



Mater Misericordiae University Hospital
Board of Directors Meeting (the "Board")

DATE Tuesday, 4 July 2023	TIME 4pm	VENUE In person – Pillar Room and via Zoom
Chair	Mr. David Begg (Chair)	
Minute taker	Ms. Anna Broderick (Company Secretary)	
Members / Attendees <ul style="list-style-type: none"><input checked="" type="checkbox"/> Mr. David Begg (Chair) DB<input checked="" type="checkbox"/> Ms. Brid Cosgrove (Director of Finance, Executive Director) BC<input checked="" type="checkbox"/> Ms. Anne Vaughan (Non-Executive Director) AV<input checked="" type="checkbox"/> Mr. David O'Kelly (Non-Executive Director) DOK<input checked="" type="checkbox"/> Professor Mary McMamin (Non-Executive Director) MMcM (via zoom)<input checked="" type="checkbox"/> Dr. Brian Marsh (Chair – Medical Executive, Executive Director) BM (via zoom)<input checked="" type="checkbox"/> Mr. Pat O'Doherty (Non-Executive Director) (POD)<input checked="" type="checkbox"/> Ms. Suzanne Dempsey (Director of Nursing and Deputy CEO) SD<input checked="" type="checkbox"/> Professor Jim Egan (Executive Clinical Director, Executive Director) JE<input checked="" type="checkbox"/> Ms. Ellis O'Brien (Non-Executive Director) EOB<input checked="" type="checkbox"/> Mr. Rod Ensor (Non-Executive Director) RE (via zoom)<input checked="" type="checkbox"/> Professor Cecily Kelleher (Non-Executive Director) CK<input checked="" type="checkbox"/> Ms. Anna Broderick (Company Secretary) AB		
In Attendance <ul style="list-style-type: none"><input checked="" type="checkbox"/> Mr. Alan Sharp (Chief Executive Officer MMUH) AS		
Apologies <ul style="list-style-type: none"><input checked="" type="checkbox"/> Ms. Mary Raftery (Interim Director of Nursing) MR		

MINUTES

TOPICS	Action By	Due Date
1.0	Welcome/Apologies	
	The Chair welcomed everyone to the meeting. It was noted that MR had given her apologies to the Board.	
	The Chair declared that there was a quorum present and that the meeting could proceed. It was acknowledged that this was a hybrid meeting and each attendee confirmed that they could see and hear each other via the video-conference platform.	
2.0	Declarations of Interest	
	The Chair asked whether any Director has any interest to declare in relation to any item on the Agenda for this meeting and, if any issue arises during the meeting, that such a declaration be made then. Nothing was declared.	
	No declarations of interest were raised.	
3.0	Presentation from Company Secretary on Charity Governance Code	
	The Company Secretary for MMUH brought the board through its Charity Governance Code – MMUH's Compliance Record Form.	
	The Company Secretary reminded the Board that MMUH is a registered charity, and has certain legal obligations as a result of this status. MMUH complies with the Charity Regulatory Authority's (CRA) Governance Code which is to ensure good governance in the charity sector.	
	MMUH maintains its Compliance Record Form in which it lists the actions and evidence showing that it complies with that Code. MMUH maintains this form internally and reports to the CRA via MMUH's annual report which must be filed on or before 31 October 2023. The CRA can ask to see the Compliance Record Form at any time and can contact Directors directly.	
	As part of MMUH's on-going compliance requirements, the Board reviewed the Compliance Form, all updates as well as MMUH's key policies and procedures. Specifically, the following is noted:	

	<p>For principle 1.5, the Board committed to carrying out a review of its Constitution in Q4 2023. It was agreed that AB and RE would review and provide an update to the Board.</p> <p>For principle 4.2, the Board discussed and consulted the CRA's 'General note on 'other' legal and regulatory requirements .</p> <p>For principle 5.8, Trustees acknowledged that they are committed to this principle and any problems or issues are promptly brought to the attention of the Trustees by the Executive Management Team.</p>
4.0	Presentation from the Department of Organisation, Development and Design
	<p>The Board received a presentation from the Learning Manager of the Department of Organisation Development and Design. The Manager went through the background to the setup of this Department which arose from an internal audit of requirements for learning and development in the organisation.</p> <p>The Manager explained that the current web based learning platform that he was now presenting to the Board has been in place for 6 months and it is being recognised and used across the organisation. This presentation highlights that an audit recommendation has been successfully completed with a useful tool and information resource for staff.</p>
5.0	Minutes of the meeting dated 23 May 2023 and matters arising
	<p>The minutes of the last meeting held on 23 May 2023 were unanimously approved for signing by the Chair.</p> <p>From Matters Arising, the following was noted:</p> <ul style="list-style-type: none"> -The Annual Compliance Statement was filed with the HSE on 30 May 2023. - MMUH's AGM will be held on 6 July 2023. -The HSE's Service Level Arrangement has not been received for 2023. -The relevant approvals under matters reserved to the Board were actioned.
6.0	Board report including updates from the Directorates
	<p>The Board Report including the CEO's report was taken as read.</p> <ul style="list-style-type: none"> • AS went through the Patient Experience Times and Average Length of Stay. It was noted that there have been improvements but certain areas remain a challenge. For example, radiology remains a challenge as the need continues to grow and demand is outstripping capacity. • AS also gave an update on the Electronic Health Record (HER) process. It was agreed that a presentation will be given by the Head of ICT. • Recruitment remains a real challenge as well as office and clinical infrastructure space. • A discussion ensued in relation to the OECl accreditation process and the Early Phase Cancer trials. It was agreed that key consultants will be requested to present to the Board. • A discussion ensued on the frail elderly programme and how it is performing which was supported by BM. <p>An update from the Chair of Medical Executive and the Executive Clinical Director was provided to the Board.</p> <p>Climate Action Roadmap: POD said that it is a very good document and it should be published on MMUH's website. AS confirmed that HSE are supporting energy initiatives within MMUH which is welcome. The Biodiversity plan was also discussed and noted.</p>
7	MMUH Committee Updates
	The Chair noted that update from each Committee is set out below.
7.1	Finance & General Purposes Committee
	<p>The Chair gave a verbal update to the Board. The finances were reviewed in detail. The Schedule of Matters Reserved to the Board were reviewed by the Committee. The Committee agreed that this document should be brought back to the Board in September after the auditor gives feedback.</p> <p>In terms of corporate governance, it was noted and welcomed that MMUH has to present two sets of accounts every year (HSE statutory accounts and CRO financial statements and reports) as well executing an Annual Compliance Statement with associated internal controls which are considered by the Group Audit Committee before being presented to the Board.</p>
7.2	Remuneration Committee
	<p>POD brought the Board through the Gender Pay Gap report. He confirmed that the Committee met to go through this paper and POD brought the Board through the observations in the report. MMUH's pay gap is in line with similar organisations. MMUH needs to assess trend data as this should be improving with the recommended initiatives. The Committee will delve into this data over the coming months. AS stated that MMUH needs to be a leader in this space given the number of consultant appointments in the last two years.</p> <p>CK said that we need to report the trend data. The Board agreed that it is a good report. The Board approved the report being published on MMUH's website.</p>
7.3	Quality and Patient Safety Committee

	AV gave an update on progress and said that a committee meeting has been scheduled for August 2023. The initial assessment will be the scope of the Committee which will be brought back to the Board. It was approved and acknowledged that CK has agreed to join the meeting. SD has prepared a tender document in terms of policy structure and resources for risk management which will be considered by this Committee.
7.4	Mission Effectiveness Committee
	RE gave an update on the Committee's last meeting in May 2023. He noted the members and attendees of the Committee. The Director of Mission reported to the Committee on MMUH's mission and values. The Committee agreed that the Director of Mission will now draft a report taking account of MMUH's Charter and Strategic Plan. Once this draft is received, the Committee will hold an away day meeting which will then be presented back to the Board.
8.0	Matters reserved for the Board
	The Board of MMUH unanimously approved the following consultant positions: <ul style="list-style-type: none"> • Post 1 Consultant Microbiologist Post (EWB) • Post 2 Consultant Vascular Surgeon (MMUH 37 hours) • Post 3 Consultant Respiratory & General Physician (MMUH 18.5 hours/ Our Lady's Hospital Navan 18.5 hours) • Post 4 Consultant General Physician (MMUH 37 hours)
8.1	Contract for Approval by the Board
	Briefing note to Board July 2023 was taken as read. The Public Works Contract was discussed and unanimously approved by the Board. A discussion ensued in relation to the costing of this project. Building Regulations requirement: A discussion ensued in relation to the Director of Estate acting as the Board's authorised representative to complete the necessary forms in line with Building Regulations. The Board approved this representation and delegated its authority in this regard for Building Regulation requests to date and going forward on the basis that the Director of Estates is duly skilled and qualified to sign off on these reports on behalf of the Board.
9	Finance
	The Finance Report was taken as read. The Director of Finance brought the Board through recent HSE communications on ceasing all Covid 19 funding. An update was also given on the ABF conference held in Galway which was attended by HSE CEO and CFO. A number of the Finance team attended the conference which is to be the model of funding from 2024. A discussion ensued in relation to cash flow for revenue as accelerated requests are being approved by the HSE. The issues with budget, accelerated requests and use of overdrafts with the 10% withholding of the budget was raised by MMUH finance to the HSE.
10.0	Corporate Governance and Compliance
	Subsidiary Update ER&I's financial statements and reports for 2022. It was noted that ER&I's board of directors approved its financial statements and reports for 2022 at its board meeting. Pursuant to S175(3) of the Companies Act 2014, the Board of MMUH resolved: <ol style="list-style-type: none"> 1. To acknowledge receipt of the financial statements for the year ended 31 December 2022 (the "Financial Statements"), the report of the directors and the report of the statutory auditors on the Financial Statements; 2. To confirm, following a review of the report of the directors and the Financial Statements and in the absence of the notification from the directors if any material changes in the business or of the financial position of the Company, satisfaction with the performance and management of the Company's affairs; 3. To reappoint Deloitte as statutory auditors of the Company; and, 4. To authorise the directors of the Company to fix the remuneration of the statutory auditors for the coming year. MMUH's Annual Report It was noted that the CEO will bring the Board through his report at the September Board meeting before it is published. The Board approved including director attendance and responsibilities. In relation to the tenure of directors, this will be taken up by the MMUH Nominations Committee and reported to the Board.

	An update was given to the Board on the recommendations of the OBGD external review. As noted in these recommendations, relevant policies and procedures were reviewed in the board meeting with directors as part of the Charity Governance Code update.
11.0	AOB
	As there was no other business, the meeting concluded.
NEXT MEETING	Tuesday, 19 September 2023 @4pm
SIGNED (by Chair)	
Actions	<ul style="list-style-type: none"> • Presentation from Head of ICT on EHR • Presentation on OCEI and research • Annual Report Update • Review of Constitution • Following audit input, matters reserved to the Board to be presented to the Board