



Mater Misericordiae University Hospital
Board of Directors Meeting (the “Board”)

DATE	Monday 20 May 2024	TIME	4pm	VENUE	In person – Pillar Room and via Zoom
Chair	Mr. David Begg (Chair)				
Minute taker	Ms. Anna Broderick (Company Secretary)				
Members / Attendees					
<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 Nursing and Deputy CEO) SD					
<input checked="" type="checkbox"/> Mr. Pat O’Doherty (Non-Executive Director) (POD)					
<input checked="" type="checkbox"/> Dr. Nuala O’Farrell (Non-Executive Director) NOF					
<input checked="" type="checkbox"/> Dr. Brian Marsh (Chair – Medical Executive, Executive Director)					
<input checked="" type="checkbox"/> Ms. Eilis O’Brien (Non-Executive Director) EOB (via zoom)					
<input checked="" type="checkbox"/> Mr. Rod Ensor (Non-Executive Director) RE					
<input checked="" type="checkbox"/> Professor Cecily Kelleher (Non-Executive Director) CK					
<input checked="" type="checkbox"/> Professor Mary McMennamin (Non-Executive Director) MMcM (via zoom 4.30PM)					
<input checked="" type="checkbox"/> Ms. Anna Broderick (Company Secretary) AB					
In Attendance					
<input checked="" type="checkbox"/> Mr. Alan Sharp (Chief Executive Officer MMUH) AS					
<input checked="" type="checkbox"/> Ms. Mary Raftery (Interim Director of Nursing) MR					
<input checked="" type="checkbox"/> Mr. Bill Cunningham (Chair of the Group Audit Committee) BCu					
Apologies					
<input checked="" type="checkbox"/> Professor Jim Egan (Executive Clinical Director, Executive Director) JE					

MINUTES

TOPICS		Action By	Due Date
1.0	Welcome/Apologies		
	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 one apology. 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 Group Audit Chairman		
	The Chair thanked Mr Bill Cunningham, Chair of the Group Audit Committee for his report.		
	In advance of Mr Cunningham’s presentation, the Chair noted the results of the IGEES Analytical Paper published in April 2024 which notes MMUH’s positive performance.		

With this context, the Chair noted that HSE's memo this month to all hospitals noting the allocation of available funding. In summary, it noted that the HSE received a supplementary budget which was distributed across all hospitals. The distribution at one level is equal but it did not take account of performance.

The Chair noted MMUH's obligations under Company Law. FRS102 financial reporting standards have to be complied with by MMUH. At this stage, MMUH has significant deficits for 2023 as well as for 2024 based on the current forecasted budget as the draft budget proposed by the HSE is insufficient. This financial position is unsustainable.

The Group Audit Chair has met and liaised with his Committee and with MMUH's external auditors. As of the date of [REDACTED] letter which was provided in advance to the Board, the external auditor cannot form an opinion on the going concern issue for MMUH.

For this meeting, there are two principle issues for consideration by the Board of MMUH: 1) Going Concern Issue and 2) the current Internal Audit Structure.

BCu brought the Board through his presentation and noted that his report was taken as read in advance of the board meeting.

BCu confirmed that both internal audit and management have given assurances that the fundamental controls are working and that they are appropriate. BCu said that the external auditor has come to the same conclusion.

On Going Concern – BCu said that at the date of the MMUH May Audit Committee meeting, there was a deficit for 2023 together with a historical deficit and a gap for MMUH's 2024 budget. Therefore, at that point the financial statements could not be recommended to the Board to approve for execution. If the going concern cannot be addressed then the external auditors would have to disclaim the accounts.

The external auditors' concerns can be addressed by if more funding can be confirmed for 2024. If MMUH carry forward deficit then the external auditors have to have certainty as to funding for 2024. Accordingly, a cost containment plan has to be provided to the Board and this plan needs to be acceptable to the external auditors. BCu added that the HSE has always funded and invested in the hospital which will be taken into account. However, the external auditors require evidence that the MMUH is a going concern.

BCu stated that at this point, the Audit Committee are not recommending signing the accounts until there is evidence of the above for the external auditors. The external auditor has to receive comfort on the going concern. In terms of the current finances, the Chair of the Board of MMUH noted that this has been a very difficult position and time for the Executive Management Team (EMT).

For MMUH's audit plan, BCu said that in 2022, MMUH did not complete its audit plan and the Board was clear at that time that it was not satisfied and that the hospital would have to meet its audit plan in 2023. However, the audit plan was not completed in 2023. The final December 2023 audit committee meeting was held but three audits for MMUH were not completed. For 2024, a plan has been drawn up and 8 audits are to be completed with one audit completed. Following a detailed discussion, the Board noted that this is a serious matter that has to be addressed.

The Chair noted that the audit plan has to be completed especially as MMUH is expanding. The Chair said there is an increase in the current expenditure so a satisfactory level of audit coverage is essential. There is also the assessment of risk which the Board wants oversight on so as to ensure that risk coverage across clinical, financial, corporate etc all receive parity of consideration. The Chair noted that these concerns will be raised with the parent company. The Board of MMUH confirmed that it requires the Audit Committee to fully consider the current internal audit structure.


The Chair noted that RE is working with the Irish Voluntary Healthcare Association (IVHA) on the on-going funding deficits to the hospitals. A legal opinion has been received but IVHA believes receiving Counsel's opinion would be useful to bring to HSE's Board of Directors. It was noted that this is a matter for IVHA.

In relation to MMUH's going concern, RE noted the seriousness of the issues for the Directors. AS said that 60% of the increases relate to the pay increases and awards approved at national level. There will be a formal letter issued by the Dublin hospitals to the HSE CEO.

AS brought the board through a number of the proposed cost containment measures. AS noted the important role of the MMUH Finance team in the past number of months. DOK noted that notwithstanding all of these measures being implemented that there is still a budget deficit for 2024 which has to be addressed.

	<p>BCu concluded to note that the Board will not be able to sign off on the 2023 accounts until there is a cost containment plan together with assurances from the HSE that the External Auditors are comfortable with in order to give an opinion.</p> <p>The Chair summarised the Board's position as follows:</p> <ul style="list-style-type: none"> -Government is grappling with the rise in health costs that continue year on year with an aging population. If MMUH goes through with the cost containment plan, it will adversely impact our patients and it is a last resort for MMUH. Accordingly, MMUH's stakeholders have to be made aware of the measures that have to be taken to address the current funding gap. -The EMT continue to negotiate on the budget for 2024 which is positive. Significant correspondence has been issued to date and MMUH is working with IVHA and the Dublin Academic Teaching Hospitals as well. -MMUH is committed to continue to work with all of its stakeholders. <p>The Board unanimously approved the following:</p> <ul style="list-style-type: none"> -The Board resolved that it will not be signing the Annual Compliance Statement for 2023 and that the Chair will notify the HSE compliance unit of this decision. -The Board resolved that it will file the relevant form with the CRO to extend its annual return date. -The EMT and the Audit Committee are directed to continue discussions with the external auditors. -The Board are prepared to hold an emergency meeting if required in advance of the July board meeting.
4.0	Minutes of the meeting dated 12 March 2024 and matters arising
	<p>It was noted that a typo on attendance had been addressed so the minutes of the last meeting held on 12 March 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"> - The Medical Contract was approved. - The relevant Consultants' positions approved. - The Finance contract extended. - The HSE Agreement will be addressed under agenda item 10 of this meeting.
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 his report.</p> <p>AS requested comments back from the Board on the Draft Annual Report. The Chair noted that it is a good report which will be brought back to the July meeting for approval.</p> <p>A discussion ensued on the pathology laboratory matters which is registered on MMUH's risk register. AS confirmed that a committee is in place in MMUH engaging with the community as well as with HSE's CTIO on the Electronic Health Record tender and the risks within Pathology. MMUH's EMT are proactively engaging with HSE on these specific areas.</p> <p>BM gave an update on the escalation plan noted in the Board Report noting that Patient Experience Times have decreased.</p> <p>AV noted that the end of life programme is excellent.</p> <p>Subsidiaries SD gave an update on the St Paul's CFCC and Suantrai.</p>
6	MMUH Committee Updates
	The Chair noted that updates from each Committee are set out below.
6.1	Finance & General Purposes Committee
	<p>The Chair gave an update on the financial position of MMUH for 2023.</p> <ul style="list-style-type: none"> • The Board confirmed it received the Committee's Terms of Reference (TOR) in advance which have been reviewed by the Committee. The Board approved the Committee's TORs.

6.2	Remuneration Committee
	<p>The Chair of the Committee noted that the TORs, which were provided in advance of the meeting, are recommended to the Board. The Board approved the TORs.</p> <p>The Chair of the Committee confirmed that the Committee also reviewed and approved its section of the Annual Compliance Statement which was completed by the EMT.</p>
6.3	Quality and Patient Safety Committee
	<p>The Chair of the Committee noted that NOF attended her first Committee meeting. It was noted that the minutes of the Committee meetings are available for the Board's review.</p> <p>The Chair of the Committee confirmed that the Committee reviewed the full recommendations on the transplant audit. The Committee also reviewed protocols around deterioration of patients' protocols.</p> <p>Separately, SD confirmed that [REDACTED] external review will be available for the July meeting.</p>
6.4	MMUH Audit Committee
	It was noted that the presentation by the Chair of the Audit Committee addressed this Committee's meeting.
6.5	Nominations Committee
	The Chair of the Committee gave an update on the last meeting and noted that the ToRs were reviewed and are recommended to the Board. The Board approved the TORs.
7.0	Matters reserved for the Board
	<p>The Board approved the following consultant positions:</p> <ul style="list-style-type: none"> • Post 1 Occupational Health Physician - MMUH 37 hours - [REDACTED] • Post 2 Consultant Plastic Surgeon - new post - Major Trauma Centre / Central Trauma Network MMUH 37 hours - [REDACTED] • Post 3-5 Consultant Cardiologists - 3 posts - Cath Lab - MMUH 37 hours - [REDACTED] • Post 6-7 Consultant Neurologist - 2 new posts - MMUH 37 hours - [REDACTED] • Post 8 Consultant Histopathologist - MMUH 37 hours - [REDACTED] • Post 9-10 Consultant Neurosurgeons (MTC / Central Trauma Network) - 2 new posts- MMUH 37 hours - [REDACTED] An update will come back to the Board in terms of ongoing discussions with Beaumont for this service. • Post 11-12 Consultant in Palliative Medicine - 2 new posts - MMUH 21 hours / St Francis Hospice 16 hours - [REDACTED]
7.1	Contracts
	<p>The Procurement briefing note was taken as read and the Contract was approved by the Board with standard MMUH Terms and Conditions applying.</p> <p>Having received and reviewed the relevant briefing notes. Board Approval for the following contracts was also received:</p> <ul style="list-style-type: none"> • Construction of Major Trauma Phase 1B. The Board approved the Contract as requested by MMUH Procurement. • The recruitment contract as requested by MMUH Procurement was approved by the Board.
8	Finance
	<p>The Finance Report was taken as read.</p> <p>The Chair brought the Board through each of the papers.</p> <p>The Subsidiaries financial statements and reports were noted and taken as recommended by the Group Audit Committee to each of their boards.</p> <p>The reports on internal controls were reviewed.</p>

	The HSE's Agreement was reviewed and discussed by the Board. The Board approved and authorised any director to execute the Agreement to be returned to the HSE.	
10.0	Corporate Governance and Compliance	
	<p>Annual Compliance Statement</p> <p>Following a review of the EMT's completed Annual Compliance Statement together with the current financial difficulties, it was noted that the Board is currently not in a position to approve and/or execute the HSE's Annual Compliance Statement for 2023. The Board agreed that the Chair will respond to HSE's Compliance Unit before 31 May 2024 noting the Board's position on the Annual Compliance Statement.</p> <p>Section 225 of the Company's Act</p> <p>The Board of Directors' noted that it received a copy of the obligations under Section 225 of the Companies Acts. The Board were taken through their duties and obligations under the Companies Acts and the Board confirmed that it understood its obligations as directors of the company. No comments or queries were raised. It was noted that the Executive Management Team (EMT) provided a statement on internal control as well as the Internal Auditor who provided a Statement of Internal Controls which confirms that appropriate policies and structures were put in place during the course of the financial year as required.</p> <p>MMUH ARD (Annual Return Date)</p> <p>As the Financial Statements and reports 2023 are not recommended for signing by the Board, it was unanimously agreed and approved that MMUH's Annual Return Date (ARD) be extended to September while retaining the current financial year. It was noted that such an extension can only be availed of every 5 years. It was thereby RESOLVED THAT the Company Secretary is instructed to file the relevant form with the Companies Registration Office before the current B1 filing deadline.</p> <p>MMUH Financial Statements and Reports</p> <p>The Board noted that it did not receive a letter of representation as the financial statements and reports cannot be approved at this time. The Board did note that it received the reports and financial statements for year ended 31 December 2023 in accordance with the Companies Act 2014 but as the external auditors cannot currently give an opinion and as the Audit Committee is not recommending approval of the financial statements, the Board cannot approve them at this meeting and therefore cannot currently convene an annual general meeting.</p> <p>The Financial Statements for the subsidiaries were also reviewed. It was noted that the AGMs for Suantrai and ER&I are dispensed with but that a written resolution will be shared with the Board of MMUH once the financial statements and reports for the subsidiaries are approved by each of their respective boards.</p> <p>For St. Paul's CFCC AGM, the Board unanimously resolved that BC be appointed as its authorised representative to attend the subsidiary company's AGM on such date as agreed by the subsidiary company's respective board and that the Chair and BC be authorised to execute all necessary forms on behalf of MMUH to allow the subsidiary company's AGM to be held on the nominated date (or at any adjournment thereof) once the Board of St. Paul's CFCC approves its financial statements and reports.</p>	
11.0	AOB	
	As there was no other business, the meeting concluded.	
NEXT MEETING		Tuesday, 2 July 2024 @ 4pm
SIGNED (by Chair)		
Actions		<ul style="list-style-type: none"> • Company Secretary to extend MMUH's current ARD • The Chair to write to the HSE Compliance Unit on the Annual Compliance Statement • HSE Agreement provided to be executed and returned to the HSE

