

*Meeting  
Minutes  
KH Board  
25.06.2025*

**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 25 June 2025  
via Microsoft Teams Video-conferencing**

Membership	Name	
<b>Non-Executive Chair</b>	<b>Mr Stephen Holby</b>	Chair
<b>Non-Executive Directors:</b>	<b>Mr Gary Jennings</b>	Non-Executive Director
	<b>Mr John Acornley</b>	Non-Executive Director
	<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>Dr Paul Cook</b>	Chief Medical Officer
	<b>Mr Joe St Leger-Francis</b>	Head of IUCS
	<b>Mr Brian Philpott</b>	Director of Finance
<b>Attendees:</b>		
	<b>Miss Ellen Brown</b>	Deputy Head of Operations.
	<b>Ms Angie Cavanagh</b>	Head of HR
	<b>Mrs Lorna Curnow</b>	Executive Assistant

<b>Apologies</b>	<b>Ms Emma-Ridgewell-Howard</b>	CEO, Kernow LMC
	<b>Ms Maria Harvey</b>	Director of Integrated Community Care
	<b>Dr Andrew Craze</b>	Chair

**CHAIRMAN**

Mr Stephen Holby 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.

0625/1	<b>Welcome and Apologies</b>  The Chair welcomed everyone to the meeting. There were apologies from Dr Andrew Craze, Ms Maria Harvey and Ms Emma Ridgewell-Howard.

0625/2	<p><b>Declaration of Interests / Conflicts of Interest</b></p> <p><b>Declarations of Interests Register</b> The Declarations of Interests Register was noted.</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>
0625/3	<p><b>Approval and ratification of the Board Minutes of the meeting held on 28<sup>th</sup> May 2025 and Action Grid.</b></p> <p><b>AGREED:</b> The Board approved and ratified the minutes of the Board meeting held on the 28<sup>th</sup> May 2025 as a true and accurate record and signed by the Chair.</p> <p><b><u>Action Grid</u></b></p> <p><b>0723/2(2) – FPC Committee</b> - The Board noted the Committee's Terms of Reference was an item on the agenda.</p> <p><b>2022/132 – Scheme of Delegation in draft</b> – The Board discussed whether delegated authority should be given to the Executive team to add or remove individuals up to a certain value or whether any changes to the Scheme of Delegation should be approved by the Board. This discussion followed a question raised by Mr Philpott following a request to add another individual.</p> <p>The Board noted a process had to be agreed whereby the Scheme of Delegation should include both position and value and therefore felt this matter should be discussed further at July's Finance Committee.</p> <p><b>ACTION:</b> The Scheme of Delegation approval process will be discussed at July's Finance Committee, who will make their final recommendations to the Board.</p> <p>Members recommended the action should now be closed.</p> <p><b>0325/4 (2) – Contract Novation legal advice</b> – Mr St Leger-Francis explained since the last Board meeting, there had been no further progress made on the contract novation.</p> <p>The Board noted the Executive team, while waiting for a final decision from the ICB, had been looking at a number of potential scenarios to try to mitigate any risk to the organisation.</p>

	<p>Mrs Wheeler explained, operationally, KHCIC would need to know by at least October 2025, whether or not the contract would be novated across.</p> <p>Mr St Leger-Francis outlined the strategic challenges faced by delivering the IUCS service as a result of the delay to the decision.</p> <p>The Board noted the updates to the action grid.</p>
0625/4	<p><b>Matters Arising</b></p> <p>There were no matters raised by the Board.</p>
0625/5	<p><b>Shareholder Transfers</b></p> <p>There were no Shareholder transfers.</p>
0625/6	<p><b>General Business Update</b></p> <p>Mrs Wheeler explained the recent GP Recruitment Fair had been very successful with several enquiries being made about sponsoring international GPs.</p> <p>Other key highlights included IUCS being shortlisted for a palliative care award, the School Imms team had recently attended the Royal Cornwall show in Wadebridge.</p> <p>The Board noted the lease for Cudmore House had been signed by KHCIC. It was anticipated that the signing of the lease would be completed by 1<sup>st</sup> July 2025. Following a message to all staff on the future of Cudmore House, a number of suggestions had been received on ideas how to use the additional space within Cudmore House.</p> <p>Ms Angie Cavanagh, Head of HR, gave an update on the Rota Re-Alignment staff consultation which was due to commence in the next 2 weeks. The consultation aimed to simplify terms and conditions and to ensure that IUCS staff were at the right competency levels during each shift.</p> <p>Mrs Wheeler shared a presentation on the purpose of the staff consultation and the issues that KHCIC were trying to resolve. Initial staff consultations would begin in July 2025.</p> <p>Dr Cook reminded the Members that there had been some feedback on addressing the lack of support for GPs. Recent evidence had shown there was some disparity with job opportunities and the lack of investment in GPs within the County, which the organisation now wants to correct.</p> <p>Ms Ellen Brown, Deputy Head of Operations and EPRR Lead provided an overview on the EPRR (Emergency, Preparedness, Resilience and Response) process.</p>

	<p>The Board noted KHCIC had to carry out an annual assurance process aligning with the NHS England EPRR framework. KHCIC were obliged to carry out assurance against and be compliant in all 52 metrics which ran alongside a deep dive.</p> <p>In 2024, the organisation assessed themselves against a digital deep dive in which they were fully compliant. KHCIC was also fully compliant against the 50 metrics of the 52 metrics and were partially compliant in 2 metrics: Executive attendance to LHRP (Local Health Resilience Partnership) meetings and to CBRN (Chemical, Biological, Radiological and Nuclear).</p> <p>For 2025, Miss Brown advised KHCIC would carry out a light touch deep dive against the framework into the areas where they were partially compliant in 2024. Miss Brown confirmed that KHCIC were now fully compliant in Executive attendance to the LHRC meetings.</p> <p>Miss Brown explained she had recently attended a heatwave exercise held in Exeter with Mrs Wheeler. There were some actions that were taken away which she hoped would be tested during the internal exercise with operational management teams and on-call Managers and Executives.</p> <p>The Board noted that the KHCIC's Business Continuity Plan, although it sits under IUCS, would now have to be more inclusive, especially as there were more services being delivered through the organisation.</p> <p>Mrs Wheeler confirmed that since the publication of the Primary Care digital team notification on Heidi Health, the organisation had reviewed and had made adjustments to their AI strategy.</p>
0625/7	<p><b>Executive Updates</b></p> <p>Dr Cook provided the Executives update to the Board. Amongst the key headlines was the prospect of KHCIC supporting the development of an Urgent Care Treatment Care centre in Truro. Discussions with RCHT and the ICB remain ongoing.</p> <p>Acknowledgment was given to ongoing efforts to address the county's Urgent Emergency Care system. KHCIC continues to offer support to GP Practices and delivering services out to the community.</p> <p>A visit by the Regional Medical Directors is planned to Cudmore House for Friday 4<sup>th</sup> July 2025. The visit would be an opportunity for KHCIC to show how they would support and make improvements into the local healthcare community.</p> <p>Other topics discussed included weight loss injections, a brief update on the future of the Women's Health hubs and on the progress to services that KHCIC could offer General Practice.</p>

0625/8	<p><b>Finance</b></p> <p><b><u>Terms of Reference</u></b></p> <p>Mr Jennings suggested amendments on a number of points with the Terms of Reference:</p> <ul style="list-style-type: none"> <li>• The roles of voting members required checking.</li> <li>• Under Section 4, the scope of the Committee where it states, “The oversight of pay and terms and conditions of the employees”. The view was taken whether the Finance Committee could fully advise on the Terms and Conditions of employees.</li> <li>• Under section 5.3 “ the administration of the Committee. The Terms of Reference states “the Committee will be quorate if the Chair, plus one other Board Director are present; and if the Director of Finance attends or financial information with supporting narrative is made available, the meeting can go ahead.”</li> <li>• Under Section 2.4 “The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board”.</li> </ul> <p>Mr Philpott confirmed the Voting member job roles were accurate at the time of the meeting.</p> <p>It was agreed the wording to Section 2.4 would be amended show the limits to which the Committees could investigate any activity within the organisation.</p> <p>Mrs Wheeler suggested the wording within the scope of the Committee could be changed to include the words “oversight of pay and the financial implications of terms and conditions”.</p> <p>On quoracy of the Committee, the Board felt the wording within this section could be made clearer as the current belief was that the wording stated that there was only two people required to ensure quoracy and have authority to make any decisions. Mr Philpott agreed to change the wording to ensure that the Committee’s quoracy was made up of a minimum of 3 people.</p> <p>Mrs Wheeler and Mr Acornley thanked Mr Jennings for his helpful comments and questions on the Finance Committee’s Terms of Reference.</p> <p><b>AGREED:</b> The Executives agreed to review the comments made on the Terms of Reference and discuss these at July’s Finance Committee. The Terms of Reference would then be brought back to a Board meeting for final approval.</p>
0625/9	

	<b>Directors Report to the Board</b>  Mrs Wheeler explained the regular Director report focussed the HR statistics within the organisation. The Board noted work on culture and pensions remains ongoing.
0625/10	<b>C&amp;IoS System updates</b>  There were no updates.
0625/11	<b>Governance Update</b>  Dr Cook thanked Ms Harvey for the work she has carried out with the CQC to expedite the approval of the Women's Health hubs.  Mr Acornley questioned whether the Board would have oversight of the Terms of Reference for the organisation's Governance Committee. Mrs Wheeler agreed the Governance Committee's Terms of Reference could be circulated for comment and presented to July's Board.  <b>ACTION:</b> The Governance Committee's Terms of Reference will be added as an agenda item for July's Board.
0625/12	<b>Governance</b>  <u><b>Risk Register</b></u>  Mrs Wheeler highlighted the highest risk on the abolition of NHS England and the ICB restructures. The Board noted the potential serious ramifications of these national and local changes, particularly with one of the larger contracts coming to an end.
0625/13	<b>Policy Ratification</b>  The Board were asked to approve one policy: the Information Governance and Data Protection policy.  <b>AGREED:</b> The Board approved and ratified the Information Governance and Data Protection policy.
0625/14	<b>Reflection and Agreement on Communications.</b>  There were no reflections or anything to communicate.



Next meeting : Wednesday 23<sup>rd</sup> July 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 Mr Holby and subject to amendments, the Board approved and ratified
4. the Minutes of the Board meeting held on the 25 June 2025, as a true and accurate record and signed by the Chair.

**FINAL COPY – RATIFIED**

Signed by the Chair:



Dated: 23<sup>rd</sup> July 2025