

*Meeting
Minutes
KH Board
24.09.2025*

**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 24 September 2025
via Microsoft Teams Video-conferencing**

Membership	Name	
Non-Executive Chair	Dr Andrew Craze	Chair
Non-Executive Directors:	Mr Gary Jennings	Non-Executive Director
	Mr John Acornley	Non-Executive Director
	Mr Stephen Holby	Non-Executive Director/ Managing Partner, Carn to Coast Health Centres
	Dr James McClure	Non-Executive Director/ICA Board Director Member representing Central/ GP Partner.
	Dr Jim Tait	Non-Executive Director/ GP Partner, Helston Medical Centre/ ICA Non-Executive Director, West
	Dr Laura Walters	Non-Executive Director/ GP Partner, Rame Medical Group/ ICA Non-Executive Director East.
Executives:	Dr Paul Cook	Chief Medical Officer
	Mr Joe St Leger-Francis	Head of IUCS
	Ms Maria Harvey	Director of Integrated Community Care
	Mr Brian Philpott	Director of Finance
Attendees:		
	Mr Kevin McSherry	Head of Operations
	Ms Laura Mancholev	Business and Quality Assurance Manager
	Ms Emma-Ridgewell-Howard	CEO, Kernow LMC
	Mrs Lorna Curnow	Executive Assistant

Apologies		
	Mrs Laura Wheeler	Chief Executive Officer, Kernow Health CIC

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	<p>Welcome and Apologies</p> <p>The Chair welcomed Dr Laura Walters as the new ICA Non-Executive Director representing the East. Brief introductions were made.</p> <p>There were apologies from Mrs Laura Wheeler.</p>
0924/2	<p>Declaration of any New Interests / Conflicts of Interest</p> <p>Declarations of Interests Register The Declarations of Interests Register was noted.</p> <p>Dr Jim Tait asked if the interest in the Helios Health Partnership being a member of Mounts Bay Medical Research Ltd could be added to the register. Dr Laura Walters asked if her interest as a Director of the Rame Medical Clinical Trials Unit could be added to the register.</p> <p>ACTION: Mrs Curnow to update the DoI register to reflect those requests.</p> <p>Conflicts of Interest</p> <p>AGREED: 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>Board Attendance Register The register was noted.</p>
0924/3	<p>Approval and ratification of Minutes of the meeting held on 2025 and Action Grid.</p> <p>AGREED: The Board approved and ratified the Minutes of the Board meeting held on the 23rd July 2025 as a true and accurate record and signed by the Chair.</p> <p>Action Grid</p> <p>0723/2(2) – FPC Committee - Members agreed this action could be removed.</p> <p>0723/4 – Contract Novation legal advice and 0723/4- KHCIC 's Indemnities and Liabilities within the contract -</p> <p>Mr St Leger-Francis provided an update to the Board on the progress of the actions relating to the transfer of the Deed of Novation from RCHT to KHCIC. The process to novating the contract remains ongoing; delays attributed to the</p>

	<p>wording on the retrospective liabilities. It was anticipated the final wording would be agreed by the 1st October 2025.</p> <p>The Board noted that once all the legalities had been completed by the legal teams, the Deed of Novation will come to Board for review and sign off.</p> <p>0723/4 - Inception date of the contract – The Board noted the inception date of the contract relied on the finalisation of the wording around the liabilities. Mr St Leger-Francis confirmed all but one of the retrospective contract variation orders (CVOs) have been signed.</p> <p>0723/5 - Articles of Association – Ms Harvey explained KHCIC had been working with Stephens and Scown to produce a guide for all Shareholders. It is anticipated that a meeting will be arranged with Stephens and Scown to discuss the Shareholder guide and procedures if a practice ceases to exist.</p> <p>0723/5 – Risk Register - The Board noted the Risk Register was a standing agenda item.</p> <p>AGREED: The Board noted the updates to the action grid.</p>
0924/4	<p>Matters Arising</p> <p>There were no matters raised by the Board.</p>
0924/5	<p>Shareholder Transfers</p> <p>As per the report circulated, the Board was asked to approve the transfer of share for Neetside Surgery Medical Practice as follows: Transfer of Share from Dr Michael Dowling to Dr Angus MacDonald.</p> <p>AGREED: The Board approved the Stock Transfer of share at Neetside Surgery from Dr Michael Dowling to Dr Angus MacDonald.</p>
0924/6	<p>General Business Update</p> <p>Mr Kevin McSherry provided the Board with a comprehensive 12 month operational update of the IUCS clinical and core services.</p> <p>The Board noted that KHCIC had successfully registered as a GP training practice with Dr Manisha Cooper (Clinical Manager - GP Lead) having successfully completed her educational supervisors course.</p> <p>Other operational successes included the introduction of new infection control procedures and a joint collaboration with Plymouth University medical students to offer possible placement opportunities within IUCS.</p> <p>Mrs Laura Mancholev provided the Board with an overview of the governance framework for patient safety and complaints.</p>

	<p>The Board were advised that the organisation is working under the Patient Safety Incident Response Framework (PSIRF), which supersedes the Serious Incident Framework. The PSIRF focusses on more appropriate and proportionate investigations to any patient safety concern raised. A governance app has also been implemented for any staff who wish to raise any patient safety concerns.</p> <p>Dr Paul Cook explained KHCIC were committed to full accountability, while at the same time looking at improving their processes by proactively reviewing staff concerns and identifying any areas for change.</p> <p>Following comments from Dr Jim Tait on how serious risks are flagged to the Board. Mrs Mancholev explained any serious concerns or themes were raised through the incident update, provided by Ms Harvey at Board, as well as documented in the annual governance report.</p> <p>Ms Ridgewell-Howard acknowledged the work of the “Freedom to Speak Up Guardians” within KHCIC and other stakeholders where they were looking to improve processes and acting upon staff concerns, while maintaining a level of confidentiality.</p> <p>The belief was that these recurring themes were impacted by current pressures on the healthcare system and therefore it was for the ICB to be clear about their responsibilities with all of this.</p>
0924/7	<p>Executive Updates</p> <p>Mr St Leger-Francis provided an update on the IUCS Rota Realignment and the T&Cs Consultations.</p> <p>The Board noted the 1:1 meetings with staff and the responses received from the staff would feed into the next steps of the consultation.</p> <p>Acknowledgment was given to the start of the Flu season immunisations which was now underway across Cornwall and Devon. Immunisation sessions for Year 8 HPVs and mop up sessions for Years 9, 10 and 11 had also started in the smaller secondary schools.</p> <p>The Board noted there were no changes within the Special Allocation Scheme, despite some challenges.</p> <p>Dr Cook provided an update on the Executives Planning day which was held on the 12th September which at looked at both present and future plans for KHCIC.</p> <p>The Board noted the System One single booking system pilot was also due to be rolled out in the coming days at St Austell and Bosvena GP Practices. If successful, System One will be rolled out to other GP Practices.</p>

	<p>Other key highlights include: the first Women's Health Hub clinic will take place on the 23rd October 2025 which will be initially linked with Health for Homeless; the funding for General Practice continues to flow through the KHCIC Training hub to support GP programmes.</p> <p>Mr Jennings raised a question on whether there had been questions about the recent misinformation around vaccines. Ms Harvey explained there had been at least a 15% reduction in positive consents since 2019 therefore KHCIC had been working with other partners such as NHS England to counteract this.</p> <p>Dr Cook provided the Board with an update on the recent ICB restructure as it had been already confirmed that Mr John Govett had been appointed as Chair of the ICB Board. A new Chief Executive of the ICB due will be appointed later in 2025.</p> <p>The Board noted KHCIC were carrying out exploratory work into the various Multi Neighbourhood Providers (MNPs) models which will feed into Single Neighbourhood Providers (SNPs). It was anticipated once KHCIC had found a model to align themselves with the current delivery of services, a further discussion would be brought back to the Board.</p>
0924/8	<p>Finance</p> <p><u>NHS Pensions</u></p> <p>The Board were provided with an update on the NHS pensions</p> <p>The Board noted the complexity of the pension situation and the work carried out in resolving the outstanding issues.</p> <p>Mr Holby raised a question on whether there was adequate provision in the accounts to cover the pensions and that there would be no future provisions required. Mr Philpott provided assurance to the Board that there was sufficient provision in the accounts to cover the pension liability and confirmed this had been recently looked at by the auditors.</p> <p><u>Management Accounts</u></p> <p>Acknowledgement was given to the amount of work carried out by the KHCIC Finance team and Mr Philpott to ensure that KHCIC was now in a better financial position.</p> <p><u>Statutory Accounts update 2024/25</u></p> <p>Mr Philpott explained although the auditors RRL had produced the draft KHCIC Statutory accounts, there was still some work to be done. The wording for the Strategic report had also to be finalised.</p> <p>ACTION: Mr Philpott agreed to circulate a draft version of the 2024/2025 Accounts.</p>

0723/9	<p>Directors Report to the Board</p> <p>The Board noted the regular Director report which focussed the HR statistics within the organisation.</p> <p>Ms Harvey explained that as a result of the recent communications to staff around Pensions, there had been a slight increase in the uptake of the NHS Pension membership. Ms Harvey asked that acknowledgement of Mrs Jemma Ignazak's hard work and commitment to the pensions work be recorded for the minutes.</p> <p>Acknowledgement was given to the development of a 'live' training dashboard which would offer real-time insights into outcomes and staff compliance. This would make it easier for the Board to monitor the progress against staff training.</p>
0723/10	<p>C&IoS System updates</p> <p>Dr Tait welcomed the recent opening of a new GP Practice in the West and highlighted there were no issues with recruitment.</p> <p>A general discussion was held on the complexities of how failing GP practices could be supported. It was noted that this area of work is one of the proposed functions of the new Multi Neighbourhood Providers.</p> <p>Dr Walters provided an ICA update from the East ICA Directorate.</p>
11	<p>Governance Update</p> <p>Ms Harvey explained there was no further Governance updates.</p> <p><u>NHS Core Standards</u></p> <p>Mr St Leger-Francis touched on the recent NHS Core Standards assurance meeting as KHCIC was required to carry out an annual assurance process aligning with the ICB and the EPRR (Emergency, Preparedness, Resilience and Response) framework.</p> <p>The Board noted KHCIC has recently received an informal letter from NHS England stating they remain substantially compliant.</p> <p>ACTION: Mr St Leger-Francis agreed to bring the formal letter, once it had been received, regarding KHCIC's compliance against NHS England EPRR framework to the Board.</p> <p><u>Risk Register</u></p>

	Board members reviewed the organisational risk registers.
0924/13	Policy Ratification There were no policies for ratification.
0924/14	Reflection and Agreement on Communications. Dr McClure raised a question about the importance of Board member attendance particularly when members of the Executive team were absent. A discussion was held on the importance of balancing Board meeting attendance with the occasional unavoidable absences, particularly due to KHCIC's widening influence within healthcare in the County. <ul style="list-style-type: none"> • The Deed of Novation will be brought to the Board for approval. • A draft copy of the Statutory Accounts 2024/2025 will be circulated to the Board. • The Board acknowledged the ongoing ICB restructure and the implementation of the IHOs (Integrated Healthcare Organisations). The Chair felt encouraged with the work the Executive team had carried out and thanked both the Board and the Executive team for their support.
	Next meeting : Wednesday 29th October 2025

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 24th September 2025, as a true and accurate record and signed by the Chair.

FINAL COPY – RATIFIED

Signed by the Chair:



Dated: 29th October 2025