

# *Meeting Minutes*

## *KH Board*

### *23.07.2025*

**KERNOW HEALTH CIC (the “Company”)**  
**(Company No. 07551978)**

**DRAFT Minutes of a meeting of the Board of Directors of the Company**  
**held at 08:00 on Wednesday 23 July 2025**  
**via Microsoft Teams Video-conferencing**

Membership	Name	
<b>Non-Executive Chair</b>	<b>Dr Andrew Craze</b>	Chair
<b>Non-Executive Directors:</b>	<b>Mr Gary Jennings</b>	Non-Executive Director
	<b>Mr John Acornley</b>	Non-Executive Director
	<b>Mr Stephen Holby</b>	Non-Executive Director/ Managing Partner, Carn to Coast Health Centres
	<b>Dr James McClure</b>	Non-Executive Director/ICA Board Director Member representing Central/ GP Partner.
<b>Executives:</b>	<b>Mrs Laura Wheeler</b>	Chief Executive Officer, Kernow Health CIC
	<b>Mr Joe St Leger-Francis</b>	Head of IUCS
	<b>Ms Maria Harvey</b>	Director of Integrated Community Care
	<b>Mr Brian Philpott</b>	Director of Finance
<b>Attendees:</b>		
	<b>Dr Jim Tait</b>	GP Partner, Helston Medical Centre/ ICA Non-Executive Director, West
	<b>Mr Adam Wallis</b>	Business Intelligence Analytics Lead
	<b>Ms Lara Barrett</b>	Project Manager, Primary Care Support
	<b>Mrs Jemma Ignaczak</b>	Pensions Manager
	<b>Ms Emma-Ridgewell-Howard</b>	CEO, Kernow LMC
	<b>Mrs Lorna Curnow</b>	Executive Assistant

<b>Apologies</b>		
	<b>Dr Paul Cook</b>	Chief Medical Officer

**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.

0723/1	<b>Welcome and Apologies</b>
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	<p>The Chair welcomed Dr Jim Tait as the new ICA Non-Executive Director representing the West. Brief introductions were made.</p> <p>There were apologies from Dr Paul Cook.</p>
0723/2	<p><b>Declaration of any New Interests / Conflicts of Interest</b></p> <p><b>Declarations of Interests Register</b> The Declarations of Interests Register was noted.</p> <p>Mr St Leger-Francis requested that his Associate Lecturer role should be removed from the register. Mrs Wheeler asked for the removal of the NHS Pensions conflict from the register.</p> <p><b>ACTION:</b> Mrs Curnow to update the Dol register to reflect those requests.</p> <p><b>Conflicts of Interest</b></p> <p><b>AGREED:</b> Each of the Directors confirmed that they had no direct or indirect interest in the business proposed to be transacted in 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><b>Board Attendance Register</b> The register was noted.</p>
0723/3	<p><b>Approval and ratification of Minutes of the meeting held on 24<sup>th</sup> June 2025 and Action Grid.</b></p> <p><b>AGREED:</b> The Board approved and ratified the Minutes of the Board meeting held on the 24<sup>th</sup> June 2025 as a true and accurate record and signed by the Chair.</p> <p><b>Action Grid</b></p> <p><b>0723/2(2) – FPC Committee</b> - The Finance Committee's Terms of Reference had been added as an item on the agenda.</p> <p><b>0325/4 (2) – Contract Novation legal advice</b> – Mr St Leger-Francis suggested the wording on the action should be amended as it had now progressed from seeking legal advice to the process of transferring the contract to KHCIC.</p> <p>Mr St Leger-Francis provided an update to the Board on the implications and risks of transferring the contract novation from RCHT to KHCIC through the relevant governance processes.</p> <p><b>ACTION:</b> Mr St Leger-Francis will present a report on the procurement of the IUCS contract to the Board in September 2025.</p>

	<p>The Chair thanked the Executive team for their hard work on the successful transfer of the contract novation to KHCIC.</p> <p>Mr Holby raised a query as to whether RCHT would agree to an inception date and on the topic of KHCIC's liabilities. Mr St Leger-Francis noted that all dates, transfer of liabilities and details of this matter are being handled by the legal teams and will be outlined in the Deed of Novation which will come to Board for review and sign off.</p> <p><b>ACTION:</b> Mr St Leger-Francis agreed to raise again the question on the inception date with Stephens and Scown.</p> <p><b>ACTION:</b> Mr St Leger-Francis agreed to clarify KHCIC's liabilities and indemnities with Stephen and Scown before presenting them to the Board.</p> <p><b>AGREED:</b> The Board noted the updates to the action grid.</p>
0723/4	<p><b>Matters Arising</b></p> <p>There were no matters raised by the Board.</p>
0723/5	<p><b>Shareholder Transfers</b></p> <p>The Board noted that guides to becoming a 'B' Shareholder and 'A' Shareholder would be put together to enable PCNs and GP Practices to apply to be part of the cost sharing group.</p> <p><b>ACTION:</b> KHCIC will explore the Articles of Association with Stephens and Scown to clarify the eligibility criteria for Shareholders.</p>
0723/6	<p><b>General Business Update</b></p> <p>Mr Adam Wallis presented KHCIC's suite of BI (Business Intelligence ) and data analysis dashboards for IUCs, the Primary Care hubs and for education and training. The Board noted the future of the BI dashboards would be looking at the predicted analytics activity.</p> <p>Mr St Leger-Francis believed there was potential benefits to broaden out and to offer the dashboards 'at scale' in a tangible way with easy visualisations to other organisations.</p> <p>Following comments on the cautious approach that KHCIC may need to take if they had future requests on data sharing, Mr St Leger-Francis explained that KHCIC were aware in future that they would have to apply a more strategic approach to ensure that any data sharing requests were correctly disseminated.</p> <p>Mr Jennings asked whether KHCIC had considered measuring their own social value which, although challenging, would evidence the work the organisation would carry out in the wider healthcare arena.</p>

	<p>Ms Lara Barrett provided an update on the Training Hub contract which has been commissioned until March 2027. Updates on the allocation of funding, the ongoing programmes delivered by KHCIC were also provided.</p> <p>A discussion was held on KHCIC's challenge to pitch relevant communications towards to GP Practices and other external providers and on the challenges of getting the information from GP Practices.</p> <p>The Board noted examples of where KHCIC had come up with innovative ideas to help GP Practices to come up with workforce solutions.</p>
0723/7	<p><b>Executive Updates</b></p> <p>Ms Harvey provided an update on the Women's Health hubs.</p> <p>The Board noted the CQC registration for Family Planning for the Women's Health Hubs had been approved.</p> <p>The Board noted the proposed changes to the school age immunisation contract by NHS England. The proposed changes included a catch-up service for all school age MMR vaccinations.</p> <p>Acknowledgment was given to the start of the Flu season immunisations which was due to start from the 12<sup>th</sup> September.</p> <p>Mr St Leger-Francis explained the IUCS performance remained stable and there was nothing to be escalated to the Board.</p> <p>The Board noted the signing of the lease for Cudmore House had been completed and that KHCIC had taken over the building from 1<sup>st</sup> July 2025.</p> <p>Mrs Wheeler explained that she had recently attended a NHS Leaders meeting in London as part of the national group of at scale GP providers led by Dr Claire Fuller, GP and Primary Care Medical Director, NHS England.</p> <p>Other key highlights included meetings held with NHS England and the Department of Health to discuss how GP providers at scale could be supported and how they fit in with Integrated Health Organisations (IHOs) which forms part of the NHS's 10-year plan and the County's invitation to submit an application to be a part of the National Neighbourhood Health Programme.</p> <p>The Chair welcomed the news that KHCIC's profile was being recognised at a national level and that the organisation was being given the opportunity to have an influence on the nation's future healthcare plans.</p>
0723/8	<p><b>Finance</b></p> <p><b>NHS Pensions</b></p>

	<p>Mrs Jemma Ignaczak provided an update on the HMRC pensions issue which included a solution to correcting staff pension records. The Board noted the challenges on transferring staff into the NHS pension from the NEST pensions.</p> <p>Mrs Wheeler explained that Mrs Ignaczak had been working hard to complete all staff applications and ensuring that the pensions figures were correct.</p> <p>Mr Philpott confirmed that although not all staff applications had been received, there was sufficient provision in the accounts to cover the pension liability.</p>
	<p><b><u>Finance Committee Terms of Reference</u></b></p> <p>In response to a question from Mr Jennings on the circulation of the draft Finance Committee Minutes, Mrs Curnow explained, with the agreement of the Chair, the draft Finance minutes would be circulated on the Board's Teams site for information.</p> <p><b>AGREED:</b> The Board approved and ratified the Finance Committee's Terms of Reference.</p>
0723/9	<p><b>Directors Report to the Board</b></p> <p>The Board noted the regular Director report which focussed the HR statistics within the organisation.</p>
0723/10	<p><b>C&amp;IoS System updates</b></p> <p>Dr McClure highlighted the uncertainty with winter pressures Primary Care Hub clinics and on plans for their longer-term use.</p> <p>The Board noted there had been some concerns as a result of recent BMA reports regarding the role of Physicians Associates and its impact on GP Practices.</p>
11	<p><b>Governance Update</b></p> <p>Ms Harvey explained there was no further Governance updates.</p> <p><b><u>Organisational Risk Registers</u></b></p> <p>Board members reviewed the organisational risk registers.</p> <p>A discussion was held on the need for some risks either to be removed or downgraded. The risk registers will be reviewed before the next Board and will be presented in the September Board meeting.</p>

	<p><b>ACTION:</b> The matter of downgrading and the removal of some risks would be reviewed at the September Board meeting.</p> <p><b><u>Governance Committee Terms of Reference</u></b></p> <p>Mr Acornley questioned the lack of Non-Executive Director (NED) representation at the Governance Committee. Ms Harvey explained this was due to a lack of Non-Executive Director resource and capacity.</p> <p><b>AGREED:</b> Mr Stephen Holby would be added to the Governance Committee membership to ensure Non-Executive Director representation.</p>
0723/13	<p><b>Policy Ratification</b></p> <p>There were no policies for ratification.</p>
0723/14	<p><b>Reflection and Agreement on Communications.</b></p> <ul style="list-style-type: none"> <li>Explore the Articles of Association with a view to clarifying the 'B' and 'A' Shares.</li> <li>Publicise the B share application process and the benefits to all GP Practices.</li> <li>An email will be sent to staff to inform them of the extension of the Rota Realignment consultation period starting 1<sup>st</sup> August 2025 until the end of October 2025.</li> </ul> <p>Next meeting : Wednesday 24<sup>th</sup> September 2025</p>

**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 during 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 subject to amendments, the Board approved and ratified
4. the Minutes of the Board meeting held on the 23 July 2025, as a true and accurate record and signed by the Chair.

**FINAL COPY – RATIFIED**

Signed by the Chair:

Dated: 24<sup>th</sup> September 2025