

*Meeting  
Minutes  
KH Board  
Part 1  
26.03.2025*

**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 Tuesday 26 March 2025  
via Microsoft Teams Video-conferencing**

<b>Membership</b>	<b>Name</b>	
<b>Non-Executive Chair</b>	<b>Dr Andrew Craze</b>	Chairman
<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>Ms Maria Harvey</b>	Director of Integrated Community Care
	<b>Mrs Laura Wheeler</b>	Director of Integrated Community Care
	<b>Mr Brian Philpott</b>	Director of Finance
<b>Attendees:</b>	<b>Mr Joseph St Leger-Francis</b>	Head of IUCS
	<b>Mrs Jane Doran</b>	Head of Communications
	<b>Ms Emma-Ridgewell-Howard</b>	CEO, Kernow LMC
	<b>Mrs Lorna Curnow</b>	Executive Assistant

<b>Apologies</b>		
	<b>Mrs Jan Randall</b>	CEO
	<b>Dr Paul Cook</b>	CMO
	<b>Dr Lawrence Barnes</b>	Non-Executive Director/ ICA Board Director Member representing North and East Cornwall/ GP partner

**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.

0326/1	<p><b>Welcome and Apologies</b></p> <p>Apologies were received by Mrs Jan Randall, Dr Lawrence Barnes and Dr Paul Cook.</p> <p>Following brief introductions, Mrs Wheeler explained that Mrs Jane Doran, Head of Communications, had been invited to the Board Development day on the 3<sup>rd</sup> April 2025. Her role was to understand the Board future plans and to support them from a communications and strategic point of view.</p> <p>Mrs Wheeler proposed a regular update on Comms and IT should be added to the Board agenda.</p> <p><b>Mrs Doran left the meeting.</b></p>
0326/2	<p><b>Declaration of any New Interests / Conflicts of Interest for Part 1 Agenda items</b></p> <p><b>Declarations of Interests Register</b> The Declarations of Interests Register was noted.</p> <p>Dr McClure explained he was now a Director of St Austell Healthcare Property Limited.</p> <p>It was agreed the register would be updated to reflect this change.</p> <p><b>Conflicts of Interest for Part 1 Agenda Items</b> <b>AGREED:</b> 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><b>Board Attendance Register</b> The register was noted.</p>
0326/3	<p><b>Approval and ratification of Part 1 Board Minutes of the meeting held on 14 February 2025.</b></p> <p>The Chair questioned whether Board attendance list was correct as some of the names documented as 'in attendance' were not in attendance.</p> <p>Mrs Curnow explained she had already held a discussion with Ms Harvey on this issue. This would be made clearer in the minutes of future meetings.</p> <p>The Minutes were approved with no comments.</p>
0326/4	<p><b>Shareholder Transfers</b></p>

	There were no Shareholder transfers.
03/26/5	<p><b>CEO Appointment</b></p> <p>The Chair asked Mrs Wheeler and Mrs Curnow to leave the Board meeting to allow for a confidential discussion on the leadership restructure.</p> <p><b>Mrs Wheeler and Mrs Curnow left the meeting at 8.07 am.</b></p> <p><b>Mrs Wheeler and Mrs Curnow rejoined the meeting at 8.22 am</b></p> <p>Following the confidential Board discussion, the Chair asked if Mrs Wheeler would like to accept the role of KHCIC CEO. Mrs Wheeler accepted the role.</p> <p>The members of the Board congratulated Mrs Wheeler on her appointment as CEO of Kernow Health CIC.</p>
0326/6	<p><b>General Business Update</b></p> <p>Mrs Wheeler thanked her team for all their hard work, following their success at the HSJ awards for Staffing Solution of the Year, the Practice Management development programme created by Elizabeth Symons and Nicola Davies had been recognised by the judges. The Board noted the programme could have national potential scalability to help other GP Practices.</p> <p>Ms Harvey announced a new a new GP Practice subcontractor for the Special Allocation Scheme (SAS) and expressed her gratitude. She also confirmed that the physical monitoring of the children and young people's eating disorder service will come to an end on the 31<sup>st</sup> March 2025.</p> <p>Mrs Wheeler proposed future Board agendas will include updates from each Head of Service to provide the Members with an overview of the Company.</p>
0326/7	<p><b>C&amp; IoS System Updates</b></p> <p>Acknowledgment was given to the need to find a representative from the West especially as previous attempts had resulted in very few responses. Some names of possible representatives who may be interested were mentioned. Further discussions will take place.</p> <p>A discussion followed on which practices had become part of the Wave 1 INTs, following comments made by Dr Mclure advising St Austell had signed up to the initiative. Ms Ridgewell-Howard confirmed Bosvena &amp; 3 Harbours, St Austell, Truro, North Kerrier and the Isles of Scilly had already signed up for the Wave 1 funding.</p>

0326/8	<p><b>Governance Update Verbal</b></p> <p>Ms Harvey explained the Governance team had been undertaking a review on the outcomes and report from the recent CQC visit. In addition, yearly or twice-yearly checks to supplement the routine base checks were being scheduled to ensure that KHCIC is ready in case of a unannounced visit from the CQC.</p> <p>Mr St Leger-Francis advised although KHCIC were compliant in EPRR and H&amp;S statutory requirements, the recent CQC assessment has allowed for some reshaping of governance strategies especially around H&amp;S and infection prevention control through best practice and assurance.</p> <p>With regard to EPRR, work on the annual NHS Core Standards which covers all aspects of compliance is progressing ensuring that KHCIC remains compliant with business continuity management.</p>
0326/9	<p><b>Policy Ratification</b></p> <p>Ms Harvey explained a number of policies went to the monthly Governance Committee at the beginning of March 2025. The Board were asked to approve two policies: Fit and Proper Persons Policy and the Safeguarding Policy.</p> <p>Mr Holby queried the wording within section 5.1 of the Fit and Proper Persons Policy:</p> <p><i>"In accordance with Schedule 4 part 2 of the Act a person will fail the good character test if they:</i></p> <ul style="list-style-type: none"> <li><i>Have been convicted in the United Kingdom of any offence or been convicted elsewhere of any offence which, if committed in any part of the United Kingdom would constitute an offence."</i></li> </ul> <p>The view was taken that "any offence" seemed very broad and did not reflect the wording in the declarations.</p> <p><b>ACTION:</b> Ms Harvey agreed to review the section within the policy and amend the wording. It was agreed that if the wording could be changed the policy would be ratified.</p>
0326/10	<p><b>Reflection and Agreement on Communications.</b></p> <ul style="list-style-type: none"> <li>The communications on the departure of Mrs Jan Randall and the appointment of Mrs Laura Wheeler, as CEO will be reviewed as a matter of urgency.</li> </ul>
	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 and subject to amendments, the Board approved and ratified
4. the Part 1 minutes of the Board meeting held on the 14 February 2025, as a true and accurate record and signed by the Chair.

#### **FINAL COPY – RATIFIED**

Signed by the Chair:



Dated: 26<sup>th</sup> March 2025