

**Minutes of the Board of Directors Meeting held in OLC HC Board Room on  
Wednesday, 28<sup>th</sup> May, 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. Lorcan Birthistle (Chief Executive), Mr. David Devlin, Ms. Geraldine Hickey, Ms. Mary Kelly, Sr. Anna Kennedy, Councillor Ruairi McGinley, Mr. Frank Magee, Ms. Geraldine Regan, Dr. Sean Walsh & Mr. Paul White

**In Attendance**

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

**Apologies**

Dr. Billy Casey, Mr. John Healy, Councillor Michael O'Sullivan, Mr. Turlough O'Sullivan,

**Conflict of Interest**

No declarations of conflict.

**14.5.1 Draft Minutes**

Draft minutes of meeting held on 29<sup>th</sup> April, 2014, having been circulated, **WERE APPROVED** and signed by the Chairperson.

**14.5.1.1        Redacted**

**14.5.1.2        Compliance with Public Sector Pay Policy**

Mr. Birthistle updated the Board on his and Mr. O'Sullivan's meeting with HSE, and to draft letter to HSE, tabled. Mr Birthistle will discuss with current allowance holders prior to issue of letter to HSE.

Proposed wording of letter was **APPROVED**.

**Action: L. Birthistle, T. O'Sullivan**

**14.5.2 Resolutions**

**14.5.2.1        Appointment of Ordinary Members**

The following Resolution was put to the Directors:

That, pursuant to Article 6 of the Articles of Association, Martin O'Rourke be and is hereby appointed as an Ordinary Member of the Company.

That, pursuant to Article 6 of the Articles of Association, Maurice Smyth be and is hereby appointed as an Ordinary Member of the Company.

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

**Action: Passed**

#### **14.5.2.2 Appointment of Directors**

The following Resolution was put to the Directors:

That, pursuant to Article 30 of the Articles of Association, Martin O'Rourke be and is hereby appointed as Director on the Board of Directors of the Company who shall hold office up to the date of the ensuing Annual General Meeting of the Company.

That, pursuant to Article 30 of the Articles of Association, Maurice Smyth be and is hereby appointed as Director on the Board of Directors of the Company who shall hold office up to the date of the ensuing Annual General Meeting of the Company.

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

**Action: Passed**

#### **14.5.2.3 Appointment of Deputy Chairman (Mr. F. Magee left the room for this Item)**

The following Resolution was put to the Directors:

That, pursuant to Article 6 of the Articles of Association, Frank Magee be and is hereby appointed as Deputy Chairman of the Company.

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

Mr. Magee rejoined the meeting, and was congratulated on his appointment. The Chairman acknowledged the contribution made by the previous Deputy Chairman, Mr. J. Hennessy, to the Board and to the Hospital during his time on the Board.

**Action: Passed**

#### **14.5.3 Chief Executive's Report**

**Mr. L. Birthistle spoke to:**

#### **14.5.3.1 Integration Steering Group**

Mr. Birthistle advised that the Board has been invited to nominate a non-executive Director to this committee with the first meeting to take place on 13<sup>th</sup> June, 2014. Mr. Magee as Deputy Chairperson & Mr. Birthistle have also been invited to participate in the membership of this committee.

It was **AGREED** to defer nomination of a non-executive Director to this Committee pending the appointment of the new Directors.

**Action: T. O'Sullivan**

#### **14.5.3.2 Payroll Review**

Mr. Birthistle informed the Board that the Review of Payroll payments in November, 2013, was discussed at the recent Audit & Non-Clinical Risk Committee meeting. An update will be provided to the Committee in September, 2014.

Mr. D. Devlin commended the HR Department for the work done, which gave the Audit & Non-Clinical Risk Committee a high level of confidence in payroll compliance.

#### **14.5.3.3 Redacted**

#### **14.5.3.4 Redacted**

#### **14.5.3.5 National Children's Research Centre**

Mr. Birthistle sought the approval of the Board for the nomination of two members of OLCHC staff, Dr. Paul McNally & Ms. Carol Hilliard, as Directors of the Board of the National Children's Research Centre. This was **APPROVED**.

**Action: Approved**

**Ms. S. Allen spoke to:**

#### **14.5.3.6 European Working Time Directive**

The Board was advised that the Hospital is moving to 24 hour compliance in July 2014.

#### **14.5.3.7 NCHD Recruitment**

Ms. Allen updated the Board on progress in recruiting NCHD's for July 2014 intake. Advertising for as yet unfilled posts is continuing.

**Action: S. Allen**

#### **14.5.3.8 Educational Bursaries**

Board approval was sought for ten educational bursaries for staff, of up to €5,000 each, for Professional Development/Private Study.

**Action: APPROVED**

(Cllr. McGinley left the meeting at this stage).

**Ms. S. Hayden spoke to:**

#### **14.5.3.9 SDU**

The Board was advised that no reply has yet been received to the Hospital's Action Plan submitted to the HSE. With no Service Level Agreement in place, expectations regarding service delivery are speculative.

#### **14.5.3.10 Theatre Utilisation**

The re-engineering of theatre usage is continuing, with a knock-on impact on scheduled activity.

**Action: S. Hayden**

**Ms. G. Regan spoke to:**

#### **14.5.3.11 Quality Improvement Plan**

The Action Plan, previously circulated, remains on track in accordance with schedule.

#### **14.5.3.12 HIQA Unannounced Visit**

HIQA report, previously circulated, was briefly discussed. The Report will be released on the HIQA website shortly. The Chairman noted that the Hospital must be ready to respond to media queries etc, once the report is in the public domain. Mr. Birthistle will discuss with the Communications Officer.

**Action: L. Birthistle**

**Mr. J. Cotter spoke to:**

#### **14.5.3.13 Budget 2014**

The Board was updated on ongoing discussions with HSE regarding deductions made in respect of Haddington Road expected savings. Budget cuts may require to be revisited in light of new PHI legislation.

#### **14.5.3.14 Financial Performance**

The Board was advised that, based on the current run rate, the Hospital anticipates a budget deficit of Approx. €2.65m in 2014.

#### **14.5.3.15 Cash Flow**

The Board expressed its concern on the level of overdraft and cash deficit facing the Hospital. Mr. Birthistle and Mr. Cotter will be meeting with HSE in the next 2 weeks. The Board instructed the Chief Executive to put its concerns to the HSE in writing.

**Action: L. Birthistle**

#### **14.5.4 Finance Committee**

Deferred as no meeting has taken place since the last Board meeting

#### **14.5.5 Audit & Non-Clinical Risk Committee**

##### **14.5.5.1 Directors' Report and Audited Financial Statements**

Mr. Devlin confirmed that the Directors Report & Financial Statements 2013 were reviewed by the Audit Committee on 20<sup>th</sup> May, 2014 and advised that the Audit & Non Clinical Risk Committee recommends the adoption of the accounts by the Board. **IT WAS AGREED** to adopt the Financial Statements 2013.

Mr. Cotter and the Finance team were commended for their preparatory work on the Audit. The Chairman & Mr. D. Devlin, Director, proceeded to sign the Letter of Representation & Financial Statements.

**Action: Adopted**

##### **14.5.5.2 Redacted**

(Dr. C. Costigan joined the meeting at this point)

#### **14.5.6 Governance, Nominations & Remuneration Committee**

##### **14.5.6.1 Annual Compliance Statement & Chairman's Statement**

Mr. O'Sullivan presented the Annual Compliance Statement & Chairman's Statement and spoke to recent work undertaken. Following discussion, the Statements were **AGREED** and the Chairman proceeded to sign the Annual Compliance Statement, with accompanying letter enclosing the Chairman's Statement also.

**Action: Agreed**

##### **14.5.6.2 Code of Ethical & Business Conduct for Board Members**

Mr. O'Sullivan advised that as part of the work undertaken in compiling the Annual Compliance Statement, a Code of Ethical & Business Conduct for Board Members was

reviewed and approved by the Governance, Nominations & Remuneration Committee. The Board **AGREED** to adopt the Code.

**Action: Agreed**

#### **14.5.6.3 Governance & Nominations Committee Minutes**

The minutes of the Governance, Nominations & Remuneration Committee dated 10<sup>th</sup> March & 8<sup>th</sup> May, 2014, were noted.

**Action: Noted**

#### **14.5.7 Any Other Business**

Mr. Cotter tabled a proposed change to the Hospital's Bank mandate; amending the authorised signatories to the Hospital's Bank Accounts to reflect changes in Finance Department personnel. This was **APPROVED** by the Board and the Chairman and Company Secretary signed the mandate.

**Action: Approved**

There being no further business, the meeting then concluded.  
Date of next meeting: Wednesday, 25<sup>th</sup> June, 2014, commencing at 4.30 p.m.