

Meeting Minutes

KH Board

28.05.2025

**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 28 May April 2025
via Microsoft Teams Video-conferencing**

Membership	Name	
Non-Executive Chair	Dr Andrew Craze	Chairman
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.
Executives:	Mrs Laura Wheeler	Chief Executive Officer, Kernow Health CIC
	Dr Paul Cook	Chief Medical Officer
	Ms Maria Harvey	Director of Integrated Community Care
	Mr Brian Philpott	Director of Finance
Attendees:		
	Ms Emma-Ridgewell-Howard	CEO, Kernow LMC
	Mrs Lorna Curnow	Executive Assistant

Apologies		
	Mr Joe St Leger-Francis	Head of IUCS

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.

0528/1	Welcome and Apologies The Chair welcomed everyone to the meeting. There were apologies from Mr Joe St Leger-Francis.
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0528/2	<p>Declaration of any New Interests / Conflicts of Interest</p> <p>Declarations of Interests Register The Declarations of Interests Register was noted.</p> <p>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>
0528/3	<p>Approval and ratification of Part 1 and Part 2 Board Minutes of the meeting held on 30th April 2025 and Action Grid.</p> <p>AGREED: The Board approved and ratified the Part 1 and Part 2 minutes of the Board meeting held on the 30th April 2025 as a true and accurate record and signed by the Chair.</p> <p><u>Action Grid</u></p> <p>0723/2(2) – FPC Committee - Mr Philpott explained the action related to reviewing and updating the Finance, Performance & Contracting Committee's Terms of Reference.</p> <p>Mr Philpott agreed he would, with Mr Acornley as Chair of the Finance, Performance and Contracting Committee, undertake a review of the Committee's Terms of Reference.</p> <p>2022/132 – Scheme of Delegation in draft – Mr Philpott explained the final version of the Scheme of Delegation had been added to the agenda.</p> <p>0325/4 (2) – Contract Novation legal advice – Mrs Wheeler explained the current position with regards to contract novation.</p> <p>A discussion was held on the potential contract novation of the IUCS contract to KHCIC. The Board noted the delay could be due to the upcoming changes to the ICB infrastructure.</p> <p>Mrs Wheeler agreed to investigate the reasons into the delay.</p> <p>AGREED: The Board noted the updates to the action grid.</p>
0528/4	<p>Matters Arising</p> <p>There were no matters raised by the Board.</p>

0528/5	<p>Shareholder Transfers</p> <p>There were no Shareholder transfers.</p>
0528/6	<p>General Business Update</p> <p>Mrs Wheeler explained the recent Dementia Conference had been very successful. Positive feedback had been received from the attendees.</p> <p>Mrs Jane Doran, Head of Communications and Marketing gave an update on the internal and external communications strategies which were designed to improve the communication and engagement between staff and external stakeholders.</p> <p>ACTION: Mrs Doran agreed to share a copy of the internal communications strategy with the KHCIC Board members.</p> <p>Mr John Ball, Head of IT and Digital gave an update on recent digital initiatives, including the new Adastra and telephony systems, which had been successfully rolled out in recent weeks.</p> <p>The Board were given assurance that KHCIC's cybersecurity risk was reviewed on a regular basis and any cyber incidents would be reported to RCHT's CITS (Cornwall IT Services) team.</p>
0528/7	<p>CloS System Updates</p> <p><u>IUCS</u></p> <p>Mrs Wheeler provided the key headlines on the current IUCS performance. KHCIC remained the highest performing provider in England and the lowest referrer to ED. SPoA, despite challenges, continues to successfully deliver its activities.</p> <p>Acknowledgement was given to the recent NHSE frailty visit to Cudmore House. Mrs Wheeler explained amongst the topics discussed was the complexity of the frailty pathways within Cornwall. It was agreed feedback from the NHSE visit would be sought from Juliet Ferris, Place Director for the West ICA.</p> <p><u>Integrated Primary Care</u></p> <p>Mrs Wheeler touched on the upcoming annual GP recruitment fair which is due to be held on the 4th June 2025. The recruitment fair is for all GPs, including trainees.</p>

	<p>The Board noted the current progress on the lease for Cudmore House. Mrs Wheeler acknowledged the final draft of the lease had been received by KHCIC and should be signed in the coming weeks.</p> <p><u>Integrated Community Care</u></p> <p>Ms Harvey provided an update on the appointment of a SAS co-ordinator which would help with the current workload capacity.</p> <p>The School Imms team will be attending the Royal Cornwall Show between the 5th-7th June 2025. It was anticipated that this would help promote the service, as well as encouraging parents to consent to vaccinations for their children.</p> <p><u>111 Bank Holiday call-handling</u></p> <p>The Board noted the increase in the number of calls handled by the 111 service during the recent Bank Holiday weekend. Mrs Wheeler explained as well as handling the local 111 calls, the service supported HUC by taking over 50 national calls.</p> <p>Statistics on admission avoidance through SPoA over the Bank Holiday weekend were shared with the Board.</p> <p>The Board felt it was important that a message should be communicated to the ICB and RCHT, highlighting the high volume of 111 calls and SPoA calls that were taken by staff.</p>
0528/8	<p>Finance</p> <p><u>Management Accounts</u></p> <p>Mr Philpott presented the Management Accounts which reported a year end surplus of £1.5m before tax.</p> <p>Mr Philpott anticipated that KHCIC would receive a clean audit opinion, by the end of the completed audit.</p> <p>A discussion was held on the pension provision which had been included in the 2023/24 accounts. Mr Philpott believed this provision would cover off any future obligations. It was confirmed the 2024/25 pension payment had already been paid.</p> <p><u>Scheme of Delegation</u></p> <p>Mr Philpott presented the revised Scheme of Delegation (SoD), which shows individual levels of purchase approvals, to the Committee.</p> <p>AGREED: The Board approved the Scheme of Delegation.</p>

	<p>AGREED: The Board approved the cost of living pay rise.</p> <p><u>2025/26 Budget</u></p> <p>Mr Philpott presented the 2025/26 budget headlines. The budget included provisions for a 3% cost of living increase and other cost uplifts.</p> <p>Members were informed there was a very low risk that the revenue included in the 25/26 budget will change significantly due to its fixed nature.</p> <p>AGREED: The Board approved the 2025/26 Budget.</p>
0528/9	<p>Directors Report to the Board</p> <p>Mrs Wheeler explained KHCIC was obligated to submit an annual Gender Gap report.</p> <p>The report explained KHCIC were committed to fostering an inclusive and diverse workplace where all employees have equal opportunities to thrive.</p>
0528/10	<p>C&IoS System updates</p> <p>The Chair explained there had been one expression of interest regarding the ICA Director Board vacancies from the North and East area. The search for Board representation from the West is progressing.</p> <p>The Board noted the outcomes from the Collaborative Board away day which had discussed a desire for a single IT system which could help with interconnectivity between GP Practices and the wider health system.</p> <p>Ms Ridgewell-Howard confirmed a proposed single IT system had also been added to the GP transformation agenda as many GPs wanted to see this pushed through as quickly as possible.</p> <p>Acknowledgment was given to how the system would be funded as it was anticipated that GP practices may not want to transfer over at their own cost.</p>
0528/11	<p>Governance Update</p> <p><u>CQC</u></p> <p>Ms Harvey provided a verbal update on the meeting held with the CQC Regional Registration Manager and one of the CQC inspectors to discuss potential KHCIC growth and compliance with the CQC registration.</p> <p>The outcome from the meeting was KHCIC had submitted an application for family planning as a regulated activity, specifically in relation to the Women's Health Hubs. It was anticipated the application would take a maximum of 10</p>

	<p>weeks to process. However, Ms Harvey was advised by the CQC Registration Manager that he may be able to help expedite the process.</p> <p>The Board noted the CQC Statement of Purpose would have to be amended to reflect any changes to our business and the services delivered by KHCIC.</p>
0528/12	<p>Governance</p> <p>Ms Harvey advised the Risk Register was thoroughly reviewed by the Governance Committee at the beginning of May.</p> <p>There were no questions from the Board.</p>
0528/13	<p>Policy Ratification</p> <p>The Board were asked to approve one policy: the Risk Management policy.</p> <p>Mr Holby questioned whether the wording in one place within the policy classification referring to the “likelihood” was the same or different than the policy classification wording “undoubtedly occur” or “almost certain”. The view was taken the phrases would have to be reviewed.</p> <p>Ms Harvey agreed to review the policy classifications to ensure the wording was consistent.</p> <p>AGREED: The Board approved, pending the amendments to the policy classification and ratified the Risk Management policy.</p>
0528/14	<p>Reflection and Agreement on Communications.</p> <ul style="list-style-type: none"> • The Board agreed the 3% Cost of Living Pay award would be communicated to staff. • The Board agreed the Rota Alignment staff consultation would go ahead as planned.

Next meeting : Wednesday 25th June 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 28 May 2025, as a true and accurate record and signed by the Chair.

FINAL COPY – RATIFIED

Signed by the Chair: 

Dated: 25th June 2025