

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, 29th
March, 2017, at 4.30pm

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

Present

Mr Turlough O'Sullivan (In the Chair), Ms Helen Shortt (Chief Executive), Mr Diarmuid Burke, Mr John Byrne, Mr Con Cronin, Mr John Healy, Ms Geraldine Hickey, Ms Mary Kelly, Ms Rachel Kenna, Sr Anna Kennedy, Mr Frank Magee (*agenda item 17.3.1*), Cllr Ruairi McGinley, Mr Martin O'Rourke (*agenda item 17.3.1*), Dr Maurice Smyth & Dr Sean Walsh

In Attendance

Ms Suzanne Allen, Mr Stephen Flanagan, Ms Sharon Hayden, Ms Anna Holland (FCS Corporate Services Limited – Secretary)

Apologies

Archbishop Diarmuid Martin, Mr David Devlin and Cllr Ray McHugh

Conflicts of Interest

None declared

17.3.1 NEW CHILDREN'S HOSPITAL ("NCH") – TRANSITION COMMITTEE UPDATE

17.3.1.1 Committee Meetings Draft Minutes

The Minutes of the Committee Meetings held on 28 February and 20 March 2017 were noted.

Prior to Mr Cronin providing an update from the Transition Committee ("TC") Mr O'Sullivan informed the Meeting that he and Mr John Hennessy had had a number of interactions with Ms Hardiman in recent weeks, who had also attended the last TC Meeting. Redacted

Redacted

17.3.1.2 **Redacted**

Redacted

17.3.2 DRAFT MINUTES

17.3.2.1 Board Meeting 22 February 2017

The draft minutes of the Board Meeting held on 22 February 2017, previously circulated, were **APPROVED** and signed by the Chairperson.

Action: Approved

17.3.2.2 Extraordinary General Meeting 22 February 2017

The draft minutes of the Extraordinary General Meeting held on 22 February 2017, previously circulated, were **APPROVED** and signed by the Chairperson.

Action: Approved

17.3.3 MATTERS ARISING

17.3.3.1 Action Log

The status of the outstanding actions, as indicated in the Action Log circulated prior to the Meeting, were noted.

Action: Noted

17.3.3.2 Redacted

Redacted

17.3.4 CHIEF EXECUTIVE'S REPORT

17.3.4.1 CEO's Update

In light of the lengthy Meeting, the CEO's Report was taken as read (with the exception of the sections below) with the CMT offering to take any questions on the updates provided outside of the Meeting.

Action: Noted

17.3.4.2 Redacted

17.3.4.3 Finance

Mr Flanagan spoke to the Financial Report as circulated prior to the Meeting, highlighting in particular the 2017 financial challenges and the €2.5m known deficit and breakeven options identified in the event the requested funding was not secured. The Meeting was informed that the Finance Committee had met immediately preceding the Board Meeting to consider the detail of the HSE Service Level Agreement (the "SLA") and the timeframe for signing the SLA. Having considered all of the detail as outlined in the paper circulated, the Finance Committee was recommending to the Board to sign the SLA with the inclusion of a detailed listing of caveats and the related outcome should they come to fruition.

Action: Noted

17.3.5 THE ETHICS MEDICAL RESEARCH COMMITTEE ("EMRC")

17.3.5.1 2016 Annual Report to the Board

The 2016 Annual Report of Activities, as circulated in advance of the Meeting, was taken as read and formally noted.

17.3.5.2 Terms of Reference Updates – Approval

The proposed changes to the Terms of Reference of the EMRC, as identified in the papers distributed to the Board, were outlined to the Meeting and were proposed and seconded by Ms Kelly and Mr Cronin respectively and **Approved**.

Action: Approved

17.3.5.3 Appointment of Ex-Officio Member of EMRC

Ms Shortt outlined to the Meeting the background to the recommendation that radiation protection advice be available to the EMRC and the subsequent proposal that Mr Dara Murphy, Medical Physicist, Our Lady's Children's Hospital, Crumlin be appointed an Ex-Officio Member of the EMRC.

Following consideration, the appointment of Mr Murphy as an Ex-Officio Member of the EMRC was **Approved**.

Action: Approved

17.3.6 HSE SERVICE LEVEL AGREEMENT

Reflecting the update from the Finance Committee Meeting as provided earlier in the Meeting, and based on the recommendation of the Finance Committee that the HSE Service Level Agreement for 2017 be signed with the inclusion of the caveats identified in the Financial Report, the Board **Approved** the signing of the SLA.

Action: Approved

17.3.7 AUDIT & NON-CLINICAL RISK COMMITTEE ("A&NCRC") - UPDATE

17.3.7.1 2016 Annual Review of Activities

The 2016 Annual Review of the Activities of the A&NCRC, as included within the papers for the Meeting, was taken as read and formally noted.

Action: Noted

17.3.7.2 21 February 2017 Meeting – Draft Minutes

The draft Minutes of the A&NCRC Meeting, as circulated in advance, were noted.

Action: Noted

17.3.7.3 Updated Terms of Reference – Approval

The Secretary outlined to the Meeting the exercise undertaken by the A&NCRC in conducting the review of its Terms of Reference as summarised in the papers circulated. Having considered the Terms of Reference as recommended by the A&NCRC, the Board approved the revised A&NCRC Terms of Reference.

Action: Approved

17.3.8 Redacted

17.3.9 FINANCE COMMITTEE – UPDATE

In Mr Magee's absence, Mr McGinley confirmed that a Finance Committee Meeting had been held immediately prior to the Board Meeting for a single agenda item, the HSE Service Level Agreement, as considered earlier in the Meeting. The Meeting was also informed that the previous Meeting had been Mr Magee's last Meeting as Chair and consideration would be required to identify a replacement Chair prior to Mr Magee's departure in May.

Action: GN&RC

17.2.10 ANY OTHER BUSINESS

There being no further business the Meeting was declared closed.

Date of next meeting:
Board Meeting **26 April 2017 at 4.30pm**