



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


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| DATE Tuesday, 17 September 2024  | TIME 4pm                               | VENUE In person – Pillar Room and via Zoom |
| Chair  | Mr. David Begg (Chair)                 |  |
| Minute taker   | Ms. Anna Broderick (Company Secretary) |  |
| <b>Members / Attendees</b> <ul style="list-style-type: none"><li>✓ Mr. David Begg (Chair) DB</li><li>✓ Mr. David O’Kelly (Vice-Chair) (Non-Executive Director) DOK</li><li>✓ Ms. Brid Cosgrove (Director of Finance, Executive Director) BC</li><li>✓ Ms. Anne Vaughan (Non-Executive Director) AV</li><li>✓ Ms. Suzanne Dempsey (Director of Quality Assurance and Organisational Design) SD</li><li>✓ Dr. Nuala O’Farrell (Non-Executive Director) NOF</li><li>✓ Mr. Rod Ensor (Non-Executive Director) RE (via zoom)</li><li>✓ Professor Cecily Kelleher (Non-Executive Director) CK (via zoom)</li><li>✓ Professor Jim Egan (Executive Clinical Director, Executive Director ) JE</li><li>✓ Dr. Brian Marsh (Chair – Medical Executive, Executive Director) BM</li><li>✓ Professor Mary McMenamin (Non-Executive Director) MMcM (via zoom)</li><li>✓ Ms. Anna Broderick (Company Secretary) AB</li></ul> |  |  |
| <b>In Attendance</b> <ul style="list-style-type: none"><li>✓ Mr. Alan Sharp (Chief Executive Officer MMUH) AS</li><li>✓ Ms. Mary Raftery (Interim Director of Nursing) MR</li></ul>  |  |  |
| <b>Apologies</b> <ul style="list-style-type: none"><li>✓ Ms. Eilis O’Brien (Non-Executive Director) EOB</li><li>✓ Mr. Pat O’Doherty (Non-Executive Director) (POD)</li></ul>   |  |  |

## 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>Presentations</b>  |           |          |
|        | Presentation from [REDACTED] Stanford Professor on Electronic Health Records. It was noted that Ireland has the lowest digital health maturity of 22 OECD countries as of 2023.   |           |          |
|        | Presentation from Ronan O'Halloran, Data Protection Officer and Information Governance Manager. An operational overview together with a review of Irish and European Legislative Action, recommendations of internal audit review and current   |           |          |

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|     | legislative landscape was presented to the Board. It was noted that additional funding is required to meet compliance requirements that continue to grow including funding for the DPO's position.   |
| 4.0 | <b>Minutes of the meeting dated 2 July 2024 and matters arising</b>  |
|     | <p>A typo on agenda item 6.5 was noted. It was confirmed that this typo has been addressed so the minutes of the last meeting held on 2 July 2024 were unanimously approved by the Board for signing by the Chair.</p> <p>From matters arising, it was noted that:</p> <ul style="list-style-type: none"> <li>-EHR – It was noted in the July board meeting that EHR must be kept on the agenda. The Board received a presentation on EHR at this meeting. It was noted that there is an update on Patient Centre in the board report and the incident which occurred last month.</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. SD will give a verbal update to the Board.</li> <li>-Update on Scoliosis initiative - please see Board report and attached letters at agenda item 5.</li> <li>-Final draft of the SLA with Schedule 10 populated is available at agenda item 9.</li> <li>-The updated financial statements are provided at agenda item 8. The Board will be requested to authorise filing of the accounts if appropriate. If the accounts are approved for filing, the executive will publish the Annual Report for 2023 as previously approved by the Board on MMUH's website.</li> </ul> |
| 5.0 | <b>Board report including updates from the Directorates</b>  |
|     | <p>The Board Report including the CEO's report was taken as read. AS brought the Board through the report.</p> <p>AS gave a detailed account of the patient centre issue last month as well as the funding that the HSE has now agreed to provide to stabilise the system. Data experts will be deployed on foot of the necessary funding from the HSE. The clinical risk to this was significant and material as MMUH's number one risk. Although it was well managed, all measures need to be taken to ensure that this does not happen again. A detailed discussion ensued and the Board confirmed that an update on Patient Centre and EHR must be reported to Board at every board meeting.</p> <p>AS gave a detailed update on the Scoliosis initiative which was discussed by the Board.</p> <p>SD gave an update on the external QPS review. The external provider gave a maturity assessment to QPS in MMUH. There were a number of recommendations which are now being assessed in terms of available resources. The Board noted that this is an important strategic investment that MMUH has to resource given how important it is for patient care. It was noted that the Board wants to see momentum and progress in this area.</p>   |
| 6.0 | <b>MMUH Committee Updates</b>  |
|     | The Chair noted that updates from each Committee are set out below.  |
| 6.1 | <b>Finance &amp; General Purposes Committee</b>  |
|     | The Chair of the Finance & General Purposes Committee gave an update to the Board on the Committee's meeting dated 16 September 2024. It was noted that the Committee reviewed the financial position with particular reference to progress on the Service Level Agreement. Subject to the update from the Director of Finance, the Committee are recommending that the Board sign and file the Financial Statements following MMUH's AGM which date must be scheduled by the Board.   |
| 6.2 | <b>Remuneration Committee</b>  |
|     | RE gave an update on the Committee's meeting dated 16 September 2024. RE gave an overview of the finance restructure proposal which the Committee are recommending be approved by the Board including the appointment of an additional senior member of the Finance Team reporting to the Director of Finance. RE gave an overview of succession planning for senior managers which will be brought back to the Board. The Board approved the Finance Restructuring Proposal including the additional position with actions taken by the Executive to date being ratified.   |
| 6.3 | <b>Quality and Patient Safety Committee</b>  |
|     | The Chair of the QPS Committee gave an update on the Committee's meeting dated 10 September 2024.  |
| 7.0 | <b>Matters reserved for the Board</b>  |
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|     | <p>It was confirmed that all documents were provided in advance and taken as read.</p> <ul style="list-style-type: none"> <li>• Following a review, the 2024 Procurement Plan as provided was approved by the Board.</li> <li>• CCU - briefing paper was considered and reviewed by the Board. The Board approved the proposed course of action by the EMT and the contract being entered into with the successful tenderer subject to the HSE funding the project. It was approved that any director and/or the company secretary be authorised to execute the contract. It was resolved that the document so approved that any two directors or any one director and the company secretary be authorised to attest the affixing of the common seal of the Company thereto.</li> <li>• COR 17 Interpretation Services - the briefing paper was reviewed and considered. Following this review, the Board approved the contract, based on standard HSE terms and conditions, for 4 years with an interpretation services provider.</li> <li>• TSD04- request to extend security services contract on the same terms with a Security provider for 1 year was approved by the Board.</li> <li>• TSD18- request to enter 3 year contract on HSE standard terms and conditions (with options to extend for 2 x 1 year each) was approved by the Board.</li> <li>• Written request from MMUH EMT to proceed with next steps to procure a second surgical robot was approved by the Board.</li> </ul>   |
| 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 to date. The announced budget/financial limit communicated by the HSE in August of this year was noted to the Board together with the expected deficit given the level of services currently being provided by the MMUH. The financial limit does not take account of the positions and services which have been agreed with the HSE in writing prior to August and have also not been taken account of in the financial limit provided. This has been communicated in writing from MMUH to the HSE. The additional services and activity provided by the hospital was noted to the Board. This current activity levels exceed the service level expectations provided by the HSE which should be reflected in the Service Level Arrangement (SLA) which has been with the HSE's regional group since July 2024.</p> <p>BC noted that written confirmation has been received from the external auditors that they are satisfied with the EMT's progress on the SLA with the HSE so the Finance and General Purposes Committee are recommending that the Board file the financial statements and reports for 2023 following its AGM.</p> <p><b>Financial Statement and Reports</b></p> <p>Subject to the AGM, the Board approved the financial statements and reports being filed as provided to the Board.</p> <p>The Board unanimously resolved that DB be appointed as its authorised representative to attend the Company's AGM on 22 October 2024 and that the Chair be authorised to execute all necessary forms on behalf of MMUH to allow the AGM to be held on the nominated date (or at any adjournment thereof).</p> <p>JE noted that the current discussions with the HSE in terms of the MTC have been extremely challenging. AS echoed this position in respect of the Rock Wing and previously approved positions.</p> |
| 9.0 | <p><b>Corporate Governance and Compliance</b></p> <ul style="list-style-type: none"> <li>• Charity Regulator Annual Return <ul style="list-style-type: none"> <li>◦ The draft annual return as provided to the Board was approval by the Board subject to the current phishing event being reported in this report which will be filed before 31 October 2024.</li> </ul> </li> <li>• Summary of insurances for MMUH was reviewed by the Board.</li> <li>• Code of Ethics for the Group was provided in advance of the board meeting. A brief overview of the introduction of this updated Code of Ethics was provided to the Board. Following a presentation to the Board, the Code was approved by the Board for adoption.</li> <li>• Letter from the parent company to the Board of MMUH regarding Group Audit Committee and its proposed restructure was considered by the Board. Following a detailed discussion, the Board approved the restructuring of the Group Audit Committee to a MMUH audit and risk committee with its own non-executive directors being appointed. The Chair confirmed that he will liaise with non-executive directors on the Board in the coming weeks and potentially external experts to become members of the new committee. It was agreed and confirmed that the newly constituted committee will have to update its Terms of Reference and how it will be resourced and bring this back to the Board in October.</li> <li>• The Board resolved that the annual general meeting of MMUH will be held via zoom at 2.30pm on 22 October 2024 and the company secretary be instructed to attend to all necessary arrangements in this respect.</li> </ul>   |

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|                   | <ul style="list-style-type: none"><li>Once the Financial Statements have been filed, it was agreed that the Annual Compliance Statement to the HSE will be returned.</li><li>Self-assessment evaluation forms will be released next month via survey monkey and scheduling of board meetings for 2025 will be separately shared with the Board.</li><li>The EMT confirmed to the Board that the completed SLA was returned to RCSI in July 2024. Awaiting response from RCSI Group. The Board approved this SLA being issued to REO of Dublin North East Region without delay.</li></ul> |
| 11.0              | AOB  |
|                   | <p>Letter from relative of a patient reviewed by the board.</p> <p>It was agreed that an update on the Winter surge which will also be added an agenda item at the next board meeting.</p> <p>As there was no other business, the meeting concluded.</p>   |
| NEXT MEETING      | Tuesday, 22 October 2024 @ 4pm   |
| SIGNED (by Chair) |   |
| Actions           | <ul style="list-style-type: none"><li>The Board confirmed that an update on Patient Centre and EHR must be reported to Board at every board meeting.</li><li>Update on Scoliosis must be provided at every board meeting.</li><li>Progress update required on QPS recommendations</li><li>The Board approved the completed SLA being issued to REO of Dublin North East Region without delay.</li><li>An update will come back to the Board in October regarding the winter surge.</li></ul>   |