

**Minutes of the Board of Directors Meeting held in OLC HC Board Room on
Wednesday, 30th July, 2014 at 4.30 p.m.**

***Some items have been redacted in line with the Freedom of Information Acts
1997 & 2003***

Present

Archbishop Diarmuid Martin (Chairperson), Mr. Frank Magee (Deputy Chairperson), Mr. Lorcan Birthistle (Chief Executive), Mr. David Devlin, Mr. John Healy, Ms. Geraldine Hickey, Sr. Anna Kennedy, Councillor Ray McHugh, Mr. Martin O'Rourke, Ms. Geraldine Regan, Dr. Maurice Smyth, Dr. Sean Walsh & Mr. Paul White

In Attendance

Dr. Billy Casey, Ms. Suzanne Allen, Dr. Colm Costigan, Ms. Sharon Hayden, Mr. John Cotter, Ms. Pamela McDonald & Ms. Noreen Johnson

Apologies

Mr. John Byrne, Ms. Mary Kelly, Councillor Ruairi McGinley & Mr. Turlough O'Sullivan

Conflict of Interest

No declarations of conflict.

As this was the final Board of Directors meeting for Ms. G. Regan, prior to commencing the business of the meeting, the Chairman, on behalf of the Board, took the opportunity to thank Ms. Regan for her dedication and commitment to the hospital and the Board as Director of Nursing during the past 12 years. He also acknowledged the outstanding contribution Ms. Regan has made to children's nursing. The Board wished Ms. Regan every success in her new employment.

The Chairman also welcomed Councillor Ray McHugh to his first Board meeting.

14.7.1 Draft Minutes

Draft minutes of meeting held on 25th June, 2014, having been circulated, **WERE APPROVED** and signed by the Chairperson.

Action: Approved

14.7.2 Chief Executive's Report

Mr. L. Birthistle spoke to:

14.7.2.1 National Children's Research Centre

Copies of the Annual Report of the National Children's Research Centre 2013 were tabled and noted.

Action: Noted

14.7.2.2 Redacted

14.7.2.3 Service Level Arrangement

The Chairman noted that despite being 7 months into 2014, the hospital has still not received a Service Level Arrangement for 2014 from the HSE. It was noted that the Board wrote to the HSE in May, 2014 expressing concern at the absence of a Service Level Arrangement.

Action: Noted

14.7.2.4 Children's Hospital Group

Mr. Birthistle advised that the formal announcement of the design team is anticipated on 31st July, 2014.

Action: Noted

14.7.2.5 Integration Steering Committee

The formal nomination of Mr. Martin O'Rourke as the Board's nominee to the Integration Steering Committee was proposed by Mr. P. White and seconded by Mr. D. Devlin. This was AGREED.

Action: Agreed

14.7.2.6 Common Areas

Mr. Birthistle updated the Board concerning the work programme for 2014 in relation to common areas and the upgrading of facilities.

14.7.2.7 Out-Patients Department

Mr. Birthistle spoke to this project and outlined the programme to date, which has included the assessment of patient flow and projection of patient numbers into the future to include the new children's hospital etc.

14.7.2.8 Northern Ireland Paediatric Congenital Cardiac Surgery

The hospital continues to await the report of the External Review Group.

Action: Noted

Ms. S. Allen spoke to:

14.7.2.9 European Working Time Directive

The European Working Time Directive remains an ongoing challenge particularly within certain specialties and also in relation to vacant NCHD posts.

14.7.2.10 NCHD Recruitment

Ms. Allen provided an update in relation to NCHD recruitment and outlined the challenges in consultant recruitment due to the consultant salary scale.

14.7.2.11 Employment Controls May 2014

Mr. Birthistle provided clarification concerning the current HSE employment ceiling and staffing numbers.

Action: S. Allen

Ms. S. Hayden spoke to:

14.7.2.12 Emergency Theatre

Ms. Hayden informed the Board that following a pilot period, the Emergency Theatre commenced earlier this month. The hospital is prioritising emergency care, which is impacting on scheduled care, resulting in increased waiting lists.

Mr. Birthistle outlined the two reasons for the commencement of the emergency theatre which include the requirement for a functioning emergency theatre during the day, rather than emergency patients trying to be accommodated late into the evening or night, with patients fasting all day; the second pertains to the significant deficit in the number of anaesthetists which has been recognised by various HSE reports. The Department of Anaesthetics has taken the view that they are unable to continue at the current pace in a safe manner. A business case has previously been submitted to the HSE.

Following a detailed discussion wherein the Board expressed its frustration that despite various reports, the HSE has not increased staffing levels, the Board requested the Chief Executive to write to the HSE requesting immediate authority to increase the staffing complement of Anaesthetists and Intensivists to 20.28 WTE's, and also advising that should such authority not be forthcoming, that the hospital will be unable to continue at its current rate for scheduled and unscheduled care. The Board also requested that The Children's Hospital Group be informed of the quantum of impact on elective care as a result.

The Board further requested that the deficit in anaesthetic/intensivist staffing be an agenda item for the scheduled meeting with the Director General of the HSE due to take place in September, 2014.

14.7.2.13 Scheduled Care

The hospital has a significant number of children waiting for access to outpatient & inpatient treatment for spinal surgery. An action plan and business case was submitted to the HSE in

April but no response was received. The hospital is presently escalating this matter to the HSE risk register.

Action: S. Hayden

Ms. G. Regan spoke to:

14.7.2.14 Quality Improvement Plans

Ms. Regan advised of updated progress against the Quality & Patient Safety & Clinical Outcomes Plan & Quality Improvement Plan following HIQA Inspection, previously circulated.

14.7.2.15 Infection Control

Ms. Regan informed the Board of the current position of the hospital against HCAI/National Performance Indicators. The hospital remains on target.

Mr. J. Cotter spoke to:

14.7.2.16 Budget 2014

Mr. Cotter advised that the current allocation for 2014 is €113.32m with the only change to this being a further reduction in June of €35,000 due to EWTD non-compliance. Presently expenditure is running at 2.01% less than 2013, representing a decrease of €1.5m for the first 6 months of 2014. Reduction in allocation year on year remains at 4.7%.

14.7.2.17 Financial Performance

The decrease in net expenditure of €-226K (-2.3%) compared with June, 2013 was driven mainly by a reduction in pay and non-pay costs.

Redacted

14.7.2.18 Cash Flow

The current cash flow estimates a cash deficit of approximately €9m. In order to adequately address the cash flow deficit expected at year end, re-instatement of the allocation shortfall of €3.1m is required. Deferral of payments to some suppliers at year end will once again need to be considered due to the cash deficit.

14.7.2.18.1 Overdraft Facility

Mr. Cotter tabled an explanatory note on overdraft facility. It was explained that historically the overdraft facility is to allow hospitals to address cash flow issues arising from prior year deficits towards year end. The facility is settled and withdrawn following the first allocation payment of the New Year. The facility made available to each hospital is based on a percentage of the hospital allocation. This facility offered has been reduced in the current year following a directive from the Department of Public Sector Expenditure and Reform.

The rate on the overdraft facility is 3.5%. Based on the projected cash flow the interest rate incurred on the overdraft facility would amount to €43,492. The prior year interest expense amounted to €5,000.

Action: J. Cotter

Dr. Colm Costigan left the meeting.

14.7.3 Finance Committee

Mr. Magee noted that no meeting has taken place due to the absence of a populated finance committee. Committee membership will be considered later in the meeting. Mr. Magee is liaising with the Director of Finance in the meantime.

Action: F. Magee

14.7.4 Redacted

14.7.5 Resolutions

The following resolutions were put to the meeting:

14.7.5.1 Resolution 1 – Convening of AGM

That, in accordance with Section 11 of the Articles of Association, the 57th Annual General Meeting of the Company be convened on Wednesday, the 24th day of September, 2014, to take place in the Board Room of the Hospital, commencing at 4 p.m., and that the Secretary of the Company be instructed to give notice of the meeting to all members.

The Resolution was **PASSED** unanimously and the Chairman proceeded to sign Resolution 1.

14.7.5.2 Redacted

14.7.6 Governance, Nominations & Remuneration Committee

In the chairman's absence, Ms. McDonald spoke to changes to sub-committee membership recommended by the Governance, Nominations & Remuneration Committee for board approval:

14.7.6.1 Finance Committee

The Board noted that Mr. Frank Magee has assumed the Chair of the Finance Committee. The Board approved the nomination of Mr. M. O'Rourke & continuation of Councillor R. McGinley as members of the Finance Committee.

Action: Approved

14.7.6.2 Governance, Nominations & Remuneration Committee

Nomination onto this committee was deferred pending further discussion. The Deputy Chairman requested that dual membership of two governance committees and board nominee onto the Board of the CMRF be considered at a future date.

Action: Deferred

14.7.6.3 Audit & Non-Clinical Risk

Nominations onto this committee were deferred pending further discussion.

Action: Deferred

14.7.6.4 Redacted

14.7.6.5 Redacted

14.7.6.6 Redacted

14.7.6.6.1 Term of Office

The Board agreed to propose to the AGM a change to Article 32 of the Articles of Association, to extend the term of office of Directors to 3 consecutive terms of 3 years each, to a maximum of 9 years.

Further discussion will take place with the HSE regarding the remaining items including the matter of Executive Directors and report will be prepared for the September Board meeting.

It was agreed any changes to the Articles of Association require careful consideration.

The Chairman left the meeting.

14.7.6.6.2 Board of Directors Chairperson

As part of this arrangement, the chairperson should be elected by the members, for a period not exceeding 3 years with the option of reappointment for a further 3 years. The Board agreed unanimously that His Grace, Archbishop Diarmuid Martin, should continue as Chairperson. The majority agreed that there should be no change to Article 5 and Article 29 of the Articles of Association as adopted on 14th September, 2005. Mr. P. White requested that his dissent from the agreement, i.e. specifically not to change Article 5 and Article 29 be recorded.

Action: P. McDonald

14.7.7 Redacted

14.7.8 Any Other Business

No business for discussion.

There being no further business, the meeting then concluded.

Date of next meeting: Wednesday, 24th September, 2014, commencing at 4.30 p.m