

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

**Minutes of the NPHDB Board Meeting held on Wednesday, 7 August 2019
from 16.00 to 18.45
Herberton Boardroom, St. James Walk, Rialto, Dublin 8**

Attendance (Board)

Fred Barry (Chairman)
Tim Bouchier-Hayes (Vice Chair)
Jonathan Hourihane
Karl Kent
Anne Butler
Lorcan Birthistle
Liam Woods

Attendance (Other)

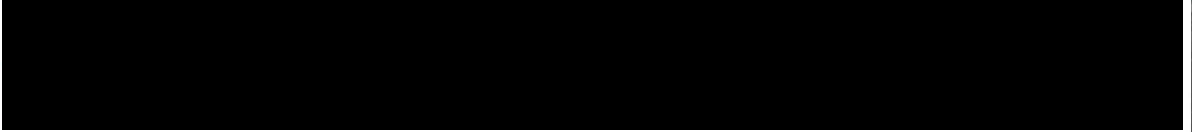


Phelim Devine, Interim Project Director
Norman Craig*, Commercial Advisor
Ed McIntyre*, Construction Director
Declan Holmes*, Commercial Director
Neil Vaughan*, Project Controls
Richard Fitzpatrick, Director of Project Controls
Jim Farragher, Finance Officer
Bridget Gallagher, On behalf of HMP
Secretarial Limited – Board Secretary
Joseph O'Donohue, On behalf of HMP
Secretarial Limited – Board Secretary

Apologies

Brian Fitzgerald
John Cole

**For part of the meeting*

1.0	Quorum & Chairman
	<p>The Chairman noted that a quorum, being five Board Members, was present and the meeting proceeded to business.</p> <p>It was noted that Paul Quinn had resigned from the Board, and the Members expressed their gratitude for his service and contribution to the Board and Project.</p> <p>It was advised that discussions with respect to filling Board member vacancies were being progressed.</p>
2.0	Declarations of Interest or Conflicts of Interest
	<p>In accordance with Section 19 of Statutory Instrument 246/2017, the Board members confirmed that there were no new declarations of interest or conflicts of interest to be disclosed.</p>
3.0	Previous Minutes
3.1	<p>The Board reviewed the Minutes of the Board Meeting held on 3 July 2019.</p> <p>Following consideration, IT WAS RESOLVED THAT the Minutes were 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 amend the Action List in accordance with the comments provided.</p>
4.0	Project Update Summary
	<p>A revised reporting format for the Project Update report was highlighted, which included an expanded summary update.</p> <p>The Board noted the Project Update in relation to July 2019, as set out in the papers.</p> <p>In particular, it was noted that David Gunning had been appointed as Chief Officer, with a start date of 16 September 2019.</p> <p>Confirmation was provided that the Connolly Outpatient and Urgent Care Centre ("OP&UCC") had opened on 31 July 2019, and useful insight had been collated from the exercise for opening the NCH.</p> <div style="background-color: black; height: 50px; width: 100%;"></div> <p>The Board received an update in relation to BAM's Health and Safety leadership. It was noted that this remained a concern for the Executive and Board. It was advised that in addition to the Executive continuing to detail these concerns in correspondence to BAM, such health and safety concerns would be emphasised at the next Construction Principals meeting.</p>

4.2	Construction Update: Tallaght and NCH
	<p>The Board was provided with an update in relation to ongoing and completed works on the Tallaght site and NCH, and progress with the North Road.</p> 
4.3	Commercial Update
	<p>The Board received a Commercial Presentation, as set out in the board papers, noting the changes and highlights in respect of July 2019.</p> <p>It was highlighted that a final revised baseline programme continued to be awaited from BAM and that, as had been recommended, the Executive had used a best estimate to produce a detailed cashflow programme submitted to the HSE, in the absence of details from BAM.</p> <p>The nature of certain costs arising at the satellite centres was noted, and that discussions were ongoing to confirm such costs as being beyond the remit of the NPHDB.</p> <p>A discussion ensued in relation to contingency levels and risks identified and it was noted that these would be discussed further at the next CHP&P meeting.</p> 
4.4	Equipment Update
	<p>Further to a request from the previous meeting, the Board received further explanation of procurement and delivery dates of the various groupings of equipment for the NCH.</p> <p>It was advised that engagement was ongoing with BAM to confirm their dates for the timeline.</p> <p>It was confirmed that resourcing would be staggered over the timeline to ensure full engagement throughout.</p> <p>It was suggested that consideration be given to purchasing non-specialist equipment, such as furniture, earlier in the timeline. It was also suggested that consideration be given at Stage 2 whether storage solutions were required.</p>
4.5	NCH Design Team Performance Reviews
	<p>The Board received an update in relation to the Design Team performance review undertaken in respect of Q2 2019.</p> <p>It was noted that the Design Team had scored a satisfactory rating and the feedback provided by the Executive to the Design Team was noted.</p> 

5.0	Risk Management Update
	<p>The Board received a summary of an updated Risk Management Policy and its Appendices, which comprised a Risk Appetite Statement, Risk Assessment Guidelines and a sample risk register.</p> <p>The risk management framework supporting the Risk Management Policy was reviewed, along with the key project risks. A discussion ensued in relation to the Board's risk appetite and tolerances.</p> <p>It was noted that the NPHDB Risk Management Policy had been updated, following review and comment by the ARSC, and the Board was invited to provide any additional comments to the Executive.</p> <p>It was noted that a final version Risk Management Policy would be presented to the Board for its approval.</p> <p><i>Mr Craig, Mr McIntyre, Mr Holmes, Mr Vaughan left the meeting.</i></p>
6.0	Finance
6.1	Financial Results June 2019
	<p>Financial Results</p> <p>An update was provided to the Board in relation to costs, payments, POs, HSE funding receipts and cashflow.</p> <p>The Board noted the Financial Results for June 2019.</p>
6.2	Finance Sub-Committee Update
	<p>The Board noted the proceedings of the Finance Sub-Committee meeting held on 31 July 2019.</p>
7.0	Items for Board Consideration
	<p>It was advised that the Board was being asked to consider the following:-</p> <p>(i) NPHDB Authorised Signatories</p> <p>The Board was asked to confirm the appointment of the Chief Officer and Finance Officer as authorised signatories of the Board.</p> <p>IT WAS RESOLVED that the Chief Officer and Finance Officer be appointed as authorised signatories of the Board, and that the persons occupying such roles be generally authorised to sign on behalf of the Board, subject to, in all such cases, internal approvals and/or controls having been satisfied.</p>

	<p>IT WAS FURTHER RESOLVED that, for the purposes of Section 11(2) of Statutory Instrument 246/2007, the Chief Officer and Finance Officer be authorised to have their individual signatures, along with the signature of a Board member, authenticate use of the NPHDB Seal.</p> <p>(ii) Signatory for Authorising Payments</p> <p>It was noted that the authority level of authorising cheque payments on behalf of the Board would be discussed at a later stage.</p> <p>(iii) Transfer of Equipment</p> <p>The Board noted the Ministerial consent provided in relation to the transfer of equipment to Children's Health Ireland ("CHI") for the Paediatric OP&UCC at Connolly Hospital (the "HSE Consent").</p> <p>The Board was referred to the Transfer Agreement between the Board and CHI, under which the Equipment, as referenced in Schedule 1 to the HSE Consent, was purported to be transferred to CHI, including all its rights, title and interest in such equipment. It was highlighted that from the time of issuing the Board papers, additional equipment to an amount of approximately €6,000 will later issue as an addendum to the schedule and this was noted by the Board.</p> <p>Following consideration, and noting the HSE Consent, IT WAS RESOLVED that the Transfer Agreement be approved and that the relevant NPHDB signatories be authorised to execute all documentation giving effect to this transfer and apply the seal as appropriate.</p> <p>(iv) Formally Capturing Items for Board Approval/Notation from Sub-Committee Meetings</p> <p>It was noted the ARSC had discussed and considered more formal means of evidencing items addressed at Sub-Committee meetings being subsequently noted, and/or approved by the Board, through the inclusion of a summary cover page with Sub-Committee meeting minutes.</p> <p>Following discussion, it was requested that, going forward, a summary cover page accompany minutes from Sub-Committee meetings, with such page identifying all items to be formally noted and approved by the Board, which in turn would then be captured in the Board meeting minutes.</p> <p>(v) Code of Governance Manual</p> <p>The Board was referred to the NPHDB Code of Governance Manual, which had been updated following review and comment from the ARSC, as part of its annual refresh.</p> <p>Following invitation from the Chairman, the Board provided a number of additional comments on the NPHDB Code of Governance Manual.</p> <p>Following consideration, IT WAS RESOLVED that, further to the recommendation of the ARSC, and subject to the incorporation of the discussed amendments, the updated NPHDB Code of Governance Manual be approved and adopted.</p>
8.0	Board Sub-Committees
	<p>(i) Dispute Resolution Sub-Committee</p>

	<p>The Board noted the proposed Terms of Reference for the Dispute Resolution Sub-Committee, which set out its scope and initial appointments.</p> <p>It was agreed that Tim Bouchier-Hayes would chair this subcommittee, that Fred Barry would also be a member, and it was noted that it was intended to add further members to the Sub-Committee in due course.</p> <p>Following discussion, IT WAS RESOLVED to approve the proposed Terms of Reference for the Dispute Resolution Sub-Committee, subject to clarification of the language set out in Section 3.4 relating to quorum requirements.</p> <p>(ii) ARSC Sub-Committee Update</p> <p>An overview of the proceedings of the ARSC Sub-Committee meeting held on 22 July 2019 was provided.</p> <p>In relation to the External Board Evaluation required under the Corporate Governance Code, the Board noted that, in view of the transition that was currently taking place with the Board, it was recommended by the ARSC that this exercise should take place between Q1/Q2 2020 to allow new Board members time to familiarise themselves with the requirements of the Board.</p> <p>(iii) PwC Report Implementation Sub-Committee</p> <p>An overview of the proceedings of the PwC Report Implementation Sub-Committee meeting held on 18 July 2019 was provided.</p> <p>The Board noted that positive progress was being made to address the PwC recommendations.</p>
9.0	Board Self-Evaluation Update
	<p>The Board was provided with a summary of the findings of a Board Self-Evaluation questionnaire undertaken during 14 March 2019 to 22 May 2019 in accordance with the requirements of the Corporate Governance Code. It was noted that the findings of the Board Self-Evaluation had been presented to the ARSC in July 2019.</p> <p>The Board discussed the findings in detail, noting the high percentage of Board satisfaction indicated therein. The Board focused its discussion on the minority areas where a less satisfactory response had been indicated.</p> <p>It was noted that most areas where a less satisfactory response had been noted were either being addressed, or had already been addressed. It was agreed that some of the reports to the Board could usefully focus more on the key points, with less detail; and that the respective roles of the Chair and CO would be formally documented.</p> <p>It was agreed that the level of induction training for new Board members was appropriate and that all Board members were able to attend any number of training courses, including those run by the Institute of Public Administration, where there was an existing membership.</p> <p>The Members discussed the level of reporting appropriate for the Board and noted that refinements continued to be made to distil the relevant information and focus on key risks as the Project evolved.</p> <p>Following discussion, it was agreed that the Board was satisfied overall with its expertise,</p>

	procedures and performance and that improvement actions continued to be progressed with the Chairman.
10.0	Code Of Governance Review and Approval
	It was noted that this had been addressed earlier in the meeting.
11.0	Any Other Business
	<p>(i) Board Meeting Schedule – Dates and Times</p> <p>Following discussion, it was agreed that, following the September 2019 meeting, Board meetings would take place on the second Wednesday of each month starting at 2.30pm.</p> <p>(ii) Appointment of Chief Officer</p> <p>It was noted that this had been addressed earlier in the meeting.</p> <p>There being no other business, the meeting concluded.</p>

Next Meeting:

Wednesday 11 September 2019 in the Boardroom, Herberton, St. James Walk, Rialto, Dublin 8 at 16.00hrs.

Fred Barry
Chairman