



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

DATE	Tuesday, 22 October 2024	TIME	4pm	VENUE	In person – Pillar Room and via Zoom
Chair	Mr. David Begg (Chair)				
Minute taker	Ms. Anna Broderick (Company Secretary)				
<b>Members / Attendees</b>					
<input checked="" type="checkbox"/> Mr. David Begg (Chair) DB					
<input checked="" type="checkbox"/> Mr. David O'Kelly (Vice-Chair) (Non-Executive Director) DOK (via zoom)					
<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 Cecily Kelleher (Non-Executive Director) CK (via zoom)					
<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"/> Ms. Anna Broderick (Company Secretary) AB					
<b>In Attendance</b>					
<input checked="" type="checkbox"/> Mr. Alan Sharp (Chief Executive Officer MMUH) AS					
<input checked="" type="checkbox"/> Ms. Josephine Ryan Leacy (Chief Operating Officer) JR					
<input checked="" type="checkbox"/> Ms. Mary Raftery (Interim Director of Nursing) MR					
<b>Apologies</b>					
<input checked="" type="checkbox"/> Professor Mary McMenamin (Non-Executive Director) MMcM					

## MINUTES

TOPICS	Action By	Due Date
1.0	<b>Welcome/Apologies</b>	
	The Chair welcomed everyone to the meeting.	
	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.	
2.0	<b>Declarations of Interest</b>	
	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.	
	No declarations of interest were raised.	
3.0	<b>Presentations</b>	
	Presentation from Dr Michael Quirey (CDO) and Mr John Reilly (Estates) was presented to the Board. The presenters brought the Board through the following:	
	1. MMUH's Site Development Plan	

2. Major Trauma Centre (MTC) development up to and including planning permission
3. Development of new Laboratory on campus
4. Approval of 98 bed extension from design to planning application

It was noted that buildings have to be funded operationally before they can be opened. It is part of the business case when the hospital is seeking capital funding.

██████████ (primary architect), ██████████ (Senior partner) and ██████████ attended the meeting. The Board received a presentation on the Major Trauma Centre Phase 2. An update was given on the clinical design brief.

Finally, the 2024 masterplan was presented to the Board which sets out the plan for the campus for the next 10 years.

#### 4.0 Minutes of the meeting dated 17 September 2024 and matters arising

It was confirmed that a typo has been addressed so the minutes of the last meeting held on 17 September 2024 were unanimously approved by the Board for signing by the Chair.

From matters arising, it was noted that the following are set out in the CEO's report.

- Update on Patient Centre and EHR.
- Update on Scoliosis
- The SLA issued to REO of Dublin North East Region.

Separately, an update on the Winter surge will be given at the meeting together a progress update required on QPS recommendations.

#### 5.0 Finance Report

██████████ Partner in ██████████ the external auditors of MMUH attended for this agenda item.

Following the May 2024 board meeting, MMUH received a letter of comfort from the HSE confirming that previous financial commitments in writing were confirmed. Given this assurance it was possible to sign off on MMUH's 2023 financial statements. However, following allocation of funding on health, the HSE set a financial limit and discounted previous written assurances.

There is a gap of funding of approximately ██████████ between HSE's financial limit and the level services being carried out. The HSE also want a cost containment plan without cutting services and if this cannot be provided then MMUH will not receive any requests for accelerated cash.

In addition, there is a legacy issue wherein the HSE retain ██████████ of the Mater Hospital's allocation against the production of a productivity plan which doesn't include cutting services. By November, the Mater needs ██████████ and ██████████ in December. If the requests for accelerated cash are not provided, ██████████

There is further negotiations ongoing with the HSE but MMUH is in a difficult situation. These concerns have been raised with all stakeholders.

On the one hand we have fiduciary duties as directors of a hospital but on the other hand we have our patients. However, it is not possible to achieve ██████████ in savings without cutting services.

██████████ stated that auditors reach their view based on going concern which is a company's ability to pay its bills as they arise. Accordingly, auditors consider the cashflow as well as the next 12 months for the company. ██████████ confirmed that he has been audit partner for 8 years for the Mater Group. There have been deficits over the last number of years. However, in prior years this deficit has built up to ██████████ (balance sheet negative to ██████████ at start of 2023) but in 2024 the Mater was left with ██████████ so Mater started 2024 with a ██████████ deficit so the outlook of adding another ██████████ to this deficit bringing it to ██████████ which is not sustainable. The going concern in the past meant that the Executive set out in writing to the HSE a request for supplemental payment which was provided by the funder. However, the HSE's current stance given the recent correspondence has changed.

However, if the HSE continue with the current stance then the cost containment has to be implemented. It is the Board's obligation not to trade irresponsibly which is a legal requirement. There are a lot of unknowns as we enter into the process to approve the financial position for 2024.

BC thanked [REDACTED] for his contribution. She noted that the demand on the hospital is immense. This year, the HSE has taken a very different approach to funding the hospital. A financial limit was placed on the hospital in July without taking account of activity and without discussion. The WTE limit was received at the same time as the financial limit.

The approach has changed as is evidenced in the REO CEO's letter which has been provided to the Board.

The options are cut services, no more recruitment, close wards or alternatively the Executive revert to the HSE and note that we cannot continue with this level of activity and seek cash from next year for this year. The HSE has already confirmed that MMUH's opening budget for 2025 will be the same as 2024 which will not cover our current activity for next year.

MMUH has never been better equipped to deal with the winter surge but the financial limit will impact this positive patient position.

DOK noted that MMUH is being requested to balance corporate responsibility with moral obligations to use the hospital to its full ability. If the HSE do not resolve this within a specific timeframe then the Executive team will need to communicate these timeframes to the HSE so that MMUH has signposted to the HSE the situation the Board is in and the decisions it will have to make.

A detailed discussion ensued on the clinical impact to MMUH patients. CK noted that at the beginning of this year MMUH confirmed what it costs to run its operations. MMUH also have very good clinical outcomes which will now be impacted.

The DATHs chairs and CEOs will meet on Friday as they are all concerned about the current financial situation. The Chair is also meeting the Chair and CEO of HSE on Thursday.

The purpose of this agenda item was for the Board to fully understand its position with the current financial limit. The Chair noted that this is an extremely difficult position to be placed in as our patients lives are being put at risk.

For the Executive Management Team (EMT), the Board confirmed the following:

- On foot of the REO CEO's letter noting that further discussions should be held between MMUH and her office, the Board requested the EMT to follow up on this in writing seeking a meeting. Specifically, the Board want a written letter noting the current mitigations in place which have resulted in lower PET time for our patients and have placed MMUH in a good position to safely manage the impending winter surge. However, if no additional funding (although previously confirmed and agreed earlier this year with the HSE) is provided, then the MMUH as a trading company with corporate responsibilities will be left with no alternative but to restrict services and/or close wards which will directly impact patients and more importantly patient safety which is contrary to all the current findings under the Justice Frank Clark independent report.
- The Chair of MMUH is meeting the Chair and CEO of the HSE for a meeting on productivity this month. The Chair of MMUH will raise directly with the Chair of the HSE the MMUH's current financial situation.
- The Chair of MMUH is also meeting with the Chairs of the DATHs hospitals and it will be proposed that a letter issue from the DATHs to the Chair and Board of the HSE on the current financial situation.
- The Chair of MMUH has stated that MMUH has to await the outcome of the Supplementary Budget.
- However, following all of the above, if there has been no movement by the funder then the cost containment plan as presented at this board meeting will be put to the Board at its meeting scheduled for 3 December 2024 for approval.

## 6.0 CEO summary and Board Report including updates from the directorates


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

It was noted that there are matters reserved to the Board which need to be approved by the Board under agenda item 8. For example, the Masterplan has to be approved subject to planning decisions etc.

A discussion ensued on the scoliosis service and that the HSE issued a letter of confirmation on funding but it is not known if MMUH can rely on this letter. Both WTEs and funding have to be resolved in order to move forward with this offering within 18 months.

JE gave an update on the winter surge and how vulnerable MMUH is to this surge. In preparation for this, the EMT has progressed an escalation policy but decisions would have to be made on cancelling operations and moving trolleys onto wards which will have a negative impact on the organisation. If MMUH cuts weekend work to comply with the cost containment requests from the HSE then all MMUH's positive metrics will be eroded.

	<p>JE gave an update to the meeting on the recent independent review completed by Chief Justice Frank Clark. Accountability was significant in this report. BM stated that if wards and services are closed then the mitigations that have been put in place by MMUH will be eroded.</p> <p>The organogram on the REO and structure was taken as read. It was noted that most positions have yet to be filled.</p> <p>It was noted that QPS non-executive committee members will be visiting ED in early November 2024. It was agreed that with the new CEO, the QPS committee will look at how MMUH take QPS forward. SD confirmed that the QPS strategy and a summary of the [REDACTED] report will be provided in writing to the next board meeting.</p>
<b>7.0</b>	<b>MMUH Committee Updates</b>
	The Chair noted that updates from each Committee are set out below.
<b>7.1</b>	<b>Finance &amp; General Purposes Committee</b>
	The Chair of the Finance & General Purposes Committee gave an update to the Board on the Committee's meeting dated 22 October 2024. It was noted that the Committee reviewed the financial position with the external auditor.
<b>7.2</b>	<b>Nominations Committee</b>
	EOB gave an update on the Committee's meeting dated 18 October 2024. The Committee reviewed the proposed appointment of Declan Tynan as a Director to the Board of St Paul's Child and Family Care Centre. This appointment is recommended to the Board for approval. The Board approved this appointment.
<b>7.3</b>	<b>Mission Effectiveness Committee</b>
	RE gave an update on the Committee's meeting dated 4 October 2024.
<b>8.0</b>	<b>Matters reserved for the Board</b>
	<p>It was confirmed that all documents were provided in advance and were taken as read. The Board made the following decisions.</p> <ul style="list-style-type: none"> <li>• Approved: Variation Agreement for Whitty Lighting Upgrade. Please find attached briefing note. The project's total project cost to be funded by the HSE but with a guaranteed annual electricity cost reduction.</li> <li>• Approved: To allow the Executive Management Team to enter into negotiations for the occupation of identified area in Dublin 1 which has healthcare planning permission.</li> <li>• Approved: contract for the supply of drug eluting stents and balloons. This contract saves the hospital monies over a 2 year period.</li> <li>• Approved to go to the Finance &amp; General Purposes Committee for consideration and approval if required: Services Agreement for transfer of Patient centre to the cloud contingency. This contract is not ready for approval but may need to be signed and enacted before the December Board meeting. The briefing note provides the status of the contract and requests that the Board agree on a mechanism for approving this once the contract is available. If required, the Board was requested to approve the Finance &amp; General Purposes Committee to approve this contract.</li> </ul> <p>MMUH Executive management team approval was given from the Board of MMUH for the following:</p> <ol style="list-style-type: none"> <li>1. MMUH's Site Development Plan (the Masterplan)</li> <li>2. MTC development up to and including planning permission</li> <li>3. Development of new Laboratory on campus</li> <li>4. Approval of 98 bed extension from design to planning application</li> </ol> <p>Consultant approval:</p> <ul style="list-style-type: none"> <li>• Board Approval was given for the following consultant position and secondment: <ul style="list-style-type: none"> <li>○ Post 1 Consultant Physician in Geriatric Medicine - MMUH 7 hours / Clontarf 11.5 hours - [REDACTED]</li> <li>○ [REDACTED]</li> <li>○ Secondment of extension of Professor [REDACTED] as Clinical Lead for the National VTE programme. This has been considered and approved by Division of Medicine, Pathology and Medical Executive.</li> </ul> </li> </ul>

9.0	Corporate Governance and Compliance	
	<ul style="list-style-type: none"> <li>Suantraí - The Board of Suantraí approved its financial statements on 17 September 2024. As a single member company, it does not have to hold an AGM once MMUH pursuant to Section 175(3) of the Companies Act 2014 resolves the following which were resolved at this board meeting by MMUH: <ol style="list-style-type: none"> <li>It has received the Financial Statements and report from the Directors and the report of the statutory auditors;</li> <li>It is satisfied with the performance and management of the Company's affairs;</li> <li>It resolved to reappoint ██████ as Statutory Auditors;</li> <li>It authorised the directors of that company to fix the remuneration of the statutory auditors for the coming year.</li> </ol> </li> </ul> <p>Other matters:</p> <ul style="list-style-type: none"> <li>Self-assessments to be issued to the Board via survey monkey. All board members are requested to complete it.</li> <li>Update on lobbying and statement of interests was presented to the Board.</li> <li>A review of OBGD Tracker recommendation was carried out by the Board.</li> </ul>	
10.0	AOB	
	<p>The Chair thanked AS for all that he has achieved and done for MMUH and for his devotion to the hospital over the last 5 years. AS thanked the Board for all of its support. AS said that he has truly enjoyed his time with the MMUH and thanked his EMT for all their hard work.</p> <p>As there was no other business, the meeting concluded.</p>	
<b>NEXT MEETING</b>	Tuesday, 3 December 2024 @ 4pm	
<b>SIGNED (by Chair)</b>		
<b>Actions</b>	<ul style="list-style-type: none"> <li>An update on Patient Centre and EHR</li> <li>An update on Scoliosis</li> <li>Progress update on QPS recommendations (It was also confirmed that a summary on the paper would be provided in writing together with the summary of QPS Strategy) ██████</li> <li>An update on the Winter Surge and how it is being managed</li> <li>On finances, the EMT is to continue its negotiations with the HSE and REO.</li> </ul>	