Dr Lawrence Barnes</b>	ICA Board Director Member representing North and East 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>Mr Joseph St Leger-Francis</b>	Head of IUCS
	<b>Mrs Jemma Ignaczak</b>	Company Administrator

**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.

1123/1	<b>Apologies</b>  Apologies were received from Ms Emma Ridgewell-Howard & Dr Ewen Cowan
1123/2	<b>Declaration of any New Interests / Conflicts of Interest for Part 1 Agenda items</b>  <b>Declarations of Interests Register</b> The Declarations of Interests Register was noted.  <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.  <b>Board Attendance Register</b> The register was noted.												
1123/3	<b>Approval and ratification of Part 1 Board Minutes of the meeting held on 18 October 2023</b>  <b>AGREED:</b> Following a preview of the minutes by Dr Craze, Mrs Randall, and Mr Holby the Board approved and ratified the Part 1 minutes of the Board meeting held on the 18 October 2023, as a true and accurate record and signed by the Chair.  <b>Matters Arising and Action Grid from the Board minutes of the 18 October 2023</b>  The Board approved the recommendations for each of the actions.												
1123/4	<b>Shareholder Transfers</b>  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><th>Date of Notice</th><th>Transferor</th><th>Transferee</th><th>Name of Practice</th></tr><tr><td>05.10.2023</td><td>Dr Justin Randall</td><td>Dr David Jones</td><td>Narrowcliff Surgery</td></tr><tr><td>11.10.2023</td><td>Dr Kathryn Shaw</td><td>Dr James Tait</td><td>Meneage Street</td></tr></table> <b>AGREED:</b> The Board approved the shareholder transfers as detailed above.	Date of Notice	Transferor	Transferee	Name of Practice	05.10.2023	Dr Justin Randall	Dr David Jones	Narrowcliff Surgery	11.10.2023	Dr Kathryn Shaw	Dr James Tait	Meneage Street
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1123/5	<b>General Business Update</b> A general business update was provided, and Mrs Randall confirmed that the Board report would be split into a part 1 and part 2 from December.  <i>See CEO Report – Part 1</i>  <b>Collaborative Board</b> The output from the November Collaborative Board had been circulated.  Discussions were ongoing around winter hubs in conjunction with CFT and practices and a bid had been submitted for a frailty car.  Mr Holby noted that a visiting service had been put in place previously by Carolyn Andrews and practices found that paramedics were being offered an increased salary to work for Kernow Health. A limited pool of staff was available												

	<p>and there was a need to communicate clearly with practices over this or it could be perceived that Kernow Health sat with the ICB as it had in the past.</p> <p>Mrs Randall confirmed that the central hub service would be run by the practices themselves, with KHCIC input.</p> <p>Mr Holby noted that the CQC were looking at the use of services at CRCH as a failure on the practices part. Any overflow hubs would require system dialogue to state that these were part of the plan and if used by practices they would not be regarded as inadequate.</p> <p>Mrs Randall replied that it was important that the money was used to provide successful services, approached with positivity and awareness of the risks involved.</p> <p>Dr Cook queried whether Kernow Health were sure this was what practices wanted. These decisions were made quickly, and it was important to have the right people in the right roles to make those decisions. There was always a sense of a quick fix due to the rapidity of the issue, in this case if the underlying issue was the lack of recruitment was pulling out the easy work really the solution. General practice would rather be given the funds directly as they were capable of managing the workloads with the right resources. This solution meant that practices would not receive the money and would still get the patients who were not willing to travel.</p> <p>Mr Holby added that the areas that required the most resource tended to get the least. Practices did use CRCH as an overflow hub to degree and proper financing for an area with deprivation would help to address the issues. A sticking plaster would make very little difference to the system overall and this would provide a nice easy number for staff to go and work in, if Kernow Health were seen to be a party to this then it would be seen as helping the system which was a reputational issue. There was a need to communicate well with practices and take them with Kernow Health.</p> <p>Dr Craze confirmed that the same conversation had been held at the LMC Committee. Respiratory clinics at Truro were not used at all by Three Spires or Lander the previous year so it was a waste of funding. It was a system issue that funding became available and always had to be spent within a couple of weeks.</p> <p>Mrs Randall requested that the Board should not become too operational, adding that whilst we were a membership organisation, there was a too much general practice focus when the focus should be on Kernow Health.</p>
1123/5	<p><b>System Updates</b></p> <p>Dr Barnes confirmed that numbers were escalating rapidly and the lack of uniformity of services was of great concern. Services were good but only if the patients could access them and this was not the case in all areas.</p>

	The national minimum wage would be increasing in 2024 and this will put staff at risk of redundancy as the increase was not affordable to practices.
1123/6	<p><b>Regulatory Reports</b></p> <p><b>CQC</b> All routine for CQC.</p> <p>Mrs Randall and Ms Harvey noted that conversations around mock inspections were under way to ensure Kernow Health were prepared.</p> <p><b>EPRR</b> Nothing to report, work on EPRR continued through various groups.</p> <p><b>Home Office</b> Nothing to report.</p> <p>Mrs Randall asked the Board to note that the Boards papers would now include a watermark for part 1 and part 2, each described. From December the Board papers would be password protected for governance purposes</p>
1123/7	<p><b>Corporate Risk Register for ratification, approved by the Governance Committee:</b></p> <p><b>Corporate Risk Register</b> Mrs Randall confirmed that the highest risk now sat at the top of the register and a column had been added to direct Board members to any changes. This should not deter members from refreshing themselves of the full content.</p> <p>A new risk for general practice, SWAST and Kernow Health had been added due to a national advert for home workers at £69 per hour on behalf of Devon. The financial sustainability risk had also been added. Mrs Randall advised she had raised this at system level with a recommended system solution around succession planning.</p> <p><b>AGREED:</b> The Board agreed the additions to the risk register.</p>
1123/8	<p><b>Policy Ratification</b> There were no new or amended policies for ratification this month.</p> <p>Mrs Randall confirmed that a review of the policies would be undertaken. Some of the HR policies had come from RCHT and were not fit for Kernow Health. Mrs Randall would like to introduce a staff handbook and set the policies so that they were not all due for renewal at the same time.</p>
1123/9	<b>Any Other Business</b>

	<p>Mr Holby stated that there was a conflict between Kernow Health, and the practices and it did not appear to him that the two were compatible going forward.</p> <p>Mrs Randall did not agree, describing the primary care focus being undertaken across KHCIC.</p> <p>Dr Craze replied that it was the Boards responsibility to ensure they were compatible.</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 Randall, and Mr Holby the Board approved and ratified the Part 1 minutes of the Board meeting held on the 18 October 2023, as a true and accurate record and signed by the Chair.
4. The Board approved the shareholder transfers as detailed above.
5. The Board agreed the additions to the risk register.

### FINAL COPY – RATIFIED

Signed by the Chair:



Dated: 13 December 2023