

*Meeting
Minutes
KH Board
Part 1
25.09.2024*

**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 25th September 2024
via Microsoft Teams Video-conferencing**

Present:	Name	
Executive Directors:	Dr Andrew Craze	Chair
	Mrs Jan Randall	CEO
	Dr Paul Cook	CMO
	Miss Maria Harvey	Director of Integrated Community Care
ICA Director and Deputy Representatives:	Dr James McClure	ICA Board Director Member representing Central/ GP Partner.
	Dr Lawrence Barnes	ICA Board Director Member representing North and East Cornwall/ GP partner
Non-Executive Directors:	Mr Gary Jennings	Independent Non-Executive Director
	Mr John Acornley	Non-Executive Director, Finance
	Mr Joseph St Leger-Francis	Head of IUCS
In Attendance	Ms Emma-Ridgewell-Howard	CEO, Kernow LMC
	Mrs Jemma Ignaczak	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.

0924/1	Apologies Apologies were received from Laura Wheeler and Stephen Holby.
0924/2	Declaration of any New Interests / Conflicts of Interest for Part 1 Agenda items Declarations of Interests Register

	<p>The Declarations of Interests Register was noted.</p> <p>All practice members declared a DOI regarding B shares.</p> <p>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.</p> <p>Board Attendance Register The register was noted.</p>
0924/3	<p>Approval and ratification of Part 1 Board Minutes of the meeting held on 24 July 2024</p> <p>AGREED: Following a preview of the minutes by Dr Craze, the Board approved and ratified the Part 1 minutes of the Board meeting held on the 24 July 2024, as a true and accurate record and signed by the Chair.</p> <p>Matters Arising and Action Grid from the Board minutes of the 24 July 2024</p> <p>AGREED: The Board noted the updates to the action grid.</p>
0924/4	<p>Shareholder Transfers</p> <p>There were no shareholder transfers for September.</p> <p>B SHARES paper approval</p> <p>Mrs Randall provided a reminder explanation of the B Shares process. The changes to the Articles of Association were in relation to the B Shares and Chief Medical Officer appointment.</p> <p>Dr Craze queried the LMC position in the A of A. Mrs Randall confirmed this would be reviewed and agreed at the next AGM.</p> <p>AGREED: The Board agreed for the resolution to be submitted to Companies House.</p>
0924/5	<p>General Business Update</p> <p>Ms Ridgewell-Howard noted that Stuart Cohen commissioner for adult mental health may be in touch with Ms Harvey regarding eating disorders. Ms Harvey confirmed she had set up a meeting.</p>

	<p>Ms Harvey had received the documentation for the additional eating disorders services, however there was no additional funding detailed. KHCIC had submitted what it believed to be the correct costings for the additional services and are awaiting a response.</p> <p>Mrs Randall noted that there was a change in process for the Board papers. The service updates would be written then Dr Cook would read and add his section around assurance, after reading. Dr Cook added that he did not have operational involvement and therefore aimed for oversight and checking of the clinical aspects.</p> <p>Mr Acornley queried whether there was sufficient resource around legal and Companies House. Mrs Randall replied that a procurement process would be undertaken to choose a preferred employment lawyer and corporate lawyer. Mrs Randall would like agreements with a set monthly retainer fee and insurance in place. Mr Acornley would like to make sure that there was an appropriate internal resource and not just Mrs Randall linking KHCIC and legal matters. Mrs Randall replied that both Ian Bailey and Angie Cavanagh held qualifications in HR. Mrs Randall was the only person at KHCIC with experience of NHS contracts and she was teaching that to others. Brian Philpott would bring additional experience when he joined in October and undertake official training to relieve Jan.</p>
0924/6	<p>System Updates</p> <p>Dr Barnes noted that most practices across the county would be taking part in the BMA led actions. There had been some scaremongering by the ICB around financial implications for not meeting contractual requirements. Dr Cook queried where this had come from as the ICB were in support of the GPs acting. Dr Barnes replied that this was coming from email and LinkedIn content and was not necessarily linked to Cornwall's ICB. There was ICB action somewhere in the country. It was gossip based fearmongering to make GPs toe the line.</p> <p>Ms Ridgewell-Howard confirmed that 30 practices had served notice on the adult eating disorders. 23 practices had turned off Optimise RX. The LMC were in constant open book discussion with the ICB. Ms Ridgewell-Howard added that not all ICBs were equal and there had been some scaremongering.</p> <p>Mrs Randall had been in open conversation with Kirsty Lewis (Relationship Director – Primary Care, ICB). The ICB had officially asked whether there was anything KHCIC could do to support practices who needed to hand back their contracts. Mrs Randall was yet to respond as KHCIC would prefer to support practices before they fell over. KHCIC can help support and provide efficiencies at scale. Mrs Randall asked Ms Ridgewell Howard for agreement and a joint email was issued to Paula Brand at the ICB to bring forward a meeting.</p>


	<p>Dr McClure shared how he had been through 2 practice hand backs, and it was hard work. There was a risk of putting more money into a practice that already had poor money management.</p> <p>Collaborative Board There was nothing to update.</p>
0924/7	<p>Regulatory Reports</p> <p>Home Office</p> <p>CQC Internal work for the new single assessment framework was underway. CQC had resumed face-to-face inspections. Ms Harvey was reviewing KHCICs compliance, and the SMIT were taking some operational work forward. The last inspection was in 2022. Ms Harvey shared the 2 training sessions that the Exec had undertaken on the new regime and how the SMT were being asked to complete the CQC templates with evidence to identify gaps.</p> <p>EPRR Mr St Leger-Francis confirmed that the initial submission for the NHS core standards was complete. This was a massive piece of work undertaken by Ellen Brown. KHCIC submitted with all evidence which was then reviewed by the ICB AEO, then escalated to the national teams for scoring ratification.</p> <p>In 2023 KHCIC were substantively compliant. To get to fully compliant would require financial input into the business. Good feedback was received on some areas which were considered gold standard across the system. Once the results were confirmed Mr St Leger-Francis would share with the Board formally.</p> <p>H&S Mr St Leger-Francis would drive health and safety through the new committee going forward. KPIs were being agreed and staff were attending training. All health and safety aspects would be reviewed once training was complete. Mrs Randall added that there would be some job description updates so a team of people were responsible for health and safety and not just the clinical lead.</p>
0924/8	<p>Corporate Risk Register for ratification, approved by the Governance Committee:</p> <p>Corporate and Service Risk Registers The corporate risk register was taken as read with one new item.</p> <p>KHCIC would be going through a VAT tax inspection with HMRC, the cost of this work would be covered by an insurance policy through Francis Clark.</p> <p>AGREED: Members agreed with the recommended risk updates.</p>

0924/9	Policy Ratification There were no policy updates.
0924/10	2025 Board Dates - for agreement with inclusions as standard. (draft until set up changed) The proposed 2025 Board dates were circulated.
0924/11	Reflection and Agreement on Communications. Mrs Randall asked whether a communication should be issued to practices regarding working together. Ms Ridgewell-Howard recommended holding off until a meeting could be set up with Kirsty Lewis.
	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, the Board approved and ratified the Part 1 minutes of the Board meeting held on the 24 July 2024, as a true and accurate record and signed by the Chair.
4. The Board noted the updates to the action grid and agreed with the recommended closures.
5. The Board agreed for the resolution to be submitted to Companies House.
6. Members agreed with the recommended risk updates.

FINAL COPY – RATIFIED



Signed by the Chair:

Dated: 27 November 2024