



**Tallaght University Hospital**  
Ospidéal Ollscoile Thamhlachta  
An Academic Partner of Trinity College Dublin

# **Tallaght University Hospital Board**

## **Corporate Governance Manual**

### **September 2021**



**Tallaght University Hospital**  
Ospidéal Ollscoile Thamhlachta  
An Academic Partner of Trinity College Dublin

<b>Table of Contents</b>	<b>Page No</b>
1. Introduction	3
2. Statement on corporate governance philosophy	5
3. Summary guidance for Board Members	7
4. Code of Governance	10
5. Standing Orders to regulate the procedures and business of the Board	24
6. Formal schedule of matters reserved for Board decision	28
7. Committees of the Board	31
7.(a) Audit Committee	35
7.(b) Quality, Safety & Risk Management Committee	40
7.(c) Staff & Organisation Development committee	45
7.(d) Finance Committee	49
7.(e) Governance and Nominating Committee	53
8. Code of Conduct	60
9. Procedures for avoiding/dealing with conflicts of interest	62
10. Procedure for recording concerns of Board Members that cannot be resolved through the normal processes at Board or committee level	66
11. Procedure for obtaining independent professional advice	67
12. Hospital Seal and signature of documents	69

## **Appendices**

1. Hospital Charter
2. Hospital Bye-laws
3. Appendix 12 of HIQA Report of 8 May 2012
4. Charities Governance Code.
5. Future Skills and Competencies for Governance and Nominating Committee Members.

6. Governance Checklist for Tallaght University Hospital 2020.

## **Section 1**

### **Introduction**

1. Tallaght University Hospital was established on 1 August 1996 under a Charter approved by the Minister for Health in accordance with section 76 of the Health Act 1970 following the enactment of the Health (Amendment) (No. 2) Act 1996. A copy of the Charter is attached at Appendix 1.
2. The new Hospital was an amalgamation of three Dublin city centre Hospitals namely the Adelaide Hospital (established in 1821), the Meath Hospital (established in 1753) and the National Children's Hospital (established in 1821). It accepted its first patients on 21 June 1998.
3. The Charter provides that all the powers of the Hospital are vested in and exercisable by the Hospital Board. It also provides that the general function of the Board is to manage the activities of the Hospital and the services provided by it.
4. The Charter also provides for the making of bye-laws for the government of the Hospital. Such bye-laws may be made by the Hospital Board with the consent of the Adelaide Health Foundation, the Meath Hospital and the National Children's Hospital.
5. As you are aware the Hospital Charter has gone through a number of iterations based on feedback from TUH Board of Directors CHG subgroup and the three Foundations. In addition, several meetings were held with Department of Health officials and the most up to date version reflects their position and that of the Minister for Health. The appointment process is as follows:

(a) 1 (one) member shall be appointed by The Adelaide Hospital Society;

1 (one) member shall be appointed by the Meath Foundation;

4 (four) members shall be appointed by the Minister on the nomination of the President of the Hospital; 2 (two) members shall be appointed by the Minister, one of whom shall have been nominated by the Health Service Executive (or any successor to its functions in relation to hospitals) for such appointment and the other of whom shall have been nominated by the Board of Trinity College, Dublin for such appointment.

At present and before the new Charter comes into place there are 11 members on the Hospital Board.

When the new Charter comes into place the NCH member will no longer be, which brings the membership on the Board down to 10.

Then under the new Charter, 2 members shall be appointed by the Board, one of whom shall have been nominated by the Meath Foundation and one of whom shall have been nominated by the Adelaide Hospital Society. This will bring the Board membership up to 12 members in accordance with the revised Charter.

6. This corporate governance manual is intended to provide Members of the Tallaght University Hospital Board with the information they need about corporate governance to perform their duties to the highest standards of accountability, integrity and propriety. It sets out the systems and procedures by which the Hospital Board directs and controls its functions and manages its business.
7. The manual reflects and takes account of the Hospital Charter, relevant recommendations in the HIQA Report of 8 May 2012, the HSE Annual Compliance Statement, the general terms and conditions set out in the formal Service Level Agreement between the Hospital and the HSE including the HSEs Performance and Accountability Framework, the HSE's latest Framework for Corporate and Financial Governance, the 2006 Framework for Corporate & Financial Governance of Agencies Funded by the Department of Health, the 2016 Department of Public Expenditure and Reform Code of Practice for the Governance of State Bodies the Charities Act 2009 and the Code of Governance for Charities 2019. Copies of these documents are available from the Board Secretary and some of them are included, for ease of reference, in the appendices to this manual.
8. This manual was formally adopted by the Board. It will be used as a dynamic document of reference. The Board will endeavour to integrate current best practice and new legislation for public interest bodies as it develops.

## **Section 2**

### **Statement of Corporate Governance Philosophy**

1. The Hospital's Corporate Governance Manual sets out the Board's commitment, cognisant of its public interest role, to the establishment of best practice structures, processes, cultures and systems that will engender the successful operation of the Hospital enshrining principles of accountability, transparency and best ethical practice.
2. Although the Manual, set out herein, delineates the codes, guidelines and policies adopted by the Board to achieve best practice, it is clear to the Board that such procedures are dynamic in nature and are not fixed in stone. Therefore, they are based on the fundamental governance philosophy given below and will be subject to regular monitoring to ensure the incorporation of developing best practice and to tri-annual formal review of the document.
3. The Hospital's governance ethic is not based on compliance with a codified listing of rules that have been derived from previous poor societal behaviour. Rather our underpinning governance philosophy is based on the belief in and acceptance of a commitment by the Board to the following principles.
4. We undertake to declare our objectives and use our very best endeavours to build a team comprising the Board, the executive managers, employees and expert advisors who will apply high technical standards in achieving those objectives. We undertake to embrace the principles of integrity, transparency, accountability, risk management, value for money and high standards of medical and business ethics in serving our patients and society in a fair and just manner. We will remain vigilant in assessing our compliance with these principles. We will set strategic plans for the Hospital and monitor the implementation and flexing of those plans by the management team.
5. In order to achieve our objectives and to meet our social responsibilities, the corporate culture will be one of fair dealing, integrity, respect and honour such that, as far as practicable, no individual will be hurt by our actions. Members of the Board and employees will uphold the highest standards of ethical behaviour including:

***Respect and Dignity of the Person:*** The health (physical and mental) and safety of individual stakeholders will be protected at all times.

***Medical Ethics:*** The highest standards of compliance with the extant body of medical ethics will be expected of all medical, nursing and allied health practitioners who are employed by the Hospital under all forms of contract.

***Research Ethics:*** All research conducted under the aegis of the Hospital or its associates will conform to the highest international standards.

***Utmost Good Faith:*** The highest standards of loyalty and trust will be applied to dealings with employees and to the management of the Hospital.

***Integrity:*** The highest standards of integrity are to be expected in all business interactions. We prohibit any and all forms of corruption, extortion and embezzlement. Enforcement procedures shall be implemented to ensure conformance.

***Corporate Governance:*** The Board will operate to the highest standard of appropriate corporate governance guidance and regulation.

***No Improper Advantage:*** Bribes or other means of obtaining undue or improper advantage are not to be offered or accepted.

***Disclosure of Information:*** Information regarding hospital activities, structure, financial situation and performance is to be disclosed in an open transparent way, always complying with applicable regulations and legislation.

***Intellectual Property:*** Intellectual property rights are to be respected; copyright must be dealt with at all times in accordance with the law and best industry practice.

***Privacy:*** Appropriate means of safeguarding patient confidentiality will be applied in all circumstances.

***Protection of Identity:*** Policies that ensure the confidentiality of and fair dealing with supplier and employee whistle-blowers are to be maintained.

***Protection of the Environment:*** The Hospital will, in all its decision making, apply the highest standards of resource utilisation and protection of the environment.

## **Section 3**

### **Summary Guidance For Board Members**

#### **What is corporate governance?**

1. Corporate governance is defined as the system, principles and process by which an organisation is directed and controlled. The principles underlying corporate governance are based on providing the service and conducting the business with integrity and fairness, being transparent with regard to all transactions, making all the necessary disclosures and decisions, and complying with all the laws of the land. It is broadly concerned with the relationships between a board and its stakeholders, accountability, risk management and achieving value for money. In the case of Tallaght University Hospital, good governance should facilitate efficient, effective and entrepreneurial management that can deliver the best possible service to patients and to society over the longer term, given the unavoidable constraints that exist.

#### **How is the Hospital structured?**

2. The Hospital is a body corporate (i.e. it has its own legal identity) set up under a 1996 Charter. All the powers of the Hospital are exercised by the Board. The Board is made up of eleven members and its function is to manage the activities of the Hospital and the services provided by it. Although it is a body corporate, the Hospital is not an incorporated body under the terms of the Companies Acts. However, for corporate governance purposes, it can be seen as a public interest body and is expected to comply with the same standards of corporate governance as a public limited company. The Hospital considers the Companies Act and implements best practice where relevant. It is a voluntary Hospital which receives funding, not via share capital, but largely by way of funding from the Government through the HSE. Its financial statements are prepared in accordance with the Department of Health Accounting Standards for Voluntary Hospitals making necessary disclosures to provide additional information as required under the Service Level Agreement with the HSE and the adoption of the Charities SORP (FRS102) format for a Board Report. The audit of the financial statements is prepared for the Members of the Board only.

#### **What is a Board Member?**

3. A Member of the Hospital's Board is similar to a non-executive director in a business corporation set up under the Companies Acts (also called an external director, independent director and outside director). A non-executive director typically does not engage in the day-to-day management of the organisation, but is involved in policy making and planning exercises. In addition, non-executive directors' responsibilities include the monitoring of the executive managers, and a requirement to act in the interest of the stakeholders. In business corporations, there is no legal distinction between an executive and a non-executive director. Yet there is a sense that the non-executive director's role can be seen to balance that of the executive director. Executive directors have an intimate knowledge of the company and generally provide an entrepreneurial spur, whereas the non-executive director is generally expected to have a wider perspective of the community at large and often has more to say about prudent control.
4. In the case of Tallaght University Hospital, the Board does not include any employees, or "executive



members”. However, as a matter of practice and save in exceptional circumstances, the Chief Executive and appropriate members of the Executive Management Team (EMT) attend and participate fully in all Board meetings. This is designed to ensure, on the one hand, that the Board Members are fully aware of the practical impact on the Hospital of their decisions and, on the other hand, that the EMT is fully aware of the governance and other requirements of the Board. The aim is to achieve a corporate approach by all concerned. Decisions are taken by consensus involving both the Board Members and the members of the EMT but, should a vote be required, voting is confined to Board Members.

**What can I expect to be paid as a Board Member?**

5. Although there is no mention of remuneration in the Charter or in subsequent Bye Laws, no remuneration is paid to Board Members. They may be reimbursed with reasonable expenses.

**How long can I serve as a Member on the Hospital Board?**

6. The Charter and bye-laws provide for a term of three years, although you may be eligible for reappointment for a further period.

**What would be expected of me as Chairman of the Board?**

7. The Chairman’s primary role is to ensure that the Board is effective in its tasks of setting and implementing the Hospital’s direction and strategy. You would also be expected to uphold integrity and probity, promote effective relationships and open communication, initiate change and planning succession, promote the highest standards of corporate governance, ensure clear structure and implementation of Board decisions and most importantly, provide coherent leadership. The Chairman also chairs the Board meetings. The Chairman is appointed by the Board from amongst its members. There is also provision for a Vice-Chairman to be appointed by the Board from amongst its members.

**What are the duties of the Board Secretary?**

8. The Charter makes no provision for a Board Secretary, other than the requirement for the Board to keep a record of minutes of all its proceedings. However, in accordance with good corporate governance, there is a Board Secretary who reports separately to the CEO and the Chairman. The duties of the Board Secretary are set out in Section 4 of this Manual.

**As a Board Member, do I have any responsibility for the financial statements?**

9. Yes. It is the Board Members’ responsibility to prepare audited financial statements for each financial year, in accordance with the Guidelines of the Department of Health for Voluntary Hospitals. A statement acknowledging the Board Members’ responsibility for keeping proper accounting records and preparing financial statements is usually included in the annual report. If you are unsure of any item/s included or not included in these financial statements, you should ask questions of the finance team, audit committee and other Board Members. If you remain uncertain, you may request independent financial or legal advice, which will be provided at the Hospital’s expense. You cannot rely on your lack of technical knowledge for failing to satisfy yourself that you understand the implications of all matters covered by the financial statements.

**What are the specific duties of the Board of the Hospital?**

10. They are specifically mentioned in the Charter and you will see them in Sections 4 and 6 of this Manual. In summary, they include the treatment of patients (securing their health,

happiness and welfare); the management of the Hospital; provision of a teaching/training/research function; the maintenance of a religious, multi-denominational and pluralist ethos; cooperation with the HSE and the promotion of preventative medicine.

11. The Board is specifically responsible for strategic planning and for setting the 3-5 year strategic plan and monitoring the KPIs and their implementation. It is the role of the Executive Management Team to implement that plan and to conduct the business of day to day management of the Hospital.

## **Section 4**

### **Code of Governance**

#### **Introduction**

1. Corporate governance is the system by which organisations direct and control their functions and relate to their stakeholders in order to manage their business, achieve their mission and objectives and meet the necessary standards of accountability, integrity and propriety.
2. The Board organises itself into the main Board and committees with specific roles, reporting to the main Board. At its core, governance focuses on the sets of relationships between board members, committee members, management, staff, patients and other stakeholders in determining the direction and performance of the organisation. It is a key element in improving efficiency and accountability as well as enhancing openness and transparency.
3. Good governance leads to good management, good performance, good stewardship of public funds, good public engagement and ultimately good outcomes.
4. This Code of Governance sets out a corporate governance framework within which the Hospital wishes to operate. Members of the Board, employees of the Hospital or anybody contracted by the Hospital must subscribe to the Hospital's Code of Governance and Code of Conduct. The Hospital will include such an undertaking to subscribe to the Codes in all contracts of employment and of service provision.
5. The Board has a key role in promoting and ensuring standards of good governance within the Hospital. The Board as a collective, and each member, have an important and challenging task to lead, direct and control the Hospital and to ensure that the governance objectives are appropriately fulfilled. Board and committee members are expected to observe the highest ethical and professional standards and to work constructively with the Chief Executive and the Executive Management Team<sup>1</sup>(EMT).
6. In undertaking its role the Board will respect the principle that the executive is responsible for the operational management of the Hospital.

#### **Composition of Hospital Board**

7. In accordance with bye-laws made in November 2014 (Appendix 2), the Board comprises eleven Members who are appointed as follows:
  - one appointed by the Adelaide Health Foundation;
  - one appointed by the Meath Foundation;
  - one appointed by the National Children's Hospital;
  - four appointed by the Minister for Health on the nomination of the Church of Ireland Archbishop of Dublin/President of the Hospital;
  - one appointed by the Minister for Health on the nomination of Trinity College Dublin; and

---

<sup>1</sup> The Executive Management Team means the direct reports of the Chief Executive.

- one appointed by the Minister for Health on the nomination of the HSE.
  - two appointed by the Minister for Health on the nomination of the Board.
8. Appendix 3 contains a board competency framework developed by HIQA and included in its Report of 8 May 2012.
  9. The Chairperson is elected by the Board from among those members appointed by the Minister. The Vice-Chairperson is appointed by the Board from among its members.
  10. The term of office of the Board Members is three years. An outgoing Member may be re-appointed to the Board. However, a person may not serve for more than three consecutive terms or nine consecutive years, whichever is the longer.
  11. In accordance with the HIQA Report of 8 May 2012, no employee of the Hospital can be a member of the Board. However, as a matter of practice and save in exceptional circumstances, the Chief Executive and appropriate members of the EMT attend and participate fully in all Board meetings. This is designed to ensure, on the one hand, that the Board Members are fully aware of the practical impact on the Hospital of their decisions and, on the other hand, that the EMT is fully aware of the governance and other requirements of the Board. The aim is to achieve a corporate approach by all concerned. Decisions are taken by consensus involving both the Board Members and the members of the EMT but, should a vote be required, voting is confined to Board Members.

### **Remuneration and expenses**

12. No remuneration is paid in respect of Board membership.
13. Board Members may recoup reasonable expenses incurred by them in the performance of their functions in accordance with standard public service travel and subsistence rules and rates. Details of any such payments to Board Members, which must be approved by the Chief Executive, are provided in the Hospital's annual financial accounts.

### **Function of Hospital Board**

14. In accordance with the Charter the function of the Board is to manage the activities of the Hospital and exercise the powers of the Hospital which are vested in the Board. In summary, the Board shall:
  - carry out the objects of the Hospital in accordance with the Charter;
  - ensure that high standards of corporate governance and personal behaviour are maintained in the conduct of the business of the Hospital;
  - develop and review on a regular basis the mission, vision, values, and strategic direction of the Hospital within the overall policies and priorities of the Government and the HSE, define its annual and longer term objectives and agree plans to achieve them;
  - oversee a quality performance management system for the regular assessment and review of patient care, ensuring corrective action is taken when necessary;

- ensure effective financial stewardship through value for money, financial control, internal control, financial planning and strategy;
  - work with Trinity College Dublin, other educational institutions and bodies responsible for the regulation of health care professionals to fulfil the patient care, education and research mission of the Hospital;
  - oversee appropriate systems for managing risks that arise from the Hospital's operations with a view to improving the quality of care provided by the Hospital;
  - develop an effective dialogue with the local community and ensure the Hospital's plans and performance are responsive to the community's needs;
  - develop the voluntary character of and support for the Hospital;
  - appoint, remunerate and appraise a Chief Executive in accordance with health sector pay policy and other relevant national guidelines;
  - delegate agreed responsibilities to the Chief Executive; and
  - establish and review committees of the Board to assist in its functions.
15. The Board is collectively responsible for promoting the success of the Hospital by leading and directing its activities. It should provide strategic guidance to the Hospital, and monitor the effectiveness of management. Board members should act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Hospital and those who need its services, within whatever policy and financial framework is set by the Minister for Health on behalf of the Government.
16. The Board is responsible for compliance with all statutory obligations applicable to the Hospital. It should satisfy itself that all such obligations are identified and made known to it.
17. The collective responsibility and authority of the Board should be safeguarded. All Board Members, regardless of how they are nominated or appointed, have a collective responsibility for the discharge of the Board's functions.
18. New Board Members undergo orientation through a planned induction programme to ensure that they understand their responsibilities and duties, and the Hospital's functions and services, including their obligations in relation to confidentiality and to act in good faith and in the best interests of the Hospital. The Board Secretary shall supply new Board Members with appropriate induction material. All new Board Members shall formally acknowledge in writing that they understand, and will comply with their responsibilities as Board Members.

## **Specific duties and responsibilities of the Chairperson**

### **Role and Responsibilities of the Chairman**

#### **Role**

19. The Chairman is responsible for providing leadership to, and overseeing the functioning of the Board to ensure that it acts in the best interests of (TUH) and that Board meetings are planned and conducted in an effective manner
- Ensures the Board of TUH stays true to its Charter and mission
  - Sets and maintains the highest standards of integrity and probity, set clear expectations concerning TUH's ethos, values and behaviours and the style and tone of board discussions
  - Oversees the orderly operations of the Board
  - Ensure appropriate interactions between the Board, Executive management and its stakeholders

#### **Responsibilities**

Key duties and responsibilities of the Chair are:

- Plan the Board's annual schedule of meetings and agendas, in consultation with the Committee Chairs and the Board Secretary and other members as appropriate
- Coordinate with the CEO and Board Secretary to ensure that the Board receives the appropriate accurate and timely information to enable it to perform its role and to make informed decisions
- Chair all meetings of the Board and ensure that meetings are conducted efficiently and effectively
- Call and Chair special meetings as required under the Charter
- Ensure that TUH has the appropriate policies to guide the executives in TUH
- Ensure that TUH has a strategic plan supported by an annual business plan and budget
- Ensure that the Board determines TUH's risk appetite that it is willing to undertake to achieve its strategic objectives
- Ensure that TUH has a risk management plan that is reported upon on a regular basis to the Board
- Foster a good relationship of mutual trust with the CEO together with a strong working relationship with the rest of the executive team

- Ensure that decisions are made in the best interests of TUH and in doing so ensure that the Board undertakes a thorough analysis of all issues and concerns
- Exploit board members knowledge and experience for the benefit of the Board and encourage all members to actively contribute during meetings
- Ensure that all board committees are properly constituted, have appropriate terms of reference which are reviewed annually
- Take a lead role in determining and reviewing the composition, ongoing renewal, structure and performance of the Board and its Committees in liaison with the Governance and Nominations Committee
- Ensure that the performance of the Board and its members are evaluated annually
- Ensure that the performance of the CEO is evaluated annually
- Ensure that the board is kept up to date on all relevant corporate governance issues.
- Create an appropriate boardroom environment to foster constructive debate and effective decision making by the Board
- Facilitate full and candid Board discussions, ensure all members express their views on key Board matters and assist the Board in achieving a consensus
- Develop a cohesive Board culture and facilitate formal and informal communication with and among the members
- Establish the appropriate committees to facilitate the Board in carrying out its work, and appoint competent committee chairs who are also Board members
- Work with Committee Chairs to ensure that each committee functions effectively and keeps the Board apprised of actions taken
- Be authorised to attend all committee meetings, as an ex officio member
- Collaborate with the Governance and Nominating Committee on the performance and structure of the Board of Directors and its committees, including the performance of individual directors and the CEO
- Ensure that Matters Reserved for the Board are updated as and when required
- The Chairperson also has a particular role to play in promoting the mission and work of the Hospital and managing key relationships/communications with:
  - a. the Board, reflecting a tone of respect, trust and candour that allows for challenging questions and inputs;

- b. the Chief Executive and the Executive Management Team;
- c. the President of the Hospital, the Adelaide Hospital Society, the Meath Foundation and the National Children's Hospital;
- d. the Minister for Health, the Department of Health and the HSE; and
- e. other key external parties.

## **Role and Responsibilities for the Vice Chair**

### **20. Background**

- Assumes the role and duties of the Chair of the Board if the Chair is no longer able to continue.
- Performs the responsibilities of the Chair of the Board during his / her temporary absence or temporary disability as Chair of the board.
- Like all officers, the first Vice Chair has no authority to speak or act on behalf of the Board other than by the authority specifically granted in the TUH Charter / By Laws, Board policy or by majority vote of the members of the Board

### **Role description**

The Vice-Chair will amongst other things:-

- Play a full and active role in the governance of the TUH Board, both corporate and clinical
- Take an active part in discussions, providing his / her opinion and challenge and support to the Board on key issues
- Contribute to the work of the Board based upon his / her independence, past experience and knowledge, and ability to stand back from the day-to-day operations
- Contribute and accept corporate decisions to ensure a joined up, robust and transparent decision making process by the Board

### **Responsibilities**

- Acts as the preferred contact for Board members.

Whenever necessary, the Vice Chair can organise a meeting reserved exclusively for Board members to allow them to discuss certain issues outside full Board meetings without the Chair or Executives being present. He or she establishes the agenda for these meetings and leads them. Each Board member has the right to raise any issues not included on the agenda.

Following these meetings, the Vice Chair can take the initiative to meet with the Chair and Chief Executive Officer in order to inform him or her of all or some of the comments, ideas or preferences voiced by the Board members.



- A point of contact for stakeholders not represented on the board. Vice Chair ensures that requests from stakeholders who are not represented on the Board are addressed and makes him or herself available to hear their comments and suggestions and, where possible, answers their questions after consulting the Chairman.
- Responsible for ensuring that the performance of all Board members is evaluated [annually] and that a report summarising the performance of the Members of the Board is submitted to the Chair.
- Assist the Chair of the Board as appropriate in the performance of his/her duties whenever requested to do so.
- Represent the organisation and carry out special assignments at the request of the Chairman
- Take charge of handling any conflicts of interest that may arise within the Board or between the Chair, the Board and the CEO
- **Note:** the Vice Chair could also be given a particular responsibility such:
  - Ensuring the Board adheres to the goals and objectives of the strategic and business plans
  - Monitoring implementation
  - Working closely with the CEO in achieving TUE's goals and strategic objectives

## **Process for appointing Chair and Vice Chair**

### **21. Introduction**

Board Chairs are almost always selected from among board members who are already serving (or have recently served) as experienced Committee Chairs.

An exception is when an individual is specifically recruited for the role of Board Chair from outside the Board. Board Chairs are usually chosen from among board members who are not currently or recently been on staff, or too closely tied to narrow interests that could conflict with TUE's interests.

Options.

- 1. Governance and Nominating Committee (GNC) vets candidates and recommends best choice for Chair / Vice Chair which is then ratified by the Board**

A typical approach to choosing the Board Chair is when the Governance and Nominating Committee (GNC) recommends candidates for election and appointment by the Board for Board Chair, Vice Chair and Committee Chairs, after both informal discussions and more formal consultations.

Research shows that about half of Boards that use this approach, the formal director assessment is the most important input into these choices. In the other half, the corporate needs and director skills profiles are the most important – although in all cases, both inputs are factored in, including informal assessments of qualities among the board members themselves.

The Board is free to accept the GNC's candidates for election and appointment or to choose their own, but in practice virtually always elects and appoints the GNC recommendations.

This is sometimes seen as a disadvantage to this chair selection method; that for practical purposes, the choice is left to a sub-set of the board, which may risk "cronyism". However the recruitment of two independent external candidates on the GNC should address this potential bias.

## **2. Open vote for Chair**

Another, less formal approach but more open system, has been adopted by other boards. The meeting floor is opened for board members to nominate fellow board members for the position of chair. The person who has been nominated must accept the nomination in order for their name to stand for the position of chair. The floor remains open for nominations until no more nominations are made.

When nominations have been completed, the nomination process is declared closed and those individuals who have agreed to let their names stand are now candidates for chair. The election for chair is usually a closed ballot system. Board members write the name of the candidate they are voting for on a piece of paper. The ballots are collected and tallied by a third party (usually the senior staff such as the Corporate Secretary or Executive Director.) The candidate with the most votes becomes the chair. If only one person accepts the nomination for the chair position, they become chair.

If only one person accepts the nomination for the chair position, they become chair by acclamation and it is not necessary to formally vote on the matter.

In practical terms, the chair position is a very time consuming job and some would say onerous. As a result, acclamation occurs much more frequently than one might expect or hope, due to too few willing candidates for the position. This is one disadvantage to the "open contest" method of chair selection.

## **3. Designate Vice Chair as successor**

A third Chair selection/succession method is to designate the Vice Chair as successor to the Chair. When a new Chair is chosen, another board member is elected as Vice Chair, and then groomed for the position over the term (may be one to three years or more.)

The advantages to this method are orderly chair succession, continuity of knowledge, process and relationships, since the Vice Chair has been "shadowing" the Chair and has access to all of these. The main disadvantage to this method is that you may have effectively "closed the door" on all the other board members or even new candidates becoming board chair for several years.

Once someone is designated as the successor, it is difficult to “change your mind” if that person turns out to be less than stellar as a team leader and spokesperson.

It is for these reasons, the practice of appointing Vice-Chair has dropped off significantly during the era of governance reform.

In some organisations the position of Senior Board Member is created by the Board to fulfil the duties of the Vice Chair, so as there is no expectation on the part of individual that they would be the next chair. As this is not provided for in the Charter, this is not currently possible at present.

#### **4. Select Chair directly from outside the Board**

And a fourth method is to select the Chair directly from outside the board, which could be specifically recruited if there are no potential candidates on the Board. This is quite popular in the private and even public sector, but less common in the not-for-profit sector. The advantage is that an outstanding chair may be recruited; however conversely, it may take time for the “outsider” to gain the trust of the rest of the board and the management team.

#### **Recommendation**

Governance and Nominating Committee identifies and evaluates potential candidates and makes recommendations for Chair or Vice Chair for potential ratification by the Board

#### **Duties and responsibilities of Chief Executive**

22. The Chief Executive manages the Hospital on behalf of the Board and exercises managerial responsibility on its behalf. The key functions of the Chief Executive are:
- carrying on, managing and controlling generally, the administration and business of the Hospital;
  - creating and communicating the vision and leadership to ensure all staff are motivated to achieve the highest standards of individual and collective performance, and fostering and maintaining supportive working relationships between staff at all levels throughout the Hospital;
  - developing the Hospital’s operational, financial and safety/quality management information systems and ensuring that such systems support and enhance the ability of the Board and management to plan, evaluate and manage the business of the Hospital in an effective, efficient and timely manner;
  - ensuring the Hospital develops and maintains effective channels of communication with its patients and staff; the Minister for Health, Department of Health and the

HSE; other stakeholders including the Foundations<sup>2</sup>, other health and social care providers; and other public organisations and officials;

- ensuring the continuing development of the Hospital's reputation as a centre of excellence for medical, surgical, nursing and healthcare education and research;
- acting in good faith and in the best interests of the Hospital and its patients;
- putting in place procedures to enable the Board to meet its obligations including providing it with whatever information it requires;
- implementing the Board's strategies, policies and decisions, and the annual Service Level Agreement with the HSE; accounting to the Board for his/her performance and the performance generally of the Hospital; and reporting on behalf of the Board to the HSE/Department of Health;
- establishing a unified management structure to manage the work of the Hospital; agreeing individual plans and performance targets with members of the EMT, monitoring their performance and holding them accountable;
- leading, through behaviour/actions, compliance with all aspects of this Code of Governance and providing the Board with appropriate assurances about the Hospital's systems of governance and internal controls;
- ensuring the business of the Hospital and the affairs of its patients and staff are at all times conducted with the required level of confidentiality;
- appearing before Oireachtas Committees when duly requested; and
- carrying out the full range of functions and fulfilling the range of responsibilities normally expected of a chief executive in an organisation of the Hospital's size, nature and economic and social significance and undertaking such other duties as the Board may require from time to time

### **Functions of the Board Secretary**

23. The role of Board Secretary is important in providing effective support that enables the Board to achieve the required level of functionality and should reflect the nature of the governance relationship between the Board and the Chief Executive. The Board Secretary has two reporting lines, one to the Chairperson and one to the Chief Executive.
24. The Board Secretary shall facilitate the smooth operation of the Hospital's formal decision making and reporting machinery, in accordance with set procedures or protocols, by organising and attending Board and committee meetings; formulating meeting agendas with the Chairperson and/or the Chief Executive; collecting, organising and distributing in advance the information, documents or other papers required for such meetings; ensuring that all meetings are minuted; maintaining an

---

<sup>2</sup> The term "Foundations" encompasses the Adelaide Health Foundation, the Meath Foundation and the National Children's Hospital.

“issues log”; and ensuring that appropriate action is taken in relation to issues discussed at Board and committee meetings.

25. The Board Secretary is responsible for ensuring that Board procedures are followed and applicable rules and regulations are complied with. The Board secretary shall:

- (a) continually review developments in corporate governance in collaboration with the Chairman
- (b) maintain and update the Corporate Governance Manual;
- (c) complete and confirm to the Board an annual governance checklist;
- (d) facilitate the proper induction of members of the Board into their role, advising and assisting the members of the Board in respect of their duties and responsibilities;
- (e) act as a confidential sounding board to the Chairperson and Board Members;
- (f) support the Chairperson in ensuring that any conflicts of interest are brought to light and dealt with; and
- (g) ensure that Board Members are informed as to their legal responsibilities and that they are familiar with any statutory provisions which have relevance for them in the exercise of their functions as Board Members.

26. The Board Secretary shall ensure safe custody and maintain a register of the seal of the Hospital; maintain and ensure safe custody of the register of Board Member’s interests; deal with and maintain records of correspondence to/from the Chairperson; and manage the Chairperson’s diary.

27. The Board Secretary shall also coordinate the preparation, publication and distribution of the Hospital’s annual report.

### **Internal Controls**

28. It is the responsibility of the Board to ensure that systems of internal controls are established by the Chief Executive and continue to operate in practice. Internal control procedures are in place in relation to:

- financial expenditure and reporting;
- internal audit;
- risk management;
- public procurement;
- purchase to pay (procedures are in accordance with the ‘*Statement of Financial Controls*’ of the Hospital);
- recruitment/appointments;
- public service pay and superannuation policy, including the one person one salary policy and policy on travel, subsistence and other expenses;
- taxation; and
- governance.

29. These controls are monitored and reviewed by the Board's Audit Committee. The Quality, Safety & Risk Management Committee, the Staff and Organisation Development Committee and the Governance and Nominating Committee also review the areas under their remit.

### **Internal audit**

30. The Internal Audit function operates within the standards of the Institute of Internal Auditors and the Code of Practice for the Governance of State Bodies 2016. The Internal Auditor reports functionally to the Board (through the Audit committee) and will be free from interference in determining the scope of the internal audit programme, in performing its work and in communicating its results, in accordance with IIA Guidance 1110. The Internal audit unit functions professionally, adhering to the Code of Ethics and International Standards of the Institute of Internal Auditors or equivalent professional standards.

### **Procurement**

31. The procurement function operates policies and procedures to adhere to Public Procurement Law and rules for Supplies, Services and Works pertaining to Public Procurement Directives (European), associated Irish Procurement Regulations, above EU thresholds and below thresholds, Government Department of Finance Circular 10/14 and application of its rules. This function operates internal compliance processes to ensure Hospital practices are in line with policies and procedures. Procurement policies include scope and objectives, roles and responsibilities of both procurement and non-procurement personnel, procurement compliance, procurement plans, procurement strategy and governance, procurement autonomy, conflicts of interests, probity, confidentiality, prohibited activities, procurement authority policy and authority levels, formal procurement competitive tendering rules and sourcing, risk management and capital expenditure policy and guidelines, code of ethics, procurement contract management, among others. Procurement policies are made available to all staff on the Hospital's intranet (QPulse electronic library system). The procurement function reports to the Director of Finance.

### **External auditors**

31. The Board, through its Audit Committee, ensures that the Hospital has an objective and professional relationship with its external auditors at all times. The external auditors are required to report in the Hospital's accounts each year (copies of which are sent to the HSE and the Charities Regulator) that the Hospital complies with Department of Health Accounting Standards for Voluntary Hospitals.

### **Annual report**

32. As soon as may be after the end of each year, the Hospital prepares and publishes a report on its activities. This report includes details of the attendance by individual Members at Board, as well as the quantum of expenses, if any, paid to Board Members.

The Annual Report should include a statement of how the Board operates, including a high level statement of which types of decisions are to be taken by the Board and which are to be delegated to management.

### **Openness and transparency**

33. The Hospital endeavours to be as open and transparent as possible in respect of its activities. In addition to complying with Freedom of Information legislation, and publishing its annual financial statements and annual report, the agenda for and minutes of Board meetings are published on the Hospital's website. The website also includes the names of the Board Members and members of the Executive Management Team.
34. The Hospital has implemented formal procedures for protected disclosure/good faith reporting (whistleblowing), details of which are made available to all employees.

### **Quality of Service**

35. The primary focus of the Hospital is to provide high quality services. This requires that care be patient centred, with dignity, compassion and quality outcomes being the hallmarks of the Hospital's commitment to patients and their families. It means the Hospital needs to capture and listen to the patient voice and ensure meaningful engagement with users and the communities served.
36. To demonstrate the importance of putting the patient at the centre of its working, the Board opens each of its standard meetings with a section on patient feedback consisting of both compliments and complaints received from patients. The Hospital operates a patient advocacy and community engagement system which includes a Patient & Community Advisory Council. It also operates a formal patient complaints procedure. Tallaght University Hospital has a large volunteer community that have a long standing involvement in improving patients' experiences while at the Hospital.
37. The Hospital operates a risk escalation policy which clearly sets out the process for how staff should identify, assess, manage and escalate their risks. Hospital policy is that risk management should move from a reactive approach to a more proactive approach to continuous quality improvement, safety assurance, patient satisfaction and engagement, and risk identification and mitigation.
38. The Hospital strives to be a learning organisation, constantly striving for improvement. It has a clinical audit function which is part of its QSRR programme. Its policy is to acknowledge when things go wrong and disseminate why things went wrong and how to ensure they don't go wrong again in the future.

### **Legal disputes involving Other State Bodies**

Where a legal dispute involves another State body, unless otherwise required by statutes, every effort should be made to mediate, arbitrate or otherwise resolve before expensive legal costs are incurred. State bodies should pursue the most cost effective course of action in relation to legal disputes.

In addition to the annual reporting requirement concerning details of legal disputes with other State bodies, State bodies are required to provide details of such legal disputes involving expenditure of €25,000 or over to the parent Department and to the relevant Vote section of the Department of Public Expenditure and Reform, once a year by 30th June of each year including an estimate of the legal costs incurred up to the date of such information.



## **Section 5**

### **Standing Orders to regulate the procedures and business of the Board**

#### **Meetings**

1. The Board shall hold at least six meetings in each calendar year and such other additional meetings as it considers necessary for the performance of its functions.
2. The meeting will be held at such times and at such places within the State as the Board from time to time decides. Should circumstances arise which, in the opinion of the Chairperson, would make it inconvenient for a large number of members to attend a meeting he or she may direct that the meeting be deferred to a later date to be fixed by him or her.
3. The Chairperson may call a meeting of the Board at any time.
4. One third or more Board Members may demand a meeting in writing. If the Chairperson refuses, or fails to call a meeting within seven days of such a demand being presented, the Board Members signing the demand may forthwith call a meeting.
5. Provided that at least six meetings a year are held in person, certain meetings may be held via teleconference/videoconference for the purpose of holding urgent discussions. Board Members must undertake to ensure privacy during such calls.

#### **Notice of meetings and the business to be transacted**

6. Before each meeting of the Board a written notice specifying the business proposed to be transacted (i.e. agenda) shall be issued by the Board Secretary to every Member by a secure means so as to be available to Members at least four clear working days before the meeting. Failure to receive notice of a Board meeting will not invalidate that Board meeting or any business transacted at that meeting.
7. Papers relating to the business to be transacted at a meeting shall generally be issued by the Board Secretary to Members by a secure means along with the agenda but may where necessary be issued as soon as possible thereafter. Papers may, exceptionally, be tabled at a Board meeting with the Chairperson's permission (or, in his/her absence, the permission of the Vice Chairperson).
8. Reports, documents and briefings issued to members in relation to Board matters must be treated as confidential until such time as the Board has had an opportunity to discuss and make decisions on their contents including their distribution outside the Board membership.

#### **Chair of meeting**

9. The Chairperson of the Board shall, if he or she is present, be chairperson of the meeting. If the Chairperson is not present, or the office of the Chairperson is vacant, the Vice-Chairperson shall, if he or she is present, be chairperson of the meeting. If neither the Chairperson nor Vice-Chairperson of the Board is present, the Board Members who are present shall choose one of their number to be chairperson of the meeting.

## **Who should be driving Board Agendas**

The Chairperson is responsible for the effective management of the Board's agenda and ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues. The Chairperson and the CEO should meet in advance of the Board meeting to agree the agenda.

The Hospital Board approves its planned programme of work for the year at the January meeting. Known /proposed agenda items are identified, agreed and scheduled for specific meetings. It is agreed at the January Board meeting to review the Workplan at the July Board meeting reflecting on progression of the plan at that stage and any other Board matters that require attention. The Chairperson and CEO refer to the Board Workplan when agreeing the agenda for each Board meeting. The Hospital Board issues log is also considered when agreeing the Agenda for each Board meeting.

## **Quorum**

10. In accordance with the bye-laws, the quorum for a Board meeting is six members. In the event that the Board is not quorate at the beginning or during a meeting; preliminary discussions may be held, but no business shall be transacted while it remains inquorate.
11. If the Chairperson or a Board Member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest that person shall no longer count towards the quorum.

## **Decision making**

12. Decisions by the Board will normally be made by consensus rather than by formal vote. However, decisions will be made by a vote when:
  - the Chairperson feels that there is a significant body of opinion among Board Members at the meeting which disagrees with a proposal or has expressed reservations about it and no clear consensus has emerged, or
  - a Board Member who is present requests that a vote be taken and this is supported by at least one other Board Member, or
  - the Chairperson feels that a vote is appropriate.
13. When a vote is taken, a decision will be by simple majority. In the case of a tied vote, the Chairperson will have a casting vote in addition to his or her original vote.

## **Conflict of Interest**

14. Each Board Member must comply with the procedure which has been approved by the Board for avoiding and dealing with conflicts of interests and which is included in this Corporate Governance Manual. Where individual Board Members become aware of non-compliance with any such obligation, they should immediately bring this to the attention of the Chairperson with a view to having the matter rectified.

## **15. A Board member absent themselves**

A Board member should absent themselves when the Board is deliberating or deciding on matters in which that Board member has declared a material interest. In such cases that Board member shall receive a redacted version of Board Minutes.

### **Documents withheld**

Documents on any deliberations regarding any matter in which a Member of the Board has disclosed a material interest will not be made available to the Board member concerned.

### **Procedure for Disqualification/Removal from office of Board members**

A Board member may be removed from office if they have not attended meetings for a consecutive period of six months without prior approval of the Chairperson.

The Board can, following a formal discussion and decision, remove a Board member from office at any time if:

1. The Board member has become incapable through ill-health
2. The Board member has committed stated misbehaviour or
3. The removal of the Board member appears to the Board to be necessary for the effective performance by the Board of its functions

The same procedure applies to External members of Board committees.

### **Procedure for obtaining Board approval between Board meetings**

16. The powers which the Board has reserved to itself may when an urgent decision is required be exercised by the Chief Executive and the Chairperson after having consulted at least two Board Members. The exercise of such powers by the Chief Executive and Chairperson shall be reported to the next meeting of the Board for formal ratification.

### **Minutes of meetings**

17. The minutes of the proceedings of a Board meeting shall be drawn up by the Board Secretary and submitted for agreement at the next ensuing meeting where they shall be signed by the person presiding at it. No discussion shall take place upon the minutes except upon their accuracy or where the Chairperson considers discussion appropriate. Minutes will be circulated in advance of the next meeting as soon as possible following the meeting to which they relate.
18. The Board Secretary will record the names of Board Members present, and apologies for absence, at a meeting of the Board in the minutes of the meeting.
19. The names of the proposer and seconder for any decision arising at a meeting of the Board will be recorded in the minutes of the meeting.
19. The names of Board Members voting on any decision arising at a meeting of the Board will be recorded in the minutes of the proceedings of the meeting and the record will show which Member(s) voted for and against that question and which Member(s) abstained.
20. When minutes of proceedings have been adopted and confirmed by the Board, it will

not be in order for any Board Member to question their accuracy nor seek their amendment at subsequent meetings.

21. The meetings of the Board will be held in private. However, the minutes of a meeting which have been approved by the Board and signed by the Chairperson will be published on the Hospital's website.

#### **Issue of statements on behalf of the Board**

22. Only the Chairperson or the Chief Executive with the agreement of the Chairperson shall issue any statement on Board matters to the press or the public on behalf of the Board.

#### **Attendance at meetings by persons other than Board Members**

23. The Board Secretary may attend all meetings of the Board.
24. The Chief Executive and up to seven members of the Executive Management Team nominated by him/her with the agreement of the Chairperson may attend and participate fully in all Board meetings save that they may not participate in any vote.
25. The Chairperson may, at his/her absolute discretion, decide that the discussion on any matter should be confined to the Board Members, or to the Board Members and the Chief Executive, in which case any others persons shall absent themselves from that part of the meeting.
26. The Board will decide what arrangements and terms and conditions it feels are appropriate to offer in extending an invitation to individuals, groups or organisations to attend and address any of the Board's meetings and may change, alter or vary these terms and conditions as it deems fit.

#### **Chair's ruling**

27. The decision of the chairperson of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) and their interpretation of the Standing Orders at the meeting shall be final.
28. The Chairperson will have the power to decide upon any procedural matter arising and not covered by these Standing Orders.

#### **Review and suspension of Standing Orders**

29. Any Standing Order(s) may, at any time, by consent of not less than two-thirds of the Board Members present at the meeting of the Board be suspended for the purpose of any specific business before the Board, provided to do so would not contravene the Hospital Charter or any statutory provision.

## **Section 6**

### **Formal schedule of matters reserved for Board decision**

1. Good governance requires that there be a formal schedule of matters specifically reserved to the Board for decision in order to ensure that the direction and control of the Hospital is specifically and demonstrably in the hands of the Board.
2. Decisions in relation to the matters listed below are specifically reserved to the Board:
  - (a) the Hospital's corporate/strategic plan and/or any similar significant policy documents;
  - (b) the Hospital's annual service/operating plan and budget;
  - (c) the annual accounts and annual report of the Hospital;
  - (d) any significant change in accounting policies or practices, following consideration by the Audit Committee;
  - (e) all proposals on individual contracts of a capital or revenue nature amounting to, or likely to amount to, more than €300,000 over a three year period or the period of the contract if longer;
  - (f) all property leases of whatever value;
  - (g) the disposal or acquisition of any land or property;
  - (h) the establishment of any subsidiary or associated companies;
  - (i) the opening of bank accounts;
  - (j) the appointment, remuneration and assessment of, and succession planning for, the Chief Executive;
  - (k) the arrangements governing the appointment and remuneration of the EMT and of all medical consultants; and
  - (l) the HSE Annual Compliance Statement.
3. In addition to the foregoing, the Board shall:
  - (1) approve the Standing Orders, Code of Governance, Code of Conduct and Schedule of matters reserved for Board decision;
  - (2) approve proposals for managing risk, ensuring quality and developing clinical governance;

- (3) periodically review the organisation structures, processes and procedures to facilitate the discharge of business by the Hospital;
  - (4) approve the arrangements for developing and implementing the Hospital's personnel policies including those governing the appointment, removal and remuneration of staff;
  - (5) approve the Hospital's annual capital investment plan, any individual capital projects not specifically funded by the HSE in excess of €500,000, and any individual Public Private Partnership proposals;
  - (6) approve any individual compensation payments to members of the EMT and hospital consultants;
  - (7) periodically review the potential implications of legal actions being taken against or on behalf of the Hospital;
  - (8) periodically review the Board's own effectiveness, that of its committees and individual members; and
  - (9) take whatever decisions that the Board or the Chief Executive consider to be of such significance as to require to be taken by the Board.
4. The Board shall satisfy itself that there is a sound system of internal controls including financial, operational and compliance controls, and risk management processes within the Hospital. It shall undertake an annual assessment of the effectiveness of the internal control and risk management processes. It shall also approve statements for inclusion in the annual report concerning internal controls and risk management.
  5. Those functions of the Board which have not been retained as reserved by the Board or delegated to a committee of the Board shall be exercised on behalf of the Board by the Chief Executive. The Chief Executive shall determine which functions he/she will perform personally and shall nominate officers to undertake the remaining functions for which he/she will still retain accountability to the Board. The Board shall satisfy itself that management arrangements are in place: (a) to enable responsibility to be clearly delegated to senior executives for the main programmes of action; (b) for performance against programmes to be monitored; and (c) for senior executives held to account. Members of the EMT may be required to report periodically to the Board or its committees on their assigned areas of responsibility.
  6. The Board may at any time decide to withdraw delegated responsibility for any matter and reserve to itself decisions thereon.
  7. As indicated in the Standing Orders, the powers which the Board has reserved to itself may when an urgent decision is required be exercised by the Chief Executive and the Chairperson after having consulted at least two Board Members. The exercise of such powers by the Chief Executive and Chairperson shall be reported to the next meeting of the Board for formal ratification.

## 8. Acquisition of Land or Buildings

The following procedures should be applied:

(i) Independent Valuation: Where land or property is being considered for acquisition an independent valuation must be obtained. These valuations should be obtained before any decision is taken by the Board to purchase or sell lands. The valuations should be obtained from professional property valuation surveyors.

(ii) Listing of Parties to Transaction: All parties to land and property transactions should be clearly reported to the Board when transactions are being considered. Any Board resolution related to the purchase of land or property should state the party or parties the asset is being purchased from.

(iii) Board Resolutions: Any Board resolutions regarding the purchase or sale of an asset should state the price the asset has been purchased or sold for.

(iv) Transparency: Purchase of land or property should be conducted in as transparent a manner as possible without compromising the negotiating position of the Hospital.

(v) Due diligence: A full due diligence report should be prepared for land or property that are being considered for acquisition.

(vi) Nominated Staff Member: A staff member should be nominated to have responsibility for the acquisition, management and sale of land or property. This staff member should report directly to the CEO regarding property issues.

(vii) Legal Matters: When dealing with the acquisition or sale of land or property there should be an active engagement with the solicitors involved and the nominated staff member shall ensure that the commercial and technical aspects of the transaction are fully addressed.

(viii) Title Registration: There should be a planned follow up with the solicitors involved to ensure that the title to any land or property acquired are properly registered with the Property Registration Authority.

(ix) Legal Obligations: There should be a planned follow up to ensure that any undertakings, obligations and other matters are completed following the acquisition or sale of land or property.

(x) Recording on State Property Register: All land and property should be recorded on the online State Property Register managed by the Office of Public Works.

## **Section 7**

### **Committees of the Board**

#### **Appointment of committees**

1. The Board may establish standing committees and ad hoc committees. Each committee must be chaired by a Board Member.

#### **Established Committees**

2. The standing committees established by the Board shall include, but are not limited to, the Audit Committee, the Staff & Organisation Development committee, the Quality, Safety & Risk Management Committee, the Finance committee and the Governance and Nominating committee

#### **Approval of appointments to committees**

3. The Board will appoint Board Members to any committee it establishes and may also appoint persons who are not members of the Board (provided they are not employees of the Hospital) but have special knowledge and experience related to the purpose of the committee. Any person appointed to a committee is required to comply with the provisions of this Corporate Governance Manual.
4. Any member or members of a committee may at any time be removed by the Board and another or other persons appointed.

#### **Terms of Reference**

5. Each committee shall have such terms of reference and powers and be subject to such conditions as the Board shall from time to time decide.
6. Each committee will in the transaction of its business comply with any directions which the Board may give from time to time either in general or for individual committees.
7. Committee Chairs will report after each meeting to the Board. A copy of the minutes of each Committee meeting will be sent to the Chief Executive and the Chairman of the Board.

#### **8. Content of Committee Reports to the Board**

- Date
- Name of Committee
- Name of Committee Chair
- Name of Committee Members
- Objective of the Committee
- Summary of activity against the approved plan
- List of activities in progress and upcoming events
- Financial Impact
- Dissenting opinions
- Recommendations to the Board



## **Induction and CPD Programme for Committee members**

### **Induction Programme**

- Role of the Board and its Committees and how they work
- Role the Governance & Nominating Committee
- The role of the Chair of the Governance & Nominating Committee
- The role of the New Member
- Working with External Committee members and Executives who attend
- Committee Reporting to the Board and the AGM
- The Annual Workplan

### **Induction Programme for Committee Chairs**

- Introduction to the Terms of Reference by the Chair of the Board.
- The role of the Committee Chair.
- The importance of minutes.
- Interaction with other committees where appropriate.
- Committee reporting to the Board and to the AGM.
- How to run effective meetings.
- How to get the most value from External members.
- How to work with Executive members who attend Committee meetings.

### **CPD Programme**

A CPD programme for the Committee should cover the following over an agreed period of time:

- Market for NEDs and how to source them.
- Update on best practice
- Regulation and compliance
- The Boards role in the culture of TUH
- Feedback on exit interviews from departing board members and senior executives

### **Roles of Executives on committees**

Each committee of the Board should have an Executive Lead.

Among the matters the Executive Lead should be responsible for are:

1. The overall management and effective and efficient running of the committee.
2. Lead discussions at meetings and be fully informed of matters listed on the Agenda.
3. Act as a liaison between the Board committee and the EMT when necessary and follow up directly on matters discussed at the meeting for action by the EMT.
4. Liaise directly with the Chair of the committee to agree the Agenda and papers for each committee meeting, well in advance of the next meeting.
5. Assist the Chair in preparing the Annual Report from the committee to the Hospital Board.
6. Closely monitor the Terms of Reference of the committee and ensure the committee is operating in accordance with same and suggest updates if necessary/appropriate.

7. Ensure that all actions listed on the Issues Log are managed appropriately by the relevant person especially if the person is not in attendance at the meeting.
8. Ensure papers for committee meetings are circulated to the committee in advance of the meeting in accordance with the timeframe agreed in the terms of reference.

### **General provisions applying to committees**

9. All committees, including the Chair and members thereof, established by the Board shall be evaluated and reviewed by the Board on an annual basis.
10. Committees can invite other Board Members to attend a meeting or meetings and may procure advice and support from individuals or bodies outside of the committee or Board membership.
11. Any disclosure of interests by any member of a committee must be discussed with, and reported to, the Chairperson of the Board.
12. The Chief Executive or another designated employee of the Hospital will attend the committee meetings, unless considered inappropriate by the Chair of the Committee.
13. The Board Secretary or another employee of the Hospital designated by the Chief Executive shall act as the secretary to each committee.
14. A committee secretary's main functions are to oversee the committee's day to day management and help it ensure that it observes its terms of reference and standing orders.
15. The committee secretary must exercise due care, skill and diligence that can be reasonably expected from a person with their level of knowledge and experience.
16. Depending on the size of the committee, the committee secretary will have administrative duties which may include the following:
  - keeping minutes of the committee;
  - compiling the agenda, in consultation with the chair;
  - ensuring that arrangements for meetings are met (room booking, facilities, refreshments etc.)
  - providing legal and administrative support to members of the committee;
  - sending notices of meetings, agenda and supporting documentation in a timely fashion;
  - maintaining a log of unexecuted decisions;
  - tracking the execution of action points agreed at meetings;
  - ensuring that a quorum is maintained;
  - managing voting/ballots as set out in the standing orders;
  - ensuring that draft minutes are circulated to members as soon as possible after meetings;
  - supporting the chair in ensuring the smooth functioning of the committee;
  - ensuring that the draft minutes are approved, signed and a file copy maintained in good order;

- maintaining an up to date record of committee membership and contact details of members;
- ensuring that copies of approved minutes are transmitted to the appropriate bodies;
- acting as archivist for all documentation relating to the work of the committee;
- responding to all committee correspondence; and
- preparing an annual report of the committee's activities as required.

## **Section 7(a)**

### **Audit committee**

### **Tallaght University Hospital**

### **Charter and Terms of reference**

#### **Constitution**

The Board of Tallaght Hospital (the Board) has formally established an Audit Committee to assist the Board in fulfilling its oversight responsibilities. <sup>i</sup>

#### **Main Functions**

The main functions of the Audit Committee (AC) is to review the significant financial reporting issues and judgements made in connection with the Hospital's financial statements and reports; to review the scope and effectiveness of the Hospital's internal financial controls including financial risk controls; to report the Board annually in respect of the HSE's Annual Compliance Statement; to monitor changes in relevant legislation and regulation; and to monitor the independence and performance of the Hospital's external and internal auditors.

#### **- *Main roles and responsibilities***

The main roles and responsibilities of the AC are as follows:

#### **A EXTERNAL AUDIT**

1. To make recommendations to the Board on the appointment of the external auditor and to approve the remuneration and terms of engagement of the external auditor insofar as they relate to the Hospital;
2. To review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration the relevant professional and regulatory requirements, insofar as these matters relate to the Hospital;
3. To develop, implement and review policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical and other guidance regarding the provision of non-audit services by the external audit firm and its international networked associates;
4. To discuss with the external auditors before the audit commences, the nature and scope of the audit; and to discuss with the external auditors any matters of concern or emphasis the AC wishes to draw to their attention.
5. To review with the external auditors the draft financial statements before publication, focussing on any changes in accounting policies, major judgemental areas, significant adjustments arising from the audit and compliance with accounting standards, reviewing the appropriateness of the going concern concept.

6. The AC will have as an agenda item, at least once a year, a discussion without management, with the External Auditors to ensure that there are no issues of concern and to review matters arising from the audit.
7. The External Auditors may request a meeting of AC or with the Chair of the AC at any time if they consider that one is necessary to discuss a specific item or items.
8. To assure appropriate qualification of the External Auditors in compliance with S. 27 Companies (Statutory Audits) Act 2018

## **B INTERNAL AUDIT/INTERNAL CONTROL**

9. To review the Hospital's internal financial controls and financial risk management systems.
10. To monitor and review the effectiveness of the internal audit function, insofar as it relates to the Hospital;
11. To receive regular reports from the Internal Auditor and to meet with him/her, at least once a year, without other members of the Executive being present;
12. To receive an annual report (more frequently if felt necessary) from the Procurement Officer;
13. To keep under review the effectiveness of the internal financial control systems and, in particular, to review the external auditor's management letter and the executive's response, monitoring agreed actions to comply with recommendations of the external auditor.
14. To receive from the CFO, at least twice yearly, a statement of his/her assurance that no matters relating to fraud have come to his/her attention which have not, in the ordinary course of reporting to the AC, been notified.
15. To consider whether financial control, including the delegation structure, enables the Hospital to achieve its objectives on a value for money basis.

## **C RISK MANAGEMENT**

16. To assess and report to the Board the major financial risks and uncertainties impacting on the Hospital and continuously to review this situation. The specific risks will be identified through the medium of the Hospital's Risk Management System;
17. To liaise with the QSRM Committee to cross-inform on all areas of risk management and to take a view on the totality of the risk management system and to have at least one joint meeting each year with the QSRM to discuss matters of common interest;
18. To be satisfied that assurance provided by the EMT and external and internal auditors is appropriate;
19. To review periodic status reports, which summarise the status of initiatives and compliance issues;
20. To undertake a formal review of the Hospital's financial risks, including risk appetite, on an annual basis and to report to the Board on all the above;

## **D FINANCIAL GOVERNANCE/GENERAL**

21. To develop and review the procedures by which staff and other stakeholders of the Hospital may, in confidence, raise concerns about possible fraud or improprieties in matters of financial reporting or other material matters in accordance with the Hospital's Protected Disclosure Policy. To review material outcomes of investigations into Protected Disclosures.
22. To report to the Board, identifying any matters in respect of which AC considers that action or improvement is needed, and to make recommendations as to the steps to be taken.
23. To include in the annual report a section describing the work of the AC in discharging its responsibilities;
24. The Chairman of the AC will meet with the Chairman of the Board at least once during the year and more often if necessary, to discuss relevant issues;
25. To report to the Board on how it has discharged its responsibilities in the form of an Annual Report.
26. At least once a year, to review its own performance in the context of its terms of reference and to report its conclusions and recommend any changes it considers necessary to the Hospital Board. A full external review of the AC should take place every three years.
27. To consider such other topics, as the AC may be requested by the Board to consider from time to time;
28. To review the annual HSE Annual Compliance Statement and advise the Board;

## **E FINANCIAL REPORTING OVERSIGHT**

29. To monitor the integrity of the financial statements of the company, reviewing significant financial reporting judgements contained in them;
30. To review, prior to formal submission to the Board, the annual financial statements and, in particular, any significant issues arising from the audit, the accounting policies, any issues requiring a significant exercise of judgement, the clarity of disclosures, compliance with applicable accounting, corporate governance and legal standards; and the statements on internal control; To review the appropriateness of the Accounting Framework used.
31. To form an opinion and advise the Board as to the appropriateness of the application of the Going Concern Concept;

### **1.1.1 Scope and Objectives**

While all Members of the Board (directors) have a duty to act in the interests of the Hospital, the AC has a particular role, acting independently from the Senior Management Team (EMT), to ensure that the interests of stakeholders are properly protected in relation to financial reporting oversight, internal control, internal and external audit, financial risk management and financial corporate governance. However the overarching principle is that of a unitary Board and all directors remain equally responsible for the Hospital's affairs as a matter of law. The AC, like other committees to which particular responsibilities are delegated, remains a committee of the Board. Any disagreement within the Board, including disagreement between the audit committee's members and the rest of the Board, should be resolved at Board level.

This Charter and terms of reference describe the responsibilities and the nature of the relationship between the AC and the Board, the EMT, the internal and the external auditors. The Charter and Terms of Reference will be reviewed each year by the AC and appropriate amendments approved by the Board. There is an underpinning assumption that there will be a frank, open working relationship and a high level of mutual respect, particularly between the AC Chairman and the Board Chairman, the Chief Executive Officer and the Chief Finance Officer. It is, furthermore assumed that the AC is prepared to take a robust stand and all parties must be prepared to make information freely available to the AC, to listen to their views and to talk through issues openly.

It is not the duty of the AC to carry out functions that properly belong to others, such as the EMT, the QSRM Committee, Finance Committee or the auditors. Its major role is to exercise a high-level oversight function; exercising detailed investigation (perhaps with independent advice) only in circumstances where there are signs that there is something amiss.

## **TERMS OF REFERENCE**

### **Membership and Appointment**

Appointments to the AC should be made by the Board on the recommendation of the Governance and Nominating Committee (G&NC), in consultation with the AC chairman. The AC will be appointed by the Board, taking into account the recommendations of the G&NC. It will comprise a Chairman, who should be a Board member and at least one other Board member, at least one of whom will have relevant financial experience. Up to three external members may be appointed to the AC in order to achieve an appropriate competency mix. These members will be independent of the Chairman of the Board, the EMT and of the external auditors. The period of appointment to the AC is three years. Members may be re-appointed for a maximum of one further term, to a maximum of six years in total, subject to the proviso that membership of the AC will depend on the term of office of the Board. In the absence of the Chairman, the AC shall appoint one of the members to chair the meeting from which the Chairman is absent.

A letter of appointment will be issued to each new member of the AC, which will include: information regarding the Charter of the AC, duration of appointment, support and training to be provided, time commitment expected, rules regarding conflict of interest and performance management arrangements.

The Director of Finance and one of his/her colleagues shall attend meetings of the AC and provide executive and technical support to the committee. The Hospital Board's Secretary will provide administrative support to the committee. The AC should have access to the services of these officials of the Hospital (or their nominees) on all AC matters including: assisting the Chairman in planning the AC's work, drawing up meeting agendas, maintenance of minutes, drafting of material about its activities for the annual report, collection and distribution of information and provision of any necessary practical support.

The AC may temporarily co-opt other directors to the AC as and when deemed necessary. Additionally members may be co-opted, as appropriate, from outside the Board.

A quorum shall consist of two members (at least one of whom should be a Board member).

Copies of approved minutes of the meetings of AC will be circulated to all members of the Board in addition to members of the AC. Meetings may be facilitated by way of teleconference if necessary. Other members of management may attend meetings of AC from time to time as determined by the AC to assist in the attainment of its objectives.

A formal induction will be provided for new members of the AC. Additionally, AC will seek additional training and development from time to time as appropriate.

## **Conduct of Meetings**

Notice of each meeting confirming the venue, time and date, together with an agenda of matters to be discussed will normally be forwarded to each member of the AC five working days in advance of the meeting.

Meetings of the AC will be held not less than four times annually to coincide with the financial reporting and audit cycles. All meetings shall be convened by the Chairman. They will normally be held in the Hospital.

Decisions will normally be taken by achieving consensus, but where necessary, a simple majority of those members present will carry a motion. The Chairman shall have a casting vote in the event of a tie.

The draft minutes of the AC meetings will be sent for approval to the Chairman and other members as soon as possible following each meeting. Once the minutes have been approved (which can be electronically), they will be circulated to members of the Board.

An annual work programme will be approved by AC and submitted to the Board for consideration at its January meeting.

AC will present a written report annually to the Hospital Board, summarising the work of the Committee in the previous year. A summary report of the work of AC will be included in the Annual Financial Statements.

At least one joint meeting should be held each year with the QSRM to cross-inform members of both committees of the work of the other.

AC shall act as a channel of communication between the Board, management and the External Auditors and shall report to the Board with its recommendations, where it considers action or improvement is needed in any area under its remit

AC is authorised by the Hospital Board to:

- a) Investigate any activity within its terms of reference and
- b) Seek any information that it requires from any employee of the Hospital. All employees are directed to cooperate with any request made by the AC.

Subject to Board approval, where the AC considers it necessary, it may obtain legal, accounting or independent professional advice at the Hospital's expense and secure the attendance of external professionals with relevant experience and expertise.

## **Authority**

AC shall operate under delegated authority from the Board, which is ultimately responsible for all matters relating to the presentation of Financial Statements and all issues arising from Internal and External Financial Audits in the Hospital.

## **Review**

AC will review these Terms of Reference annually and, following appropriate consultation will advise the Board as to appropriate amendments.

G & NC Approved July 220



## **Section 7(b)**

### **Quality, Safety & Risk Management Board Committee Tallaght University Hospital**

#### **Terms of Reference**

**June 2021**

#### **Constitution**

The Hospital Board has resolved to establish a Committee of the Board, to be known as the Quality Safety & Risk Management (QSRM) Board Committee, to assist the Board in fulfilling its oversight responsibilities.

#### **Main Function**

The Quality, Safety and Risk Management Board Committee is responsible for the overall policies, systems and structures for risk management across the hospital. The main functions of the QSRM Board Committee are to:

- oversee the development of a QSRM programme for the Hospital and any subsequent amendments deemed necessary by the executive;
- recommend to the Board a QSRM programme and organisation structure that clearly articulates roles and responsibility, reporting lines, authority and accountability for quality, safety and risk management across the organisation;
- ensure that the executive is implementing the QSRM programme and that its outcomes are monitored and assessed through regular reporting; with a focus on the key performance indicators;
- review annually the risk information that is being reported to the Committee and to the Board to ensure it is fit for purpose
- seek documentary evidence and assurance from the executive that the hospital is conforming with all regulatory and legal requirements to assure quality, safety and risk management; and
- act as advocates at Hospital Board level for QSRM issues which cannot be resolved by the Executive Management Team
- provide oversight on behalf of the Hospital Board of non-financial risks and the risk management process

#### **Membership**

Members of the Committee shall be appointed by the Board. The Committee shall be made up of two Board Members. Subject to Board approval, the two Board Members may appoint up to three additional external members with the appropriate skills and relevant expertise.

The Board should appoint at least 2 members and up to three external members to this committee on the advice of the Governance and Nominating Committee after consultation with the Chair for the QSRM Board committee.

One of the two Board Members appointed to the Committee shall be appointed by the Board as Chair of the Committee. In his/her absence the Committee shall appoint one of their members to chair the meetings from which he/she is absent.

Membership of the Committee shall be structured to achieve an appropriate balance of recent and relevant experience taking account of the full range of the Committee's activities. Members of the committee will be provided with suitable induction and training.

Membership of the Committee shall dependent on the term of office of the Hospital Board. As Board membership is reviewed and changed, so too will the membership of the Committee be reviewed and changed. The general aim of changing membership is to ensure an appropriate balance between continuity and fresh perspectives.

The Chair of the Board is authorised to attend all committee meetings, as an ex officio member.

The Director of QSRM shall be the executive lead for this Committee.

A letter of appointment will be issued to each new member of the committee, which will include: information regarding the terms of reference of the committee, duration of appointment, support and training to be provided, time commitment expected, rules regarding conflict of interest and performance management arrangements.

A formal induction will be provided for new members the committee. Additionally, the committee will seek additional training and development from time to time as appropriate.

### **Meetings and Quorum**

The Committee shall meet on at least four occasions a year. All meetings shall be convened by the Chair.

The quorum for meetings shall be two (2) members one of whom must be a Board member. Meetings may be facilitated by way of teleconference if necessary.

The Director of QSRM and the Director of Nursing, while not members of the committee, shall normally attend meetings.

Other Hospital employees shall attend meetings by invitation for specific agenda items. The Chair or Vice Chair of the Board and the Chief Executive will attend a minimum of one meeting each year. The Chair of the Audit Committee will attend a minimum of one meeting each year. The Committee may also invite any employee of the Hospital, or other person to attend any meeting(s) of the Committee, as it may from time to time consider desirable, to assist the Committee in the attainment of its objectives.

A joint yearly meeting should take place between the QSRM Board committee and the Audit committee with a shared Agenda agreed between the Chair of the respective committee, Executive Lead and CEO. This agenda should include the Annual Internal Audit Plan.

The Chair shall present a written report annually to the Hospital Board summarising the work of the Committee in the previous year.

Unless otherwise agreed, an agenda of items to be discussed, shall be forwarded to each member of the Committee, and any other person required to attend no later than five working days before the date of the next meeting. Supporting papers shall be sent to the Committee members and other attendees as appropriate at the same time.

The approved minutes of the QSRM Committee shall be circulated to the members of the Committee to the Chair of the Board, other members of the Board and the Chief Executive as soon as possible following each meeting. The Committee Chair shall report to the Board on key aspects of the proceedings of each Committee meeting.

### **Authority**

The Committee shall operate under delegated authority from the Hospital Board which is ultimately responsible for all matters relating to Quality, Safety and Risk Management.

The Committee shall act as a channel of communication between the Hospital Board and Executive Management.

The Committee is authorised by the Hospital Board to:

- (a) investigate any activity within its terms of reference;
- (b) seek any information that it requires from any employee of the hospital: all employees are directed to cooperate with any request made by the Committee

Subject to Hospital Board approval, where the Committee consider it necessary, it may obtain outside independent professional advice, at the hospital's expense, and secure the attendance of external professionals with relevant experience and expertise.

### **Duties**

In pursuance of its objectives, the Committee shall seek documentary evidence in how the Hospital is performing against its approved key targets for the six quality dimensions below.

#### Patient safety

Seeking assurances that wherever possible harm is avoided to patients from the care that is intended to help them. This includes the following:

- having sufficiently robust surveillance systems in place to capture and monitor patient safety concerns;
- appropriate responsiveness to patient safety concerns; and
- tracking and implementation plans to reduce patient safety risks

#### Effective care

Seeking assurances that the most effective care is provided to patients wherever possible within allocated resources. This includes the following:

- providing services based on scientific knowledge which provide a clear benefit;
- ensuring that services are aligned with the national clinical care programmes;
- ensuring that the effectiveness of a service/intervention is considered alongside cost effectiveness to ensure value for money;
- on-going auditing and evaluation of services to ensure continuous improvements in the effectiveness of care

#### Person-centred care

Seeking assurances, that wherever possible, care is provided that is respectful of the individual and responsive to the individuals needs and values. This includes the following:

- ensuring that patients have a very good user experience when using the hospital and that they are treated with respect and dignity in a manner consistent with the hospital's values and culture;
- ensuring that patients have tailored care which is responsive to their own individual needs, characteristics, attitudes and circumstances

#### Timely care

Seeking assurances, that wherever possible, care is provided in a manner that reduces unnecessary waits and harmful delays. This includes the following:

- ensuring that plans are in place and implemented to improve the speed and level of access to all services in the hospital;
- where delays are inevitable, that systems/solutions are in place to minimise the impact on the patient's health

#### Equitable care

Seeking assurances, that care is provided consistently irrespective of a person's characteristics (includes origins, sex, gender, deprivation level, education, ethnicity or creed) wherever possible,

### Efficient care

Seeking assurances, that care is provided in the most efficient manner with the least cost and waste wherever possible,

### **Licensing and regulation**

As part of its role to assure high quality safe care the Committee shall have regard to seeking assurance that the Hospital is:

- compliant with all relevant regulations and
- assessing itself against the HIQA quality standards with a view to driving improved performance against such standards

### **Risk and incident management**

In addition, the Committee shall seek documentary evidence of how the hospital is performing against its approved risk and incident management targets , particularly with respect to quality and patient safety. This includes the following

- having a robust risk identification, assessment, mitigation and escalation system in place which includes the on-going use of a risk register to record, review, rate and prioritise risks;
- having appropriate systems in place to review risks and prioritise activities and resources to minimise the overall level of risk;
- having a robust system in place for capturing, controlling and reporting incidents; and
- having systems in place to review and analyse incidents as well as implementing recommendations to reduce the chance of recurrence.

### **Performance Evaluation**

The Committee shall, at least once a year, review its own performance in the context of its terms of reference and shall report its conclusions and recommend any changes it considers necessary to the Hospital Board. A full review of the committee should take place every three years. Any formal amendments to the Terms of Reference will be reviewed by the Governance and Nominating committee for approval by the Hospital Board.

G&NC approved September 2021

## **Section 7(c)**

### **Staff and Organisation Development Committee Tallaght University Hospital**

#### **Terms of Reference**

**April 2021**

#### **Constitution**

The Hospital Board has resolved to establish a Committee of the Board to be known as the Staff and Organisation Development Committee (the “Committee”) to assist the Board in fulfilling its oversight responsibilities in regard to staff & organisation development and related issues.

#### **Main Function**

The functions of the Committee are to:

- a. oversee the development and implementation of hospital policies, procedures and systems to recruit, retain, develop, motivate and equip hospital staff to continuously improve the services they provide to patients;
- b. to oversee the remuneration and terms of service of members of the Executive Management Team (i.e. those reporting directly to the CEO). In ensuring oversight of these matters on behalf of the Board, the SODC will have due regard to the interests of the hospital and taxpayers in general. Where pre-existing vacancies within the EMT are filled, providing they do not involve any change in the remuneration, terms or conditions of the posts concerned, and are in accordance with HSE Policy and compliance with Public Sector Pay Policy, the HR Director will ensure these are presented to SODC for noting. Only items which fall outside of this remit may require a recommendation by the Chair of SODC to the Hospital Board for approval; and,
- c. undertake such other matters as are ancillary to the functions specified above or as are delegated by the Board to the Committee from time to time

#### **Membership**

The Board should appoint at least two board members and up to three external members to this committee on the advice of the Governance and Nominating Committee, following consultation with the Chair of the SODC.

One of the two Board Members appointed to the Committee shall be appointed by the Board as Chair of the Committee. In his/her absence the Committee shall appoint one of their members to chair the meetings from which he/she is absent.

The Committee shall comprise members with recent and relevant experience in order to achieve an appropriate balance of skills and experience and to reflect the full range of the Committee’s activities. Members of the committee will be provided with suitable induction

and training. Additionally the committee will seek additional training and development from time to time as appropriate.

Membership of the Committee shall depend on their term of office on the Board. As Board membership is reviewed and changed so too will the membership of the Committee be reviewed and changed. The general aim of changing membership is to ensure an appropriate balance between continuity and fresh perspectives.

The Chair of the Board is authorised to attend all committee meetings as an ex officio member.

The Director of Human Resources is the executive lead to this Committee.

A letter of appointment will be issued to each new member of the committee. This will include: information regarding the terms of reference of the committee, duration of appointment, support and training to be provided, time commitment expected, rules regarding conflict of interest.

### **Meetings and Quorum**

The Committee shall meet on at least four occasions a year. All meetings shall be convened by the Chair.

The quorum for meetings shall be two (2) members one of whom must be a Board member. Meetings may be facilitated by way of teleconference if necessary.

The Director of Human Resources, while not a member of the Committee, shall normally attend meetings.

Other Executive Management Team (EMT) members shall attend meetings by invitation for the duration of any given meeting or for specific agenda items only as determined by the Committee. The Chair or Vice Chair of the Board and the Chief Executive will attend a minimum of one meeting each year. The Committee may also invite any employee of the Hospital, or other person, to attend any meeting(s) of the Committee as it may from time to time consider desirable in order to assist the Committee in the attainment of its objectives.

Unless otherwise agreed, an agenda of items to be discussed, shall be forwarded to each member of the Committee, and any other person required to attend no later than five working days before the date of the next meeting. Supporting papers shall be sent to the Committee members and other attendees as appropriate at the same time.

An annual work programme will be prepared by the Committee and submitted to the Board for consideration at its January meeting.

The Chair shall present a written report annually to the Hospital Board summarising the work of the Committee in the previous year.

The approved minutes of the SODC shall be circulated to the Hospital Board as soon as possible for noting and/or discussion as necessary. The Committee Chair shall report to the Board on key aspects of the proceedings of the Committee as required. The Committee may redact minutes of any given meeting of the Committee prior to such minutes being circulated to the

Board if such redaction is necessary in the opinion of the Committee in order to comply with confidentiality obligations or to comply with applicable law.

The approved minutes of the committee shall be circulated to the members of the Committee to the Chair of the Board, other members of the Board and the Chief Executive as soon as possible following each meeting. The committee Chair shall report to the Board on key aspects of the proceedings of each committee meeting.

### **Authority**

The Committee shall operate under delegated authority from the Board, which is ultimately responsible for all matters relating to the remuneration and terms of service of the Management Team including the EMT.

The Committee is authorised by the Hospital Board to: investigate any activity within its terms of reference and seek any information that it requires from any employee of the hospital; all employees are directed to cooperate with any request made by the Committee

Subject to Hospital Board approval, where the Committee consider it necessary, it may obtain independent professional advice, at the Hospital's expense, and secure the attendance of external professionals with relevant experience and expertise.

### **Duties**

In pursuance of its objectives, the Committee shall be responsible for seeking documented assurances from management that the hospital's policies and practices in relation to recruitment, promotion, staff training & development, staff engagement, internal communication and other human resource issues are such that they:

- support the hospital's strategic objectives;
- accord with the espoused culture and values of the hospital;
- support ongoing change, innovation and excellence in the delivery of services;
- support high levels of staff morale; and
- help make the hospital an employer of choice for potential recruits.

The Committee shall be responsible for ensuring that the remuneration and terms of service of members of the EMT (i.e. those reporting directly to the CEO) are in accordance with the Public Sector Pay Policy, HSE Circulars, third party reports and employment legislation generally. Items which fall outside this remit will require a recommendation by the Chair of this committee to the Hospital Board for approval.

The Committee shall seek to assure itself that:

- (a) issues relating to the remuneration and terms of service of all employees of the Hospital are managed appropriately by the CEO and EMT in accordance with public sector pay policy;
- (b) an appropriate EMT structure is in place at the Hospital;
- (c) an organisation development plan is implemented within the Hospital; and



- (d) the remuneration and human resource policies and practices generally of Tallaght Hospital are of the highest possible standard and comply with national policies in that regard.
- (e) vacancies are filled in a fashion that conforms with Tallaght University Hospital determined staffing complement and protects continuity of services

The Committee will also be responsible for:

- reviewing, from time to time, such elements of the hospital's human resource strategy, policies, procedures and practices as it considers appropriate or as requested by the Board;
- reviewing arrangements established by management for compliance with all human resource legislative and regulatory requirements and Department of Health, HSE and Board policies; and
- making a recommendation or issuing an advisory to the Board where committee members are satisfied that such a course of action may be considered appropriate in particular circumstances.

### **Performance Evaluation**

The Committee shall, at least once a year, review its own performance in the context of its terms of reference and shall report its conclusions and recommend any changes it considers necessary to the Hospital Board. A full review of the committee should take place every three years. Any formal amendments to the Terms of Reference will be reviewed by the Governance and Nominating committee for approval by the Hospital Board.

G&N approved May 2021

## **Section 7(d)**

### **Finance Committee Tallaght University Hospital**

#### **Terms of Reference**

**May 2021**

#### ***Constitution***

*The Hospital Board has resolved to establish a Committee of the Board to be known as the Finance Committee to assist the Board in fulfilling its oversight responsibilities in relation to financial planning and management.*

#### **Main function**

The main function of the Finance Committee is to oversee the processes for securing and applying hospital revenue and capital funding including issues relating to budgetary management, value for money, immediate, medium and longer term financial planning, capital expenditure and income collection, as well as strategic issues affecting the hospital's funding (such as activity based funding) or income. The Committee shall also deal with such other specific issues in relation to financial management that are referred to it by the Board and with any other related issues that it considers appropriate.

#### **Membership**

*The Board should appoint at least 2 of its members and up to three external members to this committee on the advice of the Governance and Nominating Committee after consultation with the Chair of the Finance committee.*

*One of the two Board Members appointed to the Committee shall be appointed by the Hospital Board as the Chair of the Committee. In his/her absence the Committee shall appoint one of their number to chair the meetings from which he/she is absent.*

The composition of the Committee shall be such so as to achieve an appropriate balance of recent and relevant accounting and finance experience taking account of the full range of the Committee's activities. Members of the Committee will be provided with suitable induction and training.

Membership of the Committee shall depend on their term of office on the Board. As Board membership is reviewed and changed so too will the membership of the Committee be reviewed and changed. The general aim of changing membership is to ensure an appropriate balance between continuity and fresh perspectives.

The Chair of the Board is authorised to attend all committee meetings, as an ex officio member.

The Director of Finance is the executive lead to this Committee.

In the absence of the Chair, the Finance committee shall appoint one of the members to chair the meeting from which the Chair is absent.

A letter of appointment will be issued to each new member of the committee, which will include: information regarding the terms of reference of the committee, duration of appointment, support and training to be provided, time commitment expected, rules regarding conflict of interest and performance management arrangements.

A formal induction will be provided for new members of the committee. Additionally, the committee will seek additional training and development from time to time as appropriate.

### **Meetings and quorum**

The Committee shall meet on at least four occasions a year. All meetings shall be convened by the Chair.

The quorum for meetings shall be two (2) members one of whom must be a Board member. Meetings may be facilitated by way of teleconference (and/or video conference) if necessary.

The Director of Finance, while not a member of the Committee, shall normally attend the meetings.

Other Hospital employees shall attend meetings by invitation for specific agenda items. The Chairman or Vice Chair of the Board and the Chief Executive will attend a minimum of one meeting each year. The Committee may also invite any employee of the Hospital, or other person to attend any meeting(s) of the Committee, as it may from time to time consider desirable, to assist the Committee in the attainment of its objectives.

Unless otherwise agreed, an agenda of items to be discussed, shall be forwarded to each member of the Committee, and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and other attendees as appropriate, at the same time.

An annual work programme will be prepared by the Committee and submitted to the Board for consideration at its January meeting.

*The Chair shall present a written report annually to the Hospital Board summarising the work of the Committee in the previous year.*

The approved minutes of the committee shall be circulated to the members of the Committee, to the Chair of the Board, other members of the Board and the Chief Executive as soon as possible following each meeting. The committee Chair shall report to the Board on key aspects of the proceedings of each committee meeting.

## **Authority**

The Hospital Board retains full ultimate responsibility for all matters relating to the fiscal stability and long-term financial health of the hospital. However, the Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and the Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

*The Committee is authorised by the Hospital Board to: (i) investigate any activity within its terms of reference; and (ii) seek any information that it requires from any employee of the hospital: all employees are directed to cooperate with any request made by the Committee.*

The Committee shall have access to sufficient resources to carry out its duties, including access to the Hospital's secretariat for assistance as required and shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

*Subject to Hospital Board approval, where the Committee consider it necessary it may obtain independent professional advice at the Hospital's expense and secure the attendance of external professionals with relevant experience and expertise.*

## **Duties**

In pursuance of its objectives, the main duties of the Finance Committee shall be

1. Monitor the financial stability of the organization;
2. Review and recommend to the Board the adoption of the Hospital's budget, based on the HSE Service Level Agreement (SLA), to include revenues and costs and capital budget.
3. Review the Annual Financial Statements and make a recommendation on their adoption.
4. Evaluate capital investment projects and make recommendations to the Board.
5. Evaluate and consider the longer term financial impact of the Hospital's Strategy and other prospective developments.

Specifically the Committee shall keep under review:

- the annual budget following the allocation from the HSE
- the monthly management accounts, comparing expenditure against budget, and projected year end outturn.
- cash projections for the year;
- the balance sheet – analysis of key assets and liabilities.
- the hospital's financial strategy including remedial action in relation to budget difficulties;
- the relationship between costs and activity levels.
- cost saving/value for money initiatives;
- issues relating to income generation/collection;
- the financial implications of the Hospital's Corporate Strategy.

- the hospital's capital development programme including minor capital, equipment replacement and the revenue implications of capital expenditure plans.
- The Finance function, its structure, its resources and how these resources are benchmarked against other entities to demonstrate performance at an operational level.
- All communication with the HSE in respect of discussions and interactions that the hospital has with the HSE in relation to funding and cashing of the hospital.
- Financial support for the Tallaght University Hospital Foundation (TUHF).

In addition, the Committee shall consider matters of a strategic financial nature such as changes in funding systems, major capital development projects, the annual service arrangement with the HSE, and any developments with potential significant financial implications for the hospital. The Committee shall also provide a level of support and advice to the Director of Finance and the Financial Team.

### ***Performance evaluation***

The Committee shall, at least once a year, review its own performance in the context of its terms of reference and shall report its conclusions and recommend any changes it considers necessary to the Hospital Board. A full review of the committee should take place every three years. Any formal amendments to the Terms of Reference will be reviewed by the Governance and Nominating committee for approval by the Hospital Board.

G&NC Approved September 2021

## **Section 7(e)**

### **Governance and Nominating committee Tallaght University Hospital**

#### **Terms of Reference**

**January 2020**

##### ***Constitution***

- The Hospital Board has resolved to establish a Committee of the Board to be known as the Governance and Nominating Committee to assist the Board in fulfilling its oversight responsibilities in relation to the overall governance of the Hospital.

#### **Main Functions**

The main function of the Governance and Nominating Committee is to ensure that the organisation has the appropriate governance structures and supporting processes and a fit for purpose board to support the future direction of the organisation.

#### **Membership**

The Committee shall comprise the Chair, Vice Chair and one other member of the Board. The composition of the Committee shall be structured as to achieve an appropriate balance of recent and relevant experience taking account the full range of the Committee's activities. Subject to Board approval, the committee may appoint up to three additional external members with the appropriate skills and relevant expertise.

Only members of the committee have the right to attend committee meetings. However, other individuals such as the chief executive, who is the Executive lead on the committee, the head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

Membership of the Committee shall depend on the term of office of the Board. As Board membership is reviewed and changed so too will the membership of the Committee be reviewed and changed. The general aim of changing membership is to ensure an appropriate balance between continuity and fresh perspectives.

The Board shall appoint the committee Chair who should be either the Chair of TUH, Vice Chair or a Board member. In the absence of the committee Chair and / the Vice Chair, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The

Chair of the Board shall not chair the committee when it is dealing with the matter of succession to the Chair.

A letter of appointment will be issued to each new member of the committee, which will include: information regarding the terms of reference of the committee, duration of appointment, support and training to be provided, time commitment expected, rules regarding conflict of interest and performance management arrangements.

A formal induction will be provided for new members of the committee. Additionally, the committee will seek additional training and development from time to time as appropriate.

### **Meetings and Quorum**

The Committee shall meet on at least four occasions a year. All meetings shall be convened by the Chair.

The quorum for meetings shall be two (2) members one of whom must be a Board member. Meetings may be facilitated by way of teleconference if necessary.

An annual work programme will be prepared by the Committee and submitted to the Board for consideration at its January meeting.

- The Chair shall present a written report annually to the Hospital Board summarising the work of the Committee in the previous year.
- Executive Management Team members shall attend meetings by invitation for the duration of any given meeting or for specific agenda items only as determined by the Committee.
- The Committee may also invite any employee of the Hospital, or other person to attend any meeting(s) of the Committee, as it may from time to time consider desirable, to assist the Committee in the attainment of its objectives.
- Draft minutes of committee meetings shall be reviewed in the first place by the Chair of the Committee before being circulated promptly to the other members of the committee. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the committee Chair it would be inappropriate to do so.
- The approved minutes of the Governance and Nominating Committee shall be circulated to the Hospital Board as soon as possible for noting and/or discussion as necessary. The Committee Chair shall be available to report to the Board on key aspects of the proceedings of the Committee as required.

The Committee shall appoint a secretary to the committee.

Meetings of the committee shall be called by the secretary of the committee at the request of the committee Chair.

The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance for all or part of the meeting.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee, any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

- The approved minutes of the committee shall be circulated to the members of
- the Committee to the Chair of the Board, other members of the Board and the Chief Executive as soon as possible following each meeting. The committee Chair shall report to the Board on key aspects of the proceedings of each committee meeting.

### **Authority**

The Committee shall operate under the delegated authority from the Hospital Board.

The committee is authorised by the Board to obtain, at TUH's expense, outside legal or other professional advice on any matters within its terms of reference subject to Board approval.

The Committee shall assist the Board Chair in setting performance targets for, and evaluating the performance of, the Chief Executive.

### **Governance Duties**

Develop and recommend appropriate policies and procedures to ensure Tallaght University Hospital has the appropriate governance structures in place and recommend revisions as required, to assist TUH in fulfilling its oversight responsibilities of the Hospital at all levels.

Review [annually] the adequacy and effectiveness of governance documents including; policies, procedures, and committee terms of reference, making recommendations for change, as appropriate, to the Board.

Advise and make recommendations in relation the decision making authority of the Board, its Committees and the CEO.

Advise and make recommendations as appropriate to ensure TUH is compliant with legislation, regulation, public policy, relevant codes, statutory obligations and the Charter and other requirements from external bodies.

Review annually the time required from Board members. The Board performance evaluation should be used to assess whether Board members are spending enough time to fulfil their duties or have the time to do so.



Responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any governance consultants who may advise the committee within an agreed budget set by the Board.

Work and liaise as necessary with all other Board committees as appropriate.

Ensure that proper orientation and induction, support and continuing professional education is provided to the Board and its committee members in liaison with the Board Secretary.

Maintain a watching brief for the latest governance developments, best practices, and other opportunities relevant to TUH.

Advise and make recommendations as appropriate to ensure TUH is compliant with legislation, regulation, public policy, relevant codes, statutory obligations and the Charter and other requirements from external bodies

Ensure that a performance evaluation is carried out every 12 months of the Board, its committees, Chair and the CEO. An external evaluation should be conducted every 3 years by organisations / individuals qualified to do so, and that the report from the external reviewer will be sent to the Board, the Governance & Nominating Committee.

Support the Chair in the performance of his/her governance duties.

### **Nominating Duties**

Review annually the size, roles, responsibilities, composition, diversity and structure of the Board and its committees with regard to competencies and skills of its members as related to the current and future needs of TUH and making recommendations to the Board as appropriate with regard to any changes.

Give full consideration to succession planning for Board and Committee members, the CEO and other senior executives in the course of its work, taking into account the challenges and opportunities facing TUH, and the skills and expertise needed on the Board to support its future direction.

Keep under review the leadership needs of the organisation, both at Board, committee and executive level with a view to ensuring the continued sustainability of the organisation.

Keep up to date and fully informed about strategic issues and commercial changes affecting TUH and the environment in which it operates

Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board and Committee vacancies (including Externs to Board Committees) as and when they arise

Before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board and its Committees, the results of the previous Board performance evaluation process that relates to the composition of the Board and, in the light of this evaluation, prepare a description of the role, capabilities and profile required for a particular appointment. In identifying suitable candidates the committee shall:

- consider using the appropriate promotional channels / or the services of external advisers to facilitate the search
- consider candidates from a wide range of backgrounds
- consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, ethnicity, skill and personality mix, taking care that appointees have enough time available to devote to the position.

For the appointment of a Chair, the committee should prepare a job specification, including the time commitment expected. A proposed Chair's other significant commitments should be disclosed to the Board before appointment and any changes to the Chair's commitments should be reported to the Board as they arise.

Prior to the appointment of a member of the Board, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest.

Ensure that on appointment to the Board, or a Committee, new Board / Committee members receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside of board meetings

Work and liaise as necessary with all other Board committees.

The committee shall also make recommendations to the Board concerning:

Formulating succession plans for members of the Board and in particular for the key roles of the Board Chair, Committee Chairs and CEO.

Suitable candidates for the role of Vice Chair.

Membership of all Committees in consultation with the Chairs of those committees.

The re-appointment of any Board member at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of knowledge, skills and experience required

Any matters relating to the continuation in office of any Board member at any time including the suspension or termination of service of a Senior Executive of TUE subject to the provisions of the law and their service contract.

The appointment of any Board member.

### **Reporting responsibilities**

The committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities

The committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed

The committee shall produce a report to be included in TUE's annual report about its activities, the process used to make appointments and explain if external advice or open advertising has been used.

### **Other matters**

The committee shall:

Have access to sufficient resources in order to carry out its duties, including access to the Board secretariat for assistance as required.

Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

Give due consideration to laws and regulations, the provisions of any relevant Code as appropriate.

Arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Additional duties as may be delegated to the Committee by the Board from time to time that are with the Terms of Reference of the Committee

### **Performance evaluation**

The Committee shall, at least once a year, review its own performance in the context of its terms of reference and shall report its conclusions and recommend any changes it considers necessary to the Hospital Board. A full review of the committee should take place every three years. Any formal amendments to the Terms of Reference of any Board Committee will be reviewed and approved by the Hospital Board.

## **Section 8**

### **Code of Conduct**

#### **5.1 ETHICS**

In carrying out duties one must operate ethically to:

##### **5.1.1 Provide high quality, safe health care to patients**

The Hospital, within the constraints of resources available to it, provides services which will protect and enhance the physical and mental health of all its patients. When difficult decisions have to be made relating to the treatment of a specific patient, the Hospital will endeavour to ensure that all the pertinent parties are consulted. When something does go wrong, the response must be quick and honest. The Hospital will endeavour to provide open disclosure with emphasis on the promotion of patient safety at all times, in preference to a culture of requiring the patient to prove fault.

##### **5.1.2 Provide evidence based medicine to our patients**

The Hospital provides testing, medicine and treatment based on the evidence elicited by its practitioners, acting in utmost good faith, to ensure the best possible outcomes for its patients, regardless of their medical insurance status or the perceived risk of subsequent litigation arising from treatment/ testing (or withholding thereof).

##### **5.1.3 Provide scientific data that is based on rigorous, high-quality enquiry**

Hospital practitioners and researchers are engaged in providing trustworthy analysis and data. In this area the Hospital relentlessly focuses on good science. Hospital stakeholders must have the confidence to rely on its data and on the medical exploration techniques used.

##### **5.1.4 Comply with the spirit as well as the letter of the law**

The work of the Hospital is based on compliance with many of the laws of the State and the EU. The Hospital always ensures, by seeking the best legal advice, that its actions are based on faithful compliance with the laws and not based on avoidance strategies to enhance its own interests.

##### **5.1.5 Treat employees fairly**

Treating people with fairness and respect goes hand-in-hand with trust. Everyone deserves an equal chance to reach their own potential, based on hard work, talent, and commitment to the Hospital's values. The Hospital values a diverse workplace and recognises that it benefits from it. Diversity requires that the Hospital be open-minded and welcoming to people regardless of race, colour, religion, gender, age, ethnic or national origin, membership of the traveller community, disability, sexual orientation or preference, gender identity, marital status, citizenship status, genetic information, or any other legally protected personal characteristic or status. Through a shared commitment to an open and inclusive culture at the Hospital, it creates

a good place to work, one that is capable of attracting the best people and achieving the best outcomes. The Hospital supports the right of any of its staff to make protected disclosure of any issues of wrongdoing that they think they detect.

#### **5.1.6 Respect the environment**

The Hospital conducts a service operation utilising scarce natural resources. It is nevertheless, a good steward for the environment. The Hospital works hard to prevent pollution, minimise waste, and reduction in its use of natural resources. The Hospital is focused on sustainability—minimising our long-term effect on the environment.

#### **5.1.7 Deal honestly with the Government**

In its dealings with the Government and with other States (including the EU) the Hospital does not bribe, lie, mislead or hide information from government inspectors. Neither does it in any way falsify or occlude its documents and records.

#### **5.1.8 Keep honest books and records**

Hospital financial statements and records are complete, timely, accurate, and fair, and they comply with appropriate accounting standards. The Hospital won't hide liabilities, overstate earnings, and keep things off its balance sheets that belong there, or disguise its transactions. In addition, the Hospital recognises its responsibility to help promote full, fair, accurate, timely, and understandable disclosure in documents and financial statements and will endeavour to ensure that it updates its disclosures in line with current best practice from time to time.

#### **5.1.9 Give the Hospital complete loyalty**

The Hospital works hard to earn the trust of staff, and in turn expects loyalty from staff/Board members. Work decisions must always be based on what's best for the Hospital and the patient, not for staff/Board members personally. Staff/Board members should not have undisclosed business, clinical or personal interests that conflict with those of the Hospital.

#### **5.1.10 Where rules don't clearly address a situation**

No set of rules could answer every question faced at work. When these rules do not address a situation, the situation should be analysed by reference to the Hospital's Philosophy. Always do the right thing – integrity matters. Also, questions should be asked if someone is not sure what to do. CEO or other appropriate confidante should be contacted.

#### **5.1.11 Where something seems wrong**

Sometimes things go wrong. It happens in every organisation at some point. Everyone is human. Honest mistakes can be made and sometimes there can be an adverse outcome for patients or staff. If something wrong is noticed at the Hospital try prevention, then look for investigation within Hospital policies, in confidence, if necessary. It must not be ignored. Be a champion for Hospital values and lead others to follow them and management will regard you well. If someone breaks the rules, they can suffer disciplinary action, including dismissal.

### **5.1.12 Procedure for Disqualification/Removal from office of Board Members.**

Please refer to section 5.

## **Section 9**

### **Procedures for avoiding/dealing with conflicts of interest**

1. Tallaght University Hospital is one of the public bodies covered by the Ethics in Public Office Acts 1995 and 2001.
2. Accordingly, each Board Member is legally required to furnish a statement, in writing, of (i) the interests of the person, and (ii) the interests, of which the person has actual knowledge, of his or her spouse or civil partner or a child of the person or of his or her spouse which could materially influence the person in, or in relation to, the performance of the person's official functions by reason of the fact that such performance could so affect those interests as to confer on, or withhold from, the person, or the spouse or civil partner or child, a substantial benefit.
3. Such statements must be provided to the Chairperson of the Board (Chief Executive in the case of the Chairperson) and the Standards in Public Office Commission.
4. A statement is required in respect of each year or part year during which a person is a member of the Hospital Board. The statement covers the period up to 31 December each year, must be signed after that date and must be returned to the Commission by 31 January of the subsequent year.
5. A statement of interests is not legally required where the interests could not materially influence the person in, or in relation to, the performance of his or her official functions.
6. In addition to the foregoing legislative requirements, the Board has adopted the procedure outlined below for the management of conflicts of interest, and potential conflicts of interest.
7. The procedure is designed to prevent conflicts of interest from arising in so far as possible and ensure that any conflicts of interest that do arise are managed in such a way that the independence and integrity of the decisions of the Board are neither compromised nor perceived as being compromised.
8. It is not possible to provide a comprehensive list of all of the conflicts of interest that might arise. Accordingly, this procedure must be interpreted with regard to its spirit and purpose and Board Members must comply with it in spirit as well as in letter. If there is any doubt as to whether a matter amounts to a conflict of interest, it should be presumed to be a conflict of interest until a decision is made to the contrary by an appropriate person.
9. The objectives of this procedure are to:

- protect the Board corporately and each Board Member individually against impropriety or the appearance of impropriety, including risk to the Hospital's or his/her reputation;
  - protect the Board corporately against any conflicts of interest that may be detrimental to the exercise of its functions;
  - ensure in so far as possible that Board Members make decisions free from any external influences, whether personal or financial, whilst recognising that it is precisely their position and expertise external to the Board that enables some of the Board Members to make valuable contributions to its work; and
  - adhere to the principle that Board Members should not make a personal profit as a result of their membership of the Board.
10. On appointment, each Board Member should furnish the Secretary with a signed declaration containing details relating to his/her employment and all other business or professional interests including shareholdings, directorships, professional relationships etc., that could involve a conflict of interest or could materially influence the member in relation to the performance of his/her functions as a member of the Board.
  11. The employment and any business interests of a Board Member's family of which he/she could be expected to be reasonably aware or a person or body connected with the Member which could involve a conflict of interest or could materially influence the member in the performance of his/her functions should also be disclosed.
  12. For this purpose, persons and bodies connected with a member should include:
    - (a) a spouse, parent, brother, sister, child or step-child;
    - (b) a body corporate with which the member is associated;
    - (c) a person acting as the trustee of any trust, the beneficiaries of which include the member or the persons at (a) above or the body corporate at (b) above; and
    - (d) a person acting as a partner of the member or of any person or body who, by virtue of (a) - (c) above, is connected with the member.
  13. These details should be maintained by the Board Secretary in a confidential register. Only the Chairperson, Board Secretary and Chief Executive shall have access to the register.
  14. If a Board Member is in doubt as to whether a particular matter should be declared, he or she should declare it, and the Board Secretary (in consultation with the Chairperson if appropriate) shall decide whether it is a matter that is required to be included on the register.
  15. A Board Member shall advise the Board Secretary of any new matter that is required to be included on the register as soon as possible after it arises.

16. Board Members may be required at any time to confirm to the Board Secretary that their current entries on the register are accurate and up to date, and the Board Secretary shall ask them to do so at least once in each year.
17. Where a question arises as to whether or not a case relates to the interests of a Board Member or a person or body connected with that member, the Chairperson of the Board should determine the question.
18. The Chief Executive and members of the EMT are required to complete a register of interests in line with the above.
19. When a matter arises which might involve a conflict of interest the Chief Executive is required to inform the Chairperson. Similarly any potential conflict of interest by a member of the EMT is to be notified to the Chief Executive.
20. Documents relating to dealings with interests of a Board Member are not made available to the Member concerned. In the event that a Member receives documents relating to his/her interests or of those connected with him/her, he/she should return the documents to the Board Secretary at the earliest opportunity.
21. Before any item is discussed at a Board meeting, each Board Member must disclose any conflict of interest that he or she believes may arise in relation to that item. If a Board Member is in doubt as to whether a particular matter amounts to a conflict of interest and should be disclosed, he or she should disclose it.
22. The Chairperson (or in his/her absence the Vice-Chairperson) will decide at his/her discretion whether any matter disclosed by a Board Member (other than the Chairperson or in his/her absence the Vice-Chairperson), amounts to a conflict of interest that should prevent that Board Member from participating in the discussion of the relevant item.
23. The Vice-Chairperson (or in his or her absence a chair elected by Board Members from amongst their numbers) will decide whether any matter disclosed by the Chairperson amounts to a conflict of interest that should preclude the Chairperson from participating in the discussion on the relevant item.
24. Should the Vice-Chairperson be chairing the meeting, the Board Members will decide by taking a vote.
25. The decision as to whether to disclose any matter and whether that matter amounts to a conflict of interest should be made having regard to the terms, spirit and purpose of the policy for dealing with conflicts of interest.
26. Where the Chairperson decides that a Board Member does have a conflict of interest in relation to any item that Board Member may not participate in any discussion relating to that item or in any vote taken in relation to it. If requested to do so by the Chairperson the Board Member must also absent himself/herself from any discussion of the item.
27. In the event that a Board Member, committee member or Hospital employee receives any written paper in relation to any matter on which he or she believes that a conflict



of interest may arise, they must disclose that conflict of interest to the Chairperson, or Chief Executive as appropriate, at the earliest opportunity.

## **Section 10**

### **Procedure for recording concerns of Board Members that cannot be resolved through the normal processes at Board or committee level**

1. Section 3.5(Professional Advice) of the Code of Practice for the Governance of State Bodies 2016, states that:  
  
“the Board should have in place a procedure for recording the concerns of Board Members that cannot be resolved”.
2. Where a Board Member has a concern which s/he considers cannot be resolved through the normal processes at Board or committee level and wishes to escalate this concern, s/he should advise the Chairperson accordingly and outline what actions s/he considers would be required to address the concern.
3. If the matter is not resolved by the Chairperson to her/his satisfaction, the Board Member may raise it at the next scheduled Board meeting. In that event, the Board Member should specify if s/he wants it recorded in the minutes along with any actions agreed by the Board to address the concern.
4. If the matter is not resolved to his/her satisfaction, the Board Member may, at a subsequent meeting of the Board, formally request the Chairperson to raise the matter with the Director General of the HSE and/or Secretary General of the Department of Health, and that the request be noted in the minutes.
5. The Chairperson shall confirm to the Board Member in writing within 14 days that the matter has been raised as requested.
6. Should the Chairperson not do so, the Board Member should inform the Board that s/he will raise the matter with the Director General of the HSE and/or Secretary General of the Department of Health and have this noted in the minutes.
7. The outcome of any communication, by either the Chairperson or the Board Member, with either the Director General of the HSE and/or Secretary General of the Department of Health should be noted in the minutes of the subsequent Board meeting.

## **Section 11**

### **Procedure for obtaining independent professional advice**

1. Section 3.5 (Professional Advice) of the Code of Practice for the Governance of State Bodies 2016, states that:

“the Board should, in a Board resolution, lay down formal procedures, whereby Board members, in the furtherance of their duties, may take independent professional advice, if necessary, at the reasonable expense of the state body”.

2. At its meeting on 26 November 2014 the Tallaght University Hospital Board adopted the following procedure.
3. When any Board Member (or group of Board Members) considers that circumstances have arisen where it would be inappropriate for him/her/them to consult the Hospital’s internal staff or professional advisers and he/she/they consider that, in the furtherance of his/her/their duties, there is a need for independent professional advice the following procedure will be used: -
  - a. He/she or they will advise the Chairman of the Board of the need to obtain independent professional advice, the circumstances requiring advice, the Board Member’s choice of professional adviser and the likely cost of the advice;
  - b. The Chairman shall, if he/she considers it appropriate, approve the request to take separate professional advice at the Hospital’s expense subject to the initial fees not exceeding €5,000. Should the fees exceed this sum then the Chairperson may increase the limit at his/her discretion or refer the matter to the Board for prior approval.
  - c. In the event that the Chairperson needs to obtain separate professional advice then this should be agreed by no less than two Board Members.
  - d. The Chairman shall, in consultation with the Board Secretary, communicate with the selected professional advisor and indicate that the requesting Member/s will contact him/her directly to seek advice and that the Hospital will underwrite fees up to a maximum as indicated in b. above.
  - e. A report shall be made to the next meeting of the Board setting out the circumstances and reasons why independent professional advice was sought.
  - f. Any dispute arising from a Board Member’s request to seek independent professional advice shall be considered by the Hospital Board whose decision shall be final.
  - g. Independent professional advice for the purpose of this document shall include legal advice, the advice of accountants and other professional financial advisers on matters of law, accounting and other regulatory matters but shall exclude advice concerning the personal interests of the Board Member(s) unless these

personal interests coincide, in the view of the Chairman, with the interests of Tallaght University Hospital.

- h. Any advice obtained under this procedure shall be made available to other Board Members, if the Board so requests.
- i. If the matter which gave the Board Member cause for concern cannot be resolved then that fact should be recorded in the Board minutes.

## **Section 12**

### **Hospital Seal and signature of documents**

#### **Custody of Hospital seal**

1. The seal of the Hospital shall be kept by the Board Secretary in a secure place.

#### **Sealing of documents**

2. The Hospital seal shall be used only where same has been approved by a decision of the Board.
3. A request for the affixing of the seal to a document or other instrument shall be made to the Board Secretary and shall be accompanied by:
  - the original document which requires to be sealed (together with as many original counterparts as require to be sealed);
  - a description of the document to be sealed;
  - three copies of the document;
  - the reason why the document requires to be sealed, including reference to any legislative or legal provision requiring the document to be sealed; and
  - an indication of the timescale within which the document requires to be sealed.
4. Following receipt of such a request, the Board Secretary shall place a request for the Board to consider and approve the sealing of the document on the agenda for the next scheduled meeting of the Board.
5. Where, in exceptional circumstances, the sealing of a document is required prior to the next scheduled meeting of the Board, the Board Secretary shall promptly bring this requirement to the attention of the Chairperson and the Chief Executive for consideration pursuant to Standing Order 15 (Procedure for obtaining Board approval between Board meetings).
6. Following Board approval, the seal shall be affixed to the relevant document in the presence of:
  - (a) the Board Secretary or any member of staff as may be designated by the Chief Executive to act in that behalf; and
  - (b) the Chairperson of the Hospital or any Board Member authorised by the Board to act in that behalf

and the seal shall be authenticated by the signature of them both and they shall both also sign the Register of Sealing.

#### **Register of sealing**

7. The Board Secretary shall keep a register in which s/he or in her/his absence another Hospital employee authorised by the Chief Executive enter a record of the sealing of every document or other instrument. The register shall be known as the “Register of

Sealing”. An entry of every sealing shall be made and numbered consecutively in the Register of Sealing.

8. The Register of Sealing shall also record:

(a) such Members of the Board as are authorised by the Board from time to time; and

(b) such members of staff of the Hospital as are designated by the Chief Executive from time to time

to authenticate the use of the seal and the Board Secretary shall attach to the Register of Sealing a copy of the dated decision of the Board and the Chief Executive, as the case may be, relating to such authorisation or designation.

**Signature of documents**

9. Where any document will be a necessary step in legal proceedings on behalf of the Board, it shall, unless any enactment otherwise requires or authorises, be signed by the Chief Executive or in his/her absence any member of the EMT.

10. All contracts or other legal instruments relating to decisions which are reserved to the Board can be signed by the Chief Executive once formal Board approval to do so has been secured.

---

**CHARTER OF THE ADELAIDE & MEATH HOSPITAL,  
DUBLIN INCORPORATING THE NATIONAL CHILDREN'S  
HOSPITAL**

**1<sup>st</sup> August 1996**

## **FOREWORD**

The Charter of the Adelaide and Meath Hospital, Dublin, Incorporating The National Children's Hospital took legal effect on 1 August, 1996. The Charter is the result of extensive amendments of the Charter of The Adelaide Hospital, Dublin. The Oireachtas approved these amendments in the Health Act, 1970 (Section 76) (Adelaide and Meath Hospital, Dublin, Incorporating The National Children's Hospital) Order 1996. This Order was facilitated by the Health (Amendment) (No 2) Act, 1996 which is attached here, as an appendix to the Charter (pages 65-72).

The text of the amendments resulted from detailed discussions which took place in a Working Party established by the Minister for Health in 1990. The Working Party was chaired by Mr David Kingston and by Prof. David Kennedy and was composed of representatives of The Adelaide Hospital, Meath Hospital, Dublin and The National Children's Hospital. Heads of Agreement, produced by the Working Party, were agreed by the Boards of these three Hospitals in May 1993. In subsequent discussions a draft text for the Charter, based on the Heads of Agreement, was approved by the Boards of the three Hospitals in August, 1995. The final text of the Order cited above, was based on the draft text as advised by the Attorney General and approved by Government. It received all party support in both Seanad Eireann (26 June 1996) and Dáil Eireann (3 July 1996).

The composite text, printed here, is produced to facilitate easy access to the Charter of the Hospital. The marginal notes are for the assistance of the reader and do not form part of the legal text. The index (Index, pages 73-81, which likewise does not form part of the legal text) is intended to assist the easy location of references to particular sections of the Charter. This composite text has been produced by A & L Goodbody, solicitors to the Hospital and approved by the Board of the Hospital.



# **CHARTER OF THE ADELAIDE & MEATH HOSPITAL, DUBLIN INCORPORATING THE NATIONAL CHILDREN'S HOSPITAL**

GEORGE THE FIFTH BY THE GRACE OF GOD OF THE United Kingdom of Great Britain and Ireland and of the British dominions beyond the Seas, King, Defender of the Faith, To all to whom these presents shall come, GREETING:-

*Preamble to the  
Adelaide Hospital  
Charter 1920*

WHEREAS Thomas Good, Trustee of General Fund, William Frederick Bewley, Chairman of Managing Committee, Cecil Pim, Governor, and Edmund Arthur Trouton, Trustee of the Endowment Fund, did, on behalf of themselves and others, Governors and Members of the Voluntary Association now existing and known as the Adelaide Hospital, Peter Street, Dublin, and the Featherston-Haugh Convalescent Home, Rathfarnham, by their humble Petition to Our Right Trusty and well-beloved cousin and counsellor, John Denton Pinkstone Viscount French of Ypres, K.P., G.C.B., O.M., G.C.V.O., K.C.M.G., Our Lieutenant-General and General Governor of that part of Our United Kingdom of Great Britain and Ireland called Ireland, represent and set forth that the said Hospital of which the above mentioned Petitioners have the management, has for in or about eighty-five years been of great and manifest benefit to the Protestant poor in Ireland, and to the poor of every denomination in the City of Dublin, and large numbers of said Protestant poor are annually admitted into the said Hospital, and are there maintained, nursed and medically treated without fee or reward, or at a small fee should they be able to afford same, while large numbers of the poor of every denomination in the City of Dublin are admitted to the Dispensary or Accident Ward and there treated without fee or reward; that many charitable persons have heretofore given and granted for the support and maintenance of the said Hospital large donations and bequests, and that the funds and property now belonging to the said Hospital and vested in the Trustees thereof yield an annual income of £1,000 or thereabouts, and that over and above such income considerable annual subscriptions are collected, and that they believe larger grants, bequests and donations of money, and gifts of real and leasehold property, and annual subscriptions would be made to the said Hospital by persons and bodies desirous of promoting the objects thereof, if a Charter of Incorporation were granted thereto, and further that such Charter would add greatly to the effectiveness of said Hospital, and facilitate the maintenance, management and working thereof and the care of its property.

AND WHEREAS the funds of the Hospital are held under two separate and distinct Trusts known as the 'Endowment Fund' and the 'General Fund', and have separate and distinct Trustees, and great expense is caused the Institution on the death or retirement of a Trustee of these funds, as on such death or retirement it becomes necessary to appoint a New Trustee by Deed, and have the Trust property vested in the names of the New Trustees then appointed; this necessarily is continually arising and causing expense, as most of the Trust Funds are transferable by Deed, and the granting of a Charter of Incorporation would obviate the necessity for this ever recurring and at present unavoidable expense.

AND WHEREAS the said Convalescent Home known as the Featherston-Haugh Convalescent Home, Rathfarnham, County Dublin, which is vested in the same Trustees as the Hospital, and under the

management of the Committee of the Hospital, was opened in the year 1894.

AND the respective Petitioners, by their said Petition, having prayed that our said Lieutenant-General and General Governor of Ireland should recommend to Us that WE should graciously be pleased, by our Letters Patent under the Great Seal of Ireland, to Incorporate the said Voluntary Association;

AND Our said Lieutenant-General and General Governor of Ireland having referred the said Petition to Our Attorney and Solicitor-General for Ireland to consider the same and to report what might be proper to be done thereupon, and they being of opinion (if We should graciously please so to do) that We should comply with the prayer of said Petition in which our said Lieutenant-General and General Governor of Ireland did entirely concur with them, and We being graciously pleased to condescend thereto;

AND our said Attorney and Solicitor-General being further of opinion that it was essential that a Letter under Our Royal Sign Manual should issue directing that Letters Patent should be passed under the Great Seal of Ireland granting such Charter of Incorporation as aforesaid.

KNOW YE THEREFORE that We of our special grace, certain knowledge, and mere motion, by and with the advice and consent of Our said Lieutenant-General and General Governor of that part of Our said United Kingdom of Great Britain and Ireland called Ireland, and according to the tenor and effect of Our Letter under Our Royal Sign Manual, bearing date at Our Court of St. James's, the 15<sup>th</sup> day of October, in the Eleventh year of Our reign, and now enrolled in the Record and Writ Office of the Chancery Division of Our High Court of Justice in that part of Our said United Kingdom of Great Britain and Ireland called Ireland do hereby for Us, Our Heirs and Successors, grant, ordain, declare, constitute and appoint the persons now Governors or members of the said Voluntary Association known as the Adelaide Hospital and Fetherston-Haugh Convalescent Home, and all such persons as shall from time to time become or be elected Governors, or Members of the body corporate hereby constituted pursuant to the provisions of these presents or the powers hereby granted to be for ever hereafter one body politic and corporate in deed, fact and name, which shall have perpetual succession and was formerly called "The Adelaide Hospital, Dublin" but now called "The Adelaide & Meath Hospital, Dublin incorporating The National Children's Hospital" (hereinafter referred to as the Hospital) and that by the aforesaid name they and their Successors for ever shall plead and be impleaded, sue and be sued, before all manner of Justices in all the Courts of Us, Our Heirs, and Successors, and shall and may have and use a common Seal, which they may alter and make new from time to time, and shall have power to do all other matters and things incidental or appertaining to a body corporate.

*The new body  
corporate for providing  
hospital services has  
been established by  
C4(1) S.I. 228/96*

*Preamble to S.I.  
228/96 The Health  
Act, 1970 (Section  
76) (Adelaide &  
Meath Hospital,  
Dublin, Incorporating  
The National  
Children's Hospital)  
Order 1996*

WHEREAS the Meath Hospital or County of Dublin Infirmary has its origins in an institution opened in a house on the Upper Coombe near Meath Street, on the 2<sup>nd</sup> day of March, 1753, in the Earl of Meath's Liberty by four surgeons, Alexander Cunningham, Redmond Boate, David McBride and Henry Hawkshaw.

*Foundation of the  
Meath Hospital 1753*

AND WHEREAS certain events in, and matters otherwise relating to, the subsequent history of the said hospital are set out in Part 1 of the Schedule to this Order.

AND WHEREAS the National Children's Hospital was founded as a hospital for sick children in 1821 by Dr. Henry Marsh (later Sir Henry Marsh), Dr. Philip Crampton (later Sir Philip Crampton), and Dr. Charles Johnson, as the first teaching children's hospital in Ireland and Britain with the following objectives:- to afford medical and surgical aid to sick children, to give students the opportunity of acquiring a knowledge of infantile diseases which clinical instruction alone can impart and to extend information to mothers and nurses as regards the proper management of children, both in health and disease.

*Foundation of the  
National Children's  
Hospital 1821*

AND WHEREAS certain events in, and matters otherwise relating to, the subsequent history of the said hospital are set out in Part II of the Schedule to this Order.

AND WHEREAS Dr. Albert Walsh, later President of the Royal College of Surgeons of Ireland, founded with others "The Adelaide Institution and Protestant Hospital" at 39 Bride Street, Dublin in 1839 which was closed in 1848 and re-opened as The Adelaide Hospital at numbers 24 and 25 Peter Street, Dublin in 1858 as an essentially Religious and Protestant Institution.

*Foundation of the  
Adelaide Institution  
1839 and the  
Adelaide Hospital  
1858*

AND WHEREAS certain events in, and matters otherwise relating to, the subsequent history of said hospital are set out in Part III of the Schedule to this Order.

AND WHEREAS by virtue of the Tallaght Hospital Board (Establishment) Order, 1980 (S.I. No. 38 of 1980), the Tallaght Hospital Board was established, the membership of which consists of, among others, representatives of the Adelaide Hospital, Dublin, the Meath Hospital and the National Children's Hospital.

*Establishment of  
Tallaght Hospital  
Board 1980*

AND WHEREAS the said Order specifies the functions of the Tallaght Hospital Board to be, inter alia, to plan, build equip and furnish a general and teaching hospital at Tallaght.

AND WHEREAS it has been agreed between the hospital boards of the Adelaide Hospital, Dublin, the Meath Hospital and the National Children's Hospital that the activities of each of those hospitals should be combined and carried on, by the one body corporate.

AND WHEREAS the said hospital boards are desirous that the letters patent of the 27<sup>th</sup> day of November, 1920, granting incorporation to the Adelaide Hospital, Dublin, as amended by the Adelaide Hospital (Charter Amendment) Order, 1980 (S.I. No. 374 of 1980), to be amended for the purpose of enabling the said agreement to be carried into effect.

NOW I *Michael Noonan*, Minister for Health, on the application of the governing body, being the abovementioned hospital board, of the Adelaide Hospital, Dublin and in exercise of the powers conferred on me by section 76 of the Health Act, 1970 (No. 1 of 1970), after consultation with the Commissioners of Charitable Donations and Bequests for Ireland, hereby order as follows:-

1. This Order may be cited as the Health Act, 1970 (section 76) (Adelaide and Meath Hospital, Dublin, Incorporating the National Children's Hospital) Order, 1996.
2. This Order shall come into operation on the 1<sup>st</sup> day of August, 1996 *2 Date of Operation  
(Charter Day)*
3. In this Order "the Charter" means the letters patent of the 27<sup>th</sup> day of November, 1920 granting incorporation to the Adelaide Hospital, Dublin, as amended by the Adelaide Hospital (Charter Amendment) Order, 1980 (S.I. No. 374 of 1980).
4. (1) For the purposes of the re-organisation of the provision of hospital services in connection with which this Order is made, a body corporate shall stand established on the commencement of this Order which shall be known as the Adelaide and Meath Hospital, Dublin, Incorporating the National Children's Hospital and is referred to in this Order as "the Hospital". *4(1) The  
establishment of the  
body corporate for the  
provision of hospital  
services*
  - (2) Notwithstanding anything in the Charter, the provisions of the Charter shall, in lieu of applying or having effect in relation to the body incorporated by that Charter, being the Adelaide Hospital, Dublin, be deemed to apply and have effect in relation to the Hospital. *4(2) Application of  
the provisions in the  
Adelaide Charter of  
1920 to the Hospital*
  - (3) (a) The Adelaide Hospital, Dublin shall have all such powers as are necessary to enable it to wind up its affairs or otherwise deal with any property rights or liabilities of it and, in particular, may execute or join in any contract, conveyance, assurance, lease, assignment, mortgage, release, surrender or other like instrument. *4(3)(a) Powers of the  
Adelaide Hospital*
    - (b) The Adelaide Hospital Society (within the meaning of the Charter) may appoint one or more person to exercise on behalf of the Adelaide Hospital, Dublin any of the said powers and the exercise of any of the said powers by a person or person so appointed shall be as good and valid in law as the exercise of any like power by the hospital board of the Adelaide Hospital, Dublin before the transfer day. *4(3)(b) Power of  
appointment by the  
Adelaide Hospital  
Society to exercise the  
powers of the Adelaide  
Hospital*

- (c) The Adelaide Hospital Society may revoke the appointment of any person or persons under this paragraph.

*4(3)(c) Revocation of appointment*

AND WE ORDAIN:

*The Charter of 1920 as amended*

- (1) That the Hospital or any person on its behalf shall forever hereafter be entitled and capable in law of acquiring or leasing without limitation or restriction of any kind any lands, tenements, or hereditaments whatsoever or interests in lands, tenements or hereditaments whatsoever and to acquire and hold all or any lands or property which the hospital may acquire in perpetuity or on lease or otherwise howsoever and from time to time to sell, grant, demise, alienate or otherwise dispose of the same or any part thereof whether with or without fine.

*(1) Powers of the Hospital to acquire, let and sell lands*

- (2) Any person or persons and any body politic or corporation may give or assure in perpetuity or otherwise or demise to or for the benefits of the Hospital any lands, tenements or hereditaments whatsoever.

*(2) Power to give Hospital lands*

- (3) And that the Hospital or any person on its behalf may take and receive any sum or sums of money or any stocks, funds, whether public or private, or any lands, or any securities for money of what nature and kind soever, or any manner of goods or chattels that shall be to the Hospital by the said name or other sufficient description given, granted, devised or bequeathed, by any person or persons capable of making a gift or grant thereof for the use and benefit of the said Hospital.

*(3) Power of the Hospital to accept gifts*

- (4) And that for purposes of defraying any expenses incurred or to be incurred by it, in exercising its powers or carrying out its duties, to borrow by means of bank overdraft or otherwise and to secure any monies so borrowed and interest thereon by a mortgage or charge on any property of the Hospital.

*(4) Power to borrow*

- (5) That the objects for which the Hospital is established and incorporated are:-

*(5) Objects*

- (a) To operate the hospital premises that are to be built by the Tallaght Hospital Board at Tallaght, County Dublin (hereafter in the Charter referred to as “the Hospital Premises”) as a public voluntary teaching hospital and, in particular, to carry on at those premises, when the building of them is completed and, pending such completion, at the respective premises of the hospitals hereafter mentioned in this provision, the activities carried on by the Adelaide Hospital, Dublin, the Meath Hospital and the National Children’s Hospital immediately before the commencement of the Health Act, 1970 (Section 76) (Adelaide and Meath Hospital, Dublin, Incorporating the National Children’s Hospital) Order 1996 (hereafter in this Charter referred to as “the transfer day”) and for those purposes, to assume responsibility for:-

*(5)(a) Operation of the Hospital*

- |       |   |  |
|-------|---|--|
| (i)   | The hospital services and equipment provided and held by each of the said hospitals immediately before the transfer day.  | <i>(5)(a)(i) Assumption of responsibility for services and equipment held by the individual hospitals prior to transfer day</i>  |
| (ii)  | Ensuring that persons who retired as members of the staff of the Adelaide Hospital, Dublin, the Meath Hospital and the National Children's Hospital before the transfer day (whether they are person who held contracts of service or contracts for service) and in respect of whom any of the said hospitals provided entitlement to pensions and other rights continue to enjoy the said entitlements.  | <i>(5)(a)(ii) Assumption of responsibility in respect of pensions and other rights of retired members of staff</i>   |
| (iii) | Any surplus or deficit arising from the annual financial determinations by the Minister on behalf of the Eastern Health Board which pertain to the hospital boards of the said hospitals in respect of services rendered by each of the said hospitals prior to the transfer day but excluding the property and capital assets (including private funds) of the Adelaide Hospital Society, any body which for the time being assumes the functions of, or acts as successor to the Meath Hospital and any body which for the time being assumes the functions of, or acts as successor to, the National Children's Hospital, and                                  | <i>(5)(a)(iii) Assumption of responsibility in respect of pre-transfer day surpluses/ deficits</i>   |
| (iv)  | All rights and liabilities in respect of contracts and other choses-in-action and legal proceedings enjoyed by each of the said hospital or to which each of them was subject, immediately before the transfer day (and accordingly, all such rights and liabilities shall stand vested in the Hospital upon the transfer day without any assignment and it shall not be necessary for the Hospital or any of the said hospitals to give notice to the person bound by such choses-in-action of the transfer effected by this provision).   | <i>(5)(a)(iv) Assumption of responsibility in respect of the pre-transfer day contracts and legal proceedings</i>  |
| (b)   | On and after such day or days as may be determined by the Minister, to perform the functions conferred on and assume the responsibilities and liabilities of the Tallaght Hospital Board established by the Tallaght Hospital Board (Establishment) Order (S.I. No. 38 of 1980), and to perform the functions (in particular as respects teaching agreements, employment contracts of staff and all other contracts) performed in relation to the Adelaide Hospital, Dublin, the Meath Hospital and the National Children's Hospital by the Central Council of The Federated Dublin Voluntary Hospitals under the Hospitals Federated and Amalgamation Act, 1961. | <i>(5)(b) Performance of functions and assumptions of responsibilities and liabilities of the Tallaght Hospital Board and of the Central Council of The Federated Dublin Voluntary Hospitals</i> |
| (c)   | To promote and secure the availability as a matter between the patient and his doctor, of such medical and surgical procedures as may lawfully be provided within the state from time to time within the Hospital Premises and any other hospital or medical establishment operated by the Hospital or for the purposes of services otherwise provided by it; the Hospital will ensure the availability of an adequate range of staff to enable this object to  | <i>(5)(c) Ethics</i>   |

be achieved but not so as to prejudice the rights of conscience of individual members of staff of the Hospital, including medical and consultant staff with a contract for medical or surgical services to the Hospital, staff transferred from the Adelaide Hospital, Dublin, the Meath Hospital, the National Children's Hospital and the Central Council of the Federated Dublin Voluntary Hospitals, and staff appointed by the Board.

- |     |   |  |
|-----|---|--|
| (d) | To provide for the treatment of diseases and illnesses requiring medical and surgical relief for persons, whether adult or children and to provide such relief either gratuitously or otherwise.  | <i>(5)(d) Provision of treatment</i>   |
| (e) | To provide as far as possible for the health, happiness and welfare of children and adults accepted as patients.  | <i>(5)(e) Health, happiness and welfare of patients</i>  |
| (f) | To manage the Hospital Premises and services provided by it in the interests of patients.   | <i>(5)(f) Management of hospital Premises and services</i>   |
| (g) | To provide and maintain instruction in medicine and surgery in connection with the treatment of diseases and illnesses and the promotion of health, and so far as conveniently may be to encourage, undertake and promote medical research and education at both the undergraduate and post graduate levels and the investigation of diseases and illnesses by means of lectures and demonstrations delivered in the Hospital Premises or elsewhere and by the preparation and publication of records and reports or otherwise as may seem desirable.   | <i>(5)(g) Instruction in medicine and surgery and provision for medical research</i>   |
| (h) | To establish and support a Faculty of Health Sciences within which there shall be a single College of Nursing, a School of Post Graduate Medical Studies and schools for such other medical and health science disciplines as may be required. The said College of Nursing shall comprise the following schools, namely, the Meath School of Nursing, the Adelaide School of Nursing and the National Children's Hospital School of Sick Children's Nursing, each of which shall be autonomous for the purpose of performing its functions under clause 24 (3) as respects the admission of students to the said College. Each of the said schools may provide for aspects of nurse training or education or for nursing research or development either in relation to its own entrants or for the College of Nursing in general as may be determined by the Board. | <i>(5)(h) Establishment of Faculty of Health Sciences including a College of Nursing and a School of Post Graduate Medical Studies</i> |
| (i) | To accept students of such medical schools as it recognises for the purposes of this paragraph for training in general and paediatric medicine, surgery and other relevant disciplines, upon such terms as it may think fit and generally to act as an institution for the training of medical personnel at both undergraduate and postgraduate levels.   | <i>(5)(i) Acting as an institution for the training of medical personnel</i>   |

- |  |   |
|--|---|
| <p>(j) To maintain the Fundamental Principle upon which the Adelaide Hospital, Dublin was established, namely that it should be an essentially Religious and Protestant Institution, by maintaining the Hospital as a focus for Protestant participation in the health services and thereby preserving its particular denominational ethos. While maintaining this focus and preserving the denominational ethos, freedom of conscience and the free profession and practice of religion by all within the establishments operated by the Hospital are equally affirmed and guaranteed. The Hospital will therefore have a multi-denominational and pluralist character. It is recognised in particular that religious welfare is part of the total welfare of the patient and the support of such religious welfare by chaplains is essential to the attainment of that object.</p> | <p><i>(5)(j) Religious character of the Hospital. Multi-denominational and pluralist character of the Hospital.</i></p>                         |
| <p>(k) To employ or hire by means of contracts of service or contracts for services such persons as may be required to enable the objects of the Hospital to be achieved. The Board shall ensure that all appointments of persons as members of the Hospital staff are on the basis of merit, that the procedures in making any such appointment are fair and equitable and adhere to any Industrial Relations Protocol referred to in Clause (19). The decision of the Board as to the merits of any particular person for such an appointment shall be final.</p>  | <p><i>(5)(k) Appointments</i></p>   |
| <p>(l) To develop the tradition of voluntary support groups for the activities of the Hospital, in particular through the bodies referred to in sub paragraphs (a), (b), and (c), of Clause (12)(3).</p>   | <p><i>(5)(l) Voluntary character of the Hospital</i></p>  |
| <p>(m) To continue close co-operation with the health boards or other health agencies in whose area of operation the establishments operated by the Hospital are situate in providing complementary services in the interests of patients of the Hospital and of the health of the population served by the Hospital.</p>  | <p><i>(5)(m) Co-operation with health boards or other health agencies</i></p>   |
| <p>(n) To solicit and receive subscriptions and gifts of all kinds whether absolute or conditional for the purposes of the Hospital.</p>   | <p><i>(5)(n) Gifts</i></p>  |
| <p>(o) To take over, acquire, administer, manage, maintain or make appropriate provision for the working of any other hospital or any convalescent home or medical institution or residence for nurses or residence for students or institution or college for training nurses so taken over, acquired, administered, managed, maintained or in relation to which provision is so made, as if it were part of the Hospital Premises.</p>   | <p><i>(5)(o) Take over of other hospitals or other institutions</i></p>   |
| <p>(p) To promote and develop paediatric medicine and surgery in the State by developing the work heretofore carried out by the National Children's Hospital and to associate all paediatric services with the name of the National Children's Hospital.</p>   | <p><i>(5)(p) Promotion of paediatric medicine and surgery and the association thereof with the name of the National Children's Hospital</i></p> |



- (q) To maintain and develop sick children's nursing within the College of Nursing and to associate such sick children's nursing with the name of the National Children's Hospital. *(5)(q) Sick children's nursing*
- (r) To promote preventive medicine, health education and health care in the Hospital Premises, in the provision otherwise of hospital services in local communities and generally as may seem desirable. *(5)(r) Promotion of preventive medicine*
- (s) Generally to do all things necessary or expedient for the proper and effective carrying out of any of the objects aforesaid.
- (6) Deleted. [S.I. 228/1996 c5(f)]
- (7) The freedom of conscience and the rights of conscience and the free profession and practice of religion by all associated with the Hospital and in particular the members of staff of the Hospital (including such members transferred from the Adelaide Hospital, Dublin, the Meath Hospital and the National Children's Hospital) are affirmed and guaranteed. *(7) Freedom of conscience and rights of conscience*
- (8) Deleted. [S.I. 228/1996 c5(h)]
- (9) Already deleted [S.I. 374/1980 c3(g)]
- (10) Already deleted [S.I. 374/1980 c3(g)]
- (11) Deleted. [S.I. 228/1996 c5(h)]
- (12) (1) There shall be a Board of the Hospital (in this Charter, other than Clause 16, referred to as "the Board"). *(12)(1) Board of Management*
- (2) The general function of the Board shall be to manage the activities of the Hospital and the services provided by it. *(12)(2) Function of the Board to manage*
- (3) The Board shall consist of 23 members who shall be appointed as follows:- *(12)(3) Composition of the Board*
- (a) 6 members shall be appointed by the Adelaide Hospital Society;
  - (b) 6 members shall be appointed by the Meath Hospital;
  - (c) 3 members shall be appointed by the National Children's Hospital;
  - (d) 6 members shall be appointed by the Minister from among the persons nominated by the President under Clause (13);
  - (e) 2 members shall be appointed by the Minister, one of whom shall have been nominated by the Eastern Health Board (or any successor to its functions) for such appointment and the other of whom shall have been nominated by the Board of Trinity College, Dublin for such appointment.

- (4) The Paediatric Medical Advisory Committee referred to in Clause (16) may propose one or more person for appointment by the National Children's Hospital as a member or members of the Board under paragraph (3)(c). *(12)(4) Role of the Paediatric Medical Advisory Committee*
- (5) The Medical Board referred to in Clause 16 may propose one or more persons for appointment by the Adelaide Hospital Society and by the Meath Hospital as a member or members of the Board under paragraphs (3) (a) and (3) (b) respectively. *(12)(5) Role of the Medical Board*
- (6) One at least of the persons appointed as members of the Board under each of the following provisions, namely, sub paragraphs (a), (b) and (c) of paragraph (3), shall, at the time of his or her appointment, hold a consultant medical post with the Hospital. *(12)(6) Requirement that certain Board members hold a consultant medical post with the Hospital*
- (7) Each body referred to in sub paragraphs (a), (b), and (c) of paragraph (3) may in its discretion – *(12)(7) Alternative methods for appointing a Board member*
- (a) decide to hold an election in such manner as it may determine for the purposes of determining whom it shall appoint as a member of the Board for the purposes of paragraph (6),
- or
- (b) adopt such other method for appointing a member aforesaid for the purposes of paragraph (6), including by way of the delegation of the making of the decision as to the person to be so appointed to the Medical Board referred to in Clause (16) or, as the case may be, to the Paediatric Medical Advisory Committee referred to in the said Clause.
- (8) The bodies referred to in sub paragraphs (a), (b) and (c), of paragraph (3) may enter into an agreement between themselves as to the manner in which each of them shall exercise the powers under paragraph (7) and such an agreement may provide for a uniform method of appointing persons as members of the Board for the purposes of paragraph (6) *(12)(8) Potential agreement as to exercise of powers under (12)(7) and for uniform method of appointing members of the Board*
- (9) If a body referred to in sub paragraph (a), (b), or (c) of paragraph (3) fails or neglects to make any appointment required to be made under the said sub paragraph (a), (b), or (c), as appropriate – *(12)(9) Ability of the Board to co-opt members in certain circumstances*
- (a) In the case of a first such appointment failing to be made after the transfer day within three months after the transfer day.
- (b) In the case of a subsequent such appointment failing to be made (including as a result of a casual vacancy occurring) within three months after the vacancy in the office of the member concerned has arisen.

The Board may make the appointment by co-option; the following provisions shall apply as respects such an appointment by the Board:

- (i) Where the body aforesaid in default would, if it had made the appointment, have been required to appoint such a person in order to comply with paragraph (6) then the person to be appointed shall be a person who, at the time of his or her appointment holds a consultant medical post with the Hospital,
  - (ii) The Board may, for the purpose of determining the particular holder of such a post to be appointed adopt any method the body aforesaid in default could, if it had made the appointment have adopted for that purpose (including a method provided for in an agreement entered into by the body under paragraph (7)),
  - (iii) The Board may, for the purpose of paragraph (4) or (5) of Clause (15), declare a person appointed under this paragraph to have been appointed under Clause (12)(3)(a) or, as appropriate (12)(3)(b) and where the Board makes such a Declaration the person concerned shall be regarded for the purpose of the said paragraph (4) or (5) as the case may be as having been appointed under Clause (12)(3)(a) or (12)(3)(b) as appropriate.
- (10) (a) Any power conferred by this Clause to appoint a person as a member of the Board includes the power to appoint a person to fill a casual vacancy that may arise in the office of that member and the exercise of the said power shall be subject to the like conditions and to compliance with the like procedures as the exercise of the first mentioned power is specified by this Charter to be subject to. *(12)(10) Casual vacancies*
- (b) Any power conferred by this Charter to recommend or nominate a person for appointment as a member of the Board includes the power to recommend or nominate a person for appointment as such a member for the purpose of filling a casual vacancy that has arisen in the office of such a member and -
- (i) The exercise of the said power (“the second-mentioned power”) shall be subject to the like conditions and to compliance with the like procedures as the exercise of the first-mentioned power is specified by this Charter to be subject to.
  - (ii) The provisions of this Charter that apply to a recommendation or nomination made pursuant to the first-mentioned power shall apply to a recommendation or nomination made pursuant to the second-mentioned power.

- (13) (1) (a) There shall be a President of the Hospital (in this Charter referred to as “the President”). *(13)(1) President of the Hospital*
- (b) The President shall be the person who is for the time being the Church of Ireland Archbishop of Dublin.
- (2) (a) It shall be the duty of the President to protect the ethos of the Hospital as set out in this Charter; if any dispute arises concerning that ethos, the President may appoint a Visitor to investigate the dispute and make a recommendation in relation to its resolution. *(13)(2) President’s role in protection of ethos of Hospital and President’s right of nomination*
- (b) The President may nominate six or more persons for appointment by the Minister as members of the Board under Clause (12)(3)(d).
- (c) The President shall only make a nomination aforesaid -
- (i) after having received notification of the name of every person the bodies referred to in sub-paragraphs (a), (b), and (c) of Clause (12) (3) (“the relevant bodies”) propose to appoint under the said sub-paragraph (a), (b), (c) (“the relevant provisions”) not being a person the appointment of whom is to be made for the purpose of filling a casual vacancy only,
- and
- (ii) after consultation with the leaders of such other major Protestant Churches in the State as the President determines ought to be consulted in relation to the making of such a nomination.
- (d) In making nominations aforesaid, the President shall have regard to the need that the persons nominated reflect the position of the Hospital as a focus for the participation by Protestant denominations in the health service and also the need to consider the position of all the communities being served by the Hospital.
- (e) Sub-paragraph (c) (i) of this paragraph shall not apply if the period referred to in Clause (12) (9) (a) or Clause (12) (9) (b) as the case may be, has elapsed without the President having received notification of the name of every person whom the relevant bodies propose to appoint under the relevant provisions, not being a person the appointment of whom is to be made for the purpose of filling a casual vacancy only.
- (f) The President shall not be a member of the Board and shall not be entitled to vote in relation to any matter falling to be decided by the Board.

- |          |   |   |
|----------|---|---|
| (14) (1) | Without prejudice to paragraphs (2) and (4) a member of the Board shall, unless he or she sooner dies or retires or resigns from office, hold office for a period of 3 years.   | <i>(14)(1) Period of office of Board member</i>   |
| (2)      | Without prejudice to paragraph (4) a member of the Board who has been appointed to fill a casual vacancy that has arisen among the members of the Board shall, unless he or she sooner dies or retires or resigns from office, hold office for the unexpired portion of the term of office of the member who has vacated office.  | <i>(14)(2) Board member appointed to fill casual vacancy serves unexpired portion of term</i>       |
| (3)      | A member of the Board whose term of office expires by effluxion of time shall be eligible for re-appointment as such member.  | <i>(14)(3) Eligibility for re-appointment</i>   |
| (4)      | Where the term of office of a member of the Board expires by effluxion of time, that person shall, for so long as he or she consents to act as such a member continue in office as such a member for such period (if any) as elapses after the said expiry without the appointment of a successor to him or her or the reappointment of him or her as a member having been made.                    | <i>(14)(4) Continuation in office following expiry of term and pending appointment of successor</i> |
| (5)      | The Board may act notwithstanding one or more than one vacancy among its members.   | <i>(14)(5) Board may act during vacancies</i>   |
| (15) (1) | There shall be a Chairman of the Board (hereafter in this Charter referred to as “the Chairman”)  | <i>(15)(1) Chairman of Board</i>  |
| (2)      | Subject to paragraphs (4) and (5) the Chairman shall be appointed by the Board from amongst its members.  | <i>(15)(2) Appointment of Chairman of Board</i>   |
| (3)      | The Chairman shall, unless he or she sooner dies or retires or resigns from office, hold office for so long as his or her term of office as member of the Board being the term of office current at the time of his or her appointment as Chairman, remains unexpired.  | <i>(15)(3) Chairman holds office during current term as Board member</i>                            |
| (4)      | Subject to paragraph (6) –<br><br>(a) the first Chairman shall be appointed by the Board from amongst the members of the Board appointed under Clause (12)(13)(a)<br><br>and<br><br>(b) where the office of the first Chairman becomes vacant otherwise than by effluxion of time the vacancy shall be filled by the Board from amongst the members of the Board appointed under Clause (12)(3)(a). | <i>(15)(4) Method of appointment of first Chairman</i>  |
| (5)      | Subject to paragraph (7) –<br><br>(a) the person to be appointed Chairman next time after the term of office of the first Chairman has expired (the “second Chairman”), where that expiry is by reason of effluxion of time shall be appointed by the Board from  | <i>(15)(5) Method of appointment of second Chairman</i>   |

amongst the members of the Board appointed under Clause (12)(3)(b) and

- (b) where the office of the second Chairman becomes vacant otherwise than by effluxion of time the vacancy shall be filled by the Board from amongst the members of the Board under Clause (12)(3)(b).
- (6) Notwithstanding paragraph (4), the first Chairman may, with the consent of the Adelaide Hospital Society, be appointed from amongst the members of the Board generally. *(15)(6) Alternative method of appointment of first Chairman*
- (7) Notwithstanding paragraph (5) the second Chairman may, with the consent of the Meath Hospital, be appointed from amongst the members of the Board generally. *(15)(7) Alternative method of appointment of second Chairman*
- (8) Subject to the provisions of any bye-laws made under Clause (27) the procedure for appointment of the Chairman shall be determined by the Board. *(15)(8) Procedure for the appointment of Chairman*
- (9) There shall be a Vice-Chairman of the Board (hereafter in this Charter referred to as “the Vice-Chairman”) *(15)(9) Provision for Vice-Chairman of Board*
- (10) (a) The Vice-Chairman shall be appointed by the Board from amongst its members. *(15)(10) Vice-Chairman to be appointed from Board members, term of office and method of appointment of Vice-Chairman*
- (b) Subject to the provision of any bye-laws made under Clause (27) the Vice-Chairman shall unless he or she sooner dies or retires or resigns from office, hold office for so long as his or her term of office as member of the Board, being the term of office current at the time of his or her appointment as Vice-Chairman remains unexpired.
- (c) Subject to the provisions of any bye-laws made under Clause (27) the procedure for the appointment of the Vice-Chairman shall be determined by the Board.
- (11) The Board may establish one or more committees for such purposes as it may determine. Any committee so established shall report to the board in relation to its activities in such manner and at such intervals as the Board may determine. *(15)(11) Provision for establishment of Committees by Board*
- (16) (1) In this Clause “the Hospital Board” means the Board referred to in Clause (12)(i).
- (2) There shall be a Medical Board of the Hospital (hereafter in this Charter referred to as “the Medical Board”) the members of which shall be the members for the time being of the consultant medical staff of the Hospital. *(16)(2) Provision for Medical Board*
- (3) There shall be a Chairman and a Secretary of the Medical Board each of whom shall be entitled, *ex officio*, to attend and participate in all meetings of the Hospital Board.

- (4) Paragraph (3) shall not be construed as conferring on either the said Chairman or Secretary the right to vote in relation to any matter falling to be decided by the Hospital Board.
- (5) The said Chairman and Secretary shall report to the Hospital Board in relation to the activities of the Medical Board in such manner and at such intervals as the Hospital Board may determine.
- (6) (a) There shall be a Paediatric Committee of the Hospital which shall be known as the National Children's Hospital Committee and is referred to hereafter in this Charter as "the Paediatric Committee". *(16)(6)(a) Provision for Paediatric Committee*
- (b) The Paediatric Committee shall, subject to the superintendence of the Hospital Board, be responsible for all paediatric services, and services relating thereto provided by the Hospital.
- (c) The membership of the Paediatric Committee shall comprise such persons as the National Children's Hospital determines.
- (d) The Paediatric Committee shall report to the Hospital Board in relation to its activities in such manner and at such intervals as the Hospital Board may determine.
- (e) There shall be a Paediatric Medical Advisory Committee the function of which shall be to assist the Paediatric Committee in carrying out its duties. *(16)(6)(e) Provision for Paediatric Medical Advisory Committee*
- (f) The members of the Paediatric Medical Advisory Committee shall be those members of the Medical Board who for the time being provide paediatric services provided by the Hospital.
- (7) (a) The members of the Medical Board (other than those members who are members of the Paediatric Medical Advisory Committee) shall select the person or persons whom the Medical Board may propose under Clause (12)(5), for appointment by the Adelaide Hospital Society and the Meath Hospital as a member or members of the Hospital Board. *(16)(7) Method of selection of any person proposed by Medical Board as member of Hospital Board*
- (b) The members of the Medical Board who are members of the Paediatric Medical Advisory Committee shall select the person or persons whom that Committee may propose, under Clause 12 (4) for appointment by the National Children's Hospital as a member or members of the Hospital Board.
- (17) Deleted [S.I. 228/1996 s.5(n)]
- (18) Deleted [S.I. 228/1996 s.5(n)]

- (19) (1) The functions vested in the hospital boards of the Adelaide Hospital, Dublin, the Meath Hospital and the National Children's Hospital immediately before the transfer day shall, save to the extent that they are inconsistent with any provision of this Charter, stand transferred to the Board on the said day. The first meeting of the Board shall take place on the transfer day or as soon as is practicable thereafter. *(19)(1) Transfer of functions*
- (2) Every contract (including every contract of service expressed or implied) entered into between any person and any of the following, namely, the Adelaide Hospital, Dublin, the Meath Hospital, the National Children's Hospital, the Tallaght Hospital Board or the Central Council of the Federated Dublin Voluntary Hospitals and which is in force immediately before the transfer day or in the case of the said Board or the said Council before the appropriate day determined by the Minister under Clause (5)(b) shall continue in force on and after the transfer day or, as the case may be, the said appropriate day with the substitution of the Hospital for the said hospital, Board or Council as party to the said Contract. *(19)(2) Continuation in force of contracts after transfer day*
- (3) Where an Industrial Relations Protocol is entered into between representatives of the Adelaide Hospital, Dublin, the Meath Hospital, The National Children's Hospital, the Tallaght Hospital Board and the Central Council of the Federated Dublin Voluntary Hospitals and representatives of the staff of each of those hospitals, the said Board and the said Council and which is expressed to apply in respect of the Hospital, the said protocol shall apply in respect of the Hospital accordingly, together with any written statement of clarification of its terms furnished by the Department of Health at the request of representatives of the said staff. *(19)(3) Application of Industrial Relations Protocol*
- (4) If a Protocol referred to in paragraph (3) stands for the time being amended, or replaced by another Protocol, and the said amendment or replacement has been made with the consent of representatives of the Hospital and representatives of the staff of the Hospital, the Protocol as so amended or, as the case may be, the Protocol which for the time being replaces it, shall apply in respect of the Hospital.
- (20) Deleted. [S.I. 374/1980 3(g)]
- (21) That in case the funds of the Hospital whether arising from donations or annual subscriptions shall so far increase as to permit of the enlarging of any establishment operated by the Hospital for the accommodation of a greater number of patients than can at present be received therein respectively, or of the erection of a new or additional hospital, then the Board may thereupon enlarge the same respectively, or erect such new or additional hospital, or in case such enlargement or erection should be deemed inexpedient by the Board, the Hospital can apply such funds to such other purposes as the Board shall deem most conducive to the objects for which the Hospital has been established. None of the said powers shall be exercised by the Board save with the prior consent of the Minister. *(21) Ability to enlarge or erect new hospital subject to prior consent of the Minister*



- (22) (1) The Board shall keep a record or minutes of all its proceedings. *(22)(1) Board to keep record of proceedings*
- (2) The Hospital shall keep all proper and usual accounts of all money received by or expended by it. Accounts kept in pursuance of this paragraph by the Hospital shall be submitted annually by it to an auditor for audit and, as soon as may be after the audit, such of those accounts as, in the opinion of the Board, may be conveniently published for the information of members of the public, shall be published by the Board. *(22)(2) Hospital to keep audited accounts*
- (3) As soon as may be, after the end of each year, the Hospital shall prepare and publish a report in relation to its activities during that year. *(22)(3) Hospital report to be published on annual basis*
- (23) That the Hospital may appoint (whether by means of contracts of service or contracts for services), and remove, as members of its staff, such and so many persons as it considers necessary for the due performance of its functions (including chaplains, secretary – managers, and all other officers, matrons, nurses, medical and consultant staff and all other staff) and pay to the said persons such salary and wages, or pensions or annual allowances or donations in lieu thereof as appear to the Hospital to be just and reasonable and are not contrary to any enactment for the time being in force. *(23) Hospital may make appointments*
- (24) (1) The Hospital shall establish one College of Nursing (hereafter in this clause referred to as “the College”). *(24) Provision for College of Nursing*
- (2) The College shall in accordance with the subsequent provisions of this Clause receive students for training as nurses for such periods and for such fees (if any) as the Board may from time to time determine and may issue certificates of fitness to such students on completion by them of their training.
- (3) Admission to the College shall be through one of the constituent Schools of Nursing referred to in Clause (5)(h).
- (4) (a) The Adelaide Hospital Society may nominate in each year such number of persons (not exceeding 40 or such greater number as the Board may, with the consent of the Minister, determine) as appear to it to be suitable for admission by the Hospital to the Adelaide School of Nursing and the Hospital shall accordingly admit to the said School in that year each person so nominated by the said Society. *(24)(4)(a) Right of the Adelaide Hospital Society to nominate persons to the Adelaide School of Nursing*
- (b) The Meath Hospital may nominate in each year such number of persons (not exceeding 60 or such greater number as the Board may, with the consent of the Minister, determine) as appear to it to be suitable for admission by the Hospital to the Meath School of Nursing and the Hospital shall accordingly, admit to the said School in that year each person so nominated by the first-mentioned hospital. *24(4)(b) Right of the Meath Hospital to nominate persons to the Meath School of Nursing*

- (c) The National Children's Hospital may nominate in each year such number of persons (not exceeding 21 or such greater number as the Board may, with the consent of the Minister, determine) as appear to it to be suitable for admission by the Hospital to the National Children's Hospital School for Sick Children's Nursing and the Hospital shall accordingly, admit to the said School in that year each person so nominated by the first-mentioned hospital.
- (24)(4)(c) *Right of the National Children's Hospital to nominate persons to the National Children's Hospital School of Sick Children's Nursing*
- (5) Nothing in this Clause shall prejudice the provisions of the Nurses Act, 1985
- (25) (1) All the powers of the Hospital shall be vested in and exercisable by the Board.
- (25)(1) *Powers of Hospital vested in Board*
- (2) The Board may delegate to such person or persons as it considers suitable any of its functions in relation to the appointment or removal of members of the Hospital's staff (including staff employed under contracts for services).
- (25)(2) *Board may delegate functions relating to appointment and removal of members of Hospital staff*
- (26) Deleted. [S.I. 228/1996 c.5(v)]
- (27) (1) The Board may, with the consent of each of the bodies referred to in sub-paragraphs (a), (b) and (c) of Clause (12)(3) make bye-laws for the government of the Hospital and in relation to the manner in which it conducts any of its activities or any matter consequential on or incidental to the said matters.
- (27)(1) *Bye-Laws*
- (2) The Board may, with the consent of each of the aforesaid bodies, make bye-laws revoking or amending bye-laws under this Clause (including bye-laws under this paragraph)
- (27)(2) *Revocation and amendment of bye-laws*
- (3) A decision by the Board to make any particular bye-laws under this Clause shall require the approval of at least three quarters of the members of the Board present and voting at the meeting concerned.
- (27)(3) *Qualified majority voting*
- (4) Bye-laws under this Clause shall not be repugnant to or inconsistent with this Charter or any enactment for the time being in force.
- (28) That in respect of sums payable to the Hospital and with a view to ensuring that no ambiguity arises in respect of references to the three hospitals the activities of which are integrated by the Health Act, 1970 (Section 76) (Adelaide and Meath Hospital, Dublin, Incorporating the National Children's Hospital) Order 1996, the following provisions shall have effect as respect any gift whether testamentary or inter vivos made on or after the transfer day –
- (28) *Gifts*
- (a) references to such a gift to the Adelaide Hospital shall, unless the context otherwise requires, be construed as references to the Adelaide Hospital Society (within the meaning of Clause (34)).

(b) references in such a gift to the Meath Hospital shall, unless the context otherwise requires, be construed as references to the Meath Hospital (within the meaning of Clause (34)).

(c) references in such a gift to the National Children's Hospital shall, unless the context otherwise requires, be construed as references to the National Children's Hospital (within the meaning of Clause (34)).

and

(d) references in such a gift to The Adelaide & Meath Hospital, Dublin incorporating The National Children's Hospital or to the Adelaide & Meath Hospital, Dublin shall, unless the context otherwise requires, be construed as references to the Hospital.

(29) That the Board may, in its discretion, either permit any funds, securities or properties of any kind vested in the Hospital or to which the Hospital may be entitled or which may be at any time given, devised or bequeathed to it either to remain on the securities in which they shall at the date hereof, or at the time of such gift, devise or bequest, be invested, or at any time and from time to time, sell and convert the same or any part hereof, and lay out and invest from time to time the proceeds of such sale and conversion or any of the funds of the Hospital in such manner as the Board may in its absolute discretion from time to time determine and the Board may from time to time vary and transpose the said investments into or for others or any nature hereby authorised.

*(29) Investments*

(30) And that it shall and may be lawful for the Board from time to time, by Indenture under the Common Seal of the Hospital to demise any of its lands, tenements and hereditaments for any term commensurate with the terms or interest of the Hospital in the said lands, tenements or hereditaments for the time being proposed to be demised, and for any rent and fine appearing reasonable and just, and so that in every such demise there be contained a covenant by the lessee for due payment of the rent.

*(30) Property*

(31) And that it shall be lawful for the Board from time to time, as they shall think fit for the benefit of the Hospital, and in its name or under its Common Seal, to enter into contracts for the sale or, and to sell all or any part of the lands, tenements or hereditaments of whatsoever tenure, corporeal or incorporeal, which now belong to or shall hereafter be purchased by, given, granted, devised, or bequeathed to or vested in the Hospital upon such terms and subject to such restrictions, stipulations and conditions as to title or evidence of title or otherwise as they shall think fit, and with power to buy in, or rescind, or vary any contract for sale and to resell without being answerable for any loss, occasioned thereby and the receipt of the Hospital under its Corporate Seal for the purchase monies shall be a sufficient discharge to the purchaser or purchasers who shall not be bound to see to the application of the purchase money or any part thereof, or be answerable or responsible for the loss or misapplication thereof and the proceeds of such sales as aforesaid after payment thereof of all costs and expenses properly and necessarily incurred, shall be applied for the benefit of the Hospital in the same manner in

*(31) Contracts for sale*

all respects as if the same formed part of the capital funds of the Hospital.

- (32) That it shall be lawful for the Board with the consent of the Minister and each of the Bodies referred to in sub-paragraphs (a), (b), and (c) of Clause (12)(3) to surrender this Charter, and to wind up or otherwise deal with the affairs of the Hospital in such manner as the Board shall think expedient having regard to the liabilities of the Hospital for the time being and using any remaining assets for objects as close to those in this Charter as possible. *(32) Surrender of Charter*
- (33) The Board may not seek any amendment of this Charter without the consent of each of the bodies referred to in sub-paragraphs (a), (b) and (c) of Clause (12)(3). *(33) Amendment of Charter*
- (34) (1) In this Charter:- *(34)(i) Definitions*
- “The Adelaide Hospital Society” means the company incorporated under that name on the 9<sup>th</sup> day of November 1994 or any body which for the time being assumes the functions of or acts as successor to the said company.
- “The Meath Hospital” means the Meath Hospital or County of Dublin Infirmary or any body which for the time being assumes the functions of or acts as successor to the said hospital.
- “The Minister” means the Minister for Health.
- “The National Children's Hospital” means the company incorporated under that name on 24<sup>th</sup> day of April 1952 or any body for which the time being assumes the functions of or acts as successor to the said company.
- (2) In this Charter:-
- (a) a reference to a clause is a reference to a clause of this Charter unless it is indicated that reference to a provision of some other Charter or enactment is intended.
- (b) a reference to a paragraph is a reference to the paragraph of the provision in which the reference occurs unless it is indicated that reference to some other provision is intended.
- and
- (c) a reference to any enactment shall be construed as a reference to that enactment as amended or adopted by or under any subsequent enactment.

**AND OUR WILL AND PLEASURE FURTHER IS** that these Our Letters Patent, or the enrolment thereof, shall be in all things good, firm, valid, sufficient, and effectual in the law unto the Society against Us, Our Heirs and Successors, in all Our Courts, anything hereinbefore contained to the contrary thereof in anywise notwithstanding.

**PROVIDED ALWAYS** that these Our Letters Patent be enrolled in the Record and Writ Office of the Chancery Division of Our High Court of Justice in Ireland within the space of six months next ensuing the date of these presents.

**IN WITNESS THEREOF** we have caused these Our Letters to be made Patent.

**WITNESS** Our Lieutenant-General and General Governor of Ireland at Dublin this 27<sup>th</sup> day of November in the Eleventh year of Our Reign.

## SCHEDULE

(

### Part 1

In relation to the Meath Hospital, it is hereby recorded that –

*Schedule to S.I.  
228/1996*

- (a) Inadequate premises necessitated several moves of the hospital, to Skinner's Alley in 1757, to Meath Street in 1760 and to Earl Street in 1766 and to a new building in the Coombe opened in 1773,
- (b) A petition was presented to the Irish House of Commons to have the hospital constituted the County Infirmary of Dublin and by Act of Parliament in 1774 the hospital was designated for the use of the County of Dublin and the private subscribers who supported the hospital willingly and without reward gave over the hospital for the use of the said County forever and it has henceforth been known as the Meath Hospital or County of Dublin Infirmary.
- (c) It being found that the building in the Coombe was inconveniently small an Act of Parliament was passed in 1815 to facilitate the erection of a new hospital on another site, adequate to the necessary accommodation of the numerous population of the County of Dublin, embracing a great part of the Earl of Meath's Liberty, the populous abodes of the poor working manufacturers, whose occupations rendered them liable to various diseases, and frequently exposed them to accidents, requiring prompt and skilful surgical assistance.
- (d) A new site in Long Lane, known as "Naboth's Vineyard and the "Dean's Cabbage Patch" was purchased from the Dean and Chapter of St Patrick's Cathedral and a new building for the hospital was completed and opened in 1822 at Heytesbury Street.
- (e) The Meath Hospital developed medical care under a succession of great physicians and surgeons, including Sir Philip Crampton who was surgeon to the hospital from 1798 to 1858 and who helped found the National Children's Hospital in 1821, Sir William Dease, Robert James Graves who developed bed side teaching and who also served as Consultant Physician to the Adelaide Hospital, Dublin and who influenced medical training throughout the world, and Whitley Stokes, Physician in the hospital from 1818 to 1826 and his son William Stokes, student of, and later colleague of Robert James Graves, who succeeded his father as Physician in the hospital and whose clinical brilliance and published medical works has sustained his name in a most eminent position in the history of medicine.
- (f) The Meath School of Nursing has provided professional training for nurses to the highest standards and leadership in the development of the nursing profession in Ireland.
- (g) The Meath Hospital has continued this medical and nursing tradition of bed side clinical teaching, research, care of the poor and under privileged and has in modern times developed specialised services such as those in urology, psychiatry,

orthopaedics, haematology, endocrinology and nephrology and many other branches of modern medical and nursing practice.

- (h) The Meath Hospital Act, 1951, was enacted for the purpose of re-constituting the Joint Committee of the hospital and in 1961 the Meath Hospital joined with other hospitals to form the Federated Dublin Voluntary Hospitals under the Hospital Federation and Amalgamation Act, 1961, in the hope of replacing smaller hospitals with a larger more modern public voluntary teaching hospital.

## **Part II**

In relation to the National Children's Hospital, it is hereby recorded that –

- (a) The said founder, Sir Henry Marsh, being both a physician and surgeon, having studied at La Charité Hospital in Paris, returned to Ireland to establish the National Children's Hospital as the Institute for Diseases of Children in Pitt Street (now Balfe Street), the hospital being known as “the Pitt Street Institution),
- (b) Sir Lambert Ormsby established the National Orthopaedic and Children’s Hospital, in 7 Upper Kevin Street in 1875 and later moved this hospital to 7 Adelaide Road in 1879.
- (c) Both “the Pitt Street Institution” and the National Orthopaedic and Children’s Hospital formally joined together to form a single hospital in 1884 as the National Children's Hospital and moved to Harcourt Street in 1887.
- (d) The National Children's Hospital has always been to the forefront of children’s medicine especially in teaching concerning the diseases of children to students and to doctors and to nurses, a training school for nurses being founded in the hospital, as the Dublin Red Cross Training School for Nurses in 1884 and which has been continued by the National Children's Hospital.
- (e) Many distinguished physicians and surgeons worked in the National Children’s Hospital including William Stokes, Richard Evanson, Henry Maunsell, and Fleetwood Churchill who also served as Consulting Accoucheur at the Adelaide Hospital, Dublin.
- (f) Dr Charles West, who had been to Dublin to study with one of the founders of the Pitt Street Institution, Dr Charles Johnson and with Dr William Stokes, Physician to the Pitt Street Institution, returned to London and founded the Hospital for Sick Children, Great Ormond Street, London in 1852.
- (g) Robert Collis, a physician of the National Children's Hospital, wrote notable books on neonatal paediatrics and founded the Irish Paediatric Association in 1933, the principal academic and scientific body for doctors working with children.

- (h) Paediatric medicine has continued to be advanced at the National Children's Hospital including the provision of a comprehensive paediatric radiology service, the national haemophilia centre, and by assuming the paediatric services formerly provided by St. James's Hospital in 1978, St. Ultan's Hospital in 1982 and the Adelaide Hospital, Dublin in 1987 and the treatment of over 50,000 children each year and involving an extensive research programme into children's diseases and health.
- (i) The National Children's Hospital in 1961 joined with other hospitals to form the Federated Dublin Voluntary Hospitals under the Hospitals Federation and Amalgamation Act, 1961, in the hope of replacing smaller hospitals with a larger modern public voluntary teaching hospital.

### **Part III**

In relation to the Adelaide Hospital, Dublin, it is hereby recorded that -

- (a) The Adelaide Hospital engaged Miss Bramwell, who with Miss Florence Nightingale had given herself to the care of wounded soldiers in the Crimea, to establish the Adelaide School of Nursing which School was founded as a School in which Protestant Nurses may be trained in 1859.
- (b) The Adelaide Hospital as a general teaching hospital has been at the forefront of many medical advances including Sir Kendal Franks' work in developing antiseptic surgery, Dr. Kathleen Lynn's and Dr. Ella Webb's pioneering work in preventive medicine with children in Dublin, Dr. Denis Burkitt's work on cancer of the jaw, known as Burkitt's Lymphoma, and on the relationship between diet and disease, Wallace Aykroyd's international contribution to nutrition and deficiency disease and William Rutherford's work in Belfast between 1967 and 1986 on accident and emergency medicine; the Adelaide Hospital being the first Dublin general teaching hospital to introduce a skin clinic (1866), a gynaecological unit (1868), bacteriological control of milk (1904), Lady Almoners (1918), a psychiatric out-patients unit (1936), special wards for pulmonary tuberculosis (1938) and an intensive care unit (1965).
- (c) The Adelaide Hospital established a Convalescent Home known as the Fetherston-Haugh Convalescent Home, Rathfarnham, County Dublin in 1894 and which for many years was an invaluable part of the Adelaide Hospital's service to the sick poor and having served its purpose was sold in 1961 and the proceeds used to develop the Fetherston-Haugh Wing at the said hospital in Peter Street which was opened in 1968.
- (d) The Adelaide Hospital in 1961 joined with the other hospitals to form the Federated Dublin Voluntary Hospitals under the Hospital Federation and Amalgamation Act, 1961 in the hope of replacing smaller hospitals with a larger modern public voluntary teaching hospital.



Given under the official seal of  
the Minister for Health this 31<sup>st</sup>  
day of July 1996.

L.S.

MICHAEL J. NOONAN  
Minister for Health

A draft of this Order, pursuant to Section 76(2) of the Health Act, 1970, was laid before each House of the Oireachtas and was approved by resolution of Dáil Éireann on 3<sup>rd</sup> July 1996 and by resolution of Seanad Éireann on 26<sup>th</sup> June 1996.

## **APPENDIX**

*Number 23 of 1996*

### **HEALTH (AMENDMENT) (NO. 2) ACT, 1996**

#### **ARRANGEMENT OF SECTIONS**

##### **Section**

1. Definitions
2. Powers of Minister under section 76 of Health Act, 1970
3. Provision in relation to Hospitals Federation and Amalgamation Act, 1961
4. Short title, collective citation and construction

**Health (Amendment)  
(No. 2) Act, [1996]  
1996**

**ACTS REFERRED TO**

Health Act, 1970	1970, No. 1
Health (Amendment) Act, 1996	1996, No. 15
Health (Corporate Bodies) Act, 1961	1961, No. 27
Hospitals Federation and Amalgamation Act, 1961	1961, No. 21

**HEALTH (AMENDMENT)  
(NO. 2) ACT, 1996**

AN ACT TO ENLARGE THE POWERS OF THE MINISTER FOR HEALTH UNDER SECTION 76 OF THE HEALTH ACT, 1970 TO CLARIFY THE EFFECT OF THE HOSPITALS FEDERATION AND AMALGAMATION ACT, 1961, IN RELATION TO ANY BODY CORPORATE ESTABLISHED BY VIRTUE OF THE EXERCISE OF THE SAID POWERS AND TO PROVIDE FOR RELATED MATTERS. [15<sup>th</sup> July 1996]

BE IT ENACTED BY THE OIREACHTAS AS FOLLOWS:

1. In this Act –

*Definitions*

“functions” includes powers and duties and references to the performance of functions include, as respects powers and duties, references to the exercise of the powers and the carrying out of the duties;

“the Minister” means the Minister for Health

“the relevant section” means section 76 of the Health Act, 1970

2. (1) Where the Minister considers that any re-organisation or extension of the provision of hospital services in connection with which an order under the relevant section is proposed to be made would be more effectually carried out by including a provision in such an order –

*Powers of Minister  
under 76 of Health  
Act 1970*

- (a) providing for the establishment of a body corporate and the assignment of a title to it, and
- (b) where the said order relates to the charter of a hospital, providing that the provisions of that charter shall, in lieu of applying or having effect in relation to the body incorporated by that charter, be deemed to apply and have effect in relation to the body corporate established by the said provision.

the minister may include such a provision in that order.

(2) An order under the relevant section which contains the provision referred to in *subsection (1)* of this section may also provide for –

- (a) the transfer of the body corporate established by the said provision of such of the functions, property, rights, liabilities or members of staff of –
  - (i) the first-mentioned body in *subsection (1)(b)* of this section (hereafter in this section referred to as “the original body”),

- (ii) any other hospital or any body corporate established under the Health (Corporate Bodies) Act, 1961, involved in the re-organisation or extension of hospital services in connection with which the order is made, or
  - (iii) the Central Council of the Federated Dublin Voluntary Hospitals, as is or are specified in the order,
- (b) the conferral of such powers on the original body as, in the opinion of the Minister, are necessary, in consequence of the disapplication to it of the provisions of the charter concerned by the said provision, to enable it to wind up its affairs or otherwise deal with any property, rights or liabilities of it, and
- (c) any matters consequential on, or incidental to, the matters referred to in *paragraph (a) or (b)* of this subsection.
- (3)
  - (a) The Minister may, on the application of the body corporate established by the order under the relevant section, by order, amend that order.
  - (b) Subsections (2) and (3) of the relevant section shall apply to an order under this subsection as they apply to an order under the relevant section
- (4) For the purposes of subsection (2) of the relevant section, a draft of an order under that section containing the provision referred to in *subsection (1)* of this section and providing for one or more than one of the matters referred to in *subsection (2)* of this section may be laid before each House of the Oireachtas and a resolution approving of that draft may be passed by each such House, notwithstanding that such laying and the passing by each such House of such a resolution take place before the passing of this Act.
- 3. Nothing in the Hospitals Federation and Amalgamation Act, 1961, and in particular the provisions of section 14 thereof, shall be construed as prejudicing the performance by a body corporate established by an order under the relevant section of its functions and, in particular, its functions in respect of matters to which the said section 14 relates.
 

*Provision in relation to Hospitals Federation and Amalgamation Act, 1961*
- 4.
  - (1) This Act may be cited as the Health (Amendment) (No.2) Act, 1996
  - (2) The Health Acts, 1947 to 1994 the Health (Amendment) Act, 1996 and this Act may be cited together as the Health Acts, 1947 to 1996, and shall be construed together as one.

*Short title, collective citation and construction*

**Bye-Laws of the Adelaide and Meath Hospital Dublin, Incorporating The  
National Children's Hospital.**

Pursuant to the provisions of Clause 27 of the Charter of AMNCH, the following arrangements are agreed as bye-laws (the "Bye-Laws") for the government of the Hospital and in relation to the manner in which it conducts any of its activities or any matter consequential on or incidental to the said matters.

1. The Hospital Board shall consist of 11 (eleven) members who shall be appointed/nominated as follows:
  - (a) 1 (one) member shall be appointed by the Adelaide Hospital Society;
  - (b) 1 (one) member shall be appointed by the Meath Foundation;
  - (c) 1 (one) member shall be appointed by the National Children's Hospital;
  - (d) 4 (four) members shall be appointed by the Minister for Health on the nomination of the President of the Hospital;
  - (e) 2 (two) members shall be appointed by the Minister for Health, one of whom shall have been nominated by the Health Service Executive (or any successor to its functions) for such appointment and the other of whom shall have been nominated by the Board of Trinity College, Dublin for such appointment; and
  - (f) 2 (two) members shall be appointed by the Minister for Health on the nomination of the Hospital Board.
2. Notwithstanding Clause 12(6) of the Charter, the Adelaide Hospital Society, the Meath Foundation, the National Children's Hospital, the President and the Minister shall consult and co-operate with each other to ensure that an appropriate skills mix is appointed or nominated to the Hospital Board.
3. The Hospital Board shall elect one of the Minister's appointees as its Chair.
4. The quorum for any meeting of the Hospital Board shall be 6 (six).
5. Without prejudice to paragraph 8, a member of the Board, including a member of the Board who has been appointed to fill a casual vacancy that has arisen among the members of the Board shall, unless he or she sooner dies or retires or resigns from office, hold office for a period of 3 years.
6. Notwithstanding paragraph 5, three of the members of the Board first appointed or reappointed to the Board under paragraphs 1(a) to (e) on or after the making of these bye laws, having been selected by lot, shall hold office for a period of one year and a further three such members, having been selected by lot, shall hold office for a period of two years.

7. A member of the Board whose term of office expires by effluxion of time shall be eligible for re-appointment as such member but a person shall not hold office for more than 3 (three) consecutive terms or 9 (nine) consecutive years whichever is the longer.
8. Where the term of office of a member of the Board expires by effluxion of time, that person shall, for so long as he or she consents to act as such a member continue in office as such a member for such period (if any) as elapses after the said expiry without the appointment of a successor to him or her or the reappointment of him or her as a member having been made.
9. The Board may act notwithstanding one or more than one vacancy among its members.
10. None of the provisions of these Bye Laws shall be construed in any manner which is repugnant to the provisions of the Charter or in a manner which could be capable of contravening or breaching Clause 27 (4) of the Charter.
11. The Bye Laws approved by the Board at its meeting on 24<sup>th</sup> November 2011 are hereby revoked.
12. Save and except as strictly amended by the provisions of these Bye Laws, all other provisions of the Charter shall remain in full legal force and effect until such time as a replacement Statutory Instrument is enacted.
13. Terms not defined in these Bye Laws, shall have the meaning ascribed to them in the Charter.

Approved by the Hospital Board at its meeting on 26<sup>th</sup> November 2014.

Ends.

## Appendix 12

### Board Competency Framework

	Competency	Rationale	Governance Outcomes
<b>Knowledge</b>			
K1	Knowledge of the Irish health system	Understands the environment that the hospital operates, the relationship with key stakeholders including the Department of Health, Health Service Executive, Health Information and Quality Authority. Understands community demographics and needs	Oversee and support building of strategic partnerships to achieve objectives. Ensure that the organisation does not operate in isolation of the national system for delivery of care. Support development with community organisation, primary and secondary care providers
K2	Knowledge of the Hospital and the executive management team	Understands the ethos, values, mission and strategy of the hospital. Understands the complexity of the organisation's challenges	Contribute to the vision and strategic direction for the organisation. Approve and monitor implementation of the strategy
K3	Knowledge of the legal and regulatory environment	Understands the Health (Amendment) Act 1996 (Accountability Legislation) and the Health (Amendment) Act 2005 and other relevant legislation including Health and Safety legislation, Taxation and Finance Acts, HR Legislation, Companies Act, Data Protection Act, Freedom of Information, and Public Procurement	Oversee compliance with legal and regulatory requirements
K4	Knowledge of corporate and clinical governance	Knows the difference between governance and management. Understands the fiduciary role of directors	Act as directors of a hospital board and not representative of any group. Monitors the executive's performance and holds the executive management team to account but does not cross into the management role. Oversee and monitor the management of corporate and clinical risks
K5	Knowledge of quality and patient safety processes	Understands quality and safety methodologies	Oversee the quality and safety improvement efforts and practices to improve patient experience and access



<b>Skills: Analytical and Technical</b>			
S1	Performance oversight	Understands the dashboard of information and metrics required to oversee key quality and safety outcomes for patients	Provide assurances to the public that the service is providing sustainable safe, effective person-centred care. Board has access to the relevant information to support governance objectives. Approves and monitors hospital's compliance with the Section 38 agreement.
S2	Financial Acumen	Understands the economics of health care and the plan and budgets required to achieve the organisation's mission. Can read and interpret financial reports	Oversee and monitor financial performance to ensure organisation is operating within its funding allocation. Review and approve operating, capital and strategic budget. Provide assurances to the public that the service is managing its resources effectively
<b>Skills: Attitudes and personal characteristics</b>			
S3	Improvement focused	Considers information and follows a logical sequence to make decisions	Board decisions are based on information that identifies opportunities for improvement and learning. Board structures and processes are consistent with best practice
S4	Open-minded, independent thinking	Considers diverse opinion and maintains own values and opinions despite opposition and influence.	Decisions are reached that consider all director's views and values
S5	Effective communication	Gives and receives information clearly	Board decisions are based on reasoned debate and contributions of members
S6	Integrity	Trustworthy and conscientious and acts openly and honestly	Board acts in the best interest of patients and service users. Board members declares any real or perceived conflicts of interests. Processes are in place to deal with conflicts of interest
S7	Effective judgement	Applies logical, risk based decision making	Risks are continuously prioritised and monitored. Clear schemes of delegation of authority are in place
S8	Orientation to negotiation and conflict resolution	Ensures that conflicts are resolved through negotiation	Accepts that the board has the authority and that individual board members have none. Board makes effective decisions based on reasoned open debate. Conflicts are resolved to ensure that focus is achieving hospital mission



An Rialálaí  
Carthanas  
Charities  
Regulator

# Charities Governance Code

### **Legal Disclaimer**

This governance code is issued by the Charities Regulator under section 14(1)(i) of the Charities Act 2009, to encourage and facilitate the better administration and management of charitable organisations. It is intended to provide support to charity trustees to meet their legal duties, by putting in place systems and processes which focus on advancing the charitable purpose and providing a public benefit and ensuring charities are managed in an effective, efficient, accountable and transparent way.

It is not, nor is it intended to be, a definitive statement of the law and it does not constitute legal advice. Charity trustees are recommended to obtain their own legal advice where necessary. The Charities Regulator accepts no responsibility or liability for any errors, inaccuracies or omissions in this governance code.

# Contents

<b>About the Charities Governance Code .....</b>	<b>5</b>
What is the Code? .....	5
Who is the Code for? .....	6
Why did we write the Code? .....	6
<b>How should you use the Code? .....</b>	<b>7</b>
Showing how well you are complying with the Code .....	8
Legal duties of charity trustees .....	10
<b>Ten steps to reporting on compliance .....</b>	<b>11</b>
<b>The six principles of charity governance .....</b>	<b>13</b>
Principle 1: Advancing charitable purpose .....	14
Principle 2: Behaving with integrity .....	16
Principle 3: Leading people .....	18
Principle 4: Exercising control .....	20
Principle 5: Working effectively .....	22
Principle 6: Being accountable and transparent .....	24
<b>Appendices .....</b>	<b>27</b>
Appendix 1: Glossary of terms used .....	28
Appendix 2: Compliance Record Form .....	37
Appendix 3: Resources .....	50

---

**This Charities Governance Code explains  
the minimum standards you should meet to  
effectively manage and control your charity.**

## About the Charities Governance Code

This Charities Governance Code explains the minimum standards you should meet to effectively manage and control your charity. Good governance involves putting in place systems and processes to ensure that your charity achieves its charitable objectives with integrity and is managed in an effective, efficient, accountable and transparent way.

We have included a glossary of terms we use in this guide on pages 28 to 36.

We refer to this Charities Governance Code as the ‘Code’ in this document.

## What is the Code?

The Charities Governance Code is:

- six principles of governance which all charities should apply;
- core standards that we expect all charities to meet when putting the principles into action; and
- additional standards that reflect best practice for charities with high levels of income and/or complex organisational and funding structures and/or significant numbers of employees.

We wrote the Code with volunteer-only charities and charities with a small number of paid staff in mind, as this reflects the reality of the charity sector in Ireland where these two groups make up the majority of registered charities.

Additional governance standards have been included which we expect more complex charities to meet.

For these reasons, the Code is relevant for every charity operating in Ireland.

---

## Who is the Code for?

This document is for charity trustees. The term ‘charity trustee’ can include:

- committee members;
- council members;
- board members; or
- directors of a charity.

By law, charity trustees have individual and joint responsibility for what happens within their charity. This means that if their charity does not meet its legal duties, they are responsible both as individuals and together as a board, committee, council or other core group (referred to in this Code as the ‘board’).

## Why did we write the Code?

In March 2017, the Charities Regulator set up a Consultative Panel on the Governance of Charitable Organisations. The Panel’s report<sup>1</sup> was published in May 2018 and made 10 proposals including:

- There should be a new Governance Code for charities issued by the Charities Regulator to facilitate the better administration, management and governance of charitable organisations;
- The new Governance Code should be principles-based and should operate on a ‘comply or explain’ basis;
- The new Governance Code should be proportionate.

### **This Code will help charity trustees meet their legal duties under charity law.**

The Charities Regulator is aware that some charities must also comply with other rules and codes specific to their area of work. This Code specifically aims to help charity trustees to put good governance systems and processes in place, which will assist them in meeting their legal duties under charity law. (See Legal duties on page 10).

---

1 ‘Report of the Consultative Panel on the Governance of Charitable Organisations’ - available from: <https://www.charitiesregulator.ie/media/1389/report-of-the-consultative-panel-may-2018.pdf>

## How should you use the Code?

You should read this Code and be familiar with its six principles and its standards – core and additional. You then need to comply with the Code by deciding:

- what actions you will take to meet each core standard; and
- what evidence you will keep to show that you have met the standard.

To make it easy for you to give us this information, we have included at the end of this document the ‘Charities Governance Code Compliance Record Form’ also referred to as the ‘Compliance Record Form’ in this Code. A version that you can edit is also available on our website<sup>2</sup>.

We expect all charities to meet all of the core standards set out in this Code, unless a particular core standard does not apply to a particular charity. For example, if you are a volunteer-only charity you cannot meet core standards that apply to charities that employ staff.

We expect more complex charities to meet both the core and the additional standards set out in this Code. Each charity should decide for itself whether their charity should meet the additional standards and base this decision on indicators such as:

- your charity’s income;
- the number of employees you have; and
- the complexity of your activities including things like,
  - working with vulnerable people,
  - operating overseas, or
  - having large numbers of volunteers.

Some charities, regardless of their complexity, may also decide to meet some or all of the additional standards if they have the organisational capacity to do so.

---

2 The ‘Charities Governance Code Compliance Record Form’ can be downloaded from our website - [www.charitiesregulator.ie](http://www.charitiesregulator.ie)



## Showing how well you are complying with the Code

Every charity must provide an annual report to the Charities Regulator. As part of your annual report, you must indicate whether or not your charity complies with the Code. If your charity is not complying with the Code, we will ask you to explain why. Valid reasons for non-compliance may include:

- Your charity is in the process of winding up.
- Your charity is newly established and needs more time to fully comply.

### How to report compliance

To comply with the Code, you must complete the Compliance Record Form (included at the end of this document and on our website) every year. On the form, you need to identify the actions you took in the year to meet each standard.

**You must keep this Compliance Record Form as the Charities Regulator could ask you for it at any time.**

We know that every charity is unique. For this reason, the language we use in each standard is broad so that you can choose how your charity meets the standards to suit your charity's specific circumstances.

### Example

The use of the phrases 'regularly' and 'from time to time' allows your board of charity trustees to discuss, agree and document what time period is appropriate for your charity, in terms of size, income and structure.

### Evidence – wide variety acceptable

There is also flexibility about the type of evidence that we expect. For a volunteer-only charity, for example, we will be satisfied with board minutes that show decisions have been discussed and documented. This will be enough to meet many of the core standards in this Code.

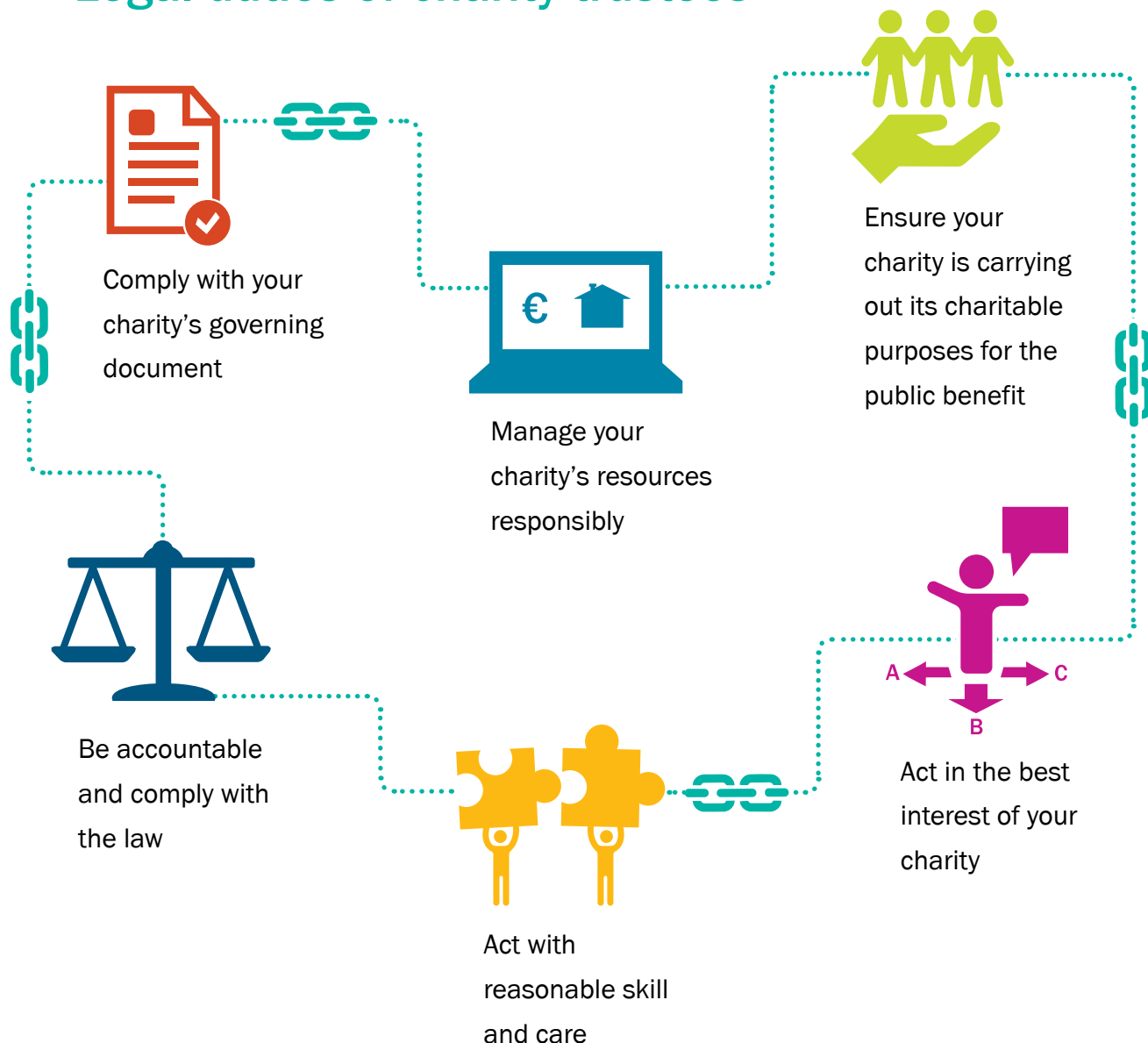
---

In time, we will publicly display whether or not your charity complies with this Code. This will be part of your entry on the Register of Charities<sup>3</sup>. Where compliance with the Code is indicated on the Register of Charities, it should give confidence to all stakeholders that your charity has effective governance systems and processes in place.

---

3 The Register of Charities is available from:  
<https://www.charitiesregulator.ie/en/information-for-the-public/search-the-charities-register>

## Legal duties of charity trustees<sup>4</sup>



### An important note about legal requirements

Charity trustees have specific duties under the Charities Act 2009 and must make sure that their charity complies with the requirements of other relevant legislation.

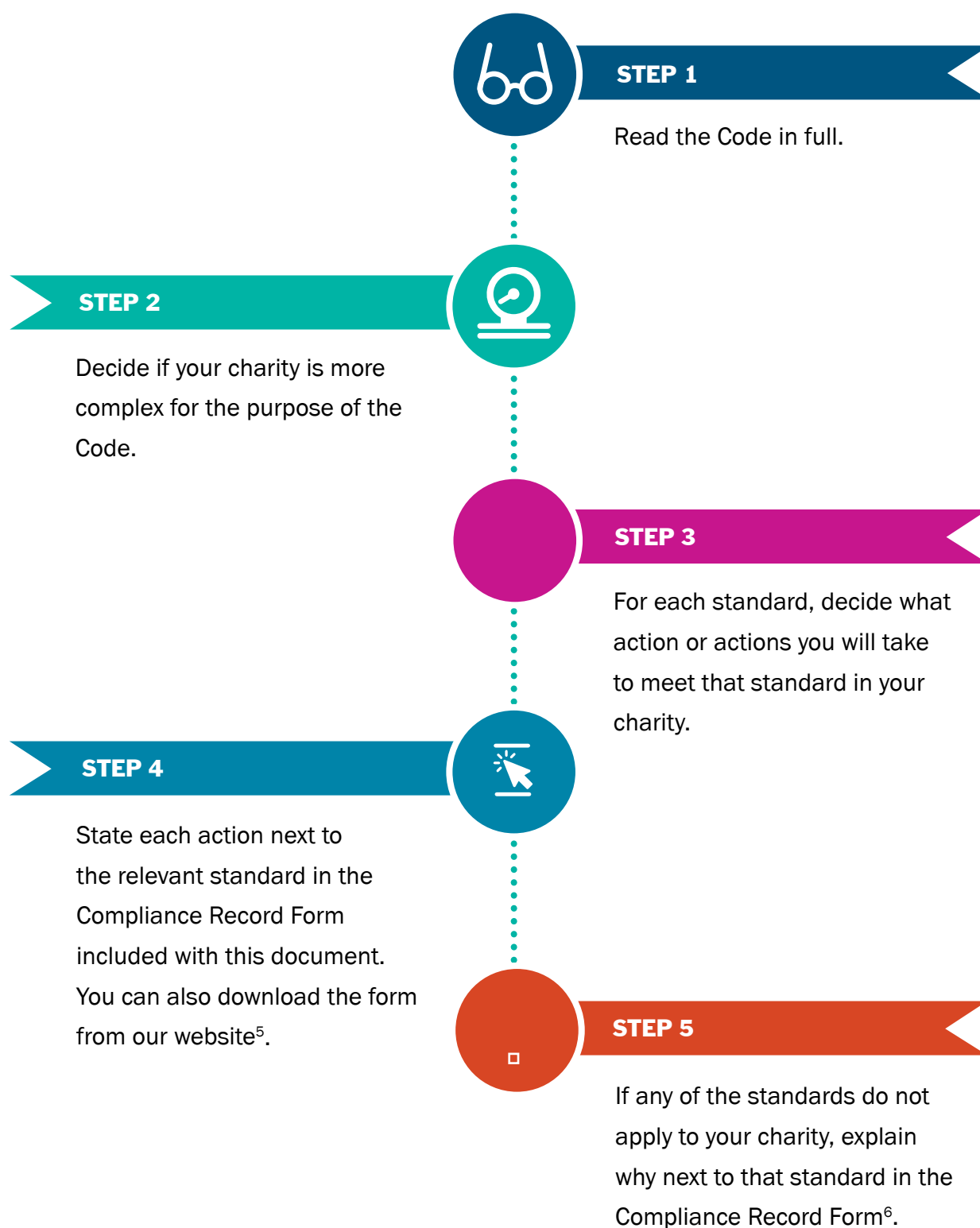
Other relevant legislation includes:

- data protection legislation;
- employment legislation; and
- health and safety legislation.

Where a charity is a company, a charity trustee who is also a director of the company has additional duties under company law and common law in their capacity as company directors.

<sup>4</sup> See 'Guidance for Charity Trustees' - available from:  
<https://www.charitiesregulator.ie/media/1078/guidance-for-charity-trustees-july-2017.pdf>

## Ten steps to reporting on compliance



<sup>5</sup> You can download the Compliance Record Form from our website - [www.charitiesregulator.ie](http://www.charitiesregulator.ie)

<sup>6</sup> The Charities Regulator expects all charities to meet all of the core standards where applicable.

**STEP 6**

Decide what evidence you can provide for the action or actions that you are taking to meet each standard that applies to your charity.

**STEP 7**

State the evidence you can provide next to the relevant action in the Compliance Record Form.

**STEP 8**

Review the Compliance Record Form and agree it is accurate at a board meeting.

**STEP 9**

Declare your charity's compliance (or provide your charity's reason for not complying) with the Code when submitting your annual report to the Charities Regulator.

**STEP 10**

Having considered the standards, actions and evidence (steps 3 to 7) again, complete a fresh Compliance Record Form at a board meeting every year before reporting on compliance to the Charities Regulator.



## The six principles of charity governance

Charity trustees are responsible for the governance of their charity and should make sure that the following governance principles are being applied. Your charity is:



Some of these principles relate to the inner workings of the board of charity trustees and others to the external activities of the charity, but they are all equally important.

We discuss each of the six principles in turn to explain:

- why it is important; and
- how to put the principle into action using:
  - core standards, and
  - additional standards<sup>7</sup>.

---

<sup>7</sup> If you are unsure about any of the information in this Code, please contact us.



## Principle 1: Advancing charitable purpose

### Why this principle is important

Charitable purpose has a specific meaning in charity law. The Charities Act 2009 sets out four categories of charitable purpose:

- prevention or relief of poverty or economic hardship;
- advancement of education;
- advancement of religion; and
- any other purpose that is of benefit to the community<sup>8</sup>.

A charity must promote at least one of these purposes and must provide public benefit.

A charity's governing document elaborates on the charitable purpose in the main object clause by describing:

- what outcomes the charity is set up to achieve;
- how it will achieve these outcomes;
- who will benefit from these outcomes; and
- where the benefits will be felt.

By law, charity trustees must ensure their charity promotes its charitable purpose only and that it is of public benefit.

---

<sup>8</sup> See 'What is a Charity?' guidance document - available from:  
<https://www.charitiesregulator.ie/media/1544/what-is-a-charity-rev-001.pdf>

## Putting the principle into action

---

### 1. Core standards for advancing charitable purpose

- 1.1. Be clear about the purpose of your charity and be able to explain it in simple terms to anyone who asks.
- 1.2. Consider whether or not any private benefit arises (see glossary on pages 28 to 36). If a private benefit arises, consider if it is reasonable, necessary and ancillary to the public benefit that your charity provides.
- 1.3. Agree an achievable plan for at least the next year that sets out what you will do to advance your purpose.
- 1.4. Make sure your charity has the resources it needs to do the activities you plan. If you don't have the resources, you need to show a plan for getting those resources.
- 1.5. From time to time, review what you are doing to make sure you are still:
  - acting in line with your charity's purpose; and
  - providing public benefit.

### Additional standards

- 1.6. Develop your charity's strategic plan and associated operational plans.
  - 1.7. Make sure there is an appropriate system in place to:
    - monitor progress against your plans; and
    - evaluate the effectiveness of the work of your charity.
  - 1.8. From time to time, consider the advantages and disadvantages of working in partnership with other charities, including merging or dissolving (winding up).
-





## Principle 2: Behaving with integrity

### Why this principle is important

Ethics are fundamental in the charity sector. Statements about ethos can undoubtedly play an important role, but it is when these values are lived out that they are at their most powerful. Charity trustees have the power to create an ethical culture and set a tone where agreed values are reflected in everything the charity does. The behaviour of individual charity trustees is very important; they must lead by example.

The legal duty to act in the best interests of the charity means that charity trustees must:

- be independent; and
- not act in their own personal interest or the interest of other individuals or bodies.

This principle also means that charity trustees should maintain confidentiality about sensitive board matters. However, this requirement for confidentiality does not apply if it becomes necessary for a charity trustee to inform the Charities Regulator about any matter which could threaten the future of the charity.

---

## Putting the principle into action

---

### 2. Core standards for behaving with integrity

- 2.1. Agree the basic values that matter to your charity and publicise these, so that everyone involved understands the way things should be done and how everyone is expected to behave.
- 2.2. Decide how you will deal with conflicts of interests and conflicts of loyalties. You should also decide how you will adhere to the Charities Regulator's guidelines on this topic<sup>9</sup>.
- 2.3. Have a code of conduct for your board that is signed by all charity trustees. It must make clear the standard of behaviour expected from charity trustees. This includes things like maintaining board confidentiality and what to do in relation to:
  - gifts and hospitality; and
  - out-of-pocket expenses.

There are no additional standards for this principle as behaving with integrity applies equally to all charities, whatever their size or complexity.

---

9 See 'Managing Conflicts of Interest' guidance document - available from:  
<https://www.charitiesregulator.ie/media/1417/managing-conflicts-of-interest-may-2018.pdf>



## Principle 3: Leading people

### Why this principle is important

The most essential resource of any charity is its people. This means people should feel valued and have clarity around their own roles and the roles of others. Charity trustees are responsible for providing leadership to volunteers, employees and contractors. This includes taking their duty of care towards these people seriously and promoting a culture of respect.

As employers, charities with paid staff also have particular legal responsibilities.

---

## Putting the principle into action

---

### 3. Core standards for leading people

- 3.1. Be clear about the roles of everyone working in and for your charity, both on a voluntary and paid basis.
- 3.2. Make sure there are arrangements in place for the effective involvement of any volunteers, including what to do if any problems arise.
- 3.3. Make sure there are arrangements in place that comply with employment legislation for all paid staff including:
  - recruitment;
  - training and development;
  - support, supervision and appraisal;
  - remuneration (money paid for work) and dismissal.
- 3.4. Agree operational policies where necessary, to guide the actions of everyone involved in your charity.

#### Additional standards

- 3.5. Make sure to document the roles, legal duties and delegated responsibility for decision-making of:
    - individual charity trustees and the board as a whole;
    - any sub-committees or working groups;
    - staff and volunteers.
  - 3.6. Make sure that there are written procedures in place which set out how volunteers are:
    - recruited, supported and supervised while within your charity; and
    - the conditions under which they exit.
  - 3.7. Decide how you will develop operational policy in your charity. You also need to decide how your charity trustees will make sure that the policy is put in place and kept up to date.
-



## Principle 4: Exercising control

### Why this principle is important

All charities, no matter what their complexity, must abide by all legal and regulatory requirements that are relevant to the work they do. The charity trustees are responsible for making sure this happens. Charity trustees must understand that the governing document of a charity is a legally binding document in its own right.

The trustees are also responsible for a charity's funds and any property or other assets that it holds. As much as is possible, they must also consider and reduce risks to which their charity is exposed.

It is essential that you exercise proper control of your charity. This goes a long way to keeping the confidence of:

- regulators;
- funders;
- beneficiaries; and
- the general public.

## Putting the principle into action

---

### 4. Core standards for exercising control

- 4.1. Decide if your charity's current legal form and governing document are fit for purpose. Make changes if necessary, telling the Charities Regulator in advance that you are doing so.
- 4.2. Find out the laws and regulatory requirements that are relevant to your charity and comply with them.
- 4.3. If your charity raises funds from the public, read the Charities Regulator's guidelines<sup>10</sup> on this topic and make sure that your charity adheres to them as they apply to your charity.
- 4.4. Make sure you have appropriate financial controls in place to manage and account for your charity's money and other assets<sup>11</sup>.
- 4.5. Identify any risks your charity might face and how to manage these.
- 4.6. Make sure your charity has appropriate and adequate insurance cover.

#### Additional standards

- 4.7. Have written procedures to make sure that you comply with all relevant legal and regulatory requirements.
- 4.8. Make sure there is a formal risk register that your board regularly reviews.
- 4.9. Consider adopting additional good practice standards that are relevant to the particular work that your charity does.

---

10 See 'Guidelines for Charitable Organisations on Fundraising from the Public' - available from: <https://www.charitiesregulator.ie/media/1265/guidance-for-fundraising-english.pdf>

11 See 'Internal Financial Controls Guidelines for Charities' - available from: <https://www.charitiesregulator.ie/media/1081/financial-controls-guidelines-june-2017.pdf>



## Principle 5: Working effectively

### Why this principle is important

Running a charity well means you need capable charity trustees who work together as an effective team. Board meetings are especially important, as this is where charity trustees exercise their collective authority. It is also important that there is a good mix of skills, experience and background amongst charity trustees and that these are refreshed on an ongoing basis. It is vital that new charity trustees receive a proper induction to the charity.

### Putting the principle into action

---

#### 5. Core standards for working effectively

- 5.1. Identify charity trustees with the necessary skills to undertake:
    - any designated roles set out in your governing document; and
    - other roles as appropriate within the board.
  - 5.2. Hold regular board meetings. Give enough notice before meetings and provide prepared agendas.
  - 5.3. At a minimum, your board agendas should always include these items:
    - reporting on activities;
    - review of finances; and
    - conflicts of interests and loyalties.
  - 5.4. Make sure that your charity trustees have the facts to make informed decisions at board meetings and that these decisions are recorded accurately in the minutes.
  - 5.5. Consider introducing term limits for your charity trustees, with a suggested maximum of nine years in total.
-

- 5.6. Recruit suitable new charity trustees as necessary and make sure that they receive an induction.
- 5.7. Make sure all of your trustees understand:
- their role as charity trustees;
  - the charity's governing document; and
  - this Code.
- 5.8. Commit to resolving problems and emerging issues as quickly as possible and in the best interests of your charity.
- 5.9. From time to time, review how your board operates and make any necessary improvements.

#### Additional standards

- 5.10. Make sure you send out board packs with enough notice and include all relevant reports and explanatory papers to enable informed decision-making.
- 5.11. Make sure that you have a charity trustee succession plan in place and consider how you can maximise diversity among your charity trustees.
- 5.12. Put in place a comprehensive induction programme for new charity trustees.
- 5.13. Conduct a regular review that includes an assessment of:
- the effectiveness of your board as a whole, office holders and individual charity trustees;
  - adherence to the board code of conduct; and
  - the structure, size, membership and terms of reference of any sub-committees.
- 5.14. Do regular skills audits and provide appropriate training and development to charity trustees. If necessary, recruit to fill any competency gaps on the board or of your charity.
-





## Principle 6: Being accountable and transparent

### Why this principle is important

Accountability for your charity does not just mean accounting for the money you have brought in and spent (although that is clearly very important). It involves being open and transparent about all charity matters. It is about being able to:

- stand over what your charity does and how it does it; and
- justify this to any person or group who queries what your charity has done or is doing.

As an organisation set up to provide public benefit, this means you should be able to explain this to anyone who asks.

A charity's stakeholders are any individuals or groups of people who have a legitimate stake in the work of that charity. This includes:

- the people who benefit (directly or indirectly) from any services provided by the charity;
- members;
- staff and volunteers;
- partner organisations and supporters;
- funders and donors;
- regulators;
- public representatives; and
- the general public.

Being open and transparent is an important way for charities to build public trust not only in their own organisation, but also in the charity sector as a whole.

---

## Putting the principle into action

---

### 6. Core standards for being accountable and transparent

- 6.1. Make sure that the name and Registered Charity Number (RCN) of your charity is displayed on all of your written materials, including your:
  - website;
  - social media platforms; and
  - email communications.
- 6.2. Identify your stakeholders and decide how you will communicate with them.
- 6.3. Decide if and how you will involve your stakeholders in your:
  - planning;
  - decision-making; and
  - review processes.
- 6.4. Make sure you have a procedure for dealing with:
  - queries;
  - comments; and
  - complaints.
- 6.5. Follow the reporting requirements of all of your funders and donors, both public and private.

#### Additional standards

- 6.6. Produce unabridged (full) financial accounts and make sure that these and your charity's annual report are widely available and easy for everyone to access.
  - 6.7. Make sure all the codes and standards of practice to which your charity subscribes are publicly stated.
  - 6.8. Regularly review any complaints your charity receives and take action to improve organisational practice.
-



# Appendices

## Appendix 1: Glossary of terms used

### Assets

All funds held, and all property and equipment owned or held by the charity are assets.

### Board

The board is the governing body of a charity. It is made up of the charity trustees. It may also be known by a different name such as the:

- committee;
- council; or
- core group.

### Board packs

These are the papers that are sent out to the charity trustees before a board meeting. They should always contain:

- an agenda for the meeting; and
- draft minutes from the last meeting.

They may also include:

- written reports from staff, trustees and sub-committees;
- financial reports; and
- papers giving information about significant proposals to be discussed at the meeting.

### Charitable object

A charitable object is the purpose of a charity as outlined in its governing document. It may consist of a main object and a number of ancillary objects. A main object is the primary purpose of a charity detailed in its governing document. An ancillary object is a purpose detailed in a charity's governing document that is incidental to and supports the charity's main object.

---

### **Charitable purpose**

Under charity law, charitable purpose is one or more of the following:

- prevention or relief of poverty or economic hardship;
- advancement of education;
- advancement of religion; or
- any other purpose that is of benefit to the community.

Any other purpose that is of benefit to the community includes:

- integration of the disadvantaged;
- protection of the natural environment;
- promotion of health and voluntary work;
- promotion of religious or racial harmony;
- advancement of community welfare and development;
- advancement of environmental sustainability;
- advancement of conflict resolution;
- advancement of effective use of the property of charities;
- advancement of the sciences and the arts; and
- prevention or relief of the suffering of animals.

### **Charities Regulator**

This is the Republic of Ireland's national statutory regulator for charitable organisations. The Charities Regulator is an independent authority and was established in October 2014 under the Charities Act 2009. Its main functions include setting up and maintaining a public register of charities and making sure that charities comply with the Charities Acts.

## Charity

A charity is any organisation operating in the Republic of Ireland that has a charitable purpose and provides public benefit.

Organisations that are **not** charities include:

- those established only to promote athletic or amateur games or sports;
- trade unions;
- political parties;
- lobbyists;
- Chambers of Commerce;
- fundraising groups set up solely to fundraise for charities that are already registered; and
- fundraising groups set up solely to help a particular person.

## Charity trustees

Charity trustees are the people who ultimately exercise control over, and are legally responsible for, the charity.

If the charity is a company, these people may also be known as directors or board members.

In an unincorporated association they may be known as committee members.

In the case of a trust it can be more complicated. If the trustees of the trust (see Trust) are the ones who decide policy and control the assets, then they are also charity trustees. However, if the trustees merely have their names on the deeds of property but cannot sell or dispose of the property without the permission of the Charities Regulator, and have no other responsibilities, they are not charity trustees.

### Company Limited by Guarantee

This is the most common form of incorporated legal status for charities because:

- it is a distinct legal entity and in law is considered to be separate to its members or board members;
- it is a democratic structure – the company is controlled by the members who elect the board of directors;
- members cannot benefit from any profits made; and
- each board member's liability is limited to a nominal sum which they guarantee to pay if the company has debts on winding up.

### Conflict of interests

A conflict of interest is any situation in which a charity trustee's personal interests could prevent them, or even just appear to prevent them, from making a decision in the best interests of the charity.

**Example:** a conflict of interest may arise if a charity trustee influences the awarding of a contract to a company owned by a family member.

It is legal to award a contract to the best qualified company, even if that company is owned by a relative of a charity trustee, but the charity trustee must not be part of the decision-making process.



### Conflict of loyalties

A conflict of loyalties is when a charity trustee's loyalty to another group could prevent them, or even just appear to prevent them, from making a decision in the best interests of the charity.

**Example:** This might happen when the charity trustee has joined the board as a nominee of a particular group, such as members in a particular county, a funding body, or staff.

This situation could cause the charity trustee to think that they should act in the interests of the group that nominated them, rather than the charity as a whole.

### Contractor

A contractor works on a 'contract for services' basis and invoices the organisation for the services provided. People such as graphic designers, consultants or lawyers would often fall into the category of contractor.

Employees are different because they have a 'contract of service' and are on the organisation's PAYE payroll.

---

## Diversity

Diversity in the context of a board of charity trustees means the board members have a mix of skills and experience and they reflect the diversity that exists in our society.

Many charity boards are made up of people who are very similar to each other. Increasingly, diversity means considering how to attract people on to the board who are different in terms of:

- age;
- gender;
- ethnicity;
- background; and
- life experience.

It also means making sure there are no unnecessary barriers that might prevent people from joining or taking part on the board.

## Fit for purpose

‘Fit for purpose’ is the term used in considering a charity’s legal form (see Legal form below) and governing document. It asks if these are robust enough to support the charity’s current operations and needs effectively.

Small charities are often unincorporated associations – associations that do not have a legal status of their own. But, if they grow in terms of income and are thinking of taking on staff they should consider becoming an incorporated entity like a company limited by guarantee (see earlier entry). An incorporated entity is established as a separate legal entity.

Governing documents can also become outdated, but still be legally binding on the charity unless they are amended (as detailed in the governing document rules).

### Governing document

The governing document is the legal document outlining what a charity is and how it operates. It is usually called the 'constitution', but may also be known as the 'deed of trust' or the 'rules', depending on the charity's legal structure.

Companies limited by guarantee used to have a memorandum and articles of association, but these are now called 'constitutions'.

### Legal form

Legal form refers to the type of legal status that the charity has. Many small charities are unincorporated associations, which means that the charity does not have a separate legal status of its own. The most common form of incorporated legal status for charities is a company limited by guarantee (see Company Limited by Guarantee).

### Operational policy

Operational policies relate to the running of the charity rather than policy positions that are views and opinions that the charity holds.

**Example:** In a youth project, a policy on how to deal with substance abuse among service users would be an operational policy, while a policy on decriminalising drug use would be a public policy position.

### Out-of-pocket expenses

Out-of-pocket expenses cover any costs incurred by charity trustees while carrying out their duties, provided that they were incurred 'wholly, exclusively and necessarily in the performance of their duties'<sup>12</sup> as charity trustees.

You should pay back expenses based on receipts from the person who paid the expense, not on a flat-rate basis.

---

12 Office of the Revenue Commissioners' definition

### Private benefit

This is something that benefits an individual. It is acceptable for a charity to provide some private benefit, but it must be necessary and reasonable and contribute to the public benefit that the charity provides.

**Example:** A paid employee of a charity receives private benefit. That is acceptable if their employment is necessary to provide public benefit and their pay and conditions are reasonable.

### Public benefit

This is something that benefits the public as a whole or a section of the public in Ireland or elsewhere.

**Example:** Raising funds for one person to receive medical treatment overseas is a private rather than a public benefit. However, raising funds to treat a number of people with a rare illness may provide public benefit, as long as everyone with that rare illness can apply to access the treatment.

### Register of Charities

This is a list of all charities registered and regulated in the Republic of Ireland, and they are publicly accessible on the website of the Charities Regulator.

### Standing items

Standing items appear on every board agenda and they should be discussed at every board meeting.

**Example:** Every board agenda should include:

- reporting on the charity's activities;
  - addressing any conflicts of interests and loyalties (even if there are rarely any conflicts to declare); and
  - discussion of the finances of the charity.
-

**Succession plan**

A succession plan is a way of identifying and developing new leaders who replace existing leaders as needed.

**Trust**

A charitable trust is a legal arrangement:

- established for a charitable purpose only;
  - established under a deed of trust that requires the trustees of the trust to apply all of the property (both real and personal) of the trust to further that purpose except for money expended in the management of the trust; and
  - under which none of the property is payable to the trustees of the trust other than in accordance with section 89 of the Charities Act 2009.
-

## Appendix 2: Compliance Record Form

Please fill in this form to record:

- the actions that your charity takes to meet each standard of the Charities Governance Code; and
- the evidence that backs this up.

You should approve the Compliance Record Form at a board meeting before you report on your compliance to us.

Every year after your first report, you need to follow the 'Ten steps to reporting on compliance'. The Charities Regulator may ask to see your most recent Compliance Record Form or any earlier Compliance Record Form at any time.

The type of evidence we expect depends on the complexity of your charity.

The minimum expected of all charities would be to discuss and agree at board meetings how they will meet the standards and document their decisions in the minutes. For volunteer-only charities this will be enough to meet many of the core standards.

We would expect a charity with paid staff to provide more documentation like workplans and written policies as evidence of the actions they have taken.

We would expect more complex charities to provide more extensive documentation than other charities.

Please use the glossary when filling in the form.

---



## Principle 1: Advancing charitable purpose

Standards	Actions our charity takes to meet the standards	Evidence of our actions
<b>1. Core standards for advancing charitable purpose</b>		
1.1. Be clear about the purpose of your charity and be able to explain this in simple terms to anyone who asks.		
1.2. Consider whether or not any private benefit arises (see glossary). If a private benefit arises, consider if it is reasonable, necessary and ancillary to the public benefit that your charity provides.		
1.3. Agree an achievable plan for at least the next year that sets out what you will do to advance your purpose.		
1.4. Make sure your charity has the resources it needs to do the activities you plan. If you don't have the resources, you need to show a plan for getting those resources.		

Standards	Actions our charity takes to meet the standards	Evidence of our actions
<p>1.5. From time to time, review what you are doing to make sure you are still:</p> <ul style="list-style-type: none"> <li>■ acting in line with your charity's purpose; and</li> <li>■ providing public benefit.</li> </ul>		
Additional standards		
1.6. Develop your charity's strategic plan and associated operational plans.		
<p>1.7. Make sure there is an appropriate system in place to:</p> <ul style="list-style-type: none"> <li>■ monitor progress against your plans; and</li> <li>■ evaluate the effectiveness of the work of your charity.</li> </ul>		
1.8. From time to time, consider the advantages and disadvantages of working in partnership with other charities, including merging or dissolving (winding up).		





## Principle 2: behaving with integrity

Standards	Actions our charity takes to meet the standards	Evidence of our actions
<b>2. Core standards for behaving with integrity</b>		
2.1. Agree the basic values that matter to your charity and publicise these, so that everyone involved understands the way things should be done and how everyone is expected to behave.		
2.2. Decide how you will deal with conflicts of interests and conflicts of loyalties. You should also decide how you will adhere to the Charities Regulator's guidelines on this topic.		
2.3. Have a code of conduct for your board that is signed by all charity trustees. It must make clear the standard of behaviour expected from charity trustees. This includes things like maintaining board confidentiality and what to do in relation to: <ul style="list-style-type: none"> <li>■ gifts and hospitality; and</li> <li>■ out-of-pocket expenses.</li> </ul>		



## Principle 3: Leading people

Standards	Actions our charity takes to meet the standards	Evidence of our actions
<b>3. Core standards for leading people</b>		
3.1. Be clear about the roles of everyone working in and for your charity, both on a voluntary and paid basis.		
3.2. Make sure there are arrangements in place for the effective involvement of any volunteers, including what to do if any problems arise.		
3.3. Make sure there are arrangements in place that comply with employment legislation for all paid staff including: <ul style="list-style-type: none"> <li>■ recruitment;</li> <li>■ training and development;</li> <li>■ support, supervision and appraisal;</li> <li>■ remuneration (money paid for work) and dismissal.</li> </ul>		
3.4. Agree operational policies where necessary, to guide the actions of everyone involved in your charity.		

Standards	Actions our charity takes to meet the standards	Evidence of our actions
Additional standards		
<p>3.5. Make sure to document the roles, legal duties and delegated responsibility for decision-making of:</p> <ul style="list-style-type: none"> <li>■ individual charity trustees and the board as a whole;</li> <li>■ any sub-committees or working groups;</li> <li>■ staff and volunteers.</li> </ul>		
<p>3.6. Make sure that there are written procedures in place which set out how volunteers are:</p> <ul style="list-style-type: none"> <li>■ recruited, supported and supervised while within your charity; and</li> <li>■ the conditions under which they exit.</li> </ul>		
<p>3.7. Decide how you will develop operational policy in your charity. You also need to decide how your charity trustees will make sure that policy is put in place and kept up to date.</p>		



## Principle 4: Exercising control

Standards	Actions our charity takes to meet the standards	Evidence of our actions
<b>4. Core standards in exercising control</b>		
4.1. Decide if your charity's current legal form and governing document are fit for purpose. Make changes if necessary, telling the Charities Regulator in advance that you are doing so.		
4.2. Find out the laws and regulatory requirements that are relevant to your charity and comply with them.		
4.3. If your charity raises funds from the public, read the Charities Regulator's guidelines <sup>13</sup> on this topic and make sure that your charity adheres to them as they apply to your charity.		
4.4. Make sure you have appropriate financial controls in place to manage and account for your charity's money and other assets.		

13 See Guidelines for Charitable Organisations on Fundraising from the Public - available from: <https://www.charitiesregulator.ie/media/1265/guidance-for-fundraising-english.pdf>

Standards	Actions our charity takes to meet the standards	Evidence of our actions
4.5. Identify any risks your charity might face and how to manage these.		
4.6. Make sure your charity has appropriate and adequate insurance cover.		
Additional standards		
4.7. Have written procedures to make sure that you comply with all relevant legal and regulatory requirements.		
4.8. Make sure there is a formal risk register that your board regularly reviews.		
4.9. Consider adopting additional good practice standards that are relevant to the particular work that your charity does.		



## Principle 5: Working effectively

Standards	Actions our charity takes to meet the standards	Evidence of our actions
<b>5. Core standards for working effectively</b>		
<p>5.1. Identify charity trustees with the necessary skills to undertake:</p> <ul style="list-style-type: none"> <li>■ any designated roles set out in your governing document; and</li> <li>■ other roles as appropriate within the board.</li> </ul>		
<p>5.2. Hold regular board meetings. Give enough notice before meetings and provide prepared agendas.</p>		
<p>5.3. At a minimum, your board agendas should always include these items:</p> <ul style="list-style-type: none"> <li>■ reporting on activities;</li> <li>■ review of finances; and</li> <li>■ conflicts of interests and loyalties.</li> </ul>		
<p>5.4. Make sure that your charity trustees have the facts to make informed decisions at board meetings and that these decisions are recorded accurately in the minutes.</p>		

Standards	Actions our charity takes to meet the standards	Evidence of our actions
5.5. Consider introducing term limits for your charity trustees, with a suggested maximum of nine years in total.		
5.6. Recruit suitable new charity trustees as necessary and make sure they receive an induction.		
5.7. Make sure all of your trustees understand: <ul style="list-style-type: none"> <li>■ their role as charity trustees;</li> <li>■ the charity's governing document; and</li> <li>■ this Code.</li> </ul>		
5.8. Commit to resolving problems and emerging issues as quickly as possible and in the best interests of your charity.		
5.9. From time to time, review how your board operates and make any necessary improvements.		
Additional standards		
5.10. Make sure you send out board packs with enough notice and include all relevant reports and explanatory papers to enable informed decision-making.		

Standards	Actions our charity takes to meet the standards	Evidence of our actions
5.11. Make sure that you have a charity trustee succession plan in place and consider how you can maximise diversity among your charity trustees.		
5.12. Put in place a comprehensive induction programme for new charity trustees.		
5.13. Conduct a regular review that includes an assessment of: <ul style="list-style-type: none"> <li>■ the effectiveness of your board as a whole, office holders and individual charity trustees;</li> <li>■ adherence to the board code of conduct; and</li> <li>■ the structure, size, membership and terms of reference of any sub-committees.</li> </ul>		
5.14. Do regular skills audits and provide appropriate training and development to charity trustees. If necessary, recruit to fill any competency gaps on the board of your charity.		





## Principle 6: Being accountable

Standards	Actions our charity takes to meet the standards	Evidence of our actions
<b>6. Core standards for being accountable</b>		
<p>6.1. Make sure that the name and Registered Charity Number (RCN) of your charity is displayed on all of your written materials, including your:</p> <ul style="list-style-type: none"> <li>■ website;</li> <li>■ social media platforms; and</li> <li>■ email communications.</li> </ul>		
6.2. Identify your stakeholders and decide how you will communicate with them.		
<p>6.3. Decide if and how you will involve your stakeholders in your:</p> <ul style="list-style-type: none"> <li>■ planning;</li> <li>■ decision-making; and</li> <li>■ review processes.</li> </ul>		
<p>6.4. Make sure you have a procedure for dealing with:</p> <ul style="list-style-type: none"> <li>■ queries;</li> <li>■ comments; and</li> <li>■ complaints.</li> </ul>		

Standards	Actions our charity takes to meet the standards	Evidence of our actions
6.5. Follow the reporting requirements of all of your funders and donors, both public and private.		
Additional standards		
6.6. Produce unabridged (full) financial accounts and make sure that these and your charity's annual report are widely available and easy for anyone to access.		
6.7. Make sure all the codes and standards of practice to which your charity subscribes are publicly stated.		
6.8. Regularly review any complaints your charity receives and take action to improve organisational practice.		

## Appendix 3: Resources

Charities Regulator	<a href="http://www.charitiesregulator.ie">www.charitiesregulator.ie</a>
Companies Registration Office	<a href="http://www.cro.ie">www.cro.ie</a>
Data Protection Commission	<a href="http://www.dataprotection.ie">www.dataprotection.ie</a>
Health and Safety Authority	<a href="http://www.hsa.ie">www.hsa.ie</a>
Office of the Director of Corporate Enforcement	<a href="http://www.odce.ie">www.odce.ie</a>
Office of the Revenue Commissioners	<a href="http://www.revenue.ie">www.revenue.ie</a>
Workplace Relations Commission	<a href="http://www.workplacerelations.ie">www.workplacerelations.ie</a>

Document Reference number: CE CDE 8.2.1 001 Rev 000

November 2018

Charities Regulator

3 George's Dock

IFSC

Dublin 1

D01 X5X0

Telephone: 01 633 1500

[www.charitiesregulator.ie](http://www.charitiesregulator.ie)

© Charities Regulator 2018



## **Tallaght University Hospital**

### **Future Skills and Competencies for Governance and Nominating Committee Members**

The following key skills and competencies should be considered for the Governance & Nominating Committee.

#### **KNOWLEDGE**

- Be familiar with TUH's mission, vision, values, and strategic plan.
- Understand the roles and responsibilities of Board and Committee members within the association.
- Understand TUH's governance structure and policies.
- Understand TUHS's programs and services.
- Understand the needs of funders, patients and stakeholders.
- Recognise and anticipate opportunities and threats in TUH's environment that may have implications for the hospital.

#### **SKILLS**

##### **Strategic Thinking**

Ability to:

- Always keep the big picture in mind while paying attention to detail.
- Think independently and rely on data rather than opinions.
- Be goal and future orientated.
- Link TUH's future strategy with the supporting competencies required at Board and Committee level.
- Think critically, ask questions, and challenge opinions in delicate conversations.
- Understand issues from different perspectives.
- Understand and process large amounts of information (print, online and oral) effectively and efficiently.
- Synthesize multiple viewpoints and incorporate them into sound decisions.



## **Briefing note for the Governance & Nominating Committee regarding the Governance Checklist for Tallaght University Hospital 2020**

**Purpose:** The purpose of this Governance checklist is to provide a repository of the key relevant legislation and governing bodies relevant to TUH. It acts as a prompt to TUH Executives in relation to ensuring compliance with governance requirements which on actioning provide assurance to the Board in relation to same. In order for it to be as usable as possible as an initial prompt sheet, it is consciously summary in nature and is proposed to operate in conjunction with more granular topic guides/self-assessment check sheets (see 'Proposal' below). Its contents may also prompt the Committee as to topics for further discussion or 'deep dive' from time to time.

**Process:** The Governance checklist (see appendix 1) was compiled by the Board Secretary with input from the Executive Management Team (EMT) and the Board sub-committees. Given the dynamic environment of health and industry in general this list will require updating annually or more frequently in light of any new legislation or policy changes.

To ensure separation of responsibilities it is recommended that the Board Secretary maintains the checklist (supported by relevant specialist inputs from colleagues or with external review, where deemed appropriate) and the Board seeks assurance from the CEO and the EMT in relation to the compliance status of TUH. Whilst the CEO has overall responsibility and accountability there will be collective executive responsibility with reporting upwards by the relevant executives through the Board subcommittees to the Board.

### **Proposal**

The Governance & Nominations committee recommend the adoption of the Governance checklist for use by the Board subcommittees and EMT. In addition the Voluntary Healthcare Agencies Risk Management Forum, of which TUH is a member, has commissioned legal advisors Mason Hayes Curran to draft a Compliance Booklet for use by section 38 agency CEOs in the establishing compliance with the HSE Service Arrangement (see appendix 2). The CEO proposes trialling this in conjunction with the checklist as a look back on 2020 compliance and in preparation of the 2021 HSE Service Arrangement. Any enhancements or additional inputs can be reflected in forthcoming review cycles, with an annual 'healthcheck' from an external legal firm to ensure the completeness and applicability of the list.

G. Ryan  
G&N committee member

3rd November 2020

**ENDs**

## Appendix 1 Governance Checklist

Action	Date
<b>HR</b>	
Ethics Legislation - SIPO	For submission on 31 <sup>st</sup> January each year
Languages Act	
Protected Disclosure Act	
Compliance Officer	
Protected Disclosure – Audit Committee reviews all cases on the matter/s of internal control report.	As required.
Equality Act 2004	
Safety, Health & Welfare at Work Act (Night work and Shift work) regulations, 2000 S.I No 11 of 2000	
European Working Time Directive and Amendments: Directive 93/104/EC, Directive 2000/34/EC, Directive 2003/88/EC	
Health & Social Care professionals Act, 2005	
Employment Legislation ref HR	
Staff training to retain/maintain competency levels	
Safeguarding Vulnerable Persons at Risk Policy	
Annual Report	May
<b>Finance</b>	
Annual Financial Statements	May
Audit Committee reviews draft AFS with Finance Team	April
Audit Committee reviews draft AFS with external auditors	May
Annual Financial Monitoring Return	May
Annual Compliance Statement	May
Board to receive an annual report from Finance and all areas on all SLAs and arrangements between private entities and Tallaght University Hospital	By April
Finance Committee considers Annual HSE SLA	
Audit Committee receives annual report from Procurement Department	October
TUH Contracts >€300K	Monthly
Provision of non-audit services by external auditor reviewed by Audit Committee	May and as required during the year.
Charities Act – Charities Regulator	Oct
Audit Committee ensures compliance with Charities	May

Regulator Compliance Report.	
Companies Act	
<b>Board</b>	
Company Secretary	For consideration
Audit Committee reviews compliance with CA in conjunction with external auditors.	
Ongoing development for Board Members Board Training Days	
Application of the Governance Manual – Internal Audit	
Audit Committee reviews and approves all reports of the Internal Audit Office.	As required.
TUH Strategy Implementation	
Monitor Dublin Midlands Hospital Group, CHI, HSE CHO7 Mental Health Unit– Assessment of SLA	
Service Level Agreement HSE	
Lobbying Act	N/A to TUH
<b>CEO</b>	
TCD MOUs	
<b>Nursing</b>	
Code of Professional Nursing and Midwifery and Ethics for Registered Nurses and Midwives	
Nursing and Midwifery Act 2011	
Nursing and Midwifery Rules 2020	
Patient Advocacy/Complaints Management Health Act 2004 (complaints) regulations S.I 652 of 2006	
Link Committee PCAC –Community/Primary care/Hospital engagement	
Patient Experience/service user engagement (National Strategy for service user involvement in Irish Health Service 2008 – 2013)	
<b>QSRM</b>	
Organogram - accountability arrangements	
Hospital Committee Structure	
National Safer Better Care Standards(HIQA) - compliance	
Clinical Audits undertaken	
National Audit registers	
HIQA reports/findings w responsible Director	
Mental Health Commission ; HIQA(2017) national Standards for the Conduct and Review of Patient Safety Incidents	
NOCA/NAHM database	
Annual Quality Report	
National List pf KPIs reported/published and internal KPIs	
Management of externally notified Alerts (e.g., MPCE and Pharmacy)	
Standardised process for PPPGs	



National Treasury Agency (NTMA) Amendment Act 2000	
Civil Liabilities Act ( Part 4) 2017	
Patient Safety Bill ( draft Oct 2020)	
Assisted Decision making Act (capacity )2015	
Coroners' Amendment Act 2019	
Health Act 2004	
Protected Disclosure Act 2014	
Medical Practitioner's Act 2007 Section 7(20(i) Advanced Healthcare directives	
<b>IT</b>	
Health Act (Provision of Information) Act 1997	
Disability Act 2005	
Data Protection Act 2018	
Freedom of Information Act 2018	
Model publication scheme – amendment to the FOI Act	
Freedom of Information Act 2014	
EU GDPR	
European Communities (Data Protection and Privacy in Telecommunications) Regulations (2002)	
Cyber Security	
Cyber Security – Audit Committee receives regular reports from the Director of IT on all matters of ICT security including Cyber.	Thrice yearly.
National Information Security Directive	
<b>Misc.</b>	
Health Identifiers Act 2014	
Health Act 2007	
Irish Medicines Board( Miscellaneous provisions) Act 2006	
Food Safety Authority of Ireland Act 1998	
Waste Management (Hazardous Waste) regulations 1998 S.I No 147 & 163 of 1998	
Waste management Amendment Act 2001	
Safety, Health and Welfare at Work Act 2005	
Health & Safety Authority: Guide to the Safety health and Welfare at work (General Applications) regulations 2007	
Building Regulations 2009	
Medicinal Products(Prescriptions & control of supply) (Amendment) Regulations 2007 S.I No 201 of 2007	
Misuse of drugs ( Amendment) regulations 2007 S.I No 200 of 2007	
Children First Act 2015	
Child Trafficking and Pornography Act (1998)	
Research/clinical trials: For Clinical Trials the following legislation exists: 1. Control of Clinical Trials Act 1987&1990 2. Council Directive 2001/20/EC transposed into Irish	

law - EU Regulation SI No. 190 of 2001 Amended SI No. 878 of 2004 3. Council Directive 2005/28/EC transposed into Irish law - EU Regulation SI No 374 of 2006 4. 2001/20/EC will be repealed in 2021 when new clinical trial regulation No 536/2014 is implemented. 5. GDPR in the form of the Health Research Regulations	
HSE Records Management Standards 2014	
HSE Records Retention Policy 2014	
HSE Code of Practice for Healthcare Records Management 2013	
Statistics Act 1993	
Health Information and Patient Safety Bill	Pending
Medicinal Products (Prescription and Control of Supply)	
Misuse of Drugs Regulations 2017	
Infectious Diseases Regulations 1981	
Criminal Damages Act (1991)	
Intellectual Property Miscellaneous Provisions Act (1998)	
Copyright and Related Rights Act (2000)	
Criminal Justice (Theft & Fraud Offences) Act 2001	
The Pharmacy Act 2007	
Public Health (Tobacco) Act 2004	
Medical Ionising Radiation – EU regulations	Radiology
HIQA- Ionising Radiation (Medical Exposures)	Radiology
HIQA- Prevention and Control of Healthcare-associated Infections	DCEO/IPC
HIQA- Medication Safety	COO
HIQA Information Governance Standards	DCEO/Dir ICT

#### Inspection/Regulatory Bodies

- HSE
- Data Protection Commissioner
- Office of the Information Commissioner
- Coroner
- Irish Medical Council
- CORU
- Nursing & Midwifery Board Ireland
- Gardaí
- HAS
- BDO

**Communication**

Ability to:

- Articulate ideas, opinions, rationales, and comments in a clear, concise and logical manner for the needs of the audience.
- Effectively communicate with the Committee.
- Achieve practical consensus in Committee discussions.

**Decision Making**

Ability to:

- Execute due diligence in evaluating potential Board/Committee candidates.
- Use logical and reasoning to identify strengths and weaknesses of Board/Committee candidates.
- Make informed decisions efficiently and take action when needed.
- Be objective at all times about what is best for TUH, rather than any nominating body.

**Collaboration**

Ability to:

- Effectively collaborate with Committee members.
- Interact with other committee members in a group setting, both contributing to, and valuing the contributions of all members.

**Experience**

- Has held various leadership/board positions in organisations of similar scale and complexity.
- Has experience with policies and procedures.

**November 2019**