



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


| DATE   | TIME                                   | VENUE                                |
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| Tuesday, 2 July 2024   | 4pm                                    | In person – Pillar Room and via Zoom |
| Chair  | Mr. David Begg (Chair)                 |                                      |
| Minute taker   | Ms. Anna Broderick (Company Secretary) |                                      |
| <b>Members / Attendees</b>   |  |                                      |
| <input checked="" type="checkbox"/> Mr. David Begg (Chair) DB  |  |                                      |
| <input checked="" type="checkbox"/> Mr. David O’Kelly (Vice-Chair) (Non-Executive Director) DOK                      |  |                                      |
| <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"/> Ms. Suzanne Dempsey (Director of Quality Assurance and Organisational Design) SD |  |                                      |
| <input checked="" type="checkbox"/> Mr. Pat O’Doherty (Non-Executive Director) (POD) (via zoom at 4.20pm)            |  |                                      |
| <input checked="" type="checkbox"/> Dr. Nuala O’Farrell (Non-Executive Director) NOF                                 |  |                                      |
| <input checked="" type="checkbox"/> Professor Mary McMenamin (Non-Executive Director) MMcM (via zoom)                |  |                                      |
| <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"/> Professor Jim Egan (Executive Clinical Director, Executive Director ) JE         |  |                                      |
| <input checked="" type="checkbox"/> Ms. Anna Broderick (Company Secretary) AB  |  |                                      |
| <b>In Attendance</b>   |  |                                      |
| <input checked="" type="checkbox"/> Mr. Alan Sharp (Chief Executive Officer MMUH) AS                                 |  |                                      |
| <b>Apologies</b>   |  |                                      |
| <input checked="" type="checkbox"/> Ms. Mary Raftery (Interim Director of Nursing) MR                                |  |                                      |
| <input checked="" type="checkbox"/> Dr. Brian Marsh (Chair – Medical Executive, Executive Director)                  |  |                                      |
| <input checked="" type="checkbox"/> Ms. Eilis O’Brien (Non-Executive Director) EOB                                   |  |                                      |

## MINUTES

| TOPICS |   | Action By | Due Date |
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| 1.0    | <b>Welcome/Apologies</b>  |           |          |
|        | The Chair welcomed everyone to the meeting.   |           |          |
|        | The Chair declared that there was a quorum present and that the meeting could proceed as there was only two apologies from directors. 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    | <b>Declarations of Interest</b>   |           |          |
|        | 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    | <b>Presentation on Governance</b>   |           |          |
|        | The Company Secretary brought the Board through her presentation and the Charity Regulator'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 Charities Regulator Authority's (CRA) Governance Code which is to ensure good governance in the charity sector.                |           |          |

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|     | <p>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 to the CRA which must be filed on or before 31 October 2023. It was noted that the CRA can ask to see the Compliance Record Form at any time and can contact Directors directly.</p> <p>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 including the Protected Disclosure Policy and the Code of Corporate Governance. Specifically, the following was noted:</p> <p>For principle 4.2, the Board discussed and consulted the CRA's 'General note on 'other' legal and regulatory requirements. 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> <p>The reviewed CRA Compliance Record Form was approved by the Board.</p>  |
| 4.0 | Minutes of the meeting dated 20 May 2024 and matters arising   |
|     | <p>A typo on attendance from the last meeting was noted. It was confirmed that it has been addressed so the minutes of the last meeting held on 20 May 2024 were unanimously approved for signing by the Chair.</p> <p>From matters arising, it was noted that:</p> <ul style="list-style-type: none"> <li>- The MMUH CRO filing deadline was extended as MMUH's financial statements have not yet been approved.</li> <li>- The HSE Agreement as presented to the last board meeting was signed and returned to the HSE.</li> <li>- It was confirmed that the Chair wrote to the Head of HSE Compliance Unit noting MMUH's position on the Annual Compliance Statement which was not signed or returned by 31 May 2024.</li> </ul>  |
| 5.0 | Board report including updates from the Directorates   |
|     | <p>The Board Report including the CEO's report was taken as read. AS brought the Board through the report.</p> <p>AS brought the Board through the capital developments. AS gave an update on the HSE's request to MMUH on scoliosis initiative. A detailed discussion ensued at Board level. JE gave a clinical overview of this initiative. CK noted that this is a very important initiative. The Board agreed that it cannot be taken on without the appropriate resources which will have to be addressed through a service level arrangement with the HSE.</p> <p>The Chair said that there is a pressing care need for this cohort of patients and MMUH has to meet and act in accordance with its mission and values. Accordingly, MMUH will do all that it can to assist these patients in need.</p> <p><b>Electronic Health Record (EHR)</b> – A discussion ensued on the importance of this project. AS updated the Board on recent communications from the Department of Health (DOH). AS confirmed that the timeline is a minimum of 2 years. AS gave the background on the proposed structure for EHR interface which is under DOH remit as it will be a national system. For MMUH Patient Centre, all mitigations that can be done have been carried out but it remains MMUH's number one corporate risk. The Chair confirmed that this matter has to be kept on the agenda and reviewed at each board meeting.</p> <p><b>Quality Patient Safety (QPS)</b><br/>It was confirmed that the QPS report by [REDACTED] will be summarised and presented to the Board in September. The CEO confirmed that 2 WTEs have been appointed to assist with this project. The Chair noted that this has to be progressed as much as possible. AV confirmed that MMUH wants to be a leader in QPS. It was noted that it is a challenge with current resources but putting two positions in place is important. The Board noted that the senior responsible officer has to be identified to drive the priority recommendations.</p> <p>AV noted that MMUH is expanding at a significant rate and given the level of services and the increase in the patient cohort, there are significant challenges.</p> <p>A discussion ensued on the current NTPF funding for radiology given the reoccurring demand and need.</p> <p>JE gave a presentation on patient discharge and elective work carried out by consultants on a Saturday. This initiative commenced in January 2024 which is a first in Ireland. JE confirmed that MMUH has noticed a drop in patient bed stay. JE noted that Prof Muldoon (and the NCHDs) are spearheading this project which has to be acted on now to stem the winter surge in December/January. Given the level of activity which continues to grow, JE said that MMUH has on-going challenges with surges. MMUH now has 18 surge beds identified and operational.</p> |

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| <b>6.0</b> | <b>MMUH Committee Updates</b>   |
|            | The Chair noted that updates from each Committee are set out below.   |
| <b>6.1</b> | <b>Audit Committee</b>  |
|            | The Chair of the Audit Committee's report was taken as read. DOK gave an update on the 25 June 2024 audit committee meeting and noted the financial position of MMUH. The audit committee's recommendation is to approve the financial statements and reports albeit with an emphasis of matter noted in the accounts. The Service Level Arrangement should be signed before the Financial Statements are filed. BC gave an update on the actions to be taken by the EMT vis a vis HSE and funding for 2023 and 2024. BC noted that the significant challenge at this time is the level of demand on the hospital and how the EMT enact the cost containment plan. The Board agreed that this will be noted in writing by the EMT to the HSE.   |
| <b>6.2</b> | <b>Finance &amp; General Purposes Committee</b>   |
|            | The Chair of the Committee gave an update on its meeting dated 1 July 2024. The Chair noted that a finance department restructure business case was presented to the Committee which is aimed at enhancing the Finance Department. The Committee would like the Remuneration Committee to review the finance restructure business case before it is presented to the Board in September.  |
| <b>6.3</b> | <b>Nominations Committee</b>  |
|            | CK gave an overview of the meeting held on 13 June 2024. CK confirmed that the Committee considered two CVs; one for St Paul's and one for Suantrai. CK noted the Committee's considerations and she confirmed that the Committee is recommending both directors to the Board for approval. As both directors have the required skill set and have the time, the Board unanimously approved the Director nominations to St Paul's and Suantrai. It was confirmed that the Company Secretary is instructed to attend to all necessary arrangements in this respect.  |
| <b>6.4</b> | <b>Quality and Patient Safety Committee (QPS)</b>   |
|            | The Chair of the QPS Committee gave an update on the Committee's meeting dated 25 June 2024.  |
| <b>6.5</b> | <b>Mission Effectiveness Committee</b>  |
|            | The Chair of the Committee gave an update on its away day held on 27 June 2024.   |
| <b>7.0</b> | <b>Matters reserved for the Board</b>   |
|            | <p>The Board approved the following consultant positions:</p> <ul style="list-style-type: none"> <li>• Consultant Medical Oncologist - MMUH 20 hours / Cavan General Hospital 17 hours - [REDACTED]</li> <li>• Consultant Radiologist (EWB Phase 2) - MMUH 37 hours - [REDACTED]</li> </ul>   |
|            | <p>Approvals for Board consideration - all documents were provided in advance and taken as read at the board meeting</p> <ul style="list-style-type: none"> <li>• Sub-Licence with on-site drinks and food provider</li> </ul> <p>The Board went through the briefing paper and noted the terms of the proposed sub-licence at level 0 of the Rock Wing and in the atrium of the Whitty wing which will provide appropriate facilities for staff, patients and visitors to the hospital. It was noted that this will be presented to the parent company who as head-licensor will be requested to approve this sub-licence being provided by MMUH.</p> <p>Following a discussion on the documentation provided, the process and the financial position of MMUH, the Board unanimously resolved to approve the sub-licence as it is in the best interests of the hospital, staff, patients and visitors and it was resolved that any director, or a director and secretary, be authorised to execute the Licence on behalf of the Board and that the Chair and Company Secretary be authorised to attend to all necessary arrangements with the external legal team including making all and any necessary filings as required. The Board of Directors authorised the use of MMUH's company seal as required on the legal documents to finalise this arrangement with the provider.</p> <ul style="list-style-type: none"> <li>• Heads of Terms with [REDACTED]</li> </ul> <p>The Board went through the briefing paper and noted the heads of terms of the proposed waste project. Following a discussion on the documentation provided, the process and the financial position of MMUH, the Board unanimously approved the heads</p> |

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|                          | <p>of terms as it is in the best interests of the hospital, staff and patients and it was resolved that the CEO of MMUH be authorised to execute the Heads of Terms on behalf of the Board.</p> <p><b>Matters Reserved to the Board Document</b></p> <p>The Board received the amended and updated MMUH <i>Matters Reserved to Board</i> document in advance of the board meeting. It was confirmed that the document was reviewed externally by [REDACTED]. It was noted that all of [REDACTED] recommendations were incorporated. Following a discussion on the updated document, the Board unanimously approved the updated Matters Reserved to the Board document.</p>  |
| 8                        | <p><b>Finance</b></p> <p>The Finance Report was taken as read. BC gave an update on Finances to the Board for the year. It was noted that given the level of services and patients, the cost containment plan will be difficult to implement. The Board thanked BC for her work and in getting the Letter of Comfort from the HSE which the Board noted was also reviewed by the Group Audit Committee and the external auditors.</p> <p>The hospital is working at 100% capacity and MMUH will exceed its KPIs by September 2024. MMUH's activity level is over and above its current funding level.</p>   |
| 10.0                     | <p><b>Corporate Governance and Compliance</b></p> <p><b>Draft Service Level Arrangement from the HSE (SLA)</b></p> <p>The Board noted that Schedule 10 of the SLA received from the HSE is blank. Following discussion, the Board approved AS and BC to negotiate on the KPIs and budget for the SLA and to return to the hospital group CEO. The final draft will be presented to the Board in September.</p> <p><b>Annual Compliance Statement (ACS)</b></p> <p>The Board noted the Chair's response to the HSE's Head of Compliance regarding the ACS. A board discussion ensued on the ACS and it was noted that it will not be returned until the Financial Statements can be filed with the CRO.</p> <p>The Governance Tracker was considered and noted by the Board. It was noted that the self-evaluation of the Board will commence in the last quarter and that the Board will carry out an external evaluation by latest Q1 2026.</p> <p><b>MMUH Financial Statements (FSs) and Reports</b>–The Board approved the FSs for execution by the Chair and Vice Chair as MMUH's authorised signatories and to be filed once the SLA has progressed.</p> <p><b>MMUH Letter of Representation</b> –The Board approved this Letter and the signing of this Letter by the Chair as presented to the Board.</p> <p><b>The AGM</b> to be set following the approval of the SLA. The Annual Compliance Statement will be returned on filing of the FSs.</p> <p>The Board agreed that the completion of the SLA and the filing of the accounts will be reviewed in the September 2024 board meeting.</p> <p><b>Annual Report 2023</b></p> <p>The Board approved the annual report for MMUH for 2023 and it will be published on MMUH's website once the financial statements are filed. It was recommended that it is proof read.</p> |
| 11.0                     | <p><b>AOB</b></p> <p>As there was no other business, the meeting concluded.</p>   |
| <b>NEXT MEETING</b>      | Tuesday, 2 July 2024 @ 4pm  |
| <b>SIGNED (by Chair)</b> |    |

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| <b>Actions</b> | <ul style="list-style-type: none"> <li>- EHR – to be kept on the board's agenda.</li> <li>- Quality Patient Safety- it was noted that a summary of [REDACTED] report would be given to the board in September and presented to them.</li> <li>- Update on Scoliosis initiative will come back to the Board.</li> <li>- Final draft of the SLA to be provided to the Board.</li> <li>- The updated and final position on the FSs in terms of MMUH's AGM and filing.</li> <li>- The executive will publish the Annual Report for 2023 once the FSs are approved.</li> </ul> |
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