



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

DATE	Tuesday, 3 December 2024	TIME	4pm	VENUE	In person – Pillar Room and via Zoom
Chair	Mr. David Begg (Chair)				
Minute taker	Ms. Anna Broderick (Company Secretary)				
Members / Attendees					
<input checked="" type="checkbox"/> Mr. David Begg (Chair) DB <input checked="" type="checkbox"/> Mr. David O’Kelly (Vice-Chair) (Non-Executive Director) DOK <input checked="" type="checkbox"/> Ms. Eilis O’Brien (Non-Executive Director) EOB <input checked="" type="checkbox"/> Mr. Pat O’Doherty (Non-Executive Director) (POD) <input checked="" type="checkbox"/> Ms. Brid Cosgrove (Director of Finance, Executive Director) BC <input checked="" type="checkbox"/> Ms. Anne Vaughan (Non-Executive Director) AV <input checked="" type="checkbox"/> Ms. Suzanne Dempsey (Director of Quality Assurance and Organisational Design) SD <input checked="" type="checkbox"/> Dr. Nuala O’Farrell (Non-Executive Director) NOF <input checked="" type="checkbox"/> Mr. Rod Ensor (Non-Executive Director) RE <input checked="" type="checkbox"/> Professor Jim Egan (Executive Clinical Director, Executive Director) JE <input checked="" type="checkbox"/> Dr. Brian Marsh (Chair – Medical Executive, Executive Director) BM <input checked="" type="checkbox"/> Professor Mary McMenamin (Non-Executive Director) MMcM (via zoom) <input checked="" type="checkbox"/> Ms. Anna Broderick (Company Secretary) AB					
In Attendance					
<input checked="" type="checkbox"/> Ms. Josephine Ryan Leacy (Chief Executive Officer (CEO)) JR <input checked="" type="checkbox"/> Ms. Mary Raftery (Director of Nursing) MR <input checked="" type="checkbox"/> Ms. Tara Loughheed (Director of HR) TL <input checked="" type="checkbox"/> Mr. Bill Cunningham (Chair of the Group Audit Committee) BC <input checked="" type="checkbox"/> Ms. Ruth Buckley (QPS) RB <input checked="" type="checkbox"/> Ms. Catherine Holland (QPS) CH					
Apologies					
<input checked="" type="checkbox"/> Professor Cecily Kelleher (Non-Executive Director) CK					

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 as there was only one apology from a director. 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>	
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	Presentations	
	Presentation 1 – Delivery of the first ocular gene therapy in Ireland at the Mater	

It was confirmed that the Board received the slides in advance. A presentation was then given by Prof David Keegan on access to eye care for rare genetic diseases in MMUH. Prof Keegan gave a detailed account on delivering gene therapy in MMUH's eye unit and his work with a patient who is recovering partial sight.

Presentation 2 – NIS2 Directive

The Board confirmed that it received the slides in advance. MMUH's Chief Information Security Officer gave an overview of NIS1 and NIS2's expanded scope and applicability to the Board. It was noted that cybersecurity measures require Board oversight. Regular board training (at least once a year) is recommended for informed decision making. A summary of the Board's responsibilities was provided.

A gap analysis has been commenced and the main area that needs significant work is on policies. From an infrastructure IT perspective, MMUH is in a good position. It was agreed that the gap analysis will be shared with the Board once completed.

4.0 Minutes of the meeting dated 22 October 2024 and matters arising

The minutes of the last meeting held on 22 October 2024 were unanimously approved by the Board for signing by the Chair.

From matters arising, it was noted that the following will be addressed in the meeting.

- An update on Patient Centre and EHR
- An update on scoliosis
- Progress update on QPS recommendations with a summary on the [REDACTED] paper and QPS strategy.
- An update on the winter surge and how it is being managed

The Executive Management Team met with REO CEO on 21 November 2024 on the MMUH's financial position and confirmed that the HSE must respond on MMUH's accelerated cash request before the end of November. In addition, numerous letters have been issued to the REO representatives, HSE CFO and to the HSE Chair and CEO. Please see agenda item 6.

5.0 Finance Report

The Chair brought the Board through the current financial crisis.

The Chair noted that the difficulty is that the annual budget which was provided for 2024 was based on 2023 but that the HSE also withhold 10% of this budget. The HSE withheld money from last year and this year from MMUH so it is now withholding [REDACTED] which will be rolled over to next year. This results in MMUH being left in deficit every year. This is in circumstances where activity levels are increasing at a rate of 12% per annum. This started earlier this year and MMUH received a letter of comfort from the HSE confirming that the HSE would stand over every financial commitment made in 2024. However, the HSE departed from this position and instead imposed a financial limit on 26 July 2024.

MMUH has a significant deficit this year and with MMUH's historical deficit, this will result in MMUH being in deficit facing into 2025. Since the last MMUH board meeting, the overdraft was maxed and a meeting with the bank was held but the bank is not prepared to extend the overdraft until next year. MMUH then entered into a phased payment arrangement with Revenue to pay for December tax bill in installments up to March 2025. If this is not paid in March then MMUH's tax clearance may be impacted as well as 10% interest rates and penalties being imposed.

The Chair met with the HSE CEO and Chair at a group hospital productivity meeting which resulted in no response to the concerns raised by the MMUH Chair.

MMUH then met with all the DATHs in November which resulted in a letter issuing the Chair of the HSE, Company Secretary and HSE CEO on 13 November 2024. The DATHs invoked the right to invoke the arbitration clause in the Service Level Arrangement. The letter also stated that services would have to be cut. To date, no response has been received from the HSE, either the executive or the Board, which is extremely disappointing.

BC confirmed that part of MMUH's accelerated cash request has been approved by the HSE which should be received by 11 December 2024 so MMUH will limp into 2025. However, this takes from MMUH's annual budget for next year. The Chair and EMT will continue in its negotiations with the HSE and REOs. There is another meeting with the HSE re the restructure of the REOs and the Chair next year and will again raise the financial situation.

[REDACTED]

The Board approved the EMT's cost containment plan so as to empower the executive to implement it. From the information received to date from the HSE, MMUH will enter 2025 with the same budget as 2023 which is not financially viable. The MMUH will need to take extreme actions to ensure a stable financial situation but it will impact patients and patient safety. BC noted to the board the extreme pressure on the finance department.

The HSE withheld [REDACTED] from the hospital from 2023 and 2024 which has not been released. In order to receive the [REDACTED] the EMT signed and returned the SLA to the REO CEO. MMUH is still short so it is a very difficult time. There is a deficit for 2024. The HSE CEO confirmed that MMUH will commence 2025 with the same financial limit for 2024. MMUH will have to go back to 2022 activity levels and confirm in writing that the HSE's financial limit will only allow this level of services.

Without appropriate funding, the Board agreed that services will have to be reduced and even cut. The REO CEO has been requested to provide MMUH's SLA for 2025 this year.

RE said that as MMUH is part of the IVHA, it was agreed that the members required a legal opinion as to the legal position on the lack of funding from the HSE. [REDACTED]

JR noted that the HSE requested that MMUH take scoliosis and MMUH has received a letter confirming that it would be funded but MMUH cannot accept this position given the current financial position. This was agreed by the Board.

The Board agreed the following actions be taken:

- That the Dispute Resolution Clause in the SLA be formally triggered.
- The SLA to be drafted to 2022 service levels to address the financial limit for 2025 and EMT needs to confirm that the MMUH will invoice the HSE for all additional services and/or seek confirmation as to where patients must be sent or which wards/services are to be cut.

6.0 CEO summary and Board Report including updates from the directorates

The CEO's summary and Board report was taken as read.

The HR Director attended the meeting and brought the Board through her HR Briefing Document. She explained that a WTE limit was placed on the MMUH as with every other hospital. The WTE limit is not sufficient. MMUH has replaced funded posts. However, WTEs have been rescinded by the HSE for the Rock Wing and MTC posts. The HR Director noted that there are three options:

1. Continue to only recruit funded replacement WTE posts. This means that operations will be stable but causes a build-up of unfunded posts which is running at approximately 300 posts. This would also mean that we don't replace unfunded but legally required posts such as Company Secretary, DPO, Health and Safety etc.
2. Keep to the advised HSE WTE Limit. This means that MMUH will lose all vacant WTEs as of 31 December 2023. The loss of this number of WTEs would have a direct and serious impact on patient services.
3. Develop a new system that would track to the WTE HSE allocation and pool the WTE/funding available so that MMUH can facilitate all replacement funded or unfunded WTE's and allocated new development WTE, per category, at any moment in time.


With the current vacancies at the time of December 2023 there was only 9% but MMUH is now at 12%.

The Board agreed that option 3 should be fully explored by the EMT as it appears to offer the least impact on patient services.

The CEO confirmed that there has been 12% increase across all services.

At this time, Patient Centre is a significant risk as it is read only at the moment. Currently, there is only one company that can manage the transfer of data. MMUH had retained an external legal firm to advice on the contract negotiations. The operational risk is significant and MMUH has to mitigate the legal risk. Following a detailed discussion on the risk of Patient Centre failing and given the urgency to engage with the external provider, the Board unanimously agreed that it was appropriate and in the company's best interest for this matter to be addressed this month. Accordingly, the Board agreed and approved the Finance & General Purposes Committee holding a single agenda item to consider the proposed contract

	<p>together with a briefing paper from the relevant departments negotiating the contract to allow a detailed discussion on the operational and legal risks of entering into this contract. The Board agreed that the Finance & General Purposes Committee be authorised to approve the contract, if appropriate. It was agreed that the Finance & General Purposes Committee will report to the Board of MMUH in January on this contract and its decision.</p> <p>The Board agreed with the CEO that the MMUH will not be taking on the scoliosis service until such time as there is clarity on MMUH's financial position and funding from the HSE.</p> <p>The CEO stated that there is no winter funding for 2024 which has been sought from the REO. The REO has not yet received a response on winter funding from the HSE.</p> <p>The CEO gave an overview of the CCU capital funding which has been approved by HSE capital and radiology Phase 1B is now underway and planning will be submitted in January for the helipad. The CEO confirmed that the gym will open in January.</p> <p>JE explained that the escalation has been ongoing all week and that the winter surge is having an impact on the hospital. The flu has not yet hit so this will get worse. MR said that the demand has been unrelenting and without capacity MMUH would not be able to meet the demand. There are 20 surge beds open at this time and it is very difficult to staff these beds especially in light of cost containment.</p> <p>Subsidiaries An update was given to the Board on the subsidiaries.</p> <p>St Paul's Child and Family Care Centre is also in a deficit but it is hoped that this will be addressed before year end.</p>
7.0	MMUH Committee Updates
	The Chair noted that updates from each Committee are set out below.
7.1	Finance & General Purposes Committee
	The Chair of the Finance & General Purposes Committee gave an update to the Board on the Committee's meeting dated 2 December 2024.
7.2	Quality and Patient Safety (QPS)
	<p>The Chair of the QPS Committee brought the Board through her presentation which was shared with the Board in advance. The Chair of the MMUH Group Audit Committee together with the QPS department joined the meeting via zoom.</p> <p>The Committee received a number of presentations throughout the year from a number of areas as well as the results of the national patient experience survey. The Committee's non-executive directors also received a presentation from the ED department and transformation department.</p> <p>At each meeting, there is an update on the QPS review and strategy from SD and the QPS Clinical Lead.</p> <p>The Chair of the QPS Committee noted that the Committee recommends taking on the additional resources required for QPS. For 2025, the Committee notes that assurance mapping is required to be completed. The interim COO will be attending the Committee meetings going forward together with the CEO. There is an internal audit report which has to be addressed once the Committee completes its review of with the MMUH audit committee review on the alignment of risks. Accordingly, the Committee's Terms of Reference is a work in progress which should be complete in Q1 2025. Bc confirmed that AV and the Audit Committee have worked through the year on risks and how they are reported.</p> <p>The Chair of the Board noted that there is a number of relevant papers including the QPS review and strategy document. The CEO and SD agreed to drive and progress the recommendations from the internal audit report and external QPS report. Bc noted that assurance mapping is a very important exercise so that the Board understands what the risks are and where they are coming from. MMUH QPS Strategy is a comprehensive document underpinned by governance. SD is seeking approval for the strategy. The Board confirmed that the strategy is approved subject to the understanding that no additional resources are available and noting that MMUH has to use the resources available to drive this strategy forward.</p>
7.3	Mission Effectiveness Committee
	RE gave an update on the Committee's meeting dated 28 November 2024. The TORs were approved by the Board.

8.0	Matters reserved for the Board
	<p>The following consultant position was approved by the Court:</p> <ul style="list-style-type: none"> • Post 1 Consultant Medical Oncologist (replacement post for Dr [REDACTED] - MMUH 37 hours - Dr. [REDACTED] MBBS FRCP, MRCPI MRCPS <p>Audit and Risk Committee Following the parent company's letter dated 13 September 2024 as well as the recommendations from the MMUH Group Audit Committee, the Board formally approved the restructuring of the Group Audit Committee to a MMUH Audit and Risk Committee with Bill Cunningham as Chair. The Board further approved that this Committee confirm to the Board in the new year how internal audit work is completed and provided to the Committee.</p> <p>Detention and Treatment Orders The Board are requested to ratify the attached undertaking which was required to be given to the Court relating to a patient discharged under a detention order. A full update was provided at the board meeting. Counsel's opinion is being obtained on next steps.</p>
9.0	Corporate Governance and Compliance
	<ul style="list-style-type: none"> • The Board noted that results of the self-assessments evaluation. It was agreed that these would be addressed in January 2025 board meeting. • Update given to the Board on the statement of interests form required under the Ethics in Public Office Act. It was noted that even if the form is a Nil Statement that they be completed in early January 2025 and returned to the Company Secretary office. If any interests are declared the Statement must be returned to the Chair. • The Board reviewed the Charity Trustee Declaration as provided and noted its contents. • A discussion ensued on the internal audit committee annual compliance report and the recommendations were accepted by the Board.
10.0	AOB
	<p>The Chair thanked the CEO for her report. The Chair wished all a happy Christmas and a peaceful new year.</p> <p>As there was no other business, the meeting concluded.</p>
NEXT MEETING	Tuesday, 21 January 2025 @ 4pm
SIGNED (by Chair)	
Actions	<ul style="list-style-type: none"> • NIS2 Gap analysis to be provided to the Board in Q1 2025. • QPS – CEO and SD agreed to drive and progress on the current internal audit report recommendations and the QPS Strategy to address the QPS gaps with current resources. • EMT to ensure there is a level of appropriate communication to all staff on the current financial concerns and the need to map out cost containment. • EMT to proceed to set out the services that can be provided by MMUH in 2025 with the 2024 annual budget which will bring MMUH to 2022 service levels. Once this work is completed, REO CEO to be updated that all services outside of the annual budget provided noting that these will have to be invoiced to the HSE and/or that service cuts will have to be implemented to contain the current growing deficit. • [REDACTED] MMUH will be requesting that Clause 33 of the SLA – Dispute Resolution is formally invoked or MMUH will directly invoke. • [REDACTED] • [REDACTED] • The EMT will respond to the current FOI on the financial concerns. • For the pay by numbers strategy, the Board agreed to option 3 as presented by the Director of HR and this option is to be explored and developed by the EMT. • The Board confirmed that the scoliosis service cannot be taken on by MMUH given the current financial uncertainty in the hospital.

- The Board agreed that the Patient Centre contract (once negotiations are completed) can be brought this month to the Finance & General Purposes Committee for approval.