

Code of Governance Manual for the National Paediatric Hospital Development Board (Project to build the Children's Hospital of Ireland)

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CONTENTS

1)	INTRODUCTION	3
2)	CODE OF GOVERNANCE	5
3)	CODE OF BUSINESS CONDUCT	26
4)	STANDING ORDERS TO REGULATE THE PROCEDURES AND BUSINESS OF THE BOARD	56
5)	FORMAL SCHEDULE OF MATTERS FOR BOARD DECISION	64
6)	COMMITTEES OF THE BOARD	69
7)	POLICY & PROCEDURE FOR DEALING WITH CONFLICTS OF INTEREST	76
8)	CHARTER FOR THE INTERNAL AUDIT FUNCTION	81

APPENDICES

APPENDIX 1 – OVERVIEW OF STATUTORY & LEGISLATIVE REQUIREMENTS & GOVERNMENT APPROVED GUIDELINES	85
APPENDIX 2 – PROJECT GOVERNANCE	88
APPENDIX 3 – TRAVEL PROCEDURES	92

1) INTRODUCTION

The National Paediatric Hospital Development Board (the Board) is committed to operating to the highest standards of efficient and effective corporate governance. This is particularly important given the values that drive the approach and behaviour of the Board to subject itself to the highest standards of scrutiny.

This manual sets out the systems and processes by which the Board directs and controls its functions and manages its business. The manual is intended to guide Board members (and the Executive and project teams, where appropriate) in performing their duties to the highest standards of accountability, integrity and propriety. It should be read as a supplement to existing requirements as set out both in statute and in Government-approved guidelines (See Appendix I – NPHD Board Governance - Overview of Statutory and Legislative Requirements and Government Approved Guidelines), and all Board approved policies and procedures.

The Board has adopted the “Code of Practice for the Governance of State Bodies 2009”, and has implemented the provisions of that Code. The Board is committed to maintaining the highest standards of corporate governance, and to monitoring compliance on an ongoing basis.

All relevant legislation, regulations and government approved guideline are reviewed on an annual basis for any changes or updates, along with all applicable Government Department circulars issued during the year. The Annual Governance Review Schedule is completed to ensure that the Board is fully compliant and appropriate controls and/or procedures are put in place on foot of any changes, as required.

The Board consists of 13 members and an Executive consisting of a Project Director, Finance Officer and Medical Director (part-time) together with such other Project Staff appointed from time to time supporting the Board, appointed in accordance with Section 17 of S.I. No. 246 of 2007.

The Board and Executive relies on any consultants contracted to the Board to ensure that all of their dealings with the Board and the Executive comply with the highest standards of efficient and effective corporate governance. As the primary work of the Board will be completed via a series of contracts, the Board will be reliant on consultants to deliver on the work as specified in their contracts. In doing so, the Board expect these consultants to conduct themselves in accordance with accepted best practice, to maintain proper standards of integrity, conduct and concern for the public interest, and to comply with the highest standards of corporate governance.

This manual contains the following key documents:

1. *Code of Governance*

This code sets out the appropriate structures and procedures to ensure that the governance and accountability arrangements are robust and effective across the Board and the project.

2. *Code of Business Conduct*

This code sets out the guidelines for ensuring that the Board conducts its business to the highest possible standards of integrity and ethics and reflects the obligations on Board members, the Executive and individuals contracted, either directly or indirectly by the Board in the discharge of their public duties.

3. *Standing Orders of the Board*

The Standing Orders of the Board provides for the regulation of the proceedings of the meetings of the Board.

4. Formal Schedule of Matters for Board Decision

This Schedule outlines the matters specifically reserved to the Board for decision to ensure that the direction and control of the Board is firmly managed by the Board.

5. Committees of the Board

This sets out the general rules for Committees of the Board, a list of the Committees established by the Board and the membership and the Terms of Reference for those Committees.

6. Conflict of Interest Policy & Procedure

This Policy reflects the emphasis which the Board places on the avoidance of occasions where conflict of interest may arise and sets out principles for the management of real and potential conflicts of interest. The procedure sets out the practical means by which a conflict of interest or potential conflict of interest situation is managed.

7. Charter for the Internal Audit Function

This sets out a formal charter for the Internal Audit function.

It is intended for this manual to be part of the induction programme for Board members, the Executive and contractors and it will be subject to annual review and updated as required.

2) CODE OF GOVERNANCE

1.	CONTEXT	6
2.	DEFINITIONS	6
3.	INTRODUCTION	6
4.	GUIDING PRINCIPLES OF THE BOARD	7
5.	STRUCTURE OF THE BOARD	7
6.	REPORTING PROCESSES AND GUIDELINES	20
7.	INTERNAL CONTROLS AND RISK MANAGEMENT	21
8.	REMUNERATION AND EXPENSES	23
9.	REPORTS AND ACCOUNTS OF STATE BODIES	23
10.	THE CODE OF BUSINESS CONDUCT	24
11.	CODE OF PRACTICE REPORTS	24

1. CONTEXT

In accordance with Statutory Instrument No. 246 of 2007 and informed by the Framework for Corporate and Financial Governance as well as the "Code of Practice for the Governance of State Bodies", a Code of Governance for the Board has been compiled and is reviewed annually. This Code provides guidance only and is not a substitute for the full requirements as set out both in statute and in Government approved guidelines. The objective is to provide a practical approach to the effective discharging of obligations as a Board and as individual Board Members.

Subject to approval by the Minister for Health, the Board has agreed to keep this code under continuous review and to update it as necessary and in accordance with the development of the Children's Hospital of Ireland and any additional new public sector requirements.

This Code provides for appropriate structures and procedures to ensure a robust framework for the governance and accountability of the Board.

2. DEFINITIONS

In this Code of Governance the following expressions shall, unless the context otherwise requires, have the following meanings:-

- 'S.I. No 246 of 2007', Statutory Instrument No 246 of 2007, establishing the National Paediatric Hospital Development Board;
- 'Children's Hospital of Ireland', the project to build the new children's hospital, at St James's Hospital Campus established under S.I. No 246 of 2007. It is intended that this statutory instrument will be updated in due course;
- 'The Board', the National Paediatric Hospital Development Board, established under S.I. No 246 of 2007, appointed by the Minister for Health;
- 'Executive', the Executive appointed by the Board including the Project Director, Finance Officer and Medical Director together with such other Project Staff as appointed by the Board from time to time;
- 'HSE', the Health Service Executive established under the Health Act, 2004;
- 'Minister', the Minister for Health; and
- 'Project Director', the person appointed as Project Director by the Board, with the approval of the Minister, who is carrying on and managing the administration and business of the Board.

3. INTRODUCTION

The Board is a body corporate with functions and responsibilities as set out under section 5 of S.I. No 246 of 2007. This Code of Governance sets out a corporate governance best practice framework within which the Board wishes to operate. It includes standards of conduct and probity that the Board members, the Executive and anybody contracted by the Board are required to observe. Members of the Board, the Executive or anybody contracted by the Board subscribe to an identified Code of Business Conduct.

The specific remits of the Board as set out in Section 5(1) of S.I. 246 of 2007 are as follows:

- to plan, design, build, furnish and equip a national paediatric hospital (“the Children’s Hospital of Ireland”) in accordance with a brief approved by the HSE with the prior consent of the Minister, and subject to any subsequent variations to this brief as may be determined by the HSE in consultation with the Board, and with the prior consent of the Minister;
- do any other thing as is necessary for the performance of its functions.

It is intended that there will be a change to S.I. No. 246 of 2007 such that the following remits will be transferred from the Board to the Children’s Hospital Group Board in due course. However, at present this currently remains within the auspices of S.I. No. 246 of 2007.

- *in consultation with the relevant hospitals, prepare plans for the transfer of services from the relevant hospitals to the hospital;*
- *in consultation with the relevant hospitals, prepare a human resource strategy for the transfer of the hospitals;*
- *explore the possibility of securing philanthropic contributions to meet all or part of the capital cost of developing the hospital, and foster the philanthropic interests that already exist in relation to the provision of paediatric services;*

4. GUIDING PRINCIPLES OF THE BOARD

The Board shall observe the highest standards of probity in relation to the stewardship of public funds and the exercise of its functions; maximise value for money, through ensuring that duties are delivered in the most economical, efficient and effective way, within available resources; demonstrate adherence to the Board’s core functions in accordance with S.I. No 246 of 2007. The Board shall be accountable to the body public and the Minister, for its activities, its stewardship of public funds and the extent to which key deliverables and objectives have been met.

5. STRUCTURE OF THE BOARD

5.1 Introduction¹

Section 4 of S.I. No 246 of 2007 provides that the Board is the governing body of the project to build the Children’s Hospital of Ireland with the power to perform the functions of the Board. The Project Director is responsible to the Board for the implementation of the Board’s policies. The Project Director in turn delegates or sub-delegates functions to the Executive (Finance Officer, Medical Director and such other Project Staff as appointed from time to time) and contractors employed to support the Board.

The role of Chairperson and Project Director should not normally be combined. When this occurs, it should be with the consent of the Minister.

The Board constantly reviews its own operation and seeks to identify ways of improving its effectiveness.

¹ Refer to section 2.16 – 2.17 of the ‘Code of Practice for the Governance of State Bodies’

5.2 Specific Duties and Responsibilities of the Chairperson²:

The specific duties of the Chairperson are as follows:

- representing the Board in its dealings with the Minister
- promoting the work of the Board
- providing effective leadership to the Board
- ensuring Board members understand their respective roles and responsibilities and that the Board works effectively and efficiently
- ensuring that the Board holds such and so many meetings as may be necessary for the performance of its functions, chairing the meetings and 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 and with the Board's Code of Business Conduct
- ensuring that the Board, in reaching decisions, takes proper account of guidance provided by the Minister
- In conjunction with the annual report and accounts of the Board, furnish to the Minister a comprehensive report
 - outlining all commercially significant developments affecting the Board in the preceding year, and major issues likely to arise in the short to medium term
 - affirming that all appropriate procedures for financial reporting, internal audit, travel and procurement are being carried out
 - including a statement on the system of internal financial control and including, in cases where a breach of this system has been identified, an outline of the steps that will be taken to guard against such a breach occurring in future
 - affirming that Code of Business Conduct has been put in place and adhered to
 - affirming that Government policy on the pay of the Project Director and staff is being complied with
 - affirming that Government guidelines on the payment of Directors' fees are being complied with
 - explaining failure to comply with any of the above and stating any corrective action taken or contemplated
 - outlining significant post balance sheet events
 - certifying that Government travel policy requirements are being complied with in all respects
 - confirming that the Code of Practice for the Governance of State Bodies has been adopted and the extent to which it is being complied with subject to Board approval
- Provide appropriate interim reports to the HSE and if requested, the Minister, on significant commercially sensitive developments and likely developments for the year.

² Refer to section 13.1 – 13.3 of the 'Code of Practice for the Governance of State Bodies'

- establishing all relevant committees. This shall include an Audit Committee, Finance Committee, Procurement Committee, Planning Committee, Design Committee, Decanting and Shared Services Committee, Organisation/Recruitment Committee, ICT Committee, Model of Care Committee, Communications Committee under the chair of a Board member.³

5.3 Duties and Responsibilities of Board Members of the Board⁴

The Board members (including the Chairperson) shall have collective responsibility to:

- establish the strategic direction of the Board, within the framework laid down by S.I. No 246 of 2007 and the resources allocated to it
- direct, support and evaluate the Project Director
- ensure that the Board complies with all statutory and administrative requirements for the use of public funds
- fully engage in impartial and balanced consideration of all issues
- bring an independent judgement to bear on issues of strategy, performance, resources, key appointments, and standards of conduct
- state in the annual report that they are responsible for preparing the accounts along with a statement by the external auditors about their reporting responsibilities
- ensure that the Chairperson keeps the Minister advised of matters arising
- assure the Board's system of internal financial control, operations compliance and risk management following the appointment of the new Design Team (this requirement is delegated to the Audit Committee who report to the Board on these matters)
- contribute to any Committee of the Board
- share corporate responsibility for all Board decisions
- be objective in their work on behalf of the Board
- ensure full compliance with Conflict of Interest Policy and Procedure and Codes of Governance and Business Conduct
- treat papers marked for non-disclosure as confidential to themselves, not discuss them with others outside the Board, not leave them unattended and where others may obtain access to them, and dispose of them appropriately. In addition, where a Board member resigns or is relieved of its position it shall return all confidential information, including but not limited to all Board papers, to the Board secretary.

In addition, each Board member is individually responsible for:

- on appointment to the Board furnishing to the secretary to the Board details relating to his/her employment and all other business interests including shareholdings, professional relationships, etc. which could involve a conflict of interest or could materially influence the member in relation to the performance of his functions as a member of the Board
- complying with all aspects of this Code of Governance, which includes their declaration of all relevant interests

³ Please make sure the updated Code is forwarded to Committee Members once in final form and approved by the Board.

⁴ Refer to section 3.1 – 3.4 of the 'Code of Practice for the Governance of State Bodies'

- informing the Board, via the Chairperson, of any new appointments they accept which may impinge on, or conflict with, their duties as a Board member
- acting in good faith and in the best interests of the Board
- not disclosing, without the consent of the Board, save in accordance with law, any information obtained by him or her while performing duties as a member of the Board
- responding to any information requests made directly to him or her, relating to the activities of the Board, including referring any request to the Chairperson (or the Secretary of the Board on his or her behalf) for appropriate processing
- not misusing information gained in the course of their public service for personal gain or political purpose

5.4 **Key Duties and Reporting Responsibilities of the Board**⁵

The Board shall execute the following functions:

- 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 Board in accordance with Section 18 of S.I. No. 246 of 2007.
- The Board has in place a procedure for recording the concerns of Board members that cannot be resolved. The concerns are noted in the minutes of the Board meeting and therefore retained on permanent record. A log of all concerns raised is maintained. This is reviewed annually and the appropriate action taken, if required. The resolution of concerns are also documented in the minutes of the meeting that they were addressed.
- The Board shall have a formal schedule of matters specifically reserved to it for decision.
- The Board shall prepare annual plans and project plans indicating project completion date.
- The Board holds and retains overall responsibility for discharge of the key functions specified in S.I. No 246 of 2007. It shall comply with all statutory regulations and legal obligations which apply to the Board. Where individual Board members become aware of any non-compliance they are required to bring this to the attention of the Board with the intention of having the matter rectified. The matter shall also be brought to the attention of the Minister by the Chairperson.
- The Board is vigilant in ensuring that the Chairperson advises the Minister on any matter relevant to him/her as principal stakeholder and of any significant matter of public concern.
- The Minister is notified of any matter for his/her decision or direction as required by S.I. No 246 of 2007.
- An Annual Report shall be submitted to the Minister and published. In addition the accounts shall be provided to the Minister and the Minister for Finance where applicable as required by this Code of Governance.
- The Board shall approve financial and accounting policies and supervise the production and submission of Annual Accounts. In the context of the

⁵ Refer to section 3.5 – 3.7 of the 'Code of Practice for the Governance of State Bodies'

annual statement of accounts the Board shall report on the progress of the project.

- The Board shall seek all necessary information to ensure that the Annual Report to the Minister and the Annual Accounts present a balanced and understandable assessment of the Board's position and performance.
- The Annual Accounts shall include the Project Director's annual basic salary, payments made to the Project Director under performance-related pay schemes and the total value of the Project Director's superannuation benefits or any additional benefits provided.
- The annual accounts are audited by the Comptroller and Auditor General. The Board through its Audit Committee shall meet with the external auditors at least once a year, without the Executive present, to ensure that there are no unresolved issues of concern.
- The Board shall approve the internal control structure of the Board and receive periodic reports on the effectiveness of these provisions. Internal controls should be reviewed annually.
- An annual progress report shall be submitted to the Minister.
- The Board shall approve expenditure budgets and monitor expenditure.
- The Board shall select and appoint the Project Director. The succession to the post of Project Director and the recruitment procedure for the appointment, which involves public advertisement, shall be a primary concern of the Board. It shall approve the related contract of employment, including remuneration and institute a process of annual performance appraisal.
- The Board shall approve procedures for the making of all senior appointments to ensure objectivity and the quality of these appointments.
- Contracts for expenditure for a value in excess of €100,000 shall be approved by the Board. The Chairperson of the Board has authority to approve these contracts in between Board meetings and take them to the next Board meeting for ratification. Loans for capital works shall be approved by the Board. All expenditure of the Board fall under the capital works contracts, unless authorised by the Minister.
- The Board shall ensure that appropriate procurement procedures are implemented in accordance with relevant domestic and EU guidelines and regulations.
- The Board, through its Executive, shall ensure the appropriate expertise of the personnel responsible for the purchasing function of the Board and that they are properly conversant with all developments in this area.
- The Board shall ensure that in relation to payments to contractors, consultants and similar type payments all Tax Clearance and RCT requirements as set out in current Circulars 43 and 44 of 2006 relating to Public Sector Contracts are adhered to. These are currently being revised and replaced. In the interim, more details are available on the revenue website, <http://www.revenue.ie/>
- Where the Board proposes the establishment of joint ventures, subsidiaries, or an expansion of the Board's current remit, the Board shall be required to receive approval in relation to same from the Minister.
- The Board shall ensure that a qualified management team and a robust management structure are in place.

- The Board shall appoint committees as it sees fit and determine their terms of reference.

5.5 Key Duties and Reporting Responsibilities of the Board Secretary

The following outlines the functions of the Board Secretary. This is not a comprehensive list and the person performing this role may have to use his or her initiative to ensure that all core functions are fulfilled.

- **Board Meetings**

Facilitating the smooth operation of the Board's formal decision making and reporting machinery, organising Board and committee meetings, properly notifying members in advance, formulating meeting agendas with the Chairperson and/or the Project Director, collecting, organising and distributing such information, documents or other papers required for such meetings, ensuring that all meetings are minuted and that such minutes are maintained and that all Board committees are properly constituted and provided with terms of reference.

- **Functions of the Board**

Ensuring that the Board operates within its functions under S.I. No 246 of 2007 as may be amended from time to time.

- **Books and Registers**

Maintaining such books and registers of the Board as required under S.I. No 246 of 2007, the Code of Governance of the Board, the Standing Orders of the Board and Department of Finance guidelines.

- **Reporting Requirements**

Ensuring that the Board submits such reports to the Minister, the HSE and such other appropriate bodies as required under S.I. No 246 of 2007 as may be amended from time to time by the Department of Finance guidelines.

- **Report on Accounts**

Co-ordinating the publication and distribution of the Board's Annual Report and accounts, in consultation with the Board's Chairperson.

- **Corporate Governance**

Continually reviewing developments in corporate governance, facilitating 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, acting as a channel of communication and information for the members of the Board.

Ensure that Board members are informed as to their legal responsibilities and that they are familiar with the requirements of company law and other statutory provisions which have relevance for them in the exercise of their functions as Board members and bring to the attention of Board members legal and other changes that affect their duties and responsibilities.

Ensure that Board procedures are followed and applicable rules and regulations are complied with. Applicable rules include those laid down in S.I. No 246 of 2007 and the Standing Orders of the Board and any directions of the Minister

- **Seal of the Board**

Ensuring safe custody and proper use of the seal of the Board. The Secretary will maintain a record of the seal of the Board.

- **Board Offices**

Establishing and administering the offices of the Board, attending to the receipt, co-ordination and distribution of official correspondence received by the Board, ensuring the provision of facilities for the public inspection of appropriate Board documents. Delegated to the Project Director.

- **Board Identity**

Ensuring that all business letters, notices and other official publications of the Board show the name of the Board and any other information as appropriate and that Board nameplates are placed in a conspicuous place.

- **General Compliance**

Monitoring and laying in place procedures which allow for compliance with relevant regulatory and legal requirements, particularly under S.I. No 246 of 2007 including legal requirements and retention of documents.

The Secretary shall co-ordinate an objective performance management process for the review of the performance of the Chairperson of the Board and the committees of the Board on an annual basis.

5.6 Duties and Responsibilities of Project Director

The Project Director shall be appointed by the Board and shall hold office for such period and upon such terms and conditions as the Board may, with the approval of the Minister, determine from time to time. It is anticipated that the role of Project Director will be addressed in the updated statutory instrument in due course, replacing reference to that of Chief Officer.

It is intended that the Project Director shall carry on, manage and control generally the administration and business of the Board and perform such other functions as may be determined by the Board.

The Project Director shall not be a member of the Board, but may attend at all Board meetings unless the Board otherwise decides.

KEY RESULT AREAS:

- 1) **Planning**

Being a key contributor to the planning process – development, execution and monitoring of plans.

- 2) **Financial Management and Control**

In conjunction with the Finance Officer, the design of appropriate financial controls and reporting structures and the provision of accurate financial information in a timely manner.

- 3) **Compliance with Reporting and Regulatory Requirements**

Ensure establishment and maintenance of an accounting and financial control system which will enable the Board to meet its governance and reporting obligations and in particular in respect of the audit requirements under Section 5 of the Comptroller and Auditor General (Amendment) Act 1993. The Board shall in each year, not later than the 30th day of April⁶ prepare and adopt an Annual Report on the performance of its functions during the preceding year. The Project Director shall assist the Chairperson and the Board in the preparation and presentation of the Annual Report

⁶ This is on an annual basis

4) Relationships with External Consultants and Contractors Appointed by the Board

Managing the performance and outcomes of such consultants and contractors and report accordingly and regularly to the Board.

Ensuring establishment of appropriate structures for monitoring and controlling all aspects of activities undertaken on behalf of the Board by external consultants and contractors.

5) Supporting, Chairperson, the Board and Board Committees

Ensuring requirements of the Chairperson, the Board and Board Committees are identified, understood and addressed on a periodic and ad hoc basis as appropriate.

PRINCIPAL DUTIES:

1) Planning

- Prepare financial budgets and plans in accordance with Board policy and in consultation with the Finance Officer.
- Plan and establish the accounting and reporting procedures to be used both by the Executive employed directly by the Board and by external consultants and contractors appointed by the Board.
- Evaluate and report to Board on plans developed by external consultants and contractors engaged to provide project support and project management services.
- Liaise as required and appropriate with State finance providers (i.e. Department of Health, HSE etc).
- To develop and implement an annual business plan which recognises key priorities and ensures that functions and services are established to ensure the delivery key objectives and targets.
- To recruit and retain a team who will be responsible for various functions within the organisation which are not resourced through external contractual arrangements.

It is intended that in due course that the following activities and duties will be transferred to the Children's Hospital Group although currently this remains within the remit of S.I. No. 246 of 2007.

- In consultation with the relevant hospitals, prepare plans for the transfer of services from the relevant hospitals to the hospital;
- In consultation with the relevant hospitals, prepare a human resource strategy for the transfer to the hospital;
- Explore the possibility of securing philanthropic contributions to meet all or part of the capital cost of developing the hospital, and foster the philanthropic interests that already exist in relation to the provision of children's hospitals' services;
- [In the planning, designing, building, furnishing and equipping of the education and training facilities at the hospital in accordance with the brief, consult with the relevant hospitals and such educational and training institutions, research institutions and charitable organisations as it appropriate]

2) Financial Management and Control

- Work closely with the Finance Officer on all matters in regard to finance and financial accounting and control.
 - Develop and implement Board approved manual of policies and procedures to be applied across all Board activities.
 - In conjunction with the Finance Officer, review and monitor the financial reporting and controls being applied by external consultants and contractors appointed by the Board to provide project support services.
 - Establish and maintain appropriate monthly financial and management reporting for the Board and present on specific financial and management information topics as requested by the Chairperson and the Board
- 3) **Compliance and Reporting and Regulatory Requirements**
- The Project Director will work closely with the Finance Officer to ensure the highest standards of compliance with reporting and regulatory requirements.
 - Ensure that monthly accounts are prepared promptly and that they show the current position in relation to budget for all of the main activities and expenditure and prepare an accompanying report commenting on the major features.
 - Keep the financial position of the Board under constant review and ensure that all short and long term financial requirements are adequately provided for.
 - Ensure that all financial transactions of the Board are properly authorised, approved and recorded.
 - Prepare the Annual Financial Statement within three months of the end of the previous year for submission to the Comptroller and Auditor General.
 - Coordinate the preparation and submission of the related supporting information to facilitate audit by the Comptroller and Auditor General in accordance with Section 5 of the Comptroller and Auditor General (Amendment) Act 1993.
 - Ensure that the annual financial statements are presented in accordance with Section 11 of the Comptroller and Auditor General (Amendment) Act 1993.
- 4) **Relationships with External Consultants and Contractors and Appointed by the Board.**
- Pivotal role in managing contractual, commercial, and performance and aspects of these arrangements.
 - Lead role in facilitating involvement of such external parties in a manner which ensures effectiveness and efficiencies are optimised.
 - Facilitation will include engagement with stakeholders and others whose involvement and co-operation will be critical to achieving progress on the various work streams which will be developed as part of the planning process.
 - Primary responsibility for monitoring performance against plan and for reporting to the Board or committees of the Board.
 - Developing and maintaining appropriate structures (e.g. Committees) to ensure that the Executive and external consultants and contractors achieve a common and effective team approach which will represent best practices in project management and the best outcome for the Board.

5) Board Committees.

- The Board may appoint committees, whose members may include persons who are not members of the Board, to assist and advise the Board in relation to the carrying on of its day-to-day functions, or to furnish advice on particular aspects of its functions. The Project Director will ensure that such committees are assisted and fully supported in their proper functioning.

5.7 Duties and Responsibilities of the Finance Officer

KEY RESULT AREAS:

1) Planning

Being a key contributor to the planning process – development, execution and monitoring of plans.

2) Financial Management and Control

The design of appropriate financial controls, structures, budgets, cash flows and the provision of accurate financial information in a timely manner.

3) Compliance with Reporting and Regulatory Requirements

Ensure establishment and maintenance of an accounting and financial control system which will enable the Board to meet its governance and reporting obligations and in particular in respect of the audit requirements under Section 5 of the Comptroller and Auditor General (Amendment) Act, 1993.

4) Relationships with External Consultants and Contractors Appointed by the Board

Ensuring establishment of appropriate structures for monitoring and controlling all financial aspects of activities undertaken on behalf of the Board by external consultants and contractors.

5) Supporting Project Director, Chairperson, the Board and Board Committees.

Ensuring requirements of Project Director, Chairperson, the Board and Board Committees are identified, understood and addressed on a periodic basis as appropriate.

PRINCIPAL DUTIES:

1) Planning

- Prepare financial budgets and plans in accordance with Board policy and in consultation with the Project Director.
- Plan and establish the accounting and reporting procedures to be used both by the Executive employed directly by the Board and by external consultants and contractors appointed by the Board.
- Liaise as required and appropriate with State finance providers (i.e. Department of Health, HSE etc).

2) Financial Management and Control

- Direct all matters in regard to finance and financial accounting and control.
- Develop and implement Board approved manual of policies and procedures to be applied across all Board activities.

- Manage the production of all accounts and management information.
- Review and monitor the financial reporting and controls being applied by external consultants and contractors appointed by the Board to provide project support services.
- Establish and maintain appropriate monthly financial and management reporting for the Board and present on specific financial and management information topics as requested by the Project Director and Chairperson.

3) Compliance and Reporting and Regulatory Requirements

- Ensure that monthly accounts are prepared promptly and that they show the current position in relation to budget for all of the main activities and expenditure and prepare an accompanying report commenting on the major features.
- Keep the financial position of the Board under constant review and ensure that all short and long term financial requirements are adequately provided for.
- Ensure that all financial transactions of the Board are properly authorised, approved and recorded.
- Prepare the Annual Financial Statement within three months of the end of the previous year for submission to the Comptroller and Auditor General.
- Coordinate the preparation and submission of the related supporting information to facilitate audit by the Comptroller and Auditor General in accordance with Section 5 of the Comptroller and Auditor General (Amendment) Act 1993.
- Ensure that the annual financial statements are presented in accordance with Section 11 of the Comptroller and Auditor General (Amendment) Act 1993.
- See that all unpresented cheques are reviewed on a regular basis and, if appropriate, reversed in the accounts on a timely basis.

4) Accountability

- The Financial Controller reports directly to the Project Director.
- The Financial Controller will be responsible for overseeing direct reports' performance.
- The Financial Controller will be responsible for advising, coordinating, consolidating and reviewing all financial related matters including such matters as are carried out through external contractual arrangements.

5.8 Duties and Responsibilities of the Medical Director

Key Duties:

The Medical Director will perform the following key functions

- Advise the Board and the HSE on all medical and clinical issues relating to the development of the Children's Hospital of Ireland.
- Provide medical input into the long-term vision for the new children's hospital.
- Support the Board in providing the direction, leadership and vision to meet its objectives, including the development of Philosophy, Principles and Model of Paediatric Care, locally and nationally.

- Provide effective leadership in the planning, development and delivery of clinical services in the Children's Hospital of Ireland.
- Interact internally with senior level management and provide the medical input required for the development of the design brief for the new children's hospital.
- Work with the three children's hospitals in order to plan combined services departments for the new facility and facilitate the development of a multidisciplinary approach to the management of all clinical issues.
- Develop and maintain relationships externally through Advisory Boards, Professional Associations and Meetings to develop a forum for-Hospital and Cross Specialty- engagement.
- Engage with academic and other relevant Institutions on Education, Training and Research requirements and facilities in the Children's Hospital of Ireland.
- In conjunction with the Board and the Executive team engage with children/ adolescents and their families, other service users and Voluntary Organisations in the planning of hospital facilities.
- Engage with providers on Education, Training and Research in the planning of the new children's hospital.
- In conjunction with the Board and the Executive Team develop care pathways and processes locally, regionally and nationally.
- Provide all medical input required with respect to commissioning of the Children's Hospital of Ireland (equipping, staffing, operational policies etc.) and participate as a key member of the Commissioning Team.
- Advise on and develop quality, safety, risk management and clinical governance provisions for the new children's hospital.
- Develop the structure for clinical and medical services
- Link in with paediatricians around the rest of the country to develop a national model of care (it is expected that another consultant will be appointed on a half time basis to assist in the development of the national services integration)

5.9 Internal Audit Function

The operation of the internal audit function should comply with the Charter for the Internal Audit Function which is included within this Corporate Governance Manual.

5.10 Devolved Functions

The Board may delegate any of its functions to the Project Director and/or Executive. They are individually accountable for assigned areas of delivery and control and are directly responsible to the Board.

5.11 Authority and Membership of the Board⁷

- The seal of the Board shall be authenticated by the signature of the Chairperson or such other member of the Board authorised by the Board to act in that behalf, and by the signature of an officer of the Board authorised by the Board in that behalf.

⁷ Refer to section 2.17 of the 'Code of Practice for the Governance of State Bodies'

- The Board's authority is derived from the S.I. No 246 of 2007 and the appointment of the Chairperson and Board members by the Minister pursuant to S.I. No 246 of 2007.
- The Board shall consist of thirteen members (including the Chairperson and twelve ordinary members) appointed by the Minister as specified in Section 9.(2)(a) of S.I. No. 246 of 2007.
- Of the ordinary members of the Board,

- a) three shall be appointed to represent the interests of the general public;
- b) three shall be appointed on the nomination of the Chairperson;
- c) two shall be appointed on the nomination of the Health Service Executive;
- d) one shall be appointed on the nomination of Our Lady's Children's Hospital, Crumlin;
- e) one shall be appointed on the nomination of the Children's University Hospital, Temple Street;
- f) one shall be appointed on the nomination of the National Children's Hospital at Tallaght;
- g) one shall be appointed on the nomination of the Faculty of Paediatrics, Royal College of Physicians or Ireland.

- **It is intended that the composition of membership of the Board outlined by S.I. No. 246 of 2007 will be changed over time to reflect the needs of the Project.**
- The term of office of a member of the Board, including the Chairperson, shall be five years.
- The Chairperson or members shall hold office for the period for which he or she is appointed, unless he or she dies or resigns by letter addressed to the Minister or is removed from the Board by the Minister if, in the Minister's opinion, the member has become incapable through ill-health of performing his or her functions, or has committed stated misbehaviour, or his or her removal appears to the Minister to be necessary for the effective performance by the Board of its functions, or the Minister is satisfied that the member has failed to comply with Disclosure of Interest provisions.
- In the event of a casual vacancy arising, through the death, resignation or cessation of membership of a member of the Board, including the position of Chairperson, the vacancy may be filled by appointment by the Minister as specified in Section 9(6) of S.I. No. 246 of 2007.
- Where the Chairperson is of the view that specific skills are required on the Board, he/she advises the Minister of this view for his/her consideration sufficiently in advance of a time when board vacancies are due to arise in order that the Minister may take the Chair's views into consideration when making appointments.
- It is the Chairperson's duty to ensure that no individual member, or interest, has excessive influence on decision making and that all members have an equal opportunity to participate in debate and final decisions.

5.12 Briefing for new Board Members⁸

The Project Director/FO shall assure induction, training and maintenance of corporate governance material and information for Board members.

The Board shall undergo orientation through a planned induction programme including an initial briefing session to ensure that they understand their responsibilities and duties, and the Board's functions and services, including their obligations in relation to confidentiality and to act in good faith and in the best interests of the Board. At this session, the Project Director/FO will brief the new Members on the following:

- Overview of Board approved policies & procedures
- Outline of the Project Plan
- Outline of Short to Medium term key deliverables
- Overview of Financial plan and financial reports

The Project Director/FO shall supply new Board members with the following information:

- A formal schedule of matters reserved to the Board for decisions;
- Procedures for obtaining information on relevant new laws and regulations;
- Procedures to be followed when, exceptionally, decisions are required between Board meetings;
- A schedule detailing the composition of all committees and their terms of reference;
- A statement explaining the Board Members' responsibilities in relation to the preparation of the accounts, the Board's system of internal control and audit;
- A statement informing the Board Members that they have access to the advice and services of the Secretary;
- A copy of the code of ethics/conduct for Board Members, including requirements for disclosure of Directors' interest and procedures for dealing with conflicts of interest situations;
- A copy of relevant legislation together with the most up to date version of the Code of Practice for the Governance of State Bodies and any relevant circulars and/or guidance notes; and
- A listing of the statutory requirements relating to the Board.

5.13 Disclosure of Interests

To avoid conflicts of interest and the possibility of unjust enrichment members of the Board and the Executive of the Board are required to declare/ disclose personal or 'connected' interests which might conflict with those of the Board. The regulations relating to 'disclosure' form part of the Code of Business Conduct and the Board's Conflict of Interest Procedure.

6. REPORTING PROCESSES AND GUIDELINES

6.1 Introduction

It is the responsibility of the Project Director and Executive to ensure that the Board is supplied with accurate and timely information which enables it and the

⁸ Refer to section 4 of the 'Code of Practice for the Governance of State Bodies'

Chairperson to perform their respective functions under the S.I. No 246 of 2007 and their legal obligations and responsibilities to the Minister and other stakeholders.

6.2 Performance Management⁹

Members of the Board shall review the achievements of the Board and the effectiveness of their individual and collective performance on an annual basis against set objectives for the project. The Board will also review the performance of its committees and individual Board members.

Evaluation mechanisms of the key deliverables and targets of the Board shall be utilised. These mechanisms shall be approved by the Board and these mechanisms shall include:

- financial performance;
- quality, efficiency and effectiveness of the Board's operations;
- strategic objectives and milestones.

The Organisation/Recruitment Committee of the Board shall set performance criteria for the Project Director annually.

6.3 Board Committees

The Board shall establish committees for specified purposes which can include appointees who are not members of the Board but have special knowledge and experience related to the purpose of committee.

The terms of reference of committees shall be determined by the Board. These committees shall act and furnish reports as directed by the Board.

Additional committees of the Board shall, but are not limited to, include the Audit Committee, Finance Committee, Procurement Committee, Planning Committee, Design, Decanting and Shared Services Committee, Organisation/Recruitment Committee, Model of Care Committee, ICT Committee and Communications Strategy Committee.

All committees established by the Board shall be evaluated and reviewed by the Board on an annual basis.

A full list of the Committees and membership of the Committees to be included within this manual.

7. INTERNAL CONTROLS AND RISK MANAGEMENT

The Board is committed to a strategy which minimises risks to all of its stakeholders through a comprehensive system of internal controls, whilst maximising potential for flexibility, innovation and best practice in delivery of its strategic objectives. The Board recognises and acknowledges its responsibility for the Board's system of internal financial and operational control.

An effective programme of internal controls, incorporated into an overall quality system, will inform the Board in relation to significant risks for which they are responsible. Internal controls shall also assist in the development and review of the Board's services.

The internal controls include project progress plans, written policies and procedures, clearly defined lines of accountability, and the delegation of authority. It makes provision for comprehensive reporting and analysis of the project progress on a quarterly basis, against approved plans and budgets, as well as compliance with

⁹ Refer to section 3.8 of the 'Code of Practice for the Governance of State Bodies'

legal/ governmental requirements. The responsibility for the adequacy, extent and operations of these systems is delegated to the Project Director.

7.1 Specific controls are as follows:

- Financial Performance (including internal audit)
- Staff and Specialist Consultants to provide project management, Facilities Management, Health and Safety, insurance and legal and records management

7.2 Specific internal control procedures are in place in relation to:

- internal audit
- risk management
- public procurement
- financial reporting

Additional committees of the Board shall, but are not limited to, include the Audit Committee, Finance Committee, Procurement Committee, Planning Committee, Design, Decanting and Shared Services Committee, Organisation/Recruitment, Model of Care Committee, ICT Committee and Communications Strategy Committee.

Findings of internal audits carried out by the internal audit function shall be presented to the Board and incorporated into the project plan.

7.3 Risk Management¹⁰

The Board has developed a Risk Management Policy and the Board approves the risk management framework and monitors its effectiveness. The Board reviews material risk incidents and notes or approves management's actions, as appropriate. The Board approves the risk management business plan and risk register at least annually. It also reviews management reporting on risk management and notes/approves actions as appropriate.

The project to develop the new Children's Hospital and two satellite centres has a robust Risk Management Programme. This focuses on identifying all project related risks, which are grouped according to the individual project work streams, and mitigating actions identified. A project risk register is maintained and there is a quarterly risk review of the project which is attended by the NDFA, HSE and all project leads. The project lead for each work stream reviews the risk register ahead of the review and updates the register as required. At the risk review, all significant risks are identified, and a report is issued to all parties identifying the key issues. Significant risks are highlighted which must be brought to the attention of the Board.

A separate report on risks which are specific to the Board and its members is prepared for consideration by Board members, following submission through the Audit Committee.

Please see Page 66 for the decision making requirements of the Board in relation to Internal Controls and Risk Management.

¹⁰ Refer to section 8 of the 'Code of Practice for the Governance of State Bodies'

8. REMUNERATION AND EXPENSES¹¹

Remuneration and allowances for expenses, if any, are payable by the Board out of project budget to members of the Board and the members of committees of the Board, in accordance with Section 12 of S.I. No 246 of 2007.

The Minister for Health, with the consent of the Minister for Finance, has sanctioned the payment of fees to those members of the Board who do not receive a salary from the public purse. In accordance with a Government decision, the rate of payment to members of State boards is related to the salary level of the relevant Project Director.

The Board ensures that the fees paid are at the rates authorised by the Minister.

All aspects of travel and subsistence allowances will be in accordance with the Board's own policies and procedures which will take cognisance of current public sector rate guidelines as issued by the Department of Finance.

9. REPORTS AND ACCOUNTS OF STATE BODIES¹²

The Board has a duty to ensure that a balanced, true and understandable assessment of the Board's position is made when preparing the annual report and accounts and when submitting these to the Minister. The annual report should confirm the Board's compliance, or otherwise, with relevant tax laws.

The Board shall keep all proper and usual accounts of all moneys received or expended by the Board including an income and expenditure account and balance sheet and, in particular, shall keep all such special accounts as the Minister may from time to time require.

The Board has established procedures for maintaining an appropriate relationship with the Comptroller and Auditor General.

The following requirements should be adhered to:

- i) The Board should furnish to the Department of Health and the Department of Finance, not later than the end of the eighth month of the financial year, interim unaudited accounts for the first half of the year;
- ii) Draft unaudited accounts should be furnished to the Department of Health and the Department of Finance not later than two months after the end of the relevant financial year; and
- iii) The Board should publish (or if publication is not required, submit to the Government) its annual report and accounts not later than one month following completion of the audit of the accounts by the Comptroller and Auditor General and six months from the end of the financial year end.
- iv) The Board should publish in their Reports details of fees paid to each Board Member, the expenses paid to the Board, broken down by category, and the salary of the Project Director.

The Internal Financial Controls are reviewed every January/February before the commencement of the external audit by the Finance Officer and the findings presented to the Audit Committee. The Chairperson's statement in the report to the Minister regarding the system of internal financial control is included in the annual report. This statement should be reviewed by the external auditors to confirm that it reflects the Board's compliance and is consistent with the information of which they are aware from their audit work.

¹¹ Refer to section 7 of the 'Code of Practice for the Governance of State Bodies'

¹² Refer to section 12 of the 'Code of Practice for the Governance of State Bodies'

Where the audit has been unavoidably delayed and fulfilling the requirements for filing of the annual report would cause unjustifiable difficulties for the Board, the relevant deadline can be extended, as an exceptional measure, subject to the consent of the Minister.

Annual reports should also be published on the website.

10. THE CODE OF BUSINESS CONDUCT

- The Code of Business Conduct sets out behaviour by which it requires the Executive and Board members to conduct its duties and is in accordance with the Ethical Principles outlined.
- The Board, while not a body incorporated under the Companies Acts 1963 to 2013, is committed to maintaining equivalent standards regarding the responsibility of directors to act in conformity with the applicable provisions of those Acts, and as required under the terms of the Code of Practice for the Governance of State Bodies.
- The Code of Business Conduct is adopted by the Board and a copy of the Code of Business Conduct shall be given to all staff members and shall be published on the Board's website.
- The Chairperson shall report to the Minister and affirm that the Codes of Business Conduct are in place and will also report on compliance in relation to same.

11. CODE OF PRACTICE REPORTS

The following reports shall be produced in the context of this Code of Governance:

- **Project Plan**¹³

The Board was established by Statutory Instrument S.I. No 246 of 2007 for a specific purpose to plan, design, build, furnish, equip and commission the new national paediatric hospital.

The Design Brief for the new design in respect of St James's Hospital will act as the project plan and is being prepared to be submitted to the Minister for approval.

Implementation of the Design Brief by management is supported through an annual or more regular planning and budgeting cycle. The Board approves the annual planning and budget and formally considers an evaluation of performance by reference to the plan and budget on an annual basis and reflects this, as appropriate, in the annual report.

A project plan update where applicable will be prepared at least annually including an Expenditure Plan.

- **Progress Reports**

In accordance with Section 8 of S.I. No 246 of 2007, the Board shall keep the Minister and the HSE informed of progress and provide such information relating to the discharge of its functions as may be requested by the Minister or the HSE. Progress reports are to be included in the Board's Annual Report on project development.

- **Code of Governance**

This Code of Governance Manual once approved by the Board will be submitted to the Minister/Department of Health/HSE.

¹³ Refer to section 2.14 – 2.15 of the 'Code of Practice for the Governance of State Bodies'

- **Annual Report & Accounts¹⁴**

The Board shall submit the Annual Report to the Minister not later than 21 days after adopting it.

The accounts of the Board shall be submitted to the Comptroller and Auditor General for audit as soon as practical and not later than 6 months after the end of the financial year to which the accounts relate and the audit of accounts shall be carried out by Comptroller and Auditor General.

¹⁴ Refer to section 2.8 – 2.10 of the 'Code of Practice for the Governance of State Bodies'

3) CODE OF BUSINESS CONDUCT

1.	INTRODUCTION	27
2.	STRUCTURE – ROLES & RESPONSIBILITIES	28
3.	CODE OF CONDUCT	29
4.	GENERAL	32
5.	APPENDIX (I)	33

1. INTRODUCTION¹⁵

1.1 General

The NPHDB (“the Board”) has adopted the 2009 Code of Practice for the Governance of State Bodies, which was an update of the previous 2001 code. The provisions of the 2009 Code of Practice are now being implemented. The Board is committed to maintaining the highest standards of Corporate Governance best practice and compliance will be monitored on an ongoing basis. The Project Director together with the Financial Officer and Medical Director are responsible for ensuring that Board decisions on procedures and controls are implemented and that relevant legislation, regulations and guidelines are complied with.

In discharging its functions, the Board has appointed a Project Director and Executive Staff. These executives will together with other support staff appointed by the Board represent the management team. The Board will discharge its functions through this management team and through external consultants and contractors who will be appointed under public tendering arrangements.

This document sets out guidelines as to how this will be achieved. Guidelines are formulated to reflect obligations falling on Board and the Executive in their discharge of public duties.

It is the responsibility of:

- Board members
- Project Director/Board Secretary/Finance Officer

to ensure that they are compliant with this code of business conduct.

1.2 Scope

This Code of Business Conduct (the “Code”) covers the Board, Board Committees, the Executive Team and such Project Staff as appointed from time to time).

1.3 Contractual Arrangements

The Code will be reviewed annually to determine how best to reflect the nature of the contractual relationships which derive from the engagement of external firms/consortia.

1.4 Ethics and Standards

The provisions of the Ethics in Public Office Act 1995 and the Standards in Public Office Act 2001 are being implemented. The Board has implemented the updated Ethics in Public Office Acts Regulations (SI No.15 of 2010), the Ethics in Public Office (Prescribed Public bodies, Designated Directorships of Public bodies and Designated Positions in Public Bodies) Regulations 2004 (as amended, including by SI No 15 of 2010 and the Ethics in Public Office (Prescribed Public Bodies, Designated Positions in Public Bodies)(Amendment) Regulations 2013 (SI No 271 of 2013)).

1.5 Board Mission Statement

The Board Mission is to plan, design, build, furnish and equip a national paediatric hospital in accordance with a brief approved by the HSE with the prior consent of the Minister, and subject to any subsequent variations to this brief as may be determined by the HSE in consultation with the Board, and with the prior consent of the Minister.

¹⁵ Refer to section 5 of the ‘Code of Practice for the Governance of State Bodies’

1.6 The Purpose of the Code is:

- To enable Board to provide a professional and effective service to its stakeholders
- To outline responsibilities and roles of key parties paying particular attention to that of the Board, Chairperson and Project Director
- To establish an agreed set of ethical principles
- To promote and maintain confidence and trust
- To prevent development or acceptance of unethical practices
- To ensure a strong and effective system of internal control is maintained
- To meet publicly declared standards and comply with legal requirements
- To show the maximum degree of public accountability to its stakeholders
- To meet the requirements under the Code of Practice for the Governance of State Bodies (2009)

2. STRUCTURE – ROLES & RESPONSIBILITIES

2.1 Functions of the Board

In accordance to S.I. No. 246 of 2007, Section 5(1), the functions of the Board shall be:

- to plan, design, build, furnish and equip a national paediatric hospital (“the hospital”) in accordance with the brief approved by the HSE with the prior consent of the Minister, and subject to any subsequent variations to this brief as may be determined by the HSE in consultation with the Board, and with the prior consent of the Minister;
- do any other thing as is necessary for the performance of its functions.

Section 5(2) Without prejudice to the generality of 5(1)(a), the Board shall:

- in the planning, designing, building, furnishing and equipping of the education and training facilities at the hospital in accordance with the brief, consult with the relevant hospitals and such educational and training institutions as it considers appropriate;
- in the planning, designing, building, furnishing and equipping of the research facilities at the hospital in accordance with the brief, consult with the relevant hospitals and such research institutions as it considers appropriate;
- in the planning, designing, building, furnishing and equipping of the accommodation and facilities for the families of patients attending the hospital in accordance with the brief, consult with the relevant hospitals and such charitable organisations as it considers appropriate.

It is intended that in due course that the following activities and duties under Section 5(1) will be transferred to the Children's Hospital Group although currently this remains within the remit of S.I. No. 246 of 2007.

- In consultation with the relevant hospitals, prepare plans for the transfer of services from the relevant hospitals to the hospital;
- In consultation with the relevant hospitals, prepare a human resource strategy for the transfer to the hospital;

- Explore the possibility of securing philanthropic contributions to meet all or part of the capital cost of developing the hospital, and foster the philanthropic interests that already exist in relation to the provision of children's hospitals' services;
- [In the planning, designing, building, furnishing and equipping of the education and training facilities at the hospital in accordance with the brief, consult with the relevant hospitals and such educational and training institutions, research institutions and charitable organisations as it appropriate].

It is intended that the brief to be provided under Section 5(2) will be provided by the Children's Hospital Group as approved by the Board.

2.2 Role of Chairperson

The Chairperson promotes continuing high standards of corporate governance and ensures there is effective communication with stakeholders. He is responsible for the leadership and effectiveness of the Board.

2.3 Role of Project Director

The Project Director has the responsibility to ensure that the strategic direction agreed by the Board is followed and formulates policy proposals for the Board's consideration. They will provide leadership through their management of the day-to-day operations of the project and their advice to the Board.

The roles of the Project Director and the Executive are comprehensively outlined in detailed job specifications prepared in connection with their recruitment, as outlined in sections 5.5 – 5.7 in the Code of Governance chapter.

2.4 Board Committees and Sub-Committees

The Board may appoint committees, whose members may include persons who are not members of the Board, to assist and advise the Board in relation to the carrying on of its day-to-day functions, or to furnish advice on particular aspects of its functions.

Any committee so appointed shall operate in accordance with Terms of Reference agreed by the Board, shall comply with any instructions given to it by the Board, and any expenditure by it will be subject to the prior consent of the Board.

Where a Committee member is not a Board member, the present Code of Conduct will be provided to that member and such member will be subject to the provisions of the Code.

3. CODE OF CONDUCT

Board Members, Committee Members, Executive Management and Staff should observe the highest standards of honesty and integrity. To ensure this, they should adhere to the following principles:

3.1 Integrity

- submit annually, where there is an interest to be declared, a declaration of interests statement in accordance with the requirements of the Ethics in Public Offices Acts 1995 and 2001 and attached. Further details are set out in Section 4 General.

- exclude themselves from discussions or decisions involving conflicts of interest whether or not such conflicts have previously been disclosed
- ensure that Board accounts and reports accurately reflect all monies received or expended by the Board including an income and expenditure account and balance sheet and, in particular, shall keep all such special accounts as the Minister may from time to time require
- avoid the use of Board resources or time for personal gain or for the benefit of persons/organisations unconnected with the Board or its activities
- not use any information obtained by virtue of their position for personal gain
- avoid involvement in outside employment or business interests in conflict or in potential conflict with the business of the Board
- avoid giving or receiving corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect their ability to make independent judgement on business transactions
- conduct purchasing activities of goods/services in accordance with best business practice
- commit not to acquire information or business secrets by improper means
- the Board may accept gifts of money, land or other property on such trusts or conditions (if any) as may be specified by the donor. The Board may not accept a gift if the trusts or conditions attaching to it would be inconsistent with the Board's object or functions or with any obligations imposed on it by its governing legislation
- the Board may accept services provided from time to time on a philanthropic basis by individuals or organisations where there are no stated or implied conditions attaching to such services
- A person shall not, without the consent of the Board, disclose, save in accordance with law, any information obtained by him or her while performing his or her duties as Chairperson, as a member of the Board, as Project Director, as a member of staff, as a consultant or adviser to the Board, or as a member of a committee of the Board

3.2 Attraction of Benefits

- The Board recognises that certain Board members and Executives may attract benefits in cash or in kind over and above normal remuneration (for example director fees, salary, travel, subsistence) in respect of associations and activities arising purely and solely by virtue of their position in the organisation.
- In such cases, Board members and the Project Director are required to disclose such positions to the Chairperson of the Board. The Executive (other than the Project Director) are required to similarly disclose such positions to the Project Director.

3.3 Unjust Enrichments

- The Board recognises that having regard to the nature of their duties and responsibilities, some Board members and Executives may be exposed to the possibility of inviting and/or attracting offers of personal enrichments.
- Such enrichments, when established to be materially significant and/or calculated to engender or reward bias are regarded by the Board as unjust and are prohibited.

3.4 Information

- support the provision of access by the Board to general information relating to the Board's activities in a way that is open and that enhances its accountability to the general public
- respect the confidentiality of sensitive information held by the Board. This would constitute material such as:
 - commercially sensitive information (including but not limited to future plans or details of major organisational changes) and especially on client data
 - project sensitive information
 - personal information
 - information received in confidence by the Board
- observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest
- comply with relevant statutory provisions relating to access to information, as appropriate (e.g. Data Protection Acts, Freedom of Information Acts)
- ensure that they maintain the confidentiality of all information obtained by virtue of their position

Board members, in the furtherance of their duties, may take independent professional advice, if necessary, at the reasonable expense of the Board

Former Board members and Executives are required to maintain confidentiality in regard to the business of the Board

3.5 Obligations

- fulfil all regulatory and statutory obligations imposed on the Board
- comply with detailed tendering and purchasing procedures as well as complying with prescribed levels of authority for sanctioning any relevant expenditure
- ensure that there are adequate controls in place to prevent fraud including controls to ensure compliance with prescribed procedures in relation to claiming of expenses for business travel
- use all reasonable endeavours to ensure that they attend the NPHD Board and/or Committee Meetings (as applicable)
- comply with procedures the Board has in place relating to the acceptance of positions/consultancies post employment or resignation to avoid conflicts of interest or breaches of confidentiality

3.6 Loyalty

- acknowledge the responsibility to be loyal to the Board and to be fully committed in all its business activities while mindful that the organisation itself must at all times take into account the interests of its stakeholders
- acknowledge the duty of all to conform to highest standards of business ethics
- Decisions made by the board should be fully supported and promoted by all board members

3.7 Fairness

- comply with employment equality and equal status legislation
- commit to fairness in all business dealings

- value stakeholders and treat all stakeholders equally

3.8 Work/External Environment

- place highest priority on promoting and preserving the health and safety of employees
- ensure that community concerns are fully considered
- minimise any detrimental impact of the operations on the environment
- ensure appropriate behaviour in line with best practice Human Resources management in respect of Board Members, Executive Management and staff in their dealings and interaction with each other and with individuals representing stakeholders and contracting parties. To ensure that the Board members and the Executive are adequately informed on appropriate behaviour, the Board has adopted HSE HR Policies and Guidance.

4. GENERAL

The present Code along with guidelines on disclosure of interests is circulated to all Board and Committee Members for their retention.

The Board will review the Code on an annual basis or in the event of any change in circumstances to ensure that its scope and provisions remain relevant.

Please refer to the Board's Whistle Blowing Policy for procedure for raising concerns about irregularities in financial reporting or other matters (in confidence).

Appendix (I)

**Ethics in Public Office Act 1995
And Standards in Public Office Act 2001 (the 'Ethics in Public Office Acts, 1995 and 2001')
Overview of Requirements and
their Application to the NPHDB**

1. DISCLOSURE OF PERSONAL INTERESTS

Holders of designated directorships and positions of employment in public bodies prescribed for purposes of the Ethics in Public Office Acts, 1995 and 2001 (or otherwise noted below) are required to furnish annual and, where a proximate conflict of interests exists, ad hoc statements of registrable interests to the Standards Commission and to the 'relevant authority for the position' (see below).

Board Members and the Chairperson are Designated Directorships for the purposes of these requirements. The form to be completed for Designated Directorships by **Board Members** and the **Chairperson** is attached below at **Attachment 1**.

The Chief Executive Officer is noted as a Designated Position of Employment and as such this should be completed by the Project Director. All other positions of employment where the maximum salary is greater than that of a Principal Officer (currently €87,258) from 1 July 2013 should also complete a form. In addition the holders of the role of Acting Design Director, Acting Commercial Director and Acting Shared Services Director shall also complete a form. The **form to be completed for Designated Positions of Employment by the persons identified in this paragraph** is attached below at **Attachment 2**.

- Reporting Arrangements
 - Chairperson provides statement to Project Director
 - Board members provide statements to Chairperson
 - Project Director provides statements to Chairperson
 - Nominated positions of employment (for NPHDB this is any employee with a salary over that of a Principal Officer (€87,258)) with effect from 1 July 2013 provide statements to Project Director
 - Acting Design Director, Acting Commercial Director and Acting Shared Services Director provide statements to Project Director
 - All statements are provided to the Standards Commission¹⁶
- Declaration can take the forms attached in this Manual:
 - 1) A declaration of interests where there are matters to declare.

Note:

Interest takes into account any interest held by spouse or civil partner, child or child of spouse where the office holder has knowledge of the interest and the interest could materially influence the office holder's performance in his/her function.

¹⁶ This is an independent body established by the Standards in Public Office Act 2001. It has functions including supervising the disclosure of interests.

- Annual statements should cover the period from 1 Jan to 31 December or from date of appointment if appointed during the year.
- Annual statements should be furnished not later than 31 January in the following year.

2. SUMMARY OF MATTERS TO BE DECLARED

- Occupational income in excess of €2,600.00 per annum other than from designated person's current position within the organisation;
- Shareholding worth in excess of €13,000.00 or shareholdings of more than 5% of the issued capital of a company held at any time during the Statement period;
- Directorships or shadow directorships of any company;
- Interests in land (excluding designated person's private home) exceeding €13,000.00 including contracts and options to purchase;
- Travel, accommodation, meals, etc., supplied to you free of charge or at a reduced price (subject to some exceptions e.g. the performance of the functions of the person as a holder of a designated directorship);
- Other remunerated positions held as a political or public affairs lobbyist, consultant or advisor;
- Public service contracts for values exceeding €6,500.00 (cumulative);
- Gifts, property and services with commercial value exceeding €650.00 (excluding gifts for purely personal reasons);
- Contracts with the State;
- Other interests which a person may wish to declare; and
- It is the duty of each Board member to declare to the Secretary any matter relating to him or her that is required to be included on the Register.

3. SENIOR OFFICE HOLDERS – ADDITIONAL REQUIREMENTS

Every position of employment in any public body in respect of which the maximum salary is not less than the maximum salary of a Principal Officer in the Civil Service is automatically prescribed as a "designated person" under the Act.

- For the Board, the position of Project Director, Finance Officer and Medical Director will be nominated positions given their seniority and scope of activity.
- There is also a requirement for senior officer holders to furnish Tax Clearance Certificates (issued by the Revenue within nine months before or after date of appointment). There will be a similar requirement for senior office holders of any reconstituted board.
- This will apply to Project Director, Finance Officer and Medical Director.
- This requirement does not apply to members of the Board as these are not senior office holders within the meaning of the Act.

4. PERFORMANCE OF A FUNCTION – GENERAL PRINCIPLE

- Requirement for person covered by the legislation to take specific actions where he/she has to carry out a function and has actual knowledge that he/she or a

connected person has a material interest in a matter to which this function relates.

- Action required by individual:
 - Furnish a written statement of facts to the other directors of the body.
 - Do not perform function unless there are compelling reasons to do so.
 - If required to do so, furnish a written statement of such compelling reasons before or, if that is not possible, as soon as possible after such performance.
 - Director must furnish that statement to the other directors of the body and to Standards Commission.

5. SPECIFIC “DISCLOSURE OF INTEREST” REQUIREMENTS UNDER SECTIONS 19 OF STATUTORY INSTRUMENT 246 (SI 246 OF 2007) WHICH ESTABLISHED THE BOARD

Extract from SI 246 states how potential conflict of interest situations are to be addressed by those persons, including Board members, covered by that paragraph:

Disclosure of Interests.

19. (1) *Where the Chairperson, any other member of the Board, a member of a committee appointed under article 13, the Chief Officer, a consultant, adviser or other person engaged by the Board, has a beneficial interest in, or material to, any matter which falls to be considered by the Board or a committee of the Board, he or she shall comply with the following requirements –*
- (a) *he or she shall disclose to the Board through the Chairperson, or in the case of the Chairperson directly to the Board, the nature of his or her interest in advance of any consideration of the matter;*
 - (b) *he or she shall neither influence nor seek to influence a decision in relation to the matter;*
 - (c) *he or she shall take no part in any consideration of the matter by the Board or the committee, save to such extent as the Chairperson, or where the Chairperson has such an interest a majority of the Board, may permit.*
- (2) *Where a disclosure is made under article 19(1) to the Board, particulars of the disclosure shall be recorded in the minutes of the meeting concerned.*
- (3) *Where a question arises as to whether or not a course of conduct, if pursued by a person, would be a failure by him or her to comply with article 19(1), the question shall be determined by the Board and particulars of the determination shall be recorded at the meeting concerned.*

It should be noted that reference here to the Chief Officer should be taken to mean the Project Director.

Attachments

- (1) "Declaration of Interests" form for Designated Directorship
- (2) "Declaration of Interests" form for Designated Positions of Employment¹⁷

For the purposes

Reference Websites

- (1) www.irishstatutebook.ie: "Standards in Public Office Act 2001"
"Ethics in Public Office Act 1995"
- (2) www.sipo.gov.ie : "Guidelines on Compliance with the Provisions of
the Ethics in Public Office Acts 1995 and 2001"

¹⁷ We have not included any form for Special Advisers. If there are any please advise.

ATTACHMENT 1
Ethics in Public Office Acts 1995 and 2001

- Designated Directorships -

Statement of Interests for the purposes of Section 17 of the Ethics in Public Office Act 1995

Please complete in **BLOCK CAPITALS**

Name:	
Title of Designated Directorship held (e.g. board member, etc.):	
Public Body:	
Date of Appointment:	
Period comprehended by this Statement (i.e. 1 January to 31 December or part thereof):	
Address for Correspondence:	

In relation to each of the following disclosable interests under the Ethics in Public Office Act 1995, you should state any interest held by you and any interests held, to your actual knowledge, **by your spouse¹ or civil partner², a child of yours, or a child of your spouse**, which could materially influence³ you in or in relation to the performance of your official functions. **The amount or monetary value of the interests need not be specified.** Explanatory notes on certain of the required statements are attached.

1. OCCUPATIONAL INCOME . ETC.

Details of any remunerated trade, profession, employment, vocation or other occupation (other than the directorship described on the first page of this form), the remuneration from which exceeded €2,600, during the period comprehended by this statement, should be listed here.

Description of Occupation	Business Address
<u>Self:</u>	
<u>Spouse or Civil Partner or Child (name):</u>	

2. SHARES ETC.

Details of any holding of shares in, or bonds or debentures of, or other like investments in, a particular company or other enterprise or undertaking, where the aggregate value of the holding exceeded €13,000 at any time during the period comprehended by this statement, should be listed here.⁴

Type of Holding	Where held	Nature of Business
<u>Self:</u>		
<u>Spouse or Civil Partner or Child (name):</u>		

3. DIRECTORSHIPS

Details of any directorship or shadow directorship of any company⁵ held during the period comprehended by this statement should be listed here.⁶

Type of Directorship	Business Address	Nature of Business
<u>Self:</u>		
<u>Spouse or Civil Partner or Child (name):</u>		

4. LAND (EXCLUDING PRIVATE HOME⁷)

Details of any interest in land where the value of such interest exceeded €13,000 at any time during the period comprehended by this statement should be listed here, including:

- (i) any contract entered into for the purchase of land, whether or not a deposit or part payment has been made under the contract; and
- (j) any option held to purchase land, whether or not any consideration has been paid in respect thereof, or land in respect of which such an option has been exercised but has not yet been conveyed.

Property Address	Purpose for which used
<u>Self:</u>	
<u>Spouse or Civil Partner or Child (name):</u>	

5. TRAVEL, ACCOMMODATION, MEALS, ETC.

Details of travel facilities, living accommodation, meals or entertainment supplied during the period comprehended by this statement, free of charge or at a price that was less than the commercial price or prices, should be listed here.⁸

Full Description	Name and Address of Supplier
<u>Self:</u>	
<u>Spouse or Civil Partner or Child (name):</u>	

6. OTHER REMUNERATED POSITIONS

Details of any remunerated positions held as a political or public affairs lobbyist, consultant or adviser during the period comprehended by this statement, should be listed here.

Full Description of Position	Name and Address of Person / Company / Organisation
<u>Self:</u>	
<u>Spouse or Civil Partner or Child (name):</u>	

7. PUBLIC SERVICE CONTRACTS

Details of any contract to which the person concerned was a party, or was in any other way, directly or indirectly interested, for the supply of goods or services to a Minister of the Government, or a public body during the period comprehended by this statement, if the value of the goods or services supplied exceeded €6,500 or, in case other goods or services were supplied under such a contract if the aggregate of their value and the value aforesaid exceeded €6,500, should be listed here.

Description of Contract and Interest	Name and Address of Contractor	Minister / Public Body Concerned
<u>Self:</u>		
<u>Spouse or Civil Partner or Child ("name):</u>		

8. GIFTS, PROPERTY & SERVICES

Details of:

- (i) any gift given during the period comprehended by this statement⁹;
- (ii) property supplied or lent, or a service supplied to the person, once or more than once by the same person, during the period comprehended by this statement, for a consideration or considerations, or at a price or prices less than the commercial consideration or considerations, or the commercial price or prices, by more than €650; and

- (iii) property lent, or a service supplied to the person, once or more than once by the same person, during the period comprehended by this statement, free of charge if the commercial consideration or considerations, or the commercial price or prices was, or were more than €650;¹⁰

should be listed here.¹¹

Full Description of Gift, Property and/or Service	Name and Address of Benefactor, Supplier and/or Lender
<u>Self:</u>	
<u>Spouse or Civil Partner or Child (name):</u>	

9. OTHER INTERESTS

In line with the provisions of Section 30 of the Ethics in Public Office Act 1995, voluntary statements in respect of any interests not specified in the Second Schedule to that Act (i.e., other than those specified at 1. to 8. above), and which are held by **you or your spouse or a civil partner, or a child of yours or your spouse**, may be listed here if it is considered that such interests could materially influence you in or in relation to the performance of your official duties.

<u>Self:</u>
<u>Spouse or Civil Partner or Child (name):</u>

OBLIGATION TO DISCLOSE A MATERIAL INTEREST IN AN OFFICIAL FUNCTION

I am aware of the obligations placed on me by Section 17(l)(b) of the Ethics in Public Office Act 1995.¹²

Signed: _____

Date: _____

ETHICS IN PUBLIC OFFICE ACT 1995 SECTION 17

NOTES

¹ "spouse", in relation to a person, does not include a spouse who is living separately and apart from the person;

² "civil partner" in relation to a person, means a civil partner within the meaning of the *Civil Partnership and Certain Rights and Obligations of Cohabitants Act 2010*, but does not include a civil partner who is living separately and apart from the person;

³ which could materially influence you in or in relation to the performance of the functions of the directorship by reason of the fact that such performance could so affect those interests as to confer on or withhold from you or your spouse or civil partner or child of yours or child of your spouse a substantial benefit.

⁴ "holding" does not include money in a current, deposit or other similar account with a financial institution.

⁵ "company" means any body corporate;

⁶ "shadow directorship" means the position held by a person who is a shadow director within the meaning of the Companies Acts 1963 to 2013, or, in the case of a public body that is not a company (within the meaning of the Companies Act 1963) and is specified in subparagraph (8), (9), (10), (11), or (12), or stands prescribed for the purposes of subparagraph (13), of paragraph 1 of the First Schedule to the Ethics in Public Office Act 1995, the position held by the person in accordance with whose instructions or directions, the members of the body, or the members of the board or other body that controls manages or administers that body, are accustomed to act.

⁷ but excluding any interest in land consisting of any private home of the person or of his or her spouse or civil partner, that is to say, a building or part of a building that is occupied by the person or his or her spouse or a child of the person or of the spouse as a separate dwelling and any garden or other land usually occupied with the dwelling, being land that is subsidiary or ancillary to it, is required for its amenity or convenience and is not being used or developed primarily for commercial purposes.

⁸ but excluding:

(a) travel facilities, living accommodation, meals or entertainment provided -

(i) within the State, or

(ii) in the course and for the purpose of -

the performance of the functions of the person as the holder of a designated directorship, or

the trade, profession, employment, vocation or other occupation of the person (other than as the holder of a designated directorship);

(b) travel facilities, living accommodation, meals or entertainment supplied to the person by a relative or civil partner or friend of the person, or of his or her spouse or civil partner, or of a child of the person or of his or her spouse, where such supply was in the nature of a gift to the person and for personal reasons only, unless the acceptance of such facilities, accommodation, meals or entertainment might reasonably be seen to have been capable of influencing him or her in the performance of his or her functions as the holder of a designated directorship;

(c) travel facilities, living accommodation, meals or entertainment supplied to the person, once or more than once by the same person during the period comprehended by this statement, free of charge if the commercial price, or the aggregate of the commercial prices, of the facilities, accommodation, meals or entertainment did not exceed €650; or

(d) travel facilities, living accommodation, meals or entertainment supplied to the person, once or more than once by the same person during the period comprehended by this statement, at a price or prices less than the commercial price or prices by not more than €650.

⁹ but excluding:

(i) a gift to the person by a relative or civil partner or friend of the person or of his or her spouse or civil partner, or of a child of the person or of his or her spouse, for purely personal reasons only, unless the acceptance of the gift by the person could have materially influenced him or her in the performance of his or her functions as the holder of a designated directorship; and

(ii) a gift given to the person, or gifts given to the person by the same person, during the period comprehended by the statement, as respects which the value, or the aggregate value, of the property the subject of the gift or gifts did not exceed C650 at any time during the period comprehended by the statement.

¹⁰ other than property supplied or lent, or a service supplied to a person by a relative or civil partner or friend of the person, or of his or her spouse or civil partner, or of a child of the person or of his or her spouse, where such supply or loan was in the nature of a gift to the person and for personal reasons only, unless the acceptance of the property or loan or the service by the person could have materially influenced him or her in the performance of his or her functions as the holder of a designated directorship.

¹¹ insofar as services in (ii) and (iii) relate to legal or medical services (including psychiatric or psychological services), it is only necessary to state that such services were supplied to you or to a person (who need not be identified) in respect of whom you are required to make a statement.

¹² in any case where a function, or a function of any other office or position held by the holder of a designated directorship in that public body, falls to be performed and the holder of a designated directorship has actual knowledge that he or she or a connected person within the meaning of the Ethics in Public Office Act 1995 and section 97 of the Civil Partnership and Certain Rights and Obligations of Cohabitants Act 2010 has a material interest in a matter to which the function relates, he or she shall prepare and furnish to the other directors of the public body and to the Standards in Public Office Commission a statement in writing of those facts and shall not perform the function unless there are compelling reasons requiring him or her to do so. If the holder of a designated directorship proposes to perform the function, he or she shall prepare and furnish to the other directors of the body and to the Standards Commission a statement in writing of the compelling reasons aforesaid.

Additional Information

Additional information on the requirements of the Ethics Acts and further relevant definitions are set out in the Standards in Public Office Commission's guidelines for public servants on compliance with the provisions of the Ethics in Public Office Acts 1995 and 2001. In addition to the guidelines, public servants may seek further information or advice from the Standards in Public Office Commission (tel: 01 639 5666; e-mail: sipo@sipo.gov.ie) concerning any provision of the legislation or the application of any such provision in any particular case.

ETHICS IN PUBLIC OFFICE ACT 1995 SECTION 17

- Designated directorships
- 17.- (1) A person who holds or held a designated directorship of a public body specified in *subparagraphs (8) to (12)*, or standing prescribed under *subparagraph (13)*, of *paragraph 1 of the First Schedule*-
- (a) shall, subject to *section 20 (3)*, in each year during any part of which he or she holds or held the directorship, prepare and furnish to the Commission and to such officer of the body as may be determined by the Minister a statement in writing of -
- (i) the interests of the person, and
- (ii) the interests of which he or she has actual knowledge of his or her spouse or civil partner or a child of the person or of his or her spouse, during the appropriate period specified in *section 20 (1)* which could materially influence the person in or in relation to the performance of the functions of the directorship 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, and
- (b) in any case where such a function, or a function of any other, office or position held by the person in that public body, falls to be performed and he or she has actual knowledge that he or she or a connected person has a material interest in a matter to which the function relates-
- (i) shall, as soon as may be, prepare and furnish to the other directors of the body a statement in writing of those facts,
- (ii) shall not perform the function unless there are compelling reasons requiring him or her to do so, and
- (iii) shall, if he or she proposes to perform the function, prepare and furnish to the other directors of the body and to the Commission, before or, if that is not reasonably practicable, as soon as may be after such performance, as a statement in writing of the compelling reasons aforesaid.
- (2) There shall be deemed to be included in the terms on which a person holds a designated directorship referred to in *subsection (1)* a term that the person shall comply with that subsection.

ATTACHMENT 2
Ethics in Public Office Acts 1995 and 2001

- Designated Positions of Employment-

Statement of Interests for the purposes of Section 18 of the Ethics in Public Office Act 1995

Please complete in **BLOCK CAPITALS**

Name:	
Designated Position of Employment Held:	
Public Body:	
Date of Appointment:	
Period comprehended by this Statement (i.e. 1 January to 31 December or part thereof):	
Address for Correspondence:	

In relation to each of the following disclosable interests under the Ethics in Public Office Act 1995, you should state any interest held by you and any interests held, to your actual knowledge, **by your spouse¹ or civil partner², a child of yours, or a child of your spouse**, which could materially influence³ you in or in relation to the performance of your official functions. **The amount or monetary value of the interests need not be specified.** Explanatory notes on certain of the required statements are attached.

1. OCCUPATIONAL INCOME . ETC.

Details of any remunerated trade, profession, employment, vocation or other occupation (other than the position of employment described on the first page of this form), the remuneration from which exceeded €2,600, during the period comprehended by this statement, should be listed here.

Description of Occupation	Business Address
<u>Self:</u>	
<u>Spouse or Civil Partner or Child (name):</u>	

2. SHARES ETC.

Details of any holding of shares in, or bonds or debentures of, or other like investments in, a particular company or other enterprise or undertaking, where the aggregate value of the holding exceeded €13,000 at any time during the period comprehended by this statement, should be listed here.⁴

Type of Holding	Where held	Nature of Business
<u>Self:</u>		
<u>Spouse or Civil Partner or Child (name):</u>		

3. DIRECTORSHIPS

Details of any directorship or shadow directorship of any company⁵ held during the period comprehended by this statement should be listed here.⁶

Type of Directorship	Business Address	Nature of Business
<u>Self:</u>		
<u>Spouse or Civil Partner or Child (name):</u>		

4. LAND (EXCLUDING PRIVATE HOME⁷)

Details of any interest in land where the value of such interest exceeded €13,000 at any time during the period comprehended by this statement should be listed here, including:

- (i) any contract entered into for the purchase of land, whether or not a deposit or part payment has been made under the contract; and
- (j) any option held to purchase land, whether or not any consideration has been paid in respect thereof, or land in respect of which such an option has been exercised but has not yet been conveyed.

Property Address	Purpose for which used
<u>Self:</u>	
<u>Spouse or Civil Partner or Child (name):</u>	

5. TRAVEL, ACCOMMODATION, MEALS, ETC.

Details of travel facilities, living accommodation, meals or entertainment supplied during the period comprehended by this statement, free of charge or at a price that was less than the commercial price or prices, should be listed here.⁸

Full Description	Name and Address of Supplier
<u>Self:</u>	
<u>Spouse or Civil Partner or Child (name):</u>	

6. OTHER REMUNERATED POSITIONS

Details of any remunerated positions held as a political or public affairs lobbyist, consultant or adviser during the period comprehended by this statement, should be listed here.

Full Description of Position	Name and Address of Person / Company / Organisation
<u>Self:</u>	
<u>Spouse or Civil Partner or Child (name):</u>	

7. PUBLIC SERVICE CONTRACTS

Details of any contract to which the person concerned was a party, or was in any other way, directly or indirectly interested, for the supply of goods or services to a Minister of the Government, or a public body during the period comprehended by this statement, if the value of the goods or services supplied exceeded €6,500 or, in case other goods or services were supplied under such a contract if the aggregate of their value and the value aforesaid exceeded €6,500, should be listed here.

Description of Contract and Interest	Name and Address of Contractor	Minister / Public Body Concerned
<u>Self:</u>		
<u>Spouse or Civil Partner or Child ("name):</u>		

8. GIFTS, PROPERTY & SERVICES

Details of:

- (i) any gift given during the period comprehended by this statement⁹;
- (ii) property supplied or lent, or a service supplied to the person, once or more than once by the same person, during the period comprehended by this statement, for a consideration or considerations, or at a price or prices less than the commercial consideration or considerations, or the commercial price or prices, by more than €650; and

- (iii) property lent, or a service supplied to the person, once or more than once by the same person, during the period comprehended by this statement, free of charge if the commercial consideration or considerations, or the commercial price or prices was, or were more than €650;¹⁰

should be listed here.¹¹

Full Description of Gift, Property and/or Service	Name and Address of Benefactor, Supplier and/or Lender
<u>Self:</u>	
<u>Spouse or Civil Partner or Child (name):</u>	

9. OTHER INTERESTS

In line with the provisions of Section 30 of the Ethics in Public Office Act 1995, voluntary statements in respect of any interests not specified in the Second Schedule to that Act (i.e., other than those specified at 1. to 8. above), and which are held by **you or your spouse or a civil partner, or a child of yours or your spouse**, may be listed here if it is considered that such interests could materially influence you in or in relation to the performance of your official duties.

<u>Self:</u>
<u>Spouse or Civil Partner or Child (name):</u>

OBLIGATION TO DISCLOSE A MATERIAL INTEREST IN AN OFFICIAL FUNCTION

I am aware of the obligations placed on me by Section 18(2)(b) of the Ethics in Public Office Act 1995.¹²

Signed: _____

Date: _____

NOTES

¹ "spouse", in relation to a person, does not include a spouse who is living separately and apart from the person;

² "civil partner" in relation to a person, means a civil partner within the meaning of the *Civil Partnership and Certain Rights and Obligations of Cohabitants Act 2010*, but does not include a civil partner who is living separately and apart from the person;

³ which could materially influence you in or in relation to the performance of the functions of the position of employment by reason of the fact that such performance could so affect those interests as to confer on or withhold from you or your spouse or civil partner or child of yours or child of your spouse a substantial benefit.

⁴ "holding" does not include money in a current, deposit or other similar account with a financial institution.

⁵ "company" means any body corporate;

⁶ "shadow directorship" means the position held by a person who is a shadow director within the meaning of the Companies Acts 1963 to 2013, or, in the case of a public body that is not a company (within the meaning of the Companies Act 1963) and is specified in subparagraph (8), (9), (10), (11), or (12), or stands prescribed for the purposes of subparagraph (13), of paragraph 1 of the First Schedule to the Ethics in Public Office Act 1995, the position held by the person in accordance with whose instructions or directions, the members of the body, or the members of the board or other body that controls manages or administers that body, are accustomed to act.

⁷ but excluding any interest in land consisting of any private home of the person or of his or her spouse or civil partner, that is to say, a building or part of a building that is occupied by the person or his or her spouse or a child of the person or of the spouse as a separate dwelling and any garden or other land usually occupied with the dwelling, being land that is subsidiary or ancillary to it, is required for its amenity or convenience and is not being used or developed primarily for commercial purposes.

⁸ but excluding:

(a) travel facilities, living accommodation, meals or entertainment provided -

(i) within the State, or

(ii) in the course and for the purpose of -

the performance of the functions of the person as the holder of a designated position of employment, or

the trade, profession, employment, vocation or other occupation of the person (other than as the holder of a designated position of employment);

(b) travel facilities, living accommodation, meals or entertainment supplied to the person by a relative or civil partner or friend of the person, or of his or her spouse or civil partner, or of a child of the person or of his or her spouse, where such supply was in the nature of a gift to the person and for personal reasons only, unless the acceptance of such facilities, accommodation, meals or entertainment might reasonably be seen to have been capable of influencing him or her in the performance of his or her functions as the holder of a designated position of employment;

(c) travel facilities, living accommodation, meals or entertainment supplied to the person, once or more than once by the same person during the period comprehended by this statement, free of charge if the commercial price, or the aggregate of the commercial prices, of the facilities, accommodation, meals or entertainment did not exceed €650; or

(d) travel facilities, living accommodation, meals or entertainment supplied to the person, once or more than once by the same person during the period comprehended by this statement, at a price or prices less than the commercial price or prices by not more than €650.

⁹ but excluding:

(i) a gift to the person by a relative or civil partner or friend of the person or of his or her spouse or civil partner, or of a child of the person or of his or her spouse, for purely personal reasons only, unless the acceptance of the gift by the person could have materially influenced him or her in the performance of his or her functions as the holder of a designated position of employment; and

(ii) a gift given to the person, or gifts given to the person by the same person, during the period comprehended by the statement, as respects which the value, or the aggregate value, of the property the subject of the gift or gifts did not exceed €650 at any time during the period comprehended by the statement.

¹⁰ other than property supplied or lent, or a service supplied to a person by a relative or civil partner or friend of the person, or of his or her spouse or civil partner, or of a child of the person or of his or her spouse, where such supply or loan was in the nature of a gift to the person and for personal reasons only, unless the acceptance of the property or loan or the service by the person could have materially influenced him or her in the performance of his or her functions as the holder of a designated position of employment.

¹¹ insofar as services in (ii) and (iii) relate to legal or medical services (including psychiatric or psychological services), it is only necessary to state that such services were supplied to you or to a person (who need not be identified) in respect of whom you are required to make a statement.

¹² in any case where a function of a designated position of employment falls to be performed and the occupier of a designated position of employment has actual knowledge that he or she or a connected person within the meaning of the Ethics in Public Office Act 1995 and section 97 of the Civil Partnership and Certain Rights and Obligations of Cohabitants Act 2010 has a material interest in a matter to which the function relates, he or she shall prepare and furnish to the relevant authority for the position a statement in writing of those facts and shall not perform the function unless there are compelling reasons requiring him or her to do so. If he or she proposes to perform the function, he or she shall prepare and furnish to the relevant authority a statement in writing of the compelling reasons aforesaid.

Additional Information

Additional information on the requirements of the Ethics Acts and further relevant definitions are set out in the Standards in Public Office Commission's guidelines for public servants on compliance with the provisions of the Ethics in Public Office Acts 1995 and 2001. In addition to the guidelines, public servants may seek further information or advice from the Standards in Public Office Commission (tel: 01 639 5666; e-mail: sipo@sipo.gov.ie) concerning any provision of the legislation or the application of any such provision in any particular case.

ETHICS IN PUBLIC OFFICE ACT 1995 SECTION 18

Designated positions of 18.- (1) In this section "relevant authority", in relation to a person who occupies or occupied a designated position in a public body, means such person or persons as may be determined by the Minister in relation to the position

(2) A person who occupies or occupied a designated position in a public body

(a) shall subject to section 20(3), in each year during any part of which he or she occupies or occupied the position, prepare and furnish to the relevant authority for the position a statement in writing of -

- (i) the interests of the person, and
- (ii) the interests of which he or she has actual knowledge of his or her spouse or civil partner or a child of the person or of his or her spouse, during the appropriate period specified in section 20 (1) which could materially influence the person in or in relation to the performance of the functions of the position 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, and

(b) in any case where a function falls to be performed and he or she has actual knowledge that he or she or a connected person has a material interest in a matter to which the function relates-

- (i) shall, as soon as may be, prepare and furnish to the relevant authority a statement in writing of those facts,
- (ii) shall not perform the function unless there are compelling reasons requiring him or her to do so, and
- (iii) shall, if he or she proposes to perform the function, prepare and furnish to the relevant authority before or, if that is not reasonably practicable, as soon as may be after such performance, as a statement in writing of the compelling reasons aforesaid.

(3) (a) A person who during any period holds or held or occupies or occupied an office or position specified in paragraph (b) shall be deemed for the purpose of this Act to be a person who, during that period, occupies or occupied, a designated position in a public body.

(b) The offices and positions referred to in paragraph (a) are—

- (i) the office of Comptroller and Auditor General,
- (ii) the office of Ombudsman,
- (iii) the office of Data Protection Commissioner,
- (iv) the office of Director of Consumer Affairs, and
- (v) such other (if any) offices or positions (other than the office of judge of any court) established by or under statute as may (if, but only if, the Minister considers it necessary in the public interest to do so) be prescribed.

- (c) Subsection (4) shall not apply to a person who holds or held an office specified in subparagraphs (i) to (iv) of paragraph (b).
- (4) There shall be deemed to be included in the terms of the employment of a person in a designated position referred to in subsection (2) a term that the person shall comply with that subsection.

4) STANDING ORDERS TO REGULATE THE PROCEDURES AND BUSINESS OF THE BOARD

1.	INTRODUCTION	57
2.	DEFINITIONS	57
3.	GENERAL PRINCIPLES	57
4.	MEETINGS	58
5.	ORDER OF BUSINESS	59
6.	CONFLICT OF INTEREST	59
7.	PROCEDURE FOR OBTAINING BOARD APPROVAL	60
8.	MINUTES OF MEETINGS	60
9.	DEPUTATIONS	61
10.	REVIEW AND SUSPENSION OF STANDING ORDERS	61
11.	DELEGATIONS	61
12.	COMMITTEES	61
13.	CODE(S) OF CONDUCT	62
14.	REVIEWING THE BOARD'S PERFORMANCE	62
15.	CONFIDENTIALITY	62
16.	ISSUE OF STATEMENTS ON BEHALF OF THE BOARD	62
17.	GENERAL	62
18.	COMMENCEMENT	62

1. INTRODUCTION

These Standing Orders are made by the National Paediatric Hospital Development Board for the regulation of the proceedings of meetings. They are made under Section 10(6) of S.I. No 246 of 2007 which requires the Board to regulate, by standing orders, the procedures and business of the Board.

2. DEFINITIONS

In these Standing Orders the following expressions shall be used, unless the context otherwise requires, and have the following meanings:

"S.I. No 246 of 2007", Statutory Instrument No 246 of 2007, establishing the National Paediatric Hospital Development Board

"Agenda", the matter specified in the invitation to attend a meeting for transaction at that meeting.

"The Board", the National Paediatric Hospital Development Board established under S.I. No 246 of 2007, appointed by the Minister.

"Chairperson", the person appointed by the Minister as chair of the Board who will preside at the meetings of the Board.

"Vice-Chairperson", the person who has been appointed by the Board to act as Chair of the Board in the absence of the Chairperson.

"Project Director", the person appointed as Project Director by the Board, with the approval of the Minister, who is carrying on and managing the administration and business of the Board.

"Committees", committees of the Board appointed as set out in Section 13 of S.I. No 246 of 2007.

"Minister", the Minister for Health.

"Secretary", the person appointed by the Board to act as secretary to the Board for the purposes specified in these standing orders.

3. GENERAL PRINCIPLES

The Board has adopted the following principles.

- 3.1 The Board will operate on the principles of collective responsibility, support and respect. Normally, decisions will be taken by consensus.
- 3.2 Board members should normally speak with one voice in public on Board issues. If a different approach were to be followed, this would first have to be discussed by the Board. A Board member should inform the Chairperson (or Vice-Chairperson in the absence of the Chairperson) before making public statements relating to Board business.
- 3.3 All decisions will be recorded by majority vote. Minority views will not be made public, although if a vote is necessary, the outcome of this will be recorded in the Board minutes. If a Board member resigns because of disagreement with a Board decision, he or she may state the basis for the disagreement but may not publicly disclose the view of other Board members.

- 3.4** Board members (other than those who disagreed with a decision) may be nominated to explain and articulate specific decisions.

4. MEETINGS

- 4.1** Meetings of the Board should take place as are necessary for the performance of its functions but in any case not less than six times annually. Board meetings are normally held on the first week of every month. Relevant materials are distributed to Board members in advance of the meeting so that members have the opportunity to review the material.
- 4.2** The Board shall hold such and so many meetings as may be necessary for the performance of its functions. 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.
- 4.3** The quorum for a meeting of the Board shall be five members. If, after the expiration of thirty minutes after the time for which a meeting has been summoned, a quorum shall not be present, the business will stand postponed to the next meeting, unless there is reasonable explanation for the delay of those members.
- 4.4** The attendance of each Board Member at Board meetings is reported in the Annual Report.
- 4.5** A Board member is not counted in the quorum on an item in respect of which he or she is not entitled to take a decision.
- 4.6** The Chairperson of the Board shall preside at all meetings of the Board at which he or she is present and in the absence of the Chairperson, the Vice-Chairperson shall preside at the meeting. If the Chairperson of the Board is not present, or the Vice Chairperson is not present, or the office of the Chairperson is vacant, the members of the Board who are present shall elect one of their number to preside at the meeting.
- 4.7** Each member of the Board present at a meeting of the Board shall have a vote.
- 4.8** Every question at a meeting of the Board shall be determined by a majority of the votes of the members present and voting on the question and, in the case of an equal division of votes, the Chairperson or other member presiding at the meeting shall have a second or casting vote. Decisions of the Board shall be recorded in the minutes.
- 4.9** Meetings may be held via teleconference for the purpose of holding urgent discussions on issues arising. Board members must undertake to ensure privacy during such calls.
- 4.10** The Chairperson may at any reasonable time call a meeting of the Board.
- 4.11** If the Chairperson refuses to call a meeting of the Board after a requisition for the purpose, signed by no fewer than three members of the Board, has been presented to the Chairperson; or if the Chairperson, without refusing to do so, does not, within seven days of the presentation of a requisition, call a meeting of the Board, any three members of the Board may call a meeting of the Board.
- 4.12** The meetings of the Board will be held in private.

- 4.13** Papers may be tabled at a Board meeting with the Chairperson's permission (or, in his or her absence, the permission of the Vice Chairperson).
- 4.14** The position of Vice Chairperson may be filled by rotation for a period not exceeding 12 months.
- 4.15** The procedure for obtaining Board approval between Board meetings is set out in Section 7 below.

5. ORDER OF BUSINESS

Agenda

- 5.1** Meeting Administration
- Minutes of the last meeting Chairperson
 - Matters arising from the minutes Chairperson
- 5.2** SI Remit: To plan, design, build, furnish and equip a national children's hospital in accordance with a brief approved by the HSE with the prior consent of the Minister
- Project Director Report and Board Issues List Project Director
 - Financial Report Finance Officer
- 5.3** Board Matters
- Update on meeting with relevant information Project Director
- 5.4** AOB
- At a special meeting of the Board, only business specified in the notice convening that meeting will be transacted at that meeting.

It is intended that the following functions shall be transferred to the Children's Hospital Group pursuant to a change to the statutory instrument, although currently this remains as noted within S.I. No. 246 of 2007.

SI Remit: In consultation with the relevant hospitals, prepare plans for the transfer of services from the relevant hospitals to the hospital.

Update on meeting with relevant information

SI Remit: In consultation with the relevant hospitals, prepare a human resource strategy for the transfer to the hospital.

Update on meeting with relevant information

SI Remit: explore the possibility of securing philanthropic contributions to meet all or part of the capital cost of developing the hospital, and foster the philanthropic interests that already exist in relation to the provision of paediatric services.

Update on meeting with relevant information

6. CONFLICT OF INTEREST

Each Board member must comply with the policy and procedure for conflicts of interests, which has been approved by the Board and which are included in this Code of Governance Manual.

7. PROCEDURE FOR OBTAINING BOARD APPROVAL

Between Board Meetings

The Chairperson shall decide when an issue is of a sufficiently urgent nature to warrant the taking of a decision by the Board by written request in the interval between meetings of the Board.

The request for a decision shall be communicated to Board members by e-mail and shall:

- Indicate the Chairperson's agreement that the decision be taken by written procedure
- State the nature of the decision requested
- Provide information on the urgent nature of the decision
- Provide detailed information to enable the members of the Board to take the decision
- Set out a final deadline for members of the Board to seek additional information or clarification on the issue to be decided
- Set out a final deadline and procedures for members of the Board to inform the Secretary of their decisions.

In the event that any member of the Board seeks additional clarification or information on the issue to be decided, a copy of that information will be sent to all members of the Board.

A decision will be deemed to be taken by the Board when more than half of the members of the Board are in agreement on the issue to be decided. The decision of the Board will be communicated by the Secretary to all members of the Board by e-mail as soon as it practicable after the decision has been taken.

Decisions taken by written procedure between meetings of the Board will be recorded in the minutes of the subsequent Board meeting.

These procedures for taking decisions between meetings of the Board do not interfere with the rights of the Chairperson or Board members to call a meeting of the Board as set out under Section 10(8) of S.I. No 246 of 2007

8. MINUTES OF MEETINGS

Minutes of the proceedings of a meeting of the Board will be drawn up by the Secretary, will be verified by the Board members and will be signed by the Chairperson at the subsequent meeting.

Any discussion on the minutes, except as to their accuracy, shall be deemed out of order and the Chairperson will rule accordingly. Questions will only be permitted on matters arising out of the minutes.

The Secretary will record names of Board members present and absent, and apologies for absence, at a meeting of the Board in the minutes of the meeting.

When minutes of proceedings have been adopted and confirmed by the Board, it will not be in order for any member of the Board to question their accuracy nor seek their amendment at subsequent meetings.

9. DEPUTATIONS

A deputation will not be heard by the Board unless it has already been decided at a previous meeting to hear it, unless the Chairperson decides that the deputation is critical to the meeting or work of the Board.

Requests for reception of deputations must be received by the Secretary at least seven days before the date of the meeting. Not more than two persons will be entitled to address the Board on behalf of any deputation and no deputation will exceed five persons in number. The maximum duration of the addresses by any deputation should not exceed fifteen minutes.

10. REVIEW AND SUSPENSION OF STANDING ORDERS

Any Standing Order or Standing Orders may, at any time, by consent of not less than two-thirds of the members present at the meeting of the Board, (such meeting consisting of not less than one half of the members of the whole Board), be suspended for the purpose of any specific business before the Board, provided to do so would not contravene any statutory provision.

11. DELEGATIONS

- The Board may delegate the discharge of a function but the exercise of a delegated power should be in accordance with policies agreed by the Board.
- The Board delegates to the Project Director, the discharge of all functions of the Board other than: any matter reserved to the Board any matter delegated to a committee of the Board.
- The Board may make delegations or vary, revoke or add to existing delegations.
- Any delegation made by the Board may be limited or made subject to any condition. For example, the Board may delegate a function only for a limited period of time or for a particular matter. The nature and scope of new delegations will be recorded in the minutes.
- The Board may itself discharge a function even though it has delegated the discharge of that function.
- There is delegated from the Board to each committee of the Board the discharge of those functions, which fall within their respective terms of reference, other than any matter reserved to the Board. The Board may instruct the Executive, or a committee, as to how to exercise a delegated authority.
- Unless the Board imposes a condition to the contrary, a committee of the Board may delegate the discharge of a function delegated to it.
- The Board authorises the Project Director to sign contracts or other documents on behalf of the Board and to delegate this authority to one or more Board employees.

12. COMMITTEES

The Board may establish standing committees and ad hoc committees to assist and advise the Board in relation to the carrying on of its day-to-day functions, or to furnish advice on particular aspects of its functions. The Board Chairperson will appoint members to any committee it establishes and may appoint persons who are

not members of the Board but have special knowledge and experience related to the purpose of the Committee.

The Committees appointed by the Board will in the transaction of their business comply with any directions which the Board may give from time to time either in general or for individual committees, and any expenditure incurred by any committee shall be subject to prior consent of the Board.

The Board may take advice or consider recommendations from any committee of the Board as set out in the committee's terms of reference

The Board may dissolve a committee established.

13. CODE(S) OF CONDUCT

Board members will comply with the Code of Business Conduct, which has been approved by the Board, and the Code of Practice for the Governance of State Bodies, which are set out in the Corporate Governance Manual.

14. REVIEWING THE BOARD'S PERFORMANCE

The Board will review its own performance and that of its committees annually.

15. CONFIDENTIALITY

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.

16. ISSUE OF STATEMENTS ON BEHALF OF THE BOARD

Only the Chairperson shall issue any statement on Board matters to the press or the public on behalf of the Board. The Project Director, with the agreement of the Chairperson, may also make such statements.

17. GENERAL

The Chairperson will have power to decide upon any procedural matter arising and not covered by these Standing Orders.

18. COMMENCEMENT

This document brings together policies and procedures of the Board previously approved and adopted which have been in use to date. The purpose of this Code of Governance Manual is to bring together all these documents into one consolidated reference manual which will provide easy access for Board members to all Governance related documents.

This Code of Governance Manual will be adopted and come into effect from the date of Board approval.

ADOPTED BY THE BOARD AT ITS MEETING ON xxxxxx

SIGNED:

Chairperson

Designated Officer

5) FORMAL SCHEDULE OF MATTERS FOR BOARD DECISION

1.	INTRODUCTION	65
2.	MATTERS RESERVED FOR THE BOARD	65
3.	MANAGERIAL FUNCTIONS	67
4.	BOARD MEMBERSHIP AND BOARD COMMITTEES	67
5.	CONTRACTS	67
6.	INTERNAL CONTROLS AND RISK MANAGEMENT	68

1. INTRODUCTION¹⁸

It is a requirement for the Board to have a formal schedule of matters specifically reserved to it for decision in order to ensure that the direction and control of the Board is specifically and demonstrably in the hands of the Board. The following pages therefore outline the minimal formal decision-making requirements of the Board.

2. MATTERS RESERVED FOR THE BOARD

Some matters are reserved for the Board only, while other matters are considered by the relevant Board Committees and then taken to the Board for ratification.

RESERVED FOR THE BOARD

STANDING ORDERS:

<i>Matter</i>	<i>Responsibility</i>	<i>Reviewed</i>
• Project Director and Executive Report	Project Director & Executive	Monthly
• Monthly Financial Accounts	FO	Monthly
• Review and approval of all new contracts over €100k ex VAT	Project Director	Monthly
• Review of Key Project Deliverables	Project Director	Quarterly (last month of quarter)

Other matters reserved for the Board

- Corporate governance arrangements
- Terms of reference and membership of Board committees
- Develop and update maintain vision, mission and values
- Develop and update strategy and structure
- Delegation to and monitoring of Staff
- Fulfilling responsibilities to stakeholders
- Develop and update Internal control arrangements
- Review the performance of the Board and Project Director annually in November
- Review and present the progress of the project and the annual performance of the Board with the Minister for Health

¹⁸ Refer to section 2.1 – 2.7 of the 'Code of Practice for the Governance of State Bodies'

FINANCE COMMITTEE

<i>Matter</i>	<i>Responsibility</i>	<i>Reviewed</i>
• Board Level Risks	Project Director/FO	Bi-Annually
• All contracts over €1m on anniversaries of contract signing	Project Director	Annually
• Value for Money update	Project Director	Annually (Dec)
• Annual Financial Plan	FO	Annually (Nov)

AUDIT COMMITTEE

<i>Matter</i>	<i>Responsibility</i>	<i>Reviewed</i>
• Internal Audit Reports & Update	FO	Annually (Dec)
• C&AG Audit Report	FO	Annually (Feb/Mar)
• Annual Accounts	FO	Annually (Jan)
• Annual Report	Project Director	Annually (Feb/Mar)
• Code of Business Practice	FO	Annually (June)
• System of Internal Financial control	FO	Annually (Dec)

3. MANAGERIAL FUNCTIONS

- 3.1 Approve the annual accounts and Annual Report of the Board.
- 3.2 Approve any significant change in accounting policies or practices (through the Audit Committee, but referred back to the Board for final decision).
- 3.3 Appoint or remove the Secretary to the Board.
- 3.4 Discharge the Board's legislative functions.
- 3.5 Approve the Board's project plan and budget.
- 3.6 Establish a performance measurement system to assess the effectiveness/outcome of major items of expenditure, which should then be reported to the Board.
- 3.7 Approve the appointment and remuneration of, and succession planning of the Project Director and other members of the Executive.
- 3.8 Oversee the discharge by the Project Director and the executive management of the day to day business of the Board
- 3.9 Approve broad policy in relation to all aspects of executive remuneration.
- 3.10 Ensure that systems are in place to assess the performance of the Project Director.
- 3.11 Take specific decisions that the Board or executive management consider to be of such significance as to require to be taken by the Board.

4. BOARD MEMBERSHIP AND BOARD COMMITTEES

- 4.1 Appoint the Chairperson and members of the Committees and approve the terms of reference of the Board Committees.
- 4.2 Approve the terms of reference and delegated authority of the Chairperson, Project Director, Finance Office and Medical Director where these are to exercise functions of the Board.

5. CONTRACTS

- 5.1 Approve transactions (or related programmes of transactions) not in the ordinary course of business, the value of which is in excess of €100,000 (excluding VAT).
- 5.2 Approve all transactions (within the Budget approved by the Board) that are in the ordinary course of business, and whose value exceeds €100,000 (excluding VAT). This applies to all expenditure; the total of closely related transactions; and both business as usual and project related transactions.
- 5.3 Approve all property leases of whatever value.
- 5.4 Approve terms of contracts entered into with any corporation, company, local authority or person for the purpose of the discharge of its functions.

6. INTERNAL CONTROLS AND RISK MANAGEMENT

- 6.1** Ensure maintenance of a sound system of internal controls – including financial, operational and compliance controls, and risk management processes – with appropriate reference to the Board's Code of Corporate Governance and the Code of Practice for the Governance of State Bodies.
- 6.2** Confirm annually to the Minister that the Board has a system of internal financial control in place.
- 6.3** Monitor the effectiveness of the Board's risk management processes and systems, to ensure the effective identification, monitoring and control of external risks, and identification of opportunities, to support the Board's statutory objectives. (Committees of the Board take their recommendations to the Board for final decision).
- 6.4** Approve statements for inclusion in the Annual Report concerning internal controls and risk management including the annual Financial Review (Audit Committee and refer back to the Board for final decision.)
- 6.5** Undertake an annual assessment of the effectiveness of internal control and risk management processes (including financial, operational and compliance controls and risk management systems)
- 6.6** Undertake annually a formal and rigorous review of its own performance, that of its committees and individual members.
- 6.7** Monthly review of the potential implications of any legal action being taken against the Board.

The internal controls and risk management requirements are monitored and reviewed through the following:

- annual external audit carried out by the Comptroller and Auditor General
- the internal audit carried out by the Board's auditors
- regular process audits carried out by the Project Team
- the independent preparation of monthly accounts for the Board, which are reviewed and approved by the FO, and subsequently presented by the FO at the Board meetings
- regular review of all Board policies and procedures, updated as required and presented to the Board for approval

6) COMMITTEES OF THE BOARD

1.	INTRODUCTION	70
2.	GENERAL RULES APPLYING TO COMMITTEES	70
3.	ESTABLISHED COMMITTEES	70
4.	TERMS OF REFERENCE FOR COMMITTEES OF THE BOARD	71

1. INTRODUCTION

- 1.1** The Board refers to the National Paediatric Hospital Development Board, appointed by the Minister for Health, under Statutory Instrument No 246 of 2007.
- 1.2** Committee(s) refers to any Committee(s) appointed by the Board, in accordance with its standing orders.

2. GENERAL RULES APPLYING TO COMMITTEES

- 2.1** Committee members, including the Committee Chair, are appointed by the Board for an initial period of one year, which is regularly reviewed and the Board may dissolve a committee established
- 2.2** The terms of reference for Committees are agreed and can be amended by the Board
- 2.3** Committee Chairs will report on progress to the Board as agreed with the Board Chairperson.
- 2.4** Committees shall meet according to what is determined in their terms of reference.
- 2.5** Committees can invite other Board members and procure or seek the advice and support from individuals or bodies outside of the Committee or Board membership.
- 2.6** The Board may appoint persons to a Committee who are not members of the Board but have special knowledge and experience related to the purpose of the committee.
- 2.7** Any disclosure of interests by any member of the Committee must be discussed with, and reported to, the Chairperson of the Board.
- 2.8** A quorum for a Committee meeting shall be determined by the Committee on the commencement of its activities.
- 2.9** Any member or members of the Committee may at any time be removed by the Board and another or other persons appointed.
- 2.10** The Project Director or other designated officer working on behalf of the Board will attend the committee meetings, unless considered inappropriate by the Chair of the Committee.

3. ESTABLISHED COMMITTEES

The following is a list of Committees which have been formed by the Board to support the work of the Board:

- Audit Committee
- Finance Committee
- Model of Care Committee
- ICT Committee*
- Communications Strategy Committee*
- Planning Committee
- Design Committee*
- Procurement Committee

- Decanting Committee
- Organisation/Recruitment
- Shared Services*

***Joint Committee with the Children's Hospital Group Board.**

4. TERMS OF REFERENCE FOR COMMITTEES OF THE BOARD¹⁹

4.1 Audit Committee Terms of Reference

These terms of reference are currently being updated and finalised.

1. Role of the Audit Committee

The committee shall deal with any activity within its terms of reference. Recommendations from the Committee shall be submitted to the Board and any internal/audit items that relate to the Board's areas of responsibilities will be communicated to the Board as soon as possible.

(i) Membership

- The Board should establish an Audit Committee of at least three members of the Board.
- The Audit Committee should contain at least one member with relevant and recent financial experience
- The Finance Officer, while not a member of the Audit Committee, will normally be invited to attend meetings.
- A chairperson must be appointed by the Board.
- Appointments to the Committee shall be for a period of three years and will be rotated upon nomination by the Board.

(ii) Secretary

- The Board should appoint a secretary as agreed by the Chairperson of the Audit Committee.

(iii) Quorum

- The Quorum for meetings shall be 2 members.

(iv) Meetings

- The Audit Committee should meet at least four times a year and otherwise as required.
- Meetings shall be summoned by the secretary of the Committee.
- The Audit Committee should have explicit authority to investigate any matters within its role; the resources which it needs to do so and full access to information.

2. Duties of the Audit Committee

The Committee should carry out the duties below.

(i) Financial reporting

¹⁹ Refer to section 10 of the 'Code of Practice for the Governance of State Bodies'

- To monitor the integrity of the annual financial statements of the Board, review significant financial reporting issues and judgements which they contain.
- To review and make recommendations to the Board concerning the approval of the annual financial statements and all material information presented with them ensuring that they comply with legislation, and relevant accounting standards; and to express, in the Committee's opinion whether the financial statements give a true and fair view of the state of affairs of the Board, considering:
 - critical accounting policies and practices, significant changes therein and the level of conformity with accounting policies and practices generally followed in the hospital industry;
 - the methods used to account for significant or unusual transactions where different approaches are possible;
 - whether management has made appropriate estimates and judgements;
 - the clarity of disclosure in the financial reports and the context in which statements are made;
 - significant adjustments having a material impact on the financial statements;
 - and whether proper books of accounts are being maintained.
- To review the management accounts to ensure the continued integrity of the financial information.

(ii) Internal controls

The Committee shall:

- monitor the integrity of the financial control system;
- review relevant management reports and Internal Audit reports on the effectiveness of the systems and controls for internal financial control and financial reporting;
- review the procedures for detecting and preventing fraud;
- at least annually, review the effectiveness of the internal controls;
- review and approve the statement to be included in the Annual Report and Accounts concerning the internal controls and risk management framework.

(iii) Whistleblowing

- To review the arrangements established by the Board through which its employees can raise concerns, in confidence, about possible wrongdoing in matters of financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of any concerns and appropriate follow-up action.

(iv) Internal Audit

The Audit Committee shall:

- monitor and review the scope, nature and effectiveness, of the Internal Audit function in the context of the overall internal control system and ensure that it is adequately resourced and is free from management or other restrictions;

- review, assess and approve the annual internal audit plan;
- review Internal Audit's activities, findings, conclusions and recommendations and monitor management's responsiveness to the findings and recommendations;
- meet the Internal Auditor at least once a year, without management being present, to discuss his remit and any issues arising from the internal audits carried out. In addition, the Internal Auditor shall be given the right of direct access to the Chairperson of the Board and to the Committee;
- review the annual report from the Internal Auditor dealing with emerging risk trends, his opinion of the overall control environment and the responsiveness of management.

(v) **External Audit**

The Audit Committee shall:

- oversee the relationship with the Comptroller and Auditor General. The Audit Committee should have a discussion with the Comptroller and Auditor General or his nominee at least once a year, without executive members of the Board or employees of the State body present, to ensure that there are no unresolved issues of concern.
- assess annually any findings, conclusions and recommendations raised by the Comptroller and Auditor General.
- Have a discussion with the external auditors at least once a year, without executive Members of the Board or the Executive present, to ensure that there are no unresolved issues of concern.

The Chairperson will provide details of membership when required.

4.2 **Finance Committee Terms of Reference**

The National Paediatric Hospital Development Board was established under Statutory Instrument No 246 of 2007 to plan, design, build, furnish and equip Ireland's new children's hospital.

The Finance Committee was re-established in 2013 to engage with management and the project teams to oversee the progress and issues relating to the financial planning, design, building, furnishing and equipping of the new children's hospital and to liaise, recommend and report to the Board.

The terms of reference are currently being updated and finalised.

4.3 **Model of Care Committee Terms of Reference**²⁰

These terms of reference are currently being updated and finalised under the Children's Hospital Group Board.

The Model of Care is being chaired by a member of the Children's Hospital Group.

1. Definition:

A Model of Care is a clinical and organisational framework for how and where healthcare services are delivered, managed and organised.

²⁰ For review.

2. Background:

The Board facilitated the development of a document outlining a National Model of Care (NMOC) for Paediatric Healthcare in Ireland. Representatives of the three Children's hospitals, the HSE, the Faculty of Paediatrics and the Medical Schools met between April and August 2009 and the document was produced in October 2009. Responsibility for implementation of the NMOC rests with the HSE.

1. The National Model of Care describes the clinical and organisational framework for how and where paediatric healthcare services are delivered, managed and organised nationally with the new Children's hospital at the centre of a managed, national paediatric network.
2. A Model of Care must be developed for the Children's Hospital. It must, at an organisational level, define its model of care.

Each clinical service within the hospital must also describe its service model, which is the clinical and organisational framework for how, where and by whom its particular healthcare services are delivered, managed and organised.

The organisational model of care and the individual service models should be collated into a single document .

3. Terms of Reference: The Board Model of Care Committee will:

- develop a plan and setting the schedule for the completion of the Model of Care for the new Children's Hospital.
- oversee the development of the organisational model of care, and the specific service models, for the new Children's Hospital.
- report to the Board and advise the HSE on the requirements for implementation of the Children's Hospital.
- report the Committee's progress to the Board monthly meeting.

The Chairperson will provide details of membership when required.

4.4 ICT Committee Terms of Reference

The ICT Committee will be re-established as a joint committee of the Board and the Board of the Children's Hospital Group.

Terms of reference to be finalised.

4.5 Communications Strategy Committee Terms of Reference

The Communications Strategy was re-established in 2013.

Terms of reference to be finalised.

4.6 Planning Committee Terms of Reference

Terms of reference to be finalised.

4.7 Design Committee

Terms of reference to be finalised.

4.8 Procurement Committee

Terms of reference to be finalised.

4.9 Decanting Committee

Terms of reference to be finalised.

4.10 Organisation/Recruitment Committee Terms of Reference

The Organisation/Recruitment (previously "HR/Workforce") Committee was re-established in 2013.

Terms of reference to be finalised.

4.11 Shared Services Committee

Terms of reference to be finalised

4.12

Philanthropy Committee Terms of Reference

The Philanthropy Committee will be re-established as a Committee of the Children's Hospital Group

Terms of reference to be finalised.

7) POLICY & PROCEDURE FOR DEALING WITH CONFLICTS OF INTEREST

1.	INTRODUCTION	77
2.	SCOPE	78
3.	OBJECTIVES OF THE POLICY	78
4.	DISCLOSURE OF INTERESTS/AVOIDANCE OF CONFLICT OF INTEREST	78
5.	REGISTER OF INTERESTS	79
6.	BOARD MEETINGS	79
7.	PROCEDURE FOR DEALING WITH CONFLICTS OF INTEREST	79
8.	MANAGING POTENTIAL OR ACTUAL CONFLICT OF INTEREST	80

1. INTRODUCTION²¹

The Board recognises that Board membership and employment in a public sector setting can provide potential for conflict of interest. The principal circumstances giving rise to such possibilities in the Board's case include instances where a Board member or Executive:

- holds an interest directly or indirectly in groupings or enterprises which deal commercially and/or contractually with the Board
- or a family member can influence procurement decisions and the awarding of contracts for which groupings or enterprises with which he/she is associated directly or indirectly are competing.

In the former case, Board members and the Project Director are required to declare such an interest to the Chairperson of the Board. The Chairperson should make his declaration to the Project Director and members (other than the Project Director) are required to similarly declare such an interest to the Project Director.

In the latter case, Board and the Executive are required to similarly declare such an interest and step aside from the related procurement/contract review, selection and awarding process.

The requirements under the Ethics in Public Office Acts 1995 and 2001 (Public Servants) and their application to the Board are set out in Appendix I to the Code of Business Conduct on Page 32.

This policy sets out principles for the management of conflicts of interest, and potential conflicts of interest, arising in relation to Board members.

It is designed to:

- so far as possible, prevent conflicts of interest from arising;
- 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.

While this policy expressly addresses those conflicts of interest that can be readily anticipated, it is not possible to provide a comprehensive list of all of the conflicts of interest that might arise. Therefore;

- this procedure must be interpreted with regard to its spirit and purpose;
- Board members must comply with this procedure in spirit as well as in letter; and
- 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.

²¹ Refer to section 6 of the 'Code of Practice for the Governance of State Bodies'

2. SCOPE

This policy applies to Board members, and the Executive as appropriate.

Some parts of this policy require Board members to ensure certain conduct by, or to make declarations in relation to, their spouses, parents, siblings or children or other connected persons or bodies corporate as set out in Department of Finance Code of Practice for the Governance of State Bodies as may be amended from time to time.

3. OBJECTIVES OF THE POLICY

The objectives of this policy are to:

- protect the Board corporately and each Board member individually against the breach of any law, including, for example the breach of any of the provisions of the Ethics in Public Office Acts, 1995 and 2001;
- protect the Board corporately and each Board member individually against impropriety or the appearance of impropriety, including risk to its and their reputations;
- protect the Board against any conflicts of interest that may be detrimental to the exercise of its functions; and
- ensure 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.

Adhering to the principle that Board members should not make a personal profit as a result of their membership of the Board, other than the remuneration determined by the Minister for Health (Section 20 of S.I. No 246 of 2007).

4. DISCLOSURE OF INTERESTS/AVOIDANCE OF CONFLICT OF INTEREST

To avoid conflicts of interest and the possibility of unjust enrichments each Board member furnishes to the Secretary of the Board details of his or her employment and all other business or professional interests including share holdings which could involve a conflict of interest or could materially influence the member in relation to his or her functions as a member of the Board.

Interests of family and other connected persons or bodies of which he or she could be expected to be reasonably are also to be declared. This information is held in a Register of Board Member Interests.

Similarly, each member should furnish to the Secretary details of business interests on the lines above of which he or she becomes aware during the course of his or her term as a member of the Board.

Where individual Board members become aware of non-compliance with any such obligation, they should immediately bring this to the attention of their fellow Board members with a view to having the matter rectified. The matter should also be brought to the attention of the Minister for Health by the Chairperson.

As it is recognised that the interests of a Board member and persons connected with him/her can change at short notice, a Board member should, in cases where he/she receives documents relating to his interests or of those connected with him/her, return the documents to the Secretary to the Board at the earliest opportunity.

5. REGISTER OF INTERESTS

- 5.1** The Secretary to the Board shall maintain a register to be known as the Register of Board Members' Registrable Interests (the "Register") in accordance with the provisions of the Ethics in Public Office Acts, 1995 and 2001.
- 5.2** The Register shall be confidential and shall be updated on an annual basis. Changes in the interim should be notified to the Secretary as soon as possible. Only the Chairperson, Secretary and Project Director shall have access to the Register.
- 5.3** The purpose of the Register is to ensure transparency in relation to any interests of Board members – or of their spouses, parents, siblings or children or other connected persons or bodies corporate as set out in Department of Finance Code of Practice for the Governance of State Bodies as may be amended from time to time.
- 5.4** The Register must contain, in relation to each Board member, details of any of the matters to be declared, as outlined on Page 32 in Appendix I to the Code of Business Conduct, held or carried on by that Board member or any persons or bodies connected with a Board member as more particularly set out in the Second Schedule of the Ethics in Public Office Act, 1995.
- 5.5** The Project Director, Finance Officer and Medical Director are required to complete a register of interests in line with the above.
- 5.6** If in doubt refer to Guidelines on Compliance with the Provision of the Ethics in Public Office Acts 1995 and 2001.
- 5.7** If a Board member is in doubt as to whether a particular matter should be declared, he or she should declare it, and the Secretary (in consultation with the Chairperson if appropriate) shall decide whether it is a matter that is required to be included on the Register.
- 5.8** A Board member shall make a signed declaration of his or her interest for the purposes of the Register immediately on taking up appointment as a Board member, and shall subsequently declare any new matter that is required to be included on the Register as soon as possible after it arises.
- 5.9** Board members may be required at any time to confirm to the Secretary to the Board that their current entries on the Register are accurate and up to date, and the Secretary shall ask them to do so at least once in each year.

6. BOARD MEETINGS

Board members must comply with the procedure for the disclosure of conflicts of interest arising at Board Meetings, as set out in this Corporate Governance Framework.

7. PROCEDURE FOR DEALING WITH CONFLICTS OF INTEREST

Given the diversity of the functions of the Board, and the calibre of the Board members and the Executive employed by it, it is essential that an effective and robust policy and procedure exists to manage the actual or potential conflict of interest for any Board member or employee of the Board. This procedure outlines the steps that the Board will undertake if, and when, situations arise where there is, or has the potential to be, a conflict of interest for a Board member or member of the Executive.

8. MANAGING POTENTIAL OR ACTUAL CONFLICT OF INTEREST

- 8.1** 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.
- 8.2** When a matter arises which might involve a conflict of interest the Project Director is required to inform the Chairperson. Similarly any potential conflict of interest by the Finance Officer and Medical Director is to be notified to the Project Director.
- 8.3** The Chairperson (or, in his or her absence the Vice Chairperson) in his or her discretion will decide whether any matter disclosed by a Board member (other than the Chairperson or in his or 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.
- 8.4** The Vice-Chairperson or in his or her absence, Board members will elect a chair from amongst their numbers, and decide whether any matter disclosed by the Chairperson amounts to a conflict of interest that should preclude the Chairperson from participating in the discussion at the relevant item, should the Vice-Chairperson be chairing the meeting, the Board members by taking a vote will decide.
- 8.5** The decisions 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, and the spirit and purpose, of the policy for conflicts of interest.
- 8.6** Board documents on any deliberations regarding interests should not be made available to the member concerned prior to a decision being taken. Decisions once taken should be notified to the member.
- 8.7** Where the Chairperson decides that any 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 or herself from any discussion of the item. In such cases a separate record (to which the Director would not have access) should be maintained.
- 8.8** In the event that a Board member, an Executive or committee member 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 Project Director as appropriate, at the earliest opportunity.
- 8.9** A Board member, an Executive or committee member should not retain documentation obtained their terms, and should return such documentation to the Secretary or otherwise indicate to the Secretary that all such documentation in their possession has been disposed of in an appropriate manner. In the event that former members require access to Board papers from the time of their term, this can be facilitated by the Board Secretary.
- 8.10** Should a Board member (or Executive) receive an approach from a member of the public or organisation to intervene on their behalf and exert influence for the purpose of gaining advantage in accessing a service or any benefit, it is Board policy that no such intervention should be taken.
- 8.11** The Board, or a committee, may at any time discontinue an investigation into a Board members' interests if it becomes of the view that the complaint concerned is frivolous or vexatious.

8) CHARTER FOR THE INTERNAL AUDIT FUNCTION

1.	MISSION	82
2.	WHERE INTERNAL AUDIT FITS IN THE NPH ORGANISATION	82
3.	OBJECTIVES OF INTERNAL AUDIT	82
4.	SCOPE OF WORK	83
5.	INDEPENDENCE	83
6.	ACCESS	84
7.	DUTIES & RESPONSIBILITIES OF INTERNAL AUDIT SERVICES PROVIDER	84

INTERNAL AUDIT FUNCTION²²

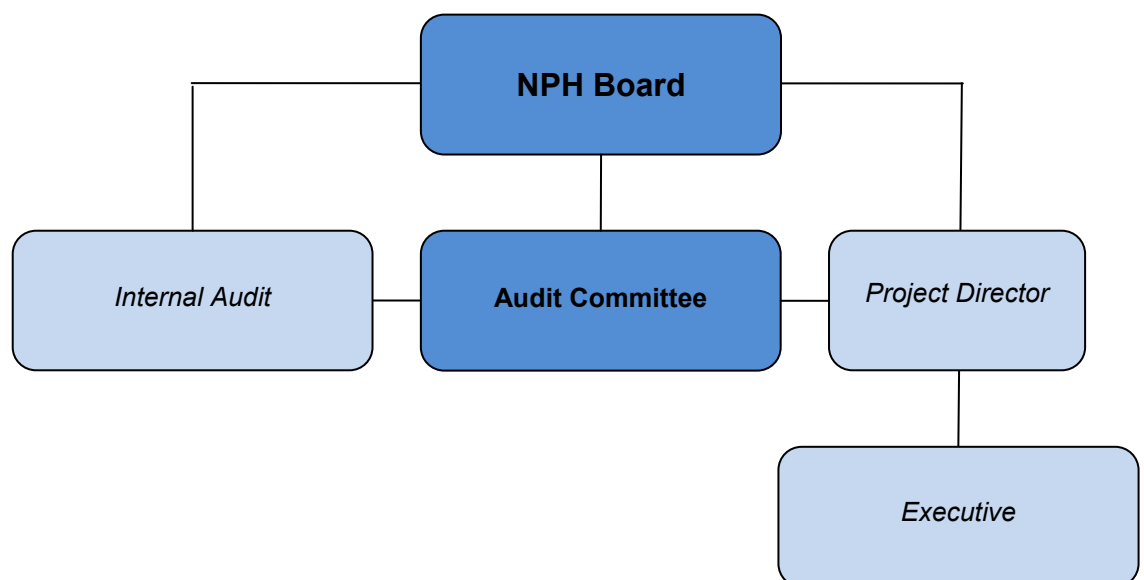
This document outlines the charter for the internal audit function for the Board and the Board's policy to support and develop this function.

1. MISSION

The role of internal audit is:

"To provide an independent, objective assurance and consulting activity designed to add value and improve an organisation's operations. It helps an organisation accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control, and governance processes" (The Institute of Internal Auditors)

2. WHERE INTERNAL AUDIT FITS IN THE NPH ORGANISATION



3. OBJECTIVES OF INTERNAL AUDIT

- To provide assurance on the adequacy of control within the Board's internal control systems and activities: that is, to comment on and recommend changes to the systems and activities; to follow up the implementation of agreed actions; and to bring deficiencies therein to the notice of the operating management and ultimately the Audit Committee.
- To facilitate the Board in the corporate governance reporting process
- To ensure that the Board is fully complying with all requirements and report its findings to the Audit Committee
- To be properly resourced with the necessary skills including the ability to deal with non-financial aspects

²² Refer to section 10 of the 'Code of Practice for the Governance of State Bodies'

- To carry out such audit, investigation and review work as may be requested by the Audit Committee.
- To liaise with the Comptroller & Auditor General (C&AG) to ensure that efficient and effective audit coverage is achieved and that the potential for co-operation between the two is maximised.
- The Audit Committee should make the C&AG aware of the corporate governance issues outlined in the "Code". The Audit Committee should periodically consult with the C&AG regarding the operation of the internal audit function with particular reference to the staffing of the function, the audit work programmes being applied and the testing carried out in relation to the body's compliance with the requirements set out in the "Code".
- To review and advise management on cost effective controls for new systems activities.
- To highlight opportunities to reduce costs through greater economy and efficiency within systems and activities
- To carry out a programme of Value for Money (VFM) audits as appropriate
- To review compliance with procurement and disposal procedures as required by the Audit Committee, from time to time, and report to the Audit Committee.

4. SCOPE OF WORK

Audit work will cover all systems and activities in all departments and the 2 locations of the Children's Hospital of Ireland (NPHDB), both currently existing and under development. Work will be prioritised according to risk, the judgement of Internal Audit Services Provider, requests from Executive Team and the direction of the Audit Committee.

In carrying out its on-going work, the internal audit function should include detailed testing on all specific areas covered by the charter in order to ensure that the State body is fully complying with all requirements and report its findings to the Audit Committee.

The internal audit function should be properly resourced with the necessary skills including the ability to deal with non-financial aspects.

5. INDEPENDENCE

The Internal Audit Services Provider has an administrative reporting relationship to the Project Director and a functional reporting relationship to the Audit Committee.

The Internal Audit Services Provider reports directly to the Chairperson of the Audit Committee and shall have right of direct access to the Project Director of the Board. The Internal Audit Services Provider will have no executive or managerial responsibilities except those relating to the internal audit function and has no authority over, or responsibility for, the activities audited.

Members of Executive Team shall not amend internal audit reports nor cause them to be amended before they are presented to the Chairperson of the Audit Committee.

The Executive Team will be afforded the opportunity of responding to audit findings.

6. ACCESS

The Internal Audit Services Provider shall have free and unfettered access to all management information needed to carry out its work. A holder of highly confidential or sensitive information is entitled to allow access to the Internal Audit Services Provider Manager alone.

The Internal Audit Services Provider shall have full right of access to all Board members (including the Project Director), employees, contractors, suppliers, customers, and External Internal Auditors, all of whom will be required to co-operate fully with the Internal Audit Services Provider.

7. PRINCIPAL DUTIES AND RESPONSIBILITIES INTERNAL AUDIT SERVICES PROVIDER

- Determines, plans, and supervises the work of auditing professionals and other employees in the performance of internal audits.
- Confers with the Executive and the Audit Committee of the Board on policies, programmes, and activities of the Internal Audit Services Provider; makes recommendations regarding specific areas of responsibility.
- Develops and updates audit programs and checklists; plans and monitors audit work schedules; develops and recommends implementation of forms, systems, and procedures to carry out responsibilities and accomplish goals of the Internal Audit Services Provider
- Ensures that any accounting standards specified by the Minister are met and audit principles and policies are followed, and evaluates the adequacy and effectiveness of internal accounting procedures and operating systems and controls.
- Meets with the Executive and the Audit Committee of the Board, as necessary, to discuss audit plans and results and make recommendations to resolve audit findings requiring corrective action
- Plans, supervises, reviews, and participates in the training of Internal Audit Department personnel.
- Performs special audit-related projects as assigned by the Audit Committee.
- Performs other duties as assigned the Audit Committee.
- Agrees and periodically updates an Internal Audit Charter in consultation with the Audit Committee.

APPENDIX 1

NPHDB BOARD GOVERNANCE – OVERVIEW OF STATUTORY & LEGISLATIVE REQUIREMENTS AND GOVERNMENT APPROVED GUIDELINES

STATUTORY AND LEGISLATIVE REQUIREMENTS

- Statutory Instrument No 246 of 2007
<http://www.attorneygeneral.ie/esi/2007/B25274.pdf>
- Health Acts 1947 – 2013
<http://www.oireachtas.ie>
- Ethics in Public Office Acts 1995 & 2001
<http://www.irishstatutebook.ie/2001/en/act/pub/0031/index.html>
- Ombudsman for Children Act 2002 as amended by the Ombudsman Acts 1980 to 2012
<http://www.irishstatutebook.ie/2002/en/act/pub/0022/index.html>
- Comptroller and Audit General (Amendment) Act, 1993
<http://www.irishstatutebook.ie/1993/en/act/pub/0008/>
- European Communities (Late Payment in Commercial Transactions) Regulations 2002
<http://www.irishstatutebook.ie/2002/en/si/0388.html>
- Environment, Employment, Health & Safety legislation and regulations
Check the full laws and regulations in the Acts of the Oireachtas website -
<http://www.irishstatutebook.ie/home.html>

GOVERNMENT APPROVED GUIDELINES

- Framework for Corporate & Financial Governance for Agencies funded by the Department of Health & Children (April 2006)
http://www.DoH.ie/publications/pdf/framework_agencies.pdf
- Code of Practice for the Governance of State Bodies (June 2009)
<http://govacc.per.gov.ie/files/2012/03/codepractstatebod09.pdf>
- Public Spending Code (2013)
www.publicspendingcode.per.gov.ie
- Department of Public Expenditure & Reform Circular 13/13: Public Spending Code: Expenditure Planning, Appraisal & Evaluation in the Irish Public Service – Standard Rules & Procedures
<http://circulars.gov.ie/>

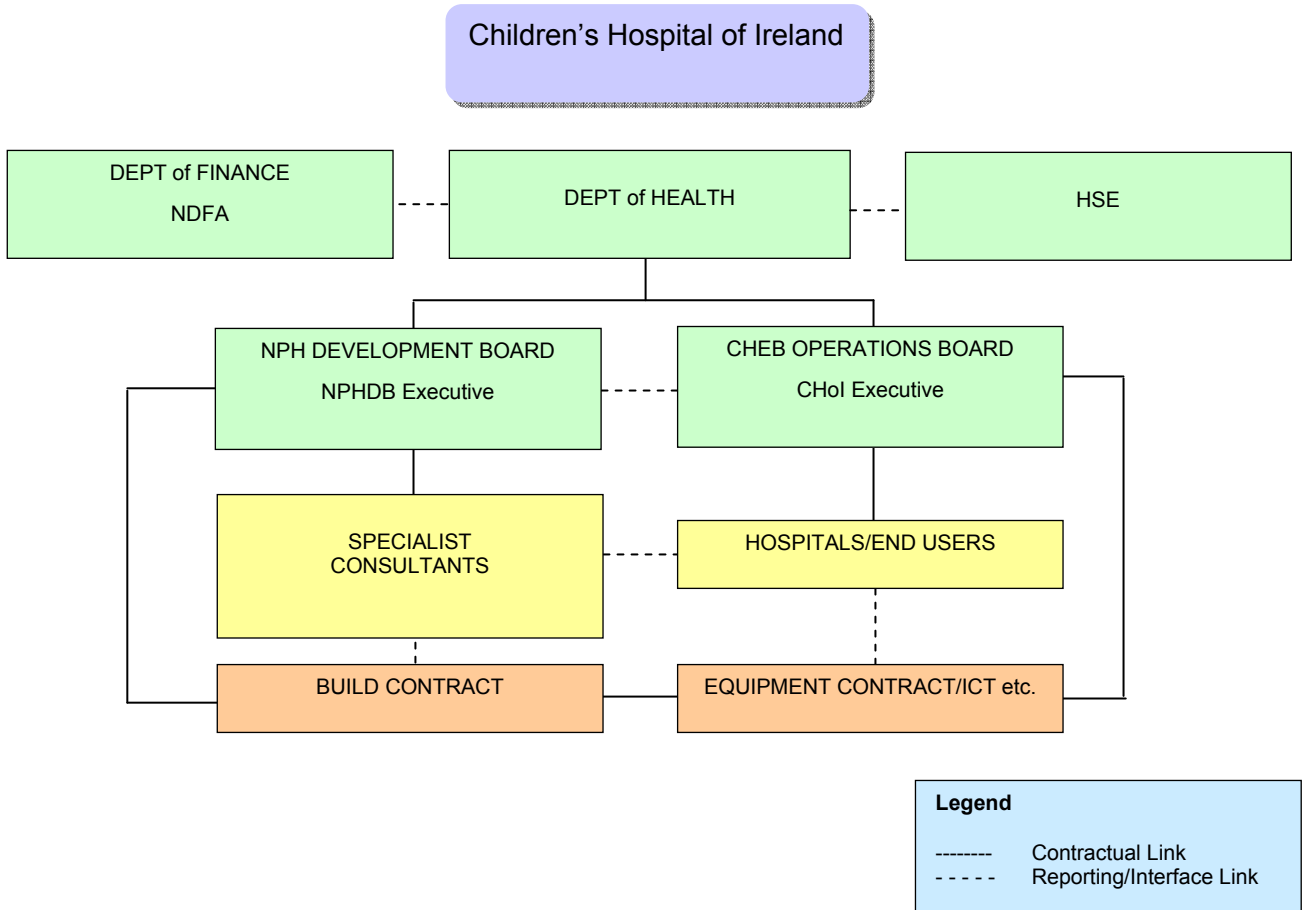
- Guidelines on Compliance with the Provisions of the Ethics in Public Office Acts 1995 and 2001 – Public Servants (Tenth Edition – November 2013)
<http://www.sipo.gov.ie/en/Guidelines/Guidelines-for-Public-Servants/>
- The Role and Responsibilities of Accounting Officers (2011)
<http://govacc.per.gov.ie/files/2012/01/Accounting-Officers-Memo-2011-revision-Final-January-2012.pdf>
- Risk Management Guidance for Government Departments and Offices (2011)
<http://govacc.per.gov.ie/risk-management/>
- National Public Procurement Policy Framework (Department of Finance – April 2005)
<http://www.etenders.gov.ie/>
- Public Procurement Guidelines
<http://www.procurement.ie/publications>
- OECD principles of Corporate Governance (2004)
<http://www.oecd.org/daf/ca/oecdprinciplesofcorporategovernance.htm>
- Public Financial procedures
<http://govacc.per.gov.ie/>
- Department of Public Expenditure & Reform - Public Expenditure Policy
<http://per.gov.ie/public-expenditure-policy/>

APPENDIX 2

PROJECT GOVERNANCE

Project Structure

The Project structure is being developed and refined on an ongoing basis to support the governance and execution model for the project delivery. As the project proceeds to the implementation phase, additional interfaces /relationships will emerge; e.g. when the Operations Board for the new hospital is constituted; particularly through the commissioning and transition phases. The following chart²³ endeavours to represent this changing dynamic.



²³ Chart and legend to be reviewed and updated.

Under the Capital Works Management Framework, there are a number of discrete project roles; these are dealt with as follows:-

Sanctioning Authority

The HSE, as the agency with responsibility for the health vote, is the **Sanctioning Authority**, has responsibility for approving in principle the capital project to be funded with public assistance, for deciding the conditions under which a project may proceed through the stages of development and ultimately for ensuring the project's delivery as approved.

Public Spending Code

In line with the new structure under the Public Spending Code, a Steering Committee is to be established to carry out Value for Money & Policy Reviews.

Previously, a Steering Group under the Department of Finance appraisal guidelines with membership from the HSE, DoH and the NDFA carried out a similar function. That group was the forum through which the then Chief Officer of the Development Board receives all approvals and sanctions required under the Statutory Instrument and it is also the group that advises the DoH, HSE and NDFA on a continuous basis with regards to the project.

These procedures will be developed further in time.

Sponsoring Agency

The **Sponsoring Agency** has overall responsibility for planning & managing the capital works element but must seek approval from the Sanctioning Authority. The Sponsoring Agency must obtain all necessary approvals from the Sanctioning Authority and ensure that the project proceeds along the lines approved by the Sanctioning Authority. It is intended that the HSE will be the Sponsoring Agency of the project.

Contracting Authority

The NPH Development Board was established by the Minister for Health by Statutory Instrument SI 246 of 2007 on May 23, 2007.

The functions of the Development Board, as outlined in the Statutory Instrument are:

- to plan, design, build, furnish and equip a National Paediatric Hospital ('the hospital') in accordance with a brief approved by the Health Services Executive ('the Executive') with the prior consent of the Minister, and subject to any subsequent variations to this brief as may be determined by the Executive in consultation with the Development Board, and with the prior consent of the Minister;
- Do any other thing as is necessary for the performance of its functions.

Reflecting the provisions of the Capital Works Management Framework, the Development Board is fulfilling the role of the **Contracting Authority**.

It is intended that there will be a change to S.I. No. 246 of 2007 such that the following functions will be transferred from the Board to the Children's Hospital Group Board in due course which will then become the client for the project. However, at present this currently remains within the auspices of S.I. No. 246 of 2007.

- *in consultation with the relevant hospitals, prepare plans for the transfer of services from the relevant hospitals to the hospital;*
- *in consultation with the relevant hospitals, prepare a human resource strategy for the transfer of the hospitals;*
- *explore the possibility of securing philanthropic contributions to meet all or part of the capital cost of developing the hospital, and foster the philanthropic interests that already exist in relation to the provision of paediatric services;*

APPENDIX 3

NATIONAL PAEDIATRIC HOSPITAL DEVELOPMENT BOARD

TRAVEL PROCEDURES

CONTENTS

1.	INTRODUCTION	94
2.	TRAVEL	94
3.	REIMBURSEMENT PROCESS	95

1. INTRODUCTION

The purpose of this policy statement is to establish and communicate standards for controlling and reporting travel, entertainment and other costs in a fair and equitable manner. The guidelines listed below are designed to cover all predictable business travel, entertainment and other expenses. It is expected that each traveler will exercise good business judgment with the primary goal to always seek the lowest cost alternative while keeping with normal safety considerations. Expenditure on travel and subsistence should be strictly appraised and monitored. Any travel should be planned so as to reduce the total amount of travel to the minimum consistent with efficiency.

This policy is designed to:

- Provide procedures for documenting and reporting travel and entertainment expenses which are within the guidelines set out by the HSE.
- Assist those who incur expenses.
- Assist managers and officers responsible for expenses.

2. TRAVEL

Travel and Subsistence expenses will be paid in accordance with the provisions of the public service "Travelling and Subsistence Regulations".

Expenditure on travel and subsistence should be strictly appraised and monitored. It is the duty of the FO to ensure that only essential travel is undertaken. Any traveling duties should be planned so as to reduce the total amount of travel to the minimum consistent with efficiency.

Daily travel expenses incurred by an employee to and from his/her home to his/her principal place of work are non refundable.

An individual nominated by the Board (Project Director or FO) should ensure that where travel is required:

- only essential travel is undertaken and;
- the number of staff on any official journey is kept to a minimum.

In addition, the following procedures should be followed when business related travel is required:

(i) *Air Travel*

Travel arrangements will be influenced by the cost to plan and required flexibility in the choice of routes and airlines. The cost of air travel should be considered and where possible the most economical fare available should be used.

(ii) *Sea travel*

The most economical fare available may be recharged. In the case of overnight journeys, cabin or sleeper accommodation may be recharged.

(iii) *Meals, beverages and hotel services*

Expenses for subsistence will be reimbursed based on actual monies spent and that HSE rates should be used as a guideline to the maximum amounts that can be claimed.

(iv) *Uses of Taxis, buses, trains*

The cost to and from places of business, hotels and airports may be recharged which relate to business travel. Public transport should be used where possible, but taxis may be utilized where circumstances require it.

(v) *Private Car*

- A car mileage allowance, will only be authorised in accordance with HSE guidelines in the following situations:
 - public transport is not available,
 - where public transport is available only at equal or greater expense,
 - where the use of public transport would result in the loss of employees time.
- Rates to be applied will be in accordance with the rules and rates applicable to HSE employees.
- Motor expenses are paid on the strict condition and understanding that the driver of the vehicle has their car adequately insured for business purposes, both for themselves and for any passengers who may be in the car at the time. Periodically all staff who use their car on firm business may be asked to prove that they have adequate cover.

3. REIMBURSEMENT PROCESS

- Each member of the board is responsible for claiming his or her expenses.
- It should be noted that the HSE expense rates are a guideline as to the maximum amounts that may be claimed. **In all instances, expenses paid will be to reimburse actual monies spent.**

(i) *Expense Periods*

- All payments of staff expenses will be administered through the payroll system.
- An expense claim form fully completed and authorised must be submitted to the FO in reasonable time to allow for inclusion in the monthly payroll.
- Failure to submit the form by the due date means that the claim will not be paid until the following month.

(ii) *Expense Claim Forms*

- An expense claim form, accompanied by the relevant receipts, must be made out for all expense claims.
- The standard claim form should detail the following:
 - The period the claims cover
 - The date of each individual claim

- Details of the mode of transport used
- Details of each journey and the reasons for it
- Details of mileage claimed
- Details of subsistence allowances claimed
- Other expenses incurred and details

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