



Mater Misericordiae University Hospital
Board of Directors Meeting (the "Board")

DATE Tuesday 23 May 2023	TIME 4pm	VENUE In person – Pillar Room
Chair	Mr. David Begg (Chair)	
Minute taker	Ms. Anna Broderick (Company Secretary)	
<p>Members / Attendees</p> <ul style="list-style-type: none"> <input checked="" type="checkbox"/> Mr. David Begg (Chair) DB <input checked="" type="checkbox"/> Ms. Brid Cosgrove (Director of Finance, Executive Director) BC <input checked="" type="checkbox"/> Ms. Anne Vaughan (Non-Executive Director) AV (via zoom) <input checked="" type="checkbox"/> Mr. David O’Kelly (Non-Executive Director) DOK <input checked="" type="checkbox"/> Professor Mary McMenamin (Non-Executive Director) MMcM <input checked="" type="checkbox"/> Mr. Pat O’Doherty (Non-Executive Director) (POD) <input checked="" type="checkbox"/> Ms. Suzanne Dempsey (Director of Nursing and Deputy CEO) SD <input checked="" type="checkbox"/> Professor Jim Egan (Executive Clinical Director, Executive Director) JE <input checked="" type="checkbox"/> Ms. Eilis O’Brien (Non-Executive Director) EOB <input checked="" type="checkbox"/> Ms. Anna Broderick (Company Secretary) AB <p>In Attendance</p> <ul style="list-style-type: none"> <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"/> Sr Brenda Dolphin (left at 4.15pm) <input checked="" type="checkbox"/> Mr Bill Cunningham (left at 4.30pm) <p>Apologies</p> <ul style="list-style-type: none"> <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"/> Dr. Brian Marsh (Chair-Medical Executive, Executive Director) BM 		

MINUTES

TOPICS	Action By	Due Date
1.0	Welcome/Apologies	
	<p>The Chair welcomed everyone to the meeting.</p> <p>The Chair declared that there was a quorum present and that the meeting could proceed. 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.</p> <p>It was noted that RE, CK and BM gave apologies.</p>	
2.0	Declarations of Interest	
	<p>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.</p> <p>No declarations of interest were raised.</p>	
3.0	Presentation from Company Secretary on corporate structure	
	<p>The Chair welcomed Sr, Brenda Dolphin, and he gave an overview of the Group governance structure.</p> <p>Anna Broderick as Company Secretary for MMUH went through the slides on the Group governance update to the Board. There were no queries raised by the Board.</p>	
4.0	Presentation from the Chair of Group Audit Committee	
	<p>Mr Bill Cunningham, Chair of the Group Audit Committee for MMUH, gave a presentation to the Board on the work carried out by the Group Audit Committee. It was noted that BC’s written report was taken as read.</p>	

	<p>BC went through the challenges for internal audit in 2022. BC assured the Board that internal audit output for 2023 will be in line with prior years.</p> <p>BC confirmed that a review of internal audit was carried out and it found that a co-sourcing arrangement was agreed and approved. BC said that the recommendations from this review set out the improvements which are being progressed.</p> <p>BC explained that the internal auditor's agreed reporting line within the hospital is the company secretary.</p> <p>Financial Statements</p> <p>The Financial statements for 2022 are prepared and were taken as read. BC said that the Group Audit Committee went through the Financial Statements with the external auditor. The main issue is the going concern which relates to how the hospital is funded. In summary, the external auditor found that the hospital is critical so it is appropriate for it to be a going concern but with materiality emphasis on how it is funded.</p> <p>BC went through the Financial Statements for the Subsidiaries.</p> <p>BC confirmed that the Audit Committee is recommending the Financial Statements and Letter of Representation to the Board of MMUH for approval.</p>
5.0	Minutes of the meeting dated 21 March 2023 and matters arising
	<p>The minutes of the last meeting held on 21 March 2023 were unanimously approved for signing by the Chair.</p> <p>The Chair highlighted the following significant developments since the last board meeting:</p> <ul style="list-style-type: none"> -Opening of The Rock Wing. The Chair and the Board thanked the CEO and his team. -The 2022 deficit has been addressed since the last board meeting. -The RTE Mater Live series was well received and welcomed. <p>It was noted that matters arising will be dealt with in the meeting.</p>
6.0	Board report including updates from the Directorates
	<p>The Chair thanked the CEO and his team for the board report which was provided in advance and assists with the board agenda. The report was taken as read.</p> <p>AS said that MMUH has been appointed the designated hospital for the North surgical hub which will be funded by the HSE. It will initially comprise 2 operating theatres and it will assist patients on waiting lists.</p> <p>AS gave an update on the progress of the Electronic Health Record tender.</p> <p>It is understood that the new Consultants' contract is funded. A discussion ensued on the new Consultant Contract and how it will be implemented.</p> <p>A discussion ensued on the new Assisted Decision-Making (Capacity) Act. JE noted that there is a work-stream being run by Head of Social Work Department across the hospital with the clinicians. The HSE has an assisted decision making unit but MMUH does not yet know how this will operate from a day to day perspective. The Voluntary Health Forum (VHF) agreed that a working group will be put together to work on the operational challenges. MR said that there is a lack of information for example protocols have not yet been received.</p> <p>An update from the Executive Clinical Director and the Director of Nursing was provided to the Board.</p>
7	MMUH Committee Updates
	<p>The Chair confirmed that a detailed review of MMUH's committees was carried out and an update from each Committee is set out below. All queries can be put to the relevant chairs of these committees.</p>
7.1	Finance & General Purposes Committee
	<p>The Chair gave a verbal update to the Board. He noted that the Committee reviewed the financial position for 2023 and the progress of the capital projects. It was noted that the Terms of Reference were provided in advance to the Board. The Board approved the Terms of Reference of the Committee.</p>
7.2	Remuneration Committee
	<p>The Chair of this Committee, POD gave an update of the last Committee meeting. He noted that there is an update in the Board report on gender pay gap. A further committee meeting will be held to further review this data culminating in a presentation from the HR Director to the Committee. This report will then be presented to the Board and then published.</p>

	POD noted that the committee is recommending the upgrade of the Director of Estates. As notified in writing to the Board in advance of the meeting, this request was unanimously approved by the Board.
8.0	Matters reserved for the Board
	The Board of MMUH unanimously approved the following consultant position: Post 1 Consultant Ophthalmic Physician (si EED and Cataract)
8.1	Contracts for Approval by the Board
	<p>1. Briefing note to Board - May 2023 - [REDACTED]</p> <ul style="list-style-type: none"> [REDACTED] Mater Contract. <p>After consideration and discussion, this contract was unanimously approved by the Board of MMUH.</p> <p>2. Briefing note to Board - [REDACTED]</p> <ul style="list-style-type: none"> [REDACTED] - Contract for provision of PMs ICDs ILRs [REDACTED] - Contract for provision of PMs ICDs ILRs [REDACTED] - Contract for provision of PMs ICDs ILRs Signed 2023-02-27 <p>Following a review, the above contracts [REDACTED] were each unanimously approved by the Board of MMUH.</p> <p>3. Briefing note to Board - [REDACTED]</p> <ul style="list-style-type: none"> Contract for provision of Cleaning Services <p>This contract was considered and unanimously approved by the Board of MMUH.</p>
9	Finance
	<p>The Finance Report was taken as read.</p> <p>The 2022 Financial Statements are now finalised and agreed for approval by the Board. MMUH Finance will then follow up in writing with the HSE on funding required for service developments, pay awards etc.</p> <p>BC confirmed that MMUH only received budget allocation in March 2023. As 2022 is now finalised, MMUH Finance will focus on 2023. It is understood that the HSE has sought supplementary funding from the Department of Health.</p> <p>MMUH do not yet know the level of activity that will be required by the HSE for 2023 as the Service Level Arrangement has not yet been received.</p> <p>A discussion ensued on the going concern status of MMUH. DOK gave an update from the Audit Committee review with the external auditor.</p> <p>Financial statements/annual return/AGM</p> <p>Further to the presentation from the Chair of the Audit Committee, the Board noted that it had received a copy of the financial statements for 2022 in advance of the meeting and that they had been reviewed. On foot of this, the Board unanimously accepted and approved the financial statements for the year ended December 2022 and the related letter of representation to Deloitte.</p> <p>It was confirmed that any director of the Board be authorised to execute all documents in connection with the approval of the financial statements, the letter of representation including the B1 annual return which must be filed with the CRO. It was further resolved that the Company Secretary be authorised to execute documents as required and make any and all necessary filings as required. The Chair confirmed that the approved financial statements could be shared with the authorised representative of the parent for MMUH's AGM.</p> <p>The Board considered both Management's Statement of Internal Controls as well as the Internal Auditor's Statement of Internal Controls.</p> <p>The Board agreed that the AGM of MMUH would take place on the 6 July 2023 at 11am. All directors of MMUH are invited to attend the AGM. However, it was resolved by the Board that for the purposes of S185 of the Companies Act 2014 that the Chairman be appointed as MMUH's authorised representative at MMUH's AGM and that the Chairman and BC be authorised</p>

	<p>to execute all necessary forms on behalf of MMUH to allow its AGM to be held on 6 July 2023 (or at any adjournment thereof) as the board of MMUH has approved its financial statements and reports.</p> <p>The Financial Statements for the subsidiaries were also reviewed. BC gave an update on the St. Paul's accounts. It was noted that the AGMs for Suantrai and ER&I are dispensed with and 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. MMUH will receive the approved version for its consideration.</p> <p>For St. Paul's 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 in July 2023 (or at any adjournment thereof) once the board approves its financial statements and reports.</p>
10.0	<p>Corporate Governance and Compliance</p>
	<p>Annual Compliance Statement Management's Report on the Annual Compliance Statement (ACS) together with the ACS were discussed in detail by the Board. AB confirmed that the Board is requested to approve the ACS as it must be submitted to the HSE Compliance Unit by 31 May 2023. Following a review, the ACS was approved by the Board. The Board approved the Chair and DOK as the authorised signatories for the ACS.</p> <p>Section 225 Obligations 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 and it was noted that the ACS would be taken as the Board's formal compliance statement that it complies with its relevant obligations and that it has checked the appropriateness of the policies and structures during the course of the financial year as required.</p> <p>The following was noted:</p> <ul style="list-style-type: none"> • There may be an audit by HSE's auditors Mazars later this year. • HSE's 2023 Service Level Arrangement has not been received.
11.0	<p>Any Other Business</p>
	<p>A discussion ensued on the VHF correspondence received from the HSE.</p> <p>The Board congratulated and thanked the MMUH Executive Team as the hospital finished in top 70 of employer's in Ireland.</p> <p>As there was no other business, the meeting concluded.</p>
NEXT MEETING	<p>Tuesday, 4 July 2023 @4pm</p>
SIGNED (by Chair)	
Actions	<ul style="list-style-type: none"> • Notify relevant departments of Board approvals from the meeting. • Submit ACS on or before 31 May 2023. • Arrange AGM and file B1.