

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

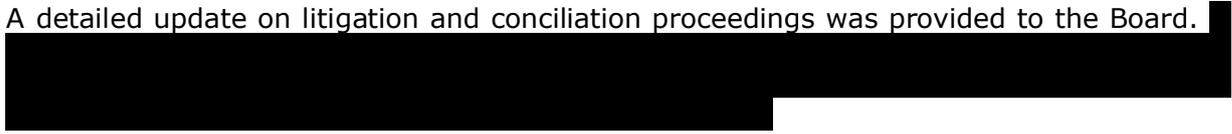
**Minutes of the NPHDB Board Meeting held on Wednesday, 10 February 2021
from 14.30 to 17.00
Via electronic means**

Attendance (Board)

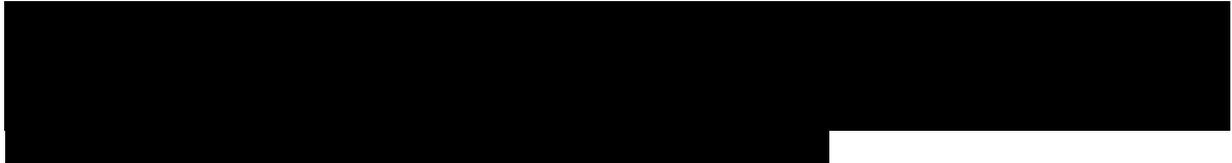
Fred Barry (Chairperson)
Tim Bouchier-Hayes (Vice-Chair)
John Cole
Karl Kent
Anne Butler
Michael Shelly
John McGowan
Liam Woods

Attendance (Other)

David Gunning, Chief Officer
Phelim Devine, Project Director
Tom Concannon, Construction Director
Tom Morris, Commercial Director
Richard Fitzpatrick, Director of Project Controls
Jim Farragher, Finance Officer
Elaine O'Rourke, Executive Support
Bridget Gallagher, On behalf of HMP Secretarial
Limited – Board Secretary
Anthony Irvine, On behalf of HMP Secretarial
Limited – Board Secretary

1.0	Quorum & Chairperson
	<p>The Chairperson noted that a quorum, being five Board Members, was present and the meeting proceeded to business.</p> <p>It was noted that all Board members and attendees at the meeting were participating electronically in order to comply with guidelines in response to the COVID-19 pandemic, associated travel restrictions and work from home recommendations.</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> <p>Mr McGowan referred to the first Board meeting he had attended as a NPHDB Board member on 11 March 2020, whereat the Board had received an update in relation to a health and safety audit completed by a third party, CMSE. Mr McGowan advised that he was unaware of CMSE having been engaged in the role at that time and he requested that, for good order, it be recorded that he had been a Non-Executive director of CMSE at that time until 1 January 2021. It was agreed that the relevant register would be updated accordingly.</p>
3.0	Previous Minutes
	<p>The Board reviewed the minutes of the Board Meeting held on 13 January 2021 and the Extraordinary Board Meeting held on the 22 January 2021 (the "Minutes"). IT WAS RESOLVED THAT the Minutes were approved for signature by the Chairperson.</p>
3.1	Action Items Arising From Minutes
	<p>It was noted that all open actions had been closed, with the exception of one which would be discussed later in the meeting.</p>
4.0	Chief Officer Report
	<p>The Chief Officer Report was taken as read and the priority items discussed in detail by reference to a Project Director update; commercial update; risk update; communications update and stakeholder update.</p> <p>A detailed update on litigation and conciliation proceedings was provided to the Board. </p> <p>It was advised that the Main Contractor had issued an updated programme on 20 January 2021 (data date 30 November 2020) and that the Substantial Completion Date referenced in the submission remained unchanged from that previously indicated. It was highlighted that the programme had been issued with a letter outlining a number of caveats and the programme was currently being reviewed to ascertain whether the date provided was reasonably forecasted and whether it was compliant with the Contract. It was confirmed that this baseline programme submission did not take account of the future impacts of COVID-19 beyond the data date of 30 November 2020.</p> <p>The Board discussed the level of resourcing onsite and in particular the extent of any impact of COVID-19. It was advised that there had been 65 confirmed cases of COVID-19 on site to date, and that approximately 40 of those confirmed cases had occurred in January and</p>

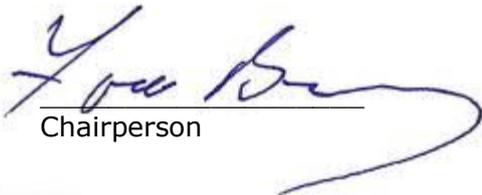
	<p>February 2021. It was advised that the Main Contractor was continuing to carry out PCR testing on all employees and that detailed COVID-19 records were being held and maintained by the Main Contractor. It was noted that such records were subject to GDPR and therefore their content had not been seen by the Executive. It was confirmed that such records provided hard data for the effects of COVID-19 on the workforce for the Project and that, thus far, COVID-19 was having a minimal impact.</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>It was noted that NPHDB had been invited to attend the PAC on Tuesday, 9 February 2021.</p> <p>The Board discussed the data presented by the dashboard in the CO Report and made a number of formatting suggestions.</p>
4.0	Finance
4.1	Financial Results January 2021
	<p>The Board received a commentary of expenditure, payments, POs and Year to Date HSE cash receipts.</p> <p>The Board noted the Financial Results for January 2021.</p>
5.0	Governance Matters
5.1	Finance, Audit and Risk Sub-Committee ("FARC")
	<p>It was advised that the FARC had convened in advance of the Board meeting and an overview of items discussed was provided to the Board.</p> <p>The Board noted items discussed as part of the Risk Update and that the Executive risk dashboard report had been updated to improve reporting of top risks.</p> <p>It was advised that the Executive was preparing its response to the C&AG Management Letter.</p>

	<p>It was advised that the FARC had reviewed and recommended for Board approval updated Terms of Reference. It was noted that the Terms of Reference would be considered for approval by the Board at its 10 March 2021 Board meeting. It was noted that the FARC had discussed the composition of its Sub-Committee.</p> <p>It was advised that the FARC had received a Financial & Quality Evaluation Report in respect of the provision of an external Board Evaluation for the Board, further to which the FARC had recommended the Board formally approve awarding the contract to the most economically advantageous tender, Governance Ireland. It was noted that this would be discussed by the Board later in the meeting.</p> <p>An overview of the Internal Audit Plan considered and discussed by the FARC was provided. It was confirmed that this had been approved by the FARC and it was noted that the Internal Audit Plan would be considered for approval by the Board at its 10 March 2021 Board meeting.</p> <p>It was advised that the FARC had discussed internal controls and that, based on the reviews and confirmations provided, the FARC had been satisfied with the effectiveness of internal control systems for the relevant period under review, as far as could be reasonably determined. It was advised that the FARC had approved the Statement of the Internal Financial Controls, and it was noted that this would in turn be considered for approval by the Board at its 10 March 2021 Board meeting.</p>
5.2	CQV Sub-Committee
	<p>The Board noted minutes of the previous CQV Sub-Committee meeting held on 13 January 2021 and noted the items discussed as set out.</p>
5.3	Design Sub-Committee
	<p>It was noted that the Design Sub-Committee meeting had convened in advance of the Board meeting and a summary of items discussed was provided.</p> <p>It was advised that the previously discussed fire testing was expected to take place at the end of March 2021, with a report confirming compliance with fire safety requirements expected in May 2021.</p> 
5.4	Dispute Resolution Sub-Committee
	<p>The Board noted that the Dispute Resolution Sub-Committee had not convened since the time of the last Board meeting and that it was next due to meet in March 2021.</p> <p>It was noted that a detailed update on litigation had been provided earlier in the meeting.</p>
6.0	Any Other Business
6.1	External Board Evaluation – Tender
	<p>The Board noted a Financial & Quality Evaluation Report in respect of the provision of an external Board Evaluation for the Board and, in particular, the procurement process followed.</p>

	<p>It was noted that the FARC had recommended the Board formally approve awarding the contract to [REDACTED] Governance Ireland. Following consideration, IT WAS RESOLVED to approve Governance Ireland for this engagement.</p>
6.2	New Chair Appointment
	<p>It was noted that Mr Fred Barry (Chairperson) was due to retire from the Board and its Committees (as applicable) on 28 February 2021.</p> <p>It was confirmed that further to the Board's instruction on 22 January 2021, a letter had issued to the Minister for Health highlighting that, following Mr Barry's retirement, in addition to the five ordinary Board member positions that continued to remain vacant since mid-2019 on the Board, a vacancy for Chairperson would also arise and it was imperative that the Chairperson position be filled as a matter of the utmost urgency in light of the extensive responsibilities of that role.</p> <p>The Board discussed the position in which the absence of a Chairperson placed the Board and the Project. It was noted that the absence of the Chairperson also reduced the overall number of available Board Members to make up a quorum for Board meetings.</p> <p>The Board received an update on discussions held with the Department of Health and Minister for Health in relation to securing a replacement for the Chairperson. Mr Barry confirmed that, in accordance with Section 2.4 of the Code of Practice for the Governance of State Bodies (2016), he had advised the DOH of the specific skills required for Board vacancies. It was noted that, following prompt action from the Minister, and noting the number of potential candidates available, a replacement Chairperson may be in place by 28 February 2021.</p> <p>The Board referred to Section 10(3) of S.I. No. 246/2007 - The National Paediatric Hospital Development Board (Establishment) Order, 2007, and agreed that in the absence of a Chairperson at its next or future meetings, the members present would elect one of their number to preside at the meeting.</p> <p>The Board proceeded to discuss the composition of the FARC, noting it would be practical for the new Chairperson to sit on the FARC for a period of time to familiarise themselves with governance matters addressed at that Sub-Committee. It was noted that in any event the new Chairperson could observe such meetings without being a member and it was agreed that it would be prudent to give consideration to having an external candidate with financial and accounting experience become a member of the FARC.</p> <p>Noting that this was Mr Barry's final Board meeting, the Board extended its deep appreciation to him for his tremendous contribution and hard work during his tenure. It was noted that Mr Barry had provided extraordinary support not only to the Project, but to the Board and its members, and all were extremely appreciative of the work Mr Barry had undertaken and the guidance given. The Board agreed it was with deep regret Mr Barry's departure was being noted.</p> <p>Separately, a Board Member referred to the volume of disinformation in circulation in relation to the Project and it was agreed that, in addition to engagements taking place with local community groups, further consideration would be given to how the very positive work being completed on the Project would be effectively communicated to a wider audience.</p>
	<p>There being no other business, the meeting concluded.</p>

Next Meeting:

It was agreed by the Board that the next Board meeting be convened via electronic means on 10 March 2021 at 14.30hrs.



Chairperson