

**NATIONAL PAEDIATRIC HOSPITAL DEVELOPMENT BOARD
("NPHDB" or the "Board")**

**Minutes of the NPHDB Board Meeting held on Wednesday, 3 April 2019
from 16.00 to 18.00
Herberton Boardroom, St. James Walk, Rialto, Dublin 8**

Attendance (Board)

Tim Bouchier-Hayes (Vice Chair)
John Cole
Anne Butler
Liam Woods
Jonathan Hourihane
Brian Fitzgerald
Paul Quinn
Lorcan Birthistle*

Attendance (Other)

Fred Barry, Chairman Designate
John Pollock, Project Director
Emma Curtis*, Medical Director
Jim Farragher*, Finance Officer
Pat Molloy*, Construction Director
Declan Holmes*, Commercial Director
Neil Vaughan*, Project Controls
Ray Hunt, On behalf of HMP Secretarial
Limited – Board Secretary
Bridget Gallagher, On behalf of HMP
Secretarial Limited – Board Secretary

Apologies

John Martin
Marguerite Sayers
Karl Kent

**For part of the meeting*

1.	Quorum & Chairman
	The Chairman noted that a quorum, being five Board Members, was present and the meeting proceeded to business.
2.	Declarations of Interest or Conflicts of Interest
	<p>In accordance with Section 19 of Statutory Instrument 246/2017, the Directors confirmed that there were no new declarations of interest or conflicts of interest to be disclosed.</p> <p>During the course of the meeting, [REDACTED] disclosed to the Chairman that she was a Director on the Board of the ESB and, for this reason, would be conflicted and would abstain from discussions or decisions in relation to the ESB later in the meeting.</p>
3.	Previous Minutes
3.1	<p>The Board reviewed the Minutes of the Board Meeting held on 6 March 2019 and 22 March 2019 (together, the "Minutes").</p> <p>Following consideration, IT WAS RESOLVED THAT, subject to minor amendment as discussed, the Minutes be approved for signature by the Chairman.</p>
3.2	<p>Action Items arising from Minutes</p> <p>The Board received an update in relation to the current actions on the Action List and the Secretary undertook to update the Action List in accordance with the updates provided.</p>
4.	Project Status
4.1	Connolly Update
	<p>The Board was provided with a progress update in relation to the satellite centre at Connolly. It was confirmed that BAM had advised of a handover and substantial completion date of 12 April 2019.</p> <p>[REDACTED]</p> <p>It was confirmed that lessons learned from the Connolly site would be implemented for the Tallaght satellite centre and main hospital site.</p>

4.2	Tallaght Update
	<p>The Board was briefed in relation to progress at the satellite centre at Tallaght. It was noted that BAM commenced on site on 11 February 2019.</p>
4.3	NCH Update
	<p>The Project Update was reviewed. It was noted that a two week delay had arisen on the South zone as a result of wind and that BAM were exploring ways to reduce delays arising from wind exposure on site.</p> <p style="background-color: black; color: black;">[REDACTED]</p> <p>The Board emphasised the importance of BAM and subcontractors complying with employment obligations in respect of their employees. The Board was referred to an ongoing quarterly exercise where a sample audit of contractor records was undertaken.</p>
4.4	Commercial
	<p>The Board received a Commercial Update.</p> <p>It was noted that a presentation had been received by the Joint Finance and Construction Committee from the Design Team wherein it was reported that additional monetary risk had been identified on provisional sums. It was also indicated that additional Early Warnings had been submitted by Contractors and that these were being assessed by the Design Team. It was advised that the Joint Sub-Committee had expressed frustration that these risks were arising following agreement of the GMP and had requested a further update in two months on progress to mitigate the risks.</p> <p style="background-color: black; color: black;">[REDACTED]</p> <p>It was indicated that an Early Warning had been flagged in relation to wind and that BAM had been advised this was out of scope of the 10.3 contract provision.</p> <p>The Board was provided with an update from the workshops being run by Blackrock. It was advised that the Opportunities workshop was expected to conclude in or around June 2019.</p>
5.0	Finance
	<p style="text-align: center;">(i) Finance Results February 2019</p> <p>A report of the financial results for February 2019 was presented to the Meeting</p>

by the Finance Officer.

The Board was briefed in relation to the figures at February 2019 for:

- Actual Costs;
- Payments;
- Purchase Orders;
- HSE Funding Receipts, and;
- A breakdown of the cashflow shortfall.

It was noted that going forward, the format for reporting cashflow through Finance and Commercial would be more aligned.

Mr Molloy, Mr Holmes, Ms Curtis and Mr Vaughan left the meeting

(ii) Finance Sub-Committee Update

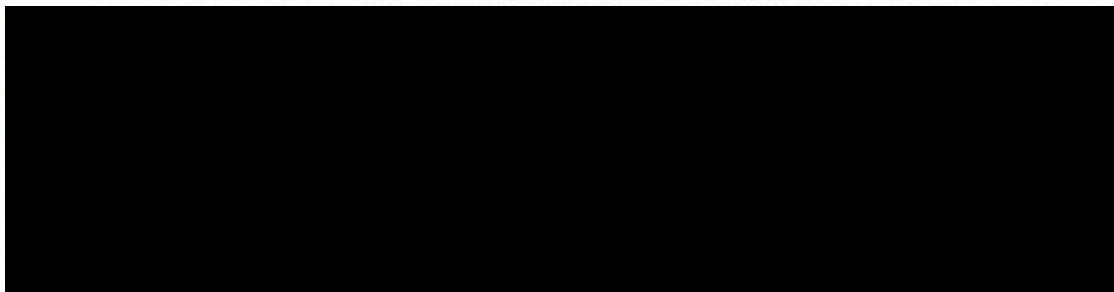
The Board noted Minutes of the Finance Sub-Committee dated 6 March 2019 and 27 March 2019.

The Board was provided with detail in respect of a Purchase Order in respect of the ESB where a second power supply was needed for resiliency purposes at an added cost.

Following consideration and discussion, **IT WAS RESOLVED THAT** the Purchase Order in respect of the ESB be approved.

Mr Farragher left the meeting

It was noted that Change Order ("CO") 284 had been approved by the Board at its previous meeting.



6.0 Audit & Risk Sub-Committee ("ARSC") Update, including draft 2018 Financial Statements

The Board noted Minutes of the ARSC dated 26 March 2019.

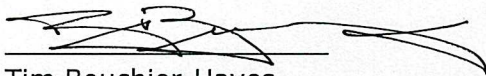
It was noted that, historically, a sub-committee had been established and subsequently disbanded which dealt with matters including remuneration and recruitment. It was advised that the ARSC had agreed on a temporary basis to

	<p>consider such items until a more formal structural arrangement was agreed.</p> <p><i>Mr Birthistle joined the meeting</i></p> <p>It was noted that the ARSC had reviewed and agreed the Letter of Representation, draft Financial Statement Confirmation and draft Financial Statements.</p> <p>The Board reviewed and discussed the draft Financial Statements and noted discussion items that would be covered as part of the pre-audit meeting.</p>
7.0	PwC Review
	<p>It was noted that, in advance of PwC delivering its final Report to Government that Friday, the Board had been provided by PwC with a number of findings of fact ("FOF").</p> <p>It was noted that the Board had submitted a preliminary response to the FOF within the limited timeframe given and would provide a more substantive response in due course.</p> <p>It was agreed that the matter would be given further consideration upon receipt of the final Report.</p>
8.0	Succession Planning
	<p>An update in relation to securing a Chief Officer and a replacement for Mr Pollock's role was provided. The Board noted that notwithstanding the establishment order mandating that the Board shall have a Chief Officer, the Department was insisting that a business case must be made for appointing anyone to the position.</p> <p>The Board noted the probability of a gap of several months arising between the time of Mr Pollock's departure date and a new appointment, in light of the business case requirements.</p>
9.0	Any Other Business
9.1	Board Evaluation
	<p>It was noted that this would be undertaken by the Board at a later date.</p>
9.2	May 2019 Board Meeting Chair
	<p>It was noted that Mr Bouchier-Hayes would chair the May 2019 Board meeting and that a Board meeting would be held in the Connolly satellite centre later in the year.</p>

9.3	Risk as an Agenda Item
	<p>It was agreed that the Board wished to enhance its focus on risk and have it as a standing agenda item going forward.</p> <p>It was suggested that this would involve the Board receiving a Risk Register update at each meeting, along with actions being maintained against each risk, and detail regarding how such risks were being mitigated and managed.</p>
9.4	Public Accounts Committee ("PAC") Meetings
	<p>It was noted that invites had issued to attend with the PAC on 16 May 2019 and that a letter acknowledging receipt would be issuing in due course.</p>
	Correspondence, Board Supporting Documentation
	<p>All correspondence and supporting documentation was noted by the Board.</p>

Next Meeting:

1 May 2019 in the Boardroom, Herberton, St. James Walk, Rialto, Dublin 8 at 16.00hrs.



Tim Bouchier-Hayes
Vice Chairman