OUR LADY’S CHILDREN’S HOSPITAL, CRUMLIN (the “Company”)
Minutes of the Board of Directors Meeting held in the Boardroom of
Our Lady’s Children’s Hospital, Crumlin, (the “Hospital”) on Wednesday, 27th
July, 2016, at 4.30pm

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

Present
Mr Frank Magee (Chairperson), Ms Helen Shortt (Chief Executive), Mr Diarmuid Burke, Mr Con
Cronin, Mr David Devlin, Ms Geraldine Hickey, Ms Mary Kelly, Ms Rachel Kenna, Mr Martin
O’Rourke, Mr Turlough O’Sullivan, Dr Maurice Smyth & Dr Sean Walsh

In Attendance
Ms Suzanne Allen, Mr Stephen Flanagan, Ms Sharon Hayden, Dr Paul Osllizlok (Agenda Items 6 – 12),
Ms Anna Holland (FCS Corporate Services Limited – Secretary)

Apologies
Archbishop Diarmuid Martin, Mr John Byrne, Mr John Healy, Sr Anna Kennedy, Councillor Ruairi
McGinley & Councillor Ray McHugh

Conflicts of Interest
None declared

16.7.1 APPOINTMENT OF NEW DIRECTOR – DIARMUID BURKE

With reference to the discussions held at previous Board Meetings, Ms Shortt confirmed that the
required clearances had been obtained. Mr Burke’s election as a Member and appointment as a
Director of the Company effective immediately (27 July 2016) to hold office as a Director until the
next following Annual General Meeting was confirmed and Approved.

Action: Approved

16.7.2 DRAFT MINUTES

Draft minutes of meeting held on 29 June, 2016, previously circulated, were proposed and seconded
by Messrs Cronin & O’Sullivan respectively and APPROVED and signed by the Chairperson.

Action: Approved

16.7.3 MATTERS ARISING

16.7.3.1 Action Log
Ms Shortt provided updates in relation to the outstanding actions and confirmed that, if possible,
the Directors’ visit to the HCCL/Orthopaedic Operating Theatre would be organised to coincide with
the opening event arranged for staff. Redacted

Action: Noted

The status of the remaining items on the Action Log was noted.
16.7.4 CHIEF EXECUTIVE’S REPORT

16.7.4.1 Capital Projects
Ms Shortt spoke to the commissioning of the Orthopaedic Operating Theatre, the operational challenges being experienced in relation to the opening of St Joseph’s Ward, the recently announced investment in the All Ireland Cardiac Network and the ongoing significant operational challenges being experienced by the Hospital. An update on workforce planning strategy for the New Paediatric Hospital (“NPH”) was provided. The appointment of a new Head of Change and Organisational Development to the Children’s Hospital Group was welcomed.

Action: Noted

16.7.4.2 Human Resources
Ms Allen spoke to the key data on employment controls and absenteeism and the challenges continuing to be experienced in nursing recruitment. The recent direct engagement with Kate Cowhig recruitment and the initiatives being developed to assist with nursing recruitment, including the adaptation programme, were outlined to the Meeting. Enhancements being made in relation to the Working Time Directives were noted.

Ms Allen spoke to the Consultant Recruitment and the Decision Items in respect of the:

- Consultant Paediatric Anaesthetist – 25 OLCHC/14 Beaumont
  - Dr Solmaz Nakhjavani;
- Consultant Paediatric Radiologist – 39 OLCHC
  - Dr David Rea;
- Consultant Child and Adolescent Psychiatrist – 39 OLCHC
  - Dr Ciara Farrell; and
- Consultant Plastic Surgeon – 19.5 OLCHC/19.5 SJH
  Replacement for 0.5 WTE Dr D Orr/0.5 WTE Dr P Eadie
  - Dr Ann McKenna

Which were all approved.

Action: Approved
16.7.4.3 Service Planning
Ms Hayden spoke to the Key Targets 2016, noting in particular the continuing increases in admissions, Emergency Department attendances and Day Cases. The significant challenges being experienced in maintaining the day to day service plan were noted. Redacted

The initiatives being introduced by Management to reduce pressures where possible, including the recent introduction of MRI Simulator, Redacted were outlined to the Meeting.

16.7.4.4 Finance
Mr Flanagan spoke to the Finance Report and confirmed there were no material changes to be highlighted. The Additional Funding Requirements were considered and updates provided in relation to the Pay Items. Further clarity from the funders on the Non-Pay items was expected in the coming weeks.

Redacted

Action: S Flanagan/ R Kenna/H Shortt

16.7.4.5 Quality Risks & Standards
Ms Kenna spoke to the Quality Plan and Nursing Quality Data Updates for June 2016 highlighting the key changes, initiatives and trends developing in the period. The hand hygiene statistics were reviewed and the Hospital's positive position in the National HSE Spring Audit results noted. The breakdown of the staff included within the HSE Hand Hygiene Audits would be included within the next report.

Action: R Kenna

Initiatives identified to address the nursing recruitment challenges were summarised and the potential recruitment pools expected in September/October and January 2017 noted.

Action: Noted

16.7.5 REDACTED
16.7.6 2016 ANNUAL GENERAL MEETING – 28 SEPTEMBER 2016

16.7.6.1 Draft Notice of Meeting
The Draft Notice of the 2016 Annual General Meeting, which had been circulated in advance of the Meeting, was taken as read. The recommendations from both the Audit & Non-Clinical Risk Committee and the Governance, Nominations & Remuneration Committee in relation to the proposed resolutions were noted and the draft Notice of Meeting was Approved for issue to the members at the appropriate time.

Action: Approved

16.7.6.2 Draft Minutes of AGM 2015
The Draft Minutes of the 2015 Annual General Meeting as circulated prior to the Meeting were noted for approval. In light of the closeness to the 2016 Annual General Meeting, it was agreed they would be further presented at the 2016 AGM.

Action: Noted

16.7.6.3 Draft Minutes of EGM 2015
The Draft Minutes of the Extraordinary General Meeting held on 25 November 2015, as circulated prior to the Meeting, were noted for approval. In light of the closeness to the 2016 Annual General Meeting, it was agreed they would be further presented at the 2016 AGM.

Action: Noted

16.7.7 AUDIT AND NON-CLINICAL RISK COMMITTEE
Mr Devlin informed the Meeting that in addition to the detailed discussion on the ODCE correspondence (amongst other matters), as considered earlier in the Meeting, the Committee had also considered a proposal to conduct a review of the Hospital’s IT Infrastructure. The review had commenced and would be reported back to the Committee.

Action: Noted

16.7.8 GOVERNANCE, NOMINATIONS AND REMUNERATION COMMITTEE

16.7.8.1 Review of Memorandum & Articles of Association – Timeline & Approval Process
The timeline and approval process in relation to the ongoing review and updating of the Memorandum & Articles of Association of the Company was taken as read and formally Noted.

Action: Noted

16.7.8.2 Board Away Day 2016
Referencing the File Note of the discussions held at the Governance, Nominations and Remuneration Committee Meeting the previous week, Mr O’Sullivan highlighted the intention to focus on 2 key agenda items: a refresh of the governance items addressed in the 2012 Board Away Day; followed by a facilitated discussion on the way forward/future strategy of the Company through the transition phase to the New Children’s Hospital. Redacted

Action: Noted

16.7.9 FINANCE COMMITTEE

16.7.9.1 Renewal of Bank Overdraft Facility
The Bank Overdraft Renewal Letter, which included the terms and conditions of the overdraft facility as circulated in advance of the Meeting, was formally considered.
Having considered the terms & conditions and amounts, and having been proposed and seconded by Messrs Cronin & O’Sullivan respectively;

IT WAS RESOLVED:

THAT Our Lady’s Children’s Hospital, Crumlin (the “Company” and/or the “Hospital”) accepts the terms of the Offer Letter produced to the meeting, being an overdraft facility amounting to €2,528,940 until 30th September 2016, increasing to €7,586,820 from 1st October 2016 until 31st December 2016 made by Allied Irish Banks, p.l.c. (the “Bank”) subject to the terms and conditions referred to in the letter of sanction dated 23rd June 2016 from the Bank to the Company and that each of

______________________  and  ______________________
Helen Shortt            Stephen Flanagan

be and are hereby authorised to sign on behalf of the Hospital the letter of sanction and such other authorities, documents and instructions that the Bank shall require to be signed by the Hospital in connection with the facility.

16.7.10 ANY OTHER BUSINESS

There being no further business, the meeting then concluded.

Action: Approved

Date of next meeting:
Ad-hoc Board Meeting 30 August 2016 at 3.00pm
Annual General Meeting 28 September 2016 at 4.00pm, followed by Board Meeting at 4.30pm