



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

Tallaght University Hospital Board

Corporate Governance Manual

September 2018



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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. 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.
6. 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 HSE's 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 and the Charities Act 2009. 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.
7. 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 Team¹(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;

¹ The Executive Management Team means the direct reports of the Chief Executive.

- one appointed by the Minister for Health on the nomination of Trinity College Dublin; and
 - 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

19. The primary role of the Chairperson is providing leadership to the Board in discharging the responsibilities assigned to it. The specific duties of the Chairperson include managing the Board and establishing good governance of the Hospital by:
- ensuring appropriate agenda setting, management and support of Board meetings;
 - effectively chairing Board meetings characterised by clear decisions and the balancing of contributions from Board Members and the Chief Executive/members of the EMT;
 - ensuring that the minutes of the meeting accurately record the decisions taken and, where appropriate, the views of individual Board Members;
 - ensuring that all meetings of the Board are conducted in accordance with the Standing Orders of the Board;
 - ensuring Board Members understand their respective roles and responsibilities and that the Board works effectively and efficiently;
 - establishing all relevant committees; and
 - ensuring appropriate evaluation of the Board's performance.
20. The Chairperson also has a particular role to play in promoting the mission and work of the Hospital and managing key relationships/communications with:
- the Board, reflecting a tone of respect, trust and candour that allows for challenging questions and inputs;
 - the Chief Executive, including leading on performance evaluation of the Chief Executive;
 - the President of the Hospital, the Adelaide Health Foundation, the Meath Hospital and the National Children's Hospital;
 - the Minister for Health, the Department of Health and the HSE; and
 - other key external parties.

Duties and responsibilities of Chief Executive

21. 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 Foundations², 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

22. 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.

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

23. 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 "issues log"; and ensuring that appropriate action is taken in relation to issues discussed at Board and committee meetings.
24. 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.
25. 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.
26. The Board Secretary shall also coordinate the preparation, publication and distribution of the Hospital's annual report.

Internal Controls

27. 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.

28. These controls are monitored and reviewed by the Board's Audit Committee. The Quality, Safety & Risk Management Committee, the Remuneration & Terms of Service Committee and the Governance Committee also review the areas under their remit.

Internal audit

29. 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

30. 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 QSRM 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 email 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 email 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.

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.

Procedure for obtaining Board approval between Board meetings

15. 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

16. 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.

17. 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.
18. 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 Nominations 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.

General provisions applying to committees

8. All committees, including the Chair and members thereof, established by the Board shall be evaluated and reviewed by the Board on an annual basis.
9. 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.
10. Any disclosure of interests by any member of a committee must be discussed with, and reported to, the Chairperson of the Board.
11. The Chief Executive or another designated employee of the Hospital will attend the committee meetings, unless considered inappropriate by the Chair of the Committee.

12. The Board Secretary or another employee of the Hospital designated by the Chief Executive shall act as the secretary to each committee.
13. 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.
14. 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.
15. 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

TERMS OF REFERENCE

Audit and Financial Risk committee (known as the Audit Committee)

Constitution

The Board of Tallaght University Hospital (the Board) has formally established an Audit Committee to assist the Board in fulfilling its oversight responsibilities.¹

Main Function

The main function 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; and to monitor the independence and performance of the Hospitals external and internal auditors.

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 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.

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.

B INTERNAL AUDIT/INTERNAL CONTROL

8. To review the Hospital's internal financial controls and financial risk management systems.
9. To monitor and review the effectiveness of the internal audit function, insofar as it relates to the Hospital;
10. 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;
11. To receive an annual report (more frequently if felt necessary) from the Procurement Officer;
12. 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.

13. 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.
14. 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

15. 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;
16. 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;
17. To be satisfied that assurance provided by the EMT and external and internal auditors is appropriate;
18. To review periodic status reports, which summarise the status of initiatives and compliance issues;
19. 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

20. 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.
21. 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.
22. To include in the annual report a section describing the work of the AC in discharging its responsibilities;
23. 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;
24. To report to the Board on how it has discharged its responsibilities in the form of an Annual Report.
25. To conduct an annual self-appraisal and a tri-annual externally conducted performance appraisal of its work.
26. To consider such other topics, as the AC may be requested by the Board to consider from time to time;

E FINANCIAL REPORTING OVERSIGHT

27. To monitor the integrity of the financial statements of the company, reviewing significant financial reporting judgements contained in them;
28. 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;
29. To form an opinion and advise the Board as to the appropriateness of the application of the Going Concern Concept;

Membership and Appointment

Appointments to the AC should be made by the Board on the recommendation of the Staff and Organisation Development Committee, in consultation with the AC chairman. The AC will be appointed by the Board, taking into account the recommendations of the S&OD committee. It will comprise a Chairman and at least one other non-executive director, at least one of whom will have relevant financial experience. 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 terms, 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 Chief Financial Officer and one of his/her colleagues shall attend meetings of the AC and provide executive 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 audit committee matters including: assisting the Chairman in planning the AC's work, drawing up meeting agenda, 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 drawn, 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 its deliberations.

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. 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.

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.

Review

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

Section 7(b)

Quality, Safety & Risk Management Committee

Constitution

1. 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

2. The Quality, Safety and Risk Management Board Committee is responsible for overall policies, systems and structures for risk management across the Hospital. The main functions of the QSRM Board Committee are to:
 - oversee the development by the executive of a QSRM programme for the Hospital and any subsequent amendments deemed necessary;
 - recommend to the Board a QSRM programme and executive structure that clearly articulates responsibility, authority and accountability for quality, safety and risk management across the organisation;
 - secure assurances from the executive on the implementation of the QSRM programme including monitored outcomes through key performance indicators;
 - secure 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

3. Members of the Committee shall be appointed by the Board. The Committee shall be made up of at least 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.
4. One of the two Board Members appointed to the Committee shall be appointed by the Board as Chairman 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.
5. 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.
6. Membership of the Committee shall depend 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.
7. The Director of QSRM shall be the executive lead for this Committee.

Meetings and Quorum

8. The Committee shall meet on at least four occasions a year. All meetings shall be convened by the Chairperson.
9. The quorum for meetings shall be two (2) members. Meetings may be facilitated by way of teleconference if necessary.
10. In addition a joint meeting shall be held between the Audit Committee and the Quality, Safety and Risk Management Committee annually

11. The Director of QSRM and the Director of Nursing, while not members of the committee, shall normally attend meetings.
12. Other Hospital employees shall attend meetings by invitation for specific agenda items. The Chairman 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.
13. The Chairperson shall present a written report annually to the Hospital Board summarising the work of the Committee in the previous year.
14. The approved minutes of the QSRM Committee shall be circulated to the members of the Committee and to the Chief Executive and Chairperson of the Board as soon as possible following each meeting. The Committee Chairperson shall report to the Board on key aspects of the proceedings of each Committee meeting.

Authority

15. 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.
16. The Committee shall act as a channel of communication between the Hospital Board and Executive Management.
17. 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
18. 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.

Relationship with Audit Committee

19. The Quality, Safety and Risk Management Board Committee provide oversight on behalf of the Hospital Board of non-financial risks and the risk management process whereas the Audit Committee has oversight of financial risks (including procurement and contracting) and the Internal Audit Plan. Each year, the Internal Auditor will propose an internal audit plan to the Audit Committee for approval. It will include both financial and non-financial risk management topics. This will be informed by Input from the Audit Committee and Quality, Safety and Risk Management Board Committee. Once the internal audits have been completed, the relevant reports will go to the Audit Committee for discussion and adoption. They will also be sent to the Quality, Safety and Risk Management Board Committee if non-financial in nature. In order to avoid missing key risks, duplicating unnecessarily and ensuring there is good

communication between the Quality, Safety and Risk Management and the Internal Audit Committee, parallel processes will be established at Executive and Board levels to ensure each committee is fully briefed about each other's work.

Duties

20. In pursuance of its objectives, the Committee shall have regard to seeking assurance that the Hospital is performing well against 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 wherever possible within allocated resources that the most effective care is provided to patients. 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 service 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, where they are treated with respect and dignity and treated 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 wherever possible, care is provided consistently irrespective of a person's characteristics (includes origins, sex, gender, deprivation level, education, ethnicity or creed).

Efficient care

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

Licensing and regulation

21. As part of its role to assure high quality safe care the Committee shall have regard to seeking assurance that the Hospital is (a) compliant with all relevant regulations and (b) assessing itself against the HIQA quality standards with a view to driving improved performance against such standards

Risk and incident management

22. In addition, the Committee shall have regard to seeking assurance that the Hospital is performing well against risk and incident management, 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.

Annual Review

23. The Committee shall, at least once a year, review its own performance in the context of its terms of reference and the objectives it set for itself at the beginning of the year and shall report its conclusions and any recommendations to the Board.

Section 7(c)

Staff and Organisation Development Committee

Constitution

1. 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.

Functions

2. 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. demonstrate by ensuring that the remuneration and terms of service of the CEO and members of the EMT (i.e. those reporting directly to the CEO) are overseen by this committee of the Board whose members have no personal financial interest in such matters and who in ensuring oversight of these matters on behalf of the Board will have due regard to the interests of the Hospital and taxpayers in general. Where pre-existing vacancies within the EMT are being filled, providing it does not involve any change in the remuneration, terms or conditions of the posts concerned and it is in accordance with HSE Policy and compliance with Public Sector Pay Policy to ensure these are presented to this committee for noting. Only items which fall outside of this remit may require a recommendation by the Chair of this committee 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

3. Members of the Committee shall be appointed by the Board. Unless otherwise determined by the Board, the Committee shall be made up of at least 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.
4. One of the two Board Members appointed to the Committee shall be appointed by the Board as Chairman 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.
5. 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.

6. 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.
7. The Director of Human Resources is the executive lead to this Committee.

Meetings and Quorum

8. The Committee shall meet on at least four occasions a year. All meetings shall be convened by the Chairperson.
9. The quorum for meetings shall be two (2) members. Meetings may be facilitated by way of teleconference if necessary.
10. The Director of Human Resources, while not a member of the Committee, shall normally attend meetings.
11. Other 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 Chairman 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.
12. An annual work programme will be prepared by the Committee and submitted to the Board for consideration at its January meeting.
13. The Chairperson shall present a written report annually to the Hospital Board summarising the work of the Committee in the previous year.
14. The approved minutes of the Staff & Organisation Development Committee shall be circulated to the Hospital Board as soon as possible for noting and/or discussion as necessary. The Committee Chairperson shall be available to 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.

Authority

15. 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 Senior Managers.

16. 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
17. 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

18. In pursuance of its objectives, the Committee shall be responsible for seeking 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.
19. The Committee shall be responsible for ensuring that the remuneration and terms of service of the CEO and 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.
20. The Committee shall assist the Board Chairman in setting performance targets for, and evaluating the performance of, the Chief Executive.
21. The Committee shall seek to assure itself that:
 - (a) issues relating to the remuneration and terms of service of other 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 University 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 Hospital determined staffing complement and protects continuity of services
22. The Committee will also be responsible for:
 - reviewing, from time to time, such elements of the Hospital's human resource 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

23. The Committee shall, at least once a year, review its own performance and its terms of reference and shall report its conclusions and recommend any changes it considers necessary to the Board.

Section 7(d)

Finance Committee

Constitution

1. 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

2. The main function of 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

3. 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.
4. One of the two Board Members appointed to the Committee shall be appointed by the Hospital Board as the Chairman 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.
5. 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.
6. 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.
7. The Director of Finance is the executive lead to this Committee.

Meetings and quorum

8. The Committee shall meet on at least four occasions a year. All meetings shall be convened by the Chairperson.
9. The quorum for meetings shall be two (2) members. Meetings may be facilitated by way of teleconference if necessary.

10. The Director of Finance, while not a member of the Committee, shall normally attend the meetings.
11. Other Hospital employees shall attend meetings by invitation for specific agenda items. The Chairman 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.
12. An annual work programme will be prepared by the Committee and submitted to the Board for consideration at its January meeting.
13. The Chairperson shall present a written report annually to the Hospital Board summarising the work of the Committee in the previous year.
14. The approved minutes of the Finance Committee shall be circulated to the Hospital Board as soon as possible for noting and/or discussion as necessary. The Committee Chairperson shall be available to report to the Board on key aspects of the proceedings of the Committee as required.

Authority

15. The Hospital Board retains full ultimate responsible for all matters relating to the fiscal stability and long-term financial health of the Hospital. However, the Committee Chairman 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.
16. 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.
17. 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.
18. 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

19. In pursuance of its objectives, the main duty of the Finance Committee shall be to review and recommend to the Hospital Board the adoption of the Hospital's annual revenue and capital budget plans, noting where applicable any material deviation from the Hospital's revenue and capital funding allocation.

20. 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, Balance sheet focus.
 - cash projections for the year;
 - the Hospital's financial strategy including remedial action in relation to budget difficulties;
 - cost saving/value for money initiatives;
 - issues relating to income generation/collection;
 - the Hospital's capital development programme including minor capital, equipment replacement and the revenue implications of capital expenditure plans.
 - 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.
21. 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

24. The Committee shall, at least once a year, review its own performance and its terms of reference and shall report its conclusions and recommend any changes it considers necessary to the Board.

Section 7(e)

Nominations committee

Constitution

25. The Hospital Board has resolved to establish a Nominations Committee, to assist the Board in fulfilling its oversight responsibilities.

Main Function

26. The Board should satisfy itself that, where appropriate, plans are in place for the orderly succession of appointments to the Board so as to maintain an appropriate balance of skills and experience within the Provider agency and on the Board and to ensure progressive refreshing of the Board. In this regard, the Board should have a committee to deal with Nominations. The Hospital Board comprises eleven members who are appointed as follows:

- (a) one member shall be appointed by the Adelaide Health Foundation;
- (b) one member shall be appointed by the Meath Foundation;
- (c) one member shall be appointed by the National Children's Hospital;
- (d) four members shall be appointed by the Minister for Health on the nomination of the President of the Hospital;
- (e) 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) two members shall be appointed by the Minister for Health on the nomination of the Hospital Board.

The Nominations committee will be responsible for:

- Developing and recommending to the Board formal, rigorous and transparent procedures for the identification, selection and appointment of Board members;
- Reviewing and monitoring the membership needs of Board and its committees; and
- Ensuring that the search for board candidates is conducted, and appointments made, on merit, against objective criteria and with due regard for the benefits of diversity on the Board, including gender and skill mix."
- Such a committee will also play a useful role in (i) helping to achieve a coherent approach in relation to competencies, skill mix, gender balance, promote the Hospital's values and culture etc. by the different appointing/nominating parties and (ii) advising on the appointment of extern members of Board committees.

- It is suggested that, in addition, the Committee be asked to deal with issues relating to the training/development of Board members and Board Committee members (such as organising future “away day” events).
considering relevant aspects and requirements of Part B of the ACS for e.g. the Board should have a succession plan, the Board should have a documented procedure for the disqualification of members, etc.
- Considering the continued rationale for the inclusion of Senior Management Team (SMT) members at Board meetings to ensure that the required strength in sectoral and clinical competency is secured. To ensure the analysis of future needs should explicitly consider inclusion of these competencies in the Board’s own composition (*Empeira Report*).

Membership

27. The Committee shall comprise the Chair and Vice Chair of the Board, plus the Chair of the Staff & Organisation Development Committee. Subject to Board approval, the committee may appoint up to three additional external members with the appropriate skills and relevant expertise.
28. One of the three Board Members shall be appointed by the Board as Chairman 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.
29. 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.
30. Membership of the Committee shall depend 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.

Meetings and Quorum

31. The Committee will meet at least once a year but would also meet on an “as needed” basis, e.g. if a board vacancy arises or is expected to arise.
32. The quorum for meetings shall be two (2) members. Meetings may be facilitated by way of teleconference if necessary.
33. The Chief Executive will attend on the request of the committee.
34. The Chairperson shall present a written report annually to the Hospital Board summarising the work of the Committee in the previous year.
35. The approved minutes of the Nominations Committee shall be circulated to the members of the Committee and to the Chief Executive and Chairperson of the Board

as soon as possible following each meeting. The Committee Chairperson shall report to the Board on key aspects of the proceedings of each Committee meeting.

Authority

36. The Committee shall operate under delegated authority from the Hospital Board.
37. 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

38. In pursuance of its objectives, the committee shall be responsible for the following:
 - Developing and recommending to the Board formal, rigorous and transparent procedures for the identification, selection and appointment of Board members.
 - Reviewing and monitoring the membership needs of Board and its committees; and
 - Ensuring that the search for board candidates is conducted, and appointments made, on merit, against objective criteria and with due regard for the benefits of diversity on the Board, including gender and skill mix.
 - Such a committee will also play a useful role in (i) helping to achieve a coherent approach in relation to competencies, skill mix, gender balance, etc. by the different appointing/nominating parties and (ii) advising on the appointment of extern members of Board committees.

Annual Review

39. The Committee shall, at least once a year, review its own performance in the context of its terms of reference and the objectives it set for itself at the beginning of the year and shall report its conclusions and any recommendations to the 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.

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.

Appendices

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

1st 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 Éireann (26 June 1996) and Dáil Éireann (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 15th 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*

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 2nd day of March, 1753, in the Earl of Meath's Liberty by four surgeons, Alexander Cunningham, Redmond Boate, David McBride and Henry Hawkshaw.

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.

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.

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.

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.

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

*Foundation of the
Meath Hospital 1753*

*Foundation of the
National Children's
Hospital 1821*

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

*Establishment of
Tallaght Hospital
Board 1980*

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 27th 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 1st day of August, 1996

*2 Date of Operation
(Charter Day)*

3. In this Order "the Charter" means the letters patent of the 27th 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

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| <p>(i) The hospital services and equipment provided and held by each of the said hospitals immediately before the transfer day.</p> | <p><i>(5)(a)(i) Assumption of responsibility for services and equipment held by the individual hospitals prior to transfer day</i></p> |
| <p>(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.</p> | <p><i>(5)(a)(ii) Assumption of responsibility in respect of pensions and other rights of retired members of staff</i></p> |
| <p>(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</p> | <p><i>(5)(a)(iii) Assumption of responsibility in respect of pre-transfer day surpluses/deficits</i></p> |
| <p>(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).</p> | <p><i>(5)(a)(iv) Assumption of responsibility in respect of the pre-transfer day contracts and legal proceedings</i></p> |
| <p>(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.</p> | <p><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></p> |
| <p>(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</p> | <p><i>(5)(c) Ethics</i></p> |

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.

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| (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> |

- (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.
- (5)(j) *Religious character of the Hospital. Multi-denominational and pluralist character of the Hospital.*
- (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.
- (5)(k) *Appointments*
- (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).
- (5)(l) *Voluntary character of the Hospital*
- (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.
- (5)(m) *Co-operation with health boards or other health agencies*
- (n) To solicit and receive subscriptions and gifts of all kinds whether absolute or conditional for the purposes of the Hospital.
- (5)(n) *Gifts*
- (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.
- (5)(o) *Take over of other hospitals or other institutions*
- (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.
- (5)(p) *Promotion of paediatric medicine and surgery and the association thereof with the name of the National Children's Hospital*

- (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) –

(a) the first Chairman shall be appointed by the Board from amongst the members of the Board appointed under Clause (12)(13)(a)

and

(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) –

(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 9th 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 24th 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 27th 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 31st
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 3rd July 1996 and by resolution of Seanad Éireann on 26th 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. [15th 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 24th 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 26th November 2014.

Ends.

Appendix 12

Board Competency Framework

	Competency	Rationale	Governance Outcomes
Knowledge			
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

Skills: Analytical and Technical			
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
Skills: Attitudes and personal characteristics			
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