

*Meeting
Minutes
KH Board
28.01.2026*

**Kernow Health CIC (the “Company”)
(Company No. 07551978)**

**DRAFT Minutes of a meeting of the Board of Directors of the Company
held at 08:00am on Microsoft Teams**

Membership	Name	
Non-Executive Directors:	Mr Gary Jennings	Non-Executive Director/Chair
	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:	Mrs Laura Wheeler	Chief Executive Officer, Kernow Health CIC
	Dr Paul Cook	Chief Medical Officer
	Ms Maria Harvey	Director of Community Care
	Mr Joe St Leger-Francis	Head of IUCS
	Mr Brian Philpott	Director of Finance
Attendees:	Ms Emma Ridgewell-Howard	CEO, Kernow LMC
	Mrs Lorna Curnow	Executive Assistant

Apologies		
	Dr Andrew Craze	Chair

CHAIRMAN

Mr Gary Jennings 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.

0128/1	Welcome and Apologies
--------	------------------------------

	<p>There were apologies from Dr Andrew Craze.</p> <p>The Chair shared a written statement from Dr Andrew Craze expressing his thanks to Mr Stephen Holby for his significant contributions to Kernow Health CIC over the years, in recognition of Mr Holby's final Board meeting as a Non-Executive Director. The Board echoed Dr Craze's sentiments, with all Members expressing their appreciation for Mr Holby's contributions.</p>
0128/2	<p>Declaration of any New Interests / Conflicts of Interest</p> <p>Declarations of Interests Register</p> <p>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</p> <p>The register was noted.</p>
0128/3	<p>Approval and ratification of Minutes of the meeting held 11th November 2025</p> <p>There were some minor corrections to the Minutes:</p> <p>Page 3 – Articles of Association – where it read “it encompassed Devon options becoming Shareholders” will be amended to “it encompasses the option of Devon practices becoming Shareholders of KHCIC”</p> <p>Page 4 – Management Accounts – “The headlines from September Management Accounts the delay from the timing of the HUC invoices due to a software implementation.” should read “The headlines from the September Management Accounts include the delay of the HUC invoices as the result of the software implementation ”.</p> <p>Statutory Accounts – where it read “KHCIC should not be aimed to make a profit but that all income should be spent and given back to general practice and patients in Cornwall will be amended to “KHCIC should not aim to make a profit, but all unspent income should be reinvested to benefit our community”</p> <p>Patient Safety Incident Response Plan – In response to comments from Mr Stephen Holby whether the KHCIC Board approved the Patient Safety Incident Response Plan, Ms Harvey confirmed the policy had been approved at the November Board meeting.</p>

	<p>AGREED: Subject to the amendments, the Board approved and ratified the Minutes of the Board meeting held on the 11 November 2025, as a true and accurate record and signed by the Chair.</p> <p><u>Action Grid</u></p> <p>1029/3 – Procurement Process - KHCIC IUCS contract</p> <p>Mr St Leger-Francis gave an update on the progress of the procurement of the IUCS contract.</p> <p>Board members noted the decision to award the contract had to go through an additional governance process due to the ICB cluster arrangement between Devon and Cornwall. Mr St Leger-Francis explained that he would be seeking clarification on this from the ICB’s Procurement Manager.</p> <p>0723/5 - Articles of Association – Ms Harvey explained due to capacity and issues with clarification over wording, the action had not progressed since the last Board meeting. It was agreed that guidance would be sought on the wording of ordinary and ‘B;’ shares.</p> <p>AGREED: The Board noted the updates to the action grid.</p>
0128/4	<p>Matters Arising</p> <p>There were no matters raised by the Board.</p>
0128/5	<p>Shareholder Transfers</p> <p>As per the report circulated, the Board was asked to approve the transfer of share for Camelford Medical Practice as follows:</p> <p>Transfer of Share from Dr Andrew Garrod to Dr Salil Pande</p> <p>AGREED: The Board approved the Stock Transfer of share at Camelford Medical Practice from Dr Andrew Garrod to Dr Salil Pande.</p> <p>The Board was asked to approve the transfer of share for Bodriggy Health Centre as follows:</p> <p>Transfer of Share from Dr Seamus Mulholland to Dr Claire Mensing.</p> <p>AGREED: The Board approved the Stock Transfer of share at Bodriggy Health Centre from Dr Seamus Muholland to Dr Claire Mensing.</p>
0128/6	<p>General Business Update</p> <p><u>EPRR</u></p>

Ms Ellen Brown provided an overview on KHCIC's EPRR (Emergency, Preparedness, Resilience and Response) process.

The Board noted the lessons learned from the recent response to Storm Goretti which included reviewing KHCIC's policies to provide greater clarity on the Business Continuity Management System (BCMS) scope, updating the Business Impact Assessments (BIAs) and to undertake a full review of the Incident Response Plan.

Following a discussion on clearer, more direct communication routes during major incidents, it was proposed that KHCIC could act as a central point of contact for general practice during system disruptions as well as the expansion of an EPRR resilience package, covering both planning and on-the-day response, should be developed.

ACTION: Mr St Leger-Francis and Ms Brown will develop an EPRR package that supports both planning and reactive needs for General Practice.

ACTION: Mr St Leger-Francis and Ms Brown will establish a process enabling GP Practices to access emergency support, and to invite GPs to volunteer for an emergency contact list.

Corporate update

Mrs Wheeler advised that Mr Steven Moore, Chief Executive, NHS Devon has resigned from his post and that Mr Steve Williamson will be stepping down from his role as Chief Executive Officer of RCHT on the 15th April 2026.

The Board noted the update on the recent meeting in London to scope out what an IHO would look like from a Primary Care MNP perspective, and on the upcoming recruitment process for the new Chief Executive Officer, RCHT.

The Board noted Mrs Wheeler has been invited to join a national group to scope the development of the Integrated Health Organisation (IHO) model from a Primary Care MNP perspective which aims to define the relationships and operational structures required between organisations.

An update was also provided on the recent Executive Away Day, where work began on refining KHCIC's strategic plan.

It was anticipated the draft strategy will be presented to the Board in February alongside the 12-month operational priorities "wish list" which is being compiled and will be brought to the Board in March 2026.

IUCS Restructure update

Mr St Leger-Francis provided an update on the ongoing IUCS restructure and implementation of the new operating model from 1st April 2026.

Members noted the collective consultation has concluded, in line with ACAS guidance, and workforce engagement has stabilised although finalising the

	IUCS contract, including alignment with NHS 111 performance frameworks remains ongoing.
0128/7	<p>Executive updates</p> <p><u>Integrated Community Care</u></p> <p><u>Schools Flu Programme</u></p> <p>An update was provided by Ms Maria Harvey on the Schools Flu Programme, noting there were no significant changes or issues.</p> <p>Members noted that Saturday walk-in flu clinics were being held for the first time. The final walk-in clinic is scheduled for 7th February 2026, in Redruth, with similar activity also underway in Devon.</p> <p><u>General update</u></p> <p><u>Ambient Voice Technology</u></p> <p>Following comments from Mr Stephen Holby regarding the emerging risk of a fragmented approach to ambient voice technology across general practices, it was agreed that there is potential for KHCIC to provide clearer system leadership given the current communication challenges therefore supporting an integrated future deployment.</p> <p>ACTION: Mr St Leger-Francis agreed to liaise with Mr John Ball (Head of Digital) to determine the best mechanism for providing system guidance, potentially via a Kernow Health position statement outlining their experience with ambient voice technology at scale to general practice and inviting them to join a co-ordinated approach.</p> <p><u>Integrated Primary Care</u></p> <p><u>Phlebotomy clinic</u></p> <p>Mrs Wheeler explained, following discussions with the LMC and ICB, approval had been given to progress exploratory work on establishing a phlebotomy clinic in Saltash. The proposal involves partnering with Southwest Pathology, who are responsible for pathology services across the Peninsula for hospitals and GP practices.</p> <p>In response to comments from Dr Jim Tait on the adoption of a bespoke model to better accommodate rural populations in other areas of the country, Mrs Wheeler confirmed that rurality is a key consideration in the current planning and that this continues to be at the forefront of discussions around Primary Care Hubs.</p> <p><u>Estates update</u></p>

	<p>Mrs Wheeler provided an update on the extension of the lease and potential purchase of Cudmore House. KHCIC is currently waiting for confirmation on the purchase price for the building from the landlord, Yelverton Properties on both Cudmore House and Pendragon.</p> <p>Members noted that work is underway on financial modelling, including mortgage costs and VAT implications. It was anticipated a report will be brought to the February Board for a decision.</p> <p>A discussion was held on the upcoming refurbishment in Cudmore House as the works will be funded by dilapidations received from NHS Property Services via Yelverton.</p>
0128/8	<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 such as retirements and finalising the year end submission.</p> <p><u>Management Accounts</u></p> <p>Mr Philpott presented the Management Accounts for the month of November.</p> <p>A discussion followed on the accruals for legal cases and other anticipated costs.</p> <p>ACTION: It was agreed a summary of legal cases, rather than patient incidents will be brought to future Board meetings.</p> <p><u>Reappointment of RRL</u></p> <p>Mr Philpott asked the Board to formally approve RRL as KHCIC's external auditors for the 2025-26 financial year.</p> <p>AGREED: The Board formally approved RRL as KHCIC's external auditors for 2025-26.</p> <p><u>Finance Committee</u></p> <p>The Board discussed the recommendation from the Finance Committee to review the frequency of the Committee meetings. Due to the improved financial stability, the Board agreed the monthly meetings may no longer be necessary, however they noted that there may be Finance Committees, by exception, to discuss urgent matters.</p>

	<p>AGREED: The Board formally agreed to moving the Finance Committee to a bi-monthly schedule, with ad hoc meetings to be convened where necessary.</p>
0128/9	<p>Directors Report</p> <p>The Board noted the regular Director report which focussed the HR statistics within the organisation.</p>
0128/10	<p>C&IoS System updates</p> <p>Dr Walters provided an ICA update from the East ICA Directorate.</p> <p>Dr James McClure observed that KHCIC was relatively stable and high performing, given the wider instability of the system and ongoing operational challenges.</p> <p>Members agreed that the organisation is well-placed and well-positioned to respond to and benefit from, emerging opportunities arising from system changes.</p>
0128/11	<p>Governance Verbal update</p> <p><u>Home Office</u></p> <p>Dr Paul Cook provided an update on the recent Home Office inspections completed at Roche, Helston, St Austell and Truro.</p> <p>The Board gave a vote of thanks to Mr Lee Wheatcroft and Mrs Sally Lankston for their continued work in maintaining strong controlled drug governance.</p>
0128/11	<p>Governance</p> <p><u>Risk Register</u></p> <p>Ms Harvey advised the Risk Register was thoroughly reviewed by the Governance Committee at the beginning of January 2026.</p> <p><u>Summary of Incidents</u></p> <p>Ms Harvey explained there were no new incidents, however it was acknowledged that a summary of legal cases would now be reported instead of incidents.</p>
0128/13	<p>Policies for Ratification</p> <p>The Board were asked to approve one policy: Prevent Policy.</p>

	AGREED: The Board agreed to approve the Prevent Policy.
0128/14	<p>Reflection and Agreement on Communications.</p> <p>Ms Maria Harvey reminded the Board of the requirement to appoint a Non-Executive Director to provide oversight on the Freedom to Speak up. Board members were invited to email Ms Harvey if they were interested in taking up this role.</p> <p>ACTION: It was proposed that an item on the Freedom to Speak up should be added as a quarterly Board agenda item.</p>
	Next meeting : Wednesday 25 th February 2026

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 28th January 2026, as a true and accurate record and signed by the Chair.

FINAL COPY – RATIFIED

Signed by the Chair: 

Dated: 25.02.2026