

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

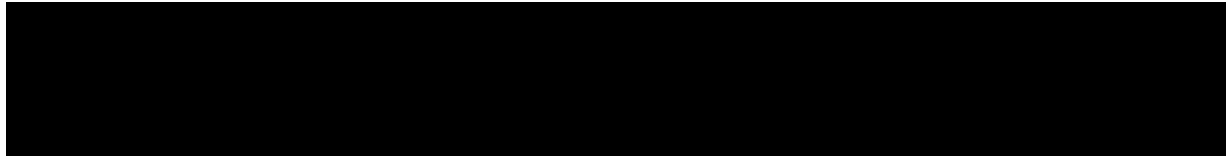
**Minutes of the NPHDB Board Meeting held on Wednesday, 10 March 2021
from 14.30 to 17.30
Via electronic means**

Attendance (Board)

Tim Bouchier-Hayes (Interim Chairperson)
John Cole
Karl Kent
Anne Butler
Michael Shelly
John McGowan
Liam Woods
Brian Keogh
Michael Barry

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
Samantha Lloyd, Executive Support
Ray Hunt, On behalf of HMP Secretarial Limited – Board Secretary

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| 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 Mr Brian Keogh and Mr Michael Barry had been appointed as additional Board members since the last Board meeting. The Interim Chairperson welcomed the new Board members to the Board, and to their first Board meeting. A brief introductory and background session proceeded between the new and pre-existing Board members.</p> <p>The Board expressed its condolences to members of the Executive and Executive Support team whom had recently suffered family bereavements.</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> |
| 3.0 | Previous Minutes |
| | <p>The Board reviewed the minutes of the Board Meeting held on 10 February 2021 (the "Minutes"). IT WAS RESOLVED THAT the Minutes were approved for signature by the Interim Chairperson.</p> |
| 3.1 | Action Items Arising From Minutes |
| | <p>It was noted that all actions arising had been closed, and/or would be discussed in the course of 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 Programme & Programme Compliance; Frame Claim; Project Update Report to Stakeholders; Communications Update; Health & Safety; OP&UCC's Connolly & Tallaght; and Stakeholder update.</p> <p>The Board was reminded 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. The Board was advised however that in its February 2021 Progress Report, the Main Contractor communicated that the Substantial Completion Date had extended to 17 November 2023. It was confirmed that the Main Contractor's January 2021 programme submission had been reviewed, with the conclusion that it does not comply with the contract and that the Main Contractor was directed to address the noncompliance in the programme. The Board noted the next steps to be taken once responses were received.</p>  |

[REDACTED]

[REDACTED]

[REDACTED]

An update was provided to the Board in relation to ongoing consideration of the Project Update Report which had been submitted to the relevant stakeholders in January 2021, and the status of communications in relation to same.

The Board was provided with an overview of a Strategic Communications Meeting held on 02 March 2021 with relevant stakeholders, to develop an integrated strategic communications plan for the project.

The Board was briefed in relation to Health and Safety ("**H&S**") performance in the period. It was confirmed that there was one reportable incident in the past month and the AFR figure had increased as a result of this. The Board noted with concern the reportable incidents in the past five months. The Board accepted that the Main Contractor is implementing more awareness training on H&S issues however highlighted the continuous challenge in embedding positive H&S behaviours as the site continues to develop, and the site population evolves accordingly. It was confirmed that the Executive were actively engaging with the Main Contractor to continuously improve H&S performance on site. An update was provided to the Board in relation to the outcome of the third party H&S audit which had been undertaken. It was noted that this had identified a number of corrective actions, and that while one action remained to be closed out, the Main Contractor had positively engaged in improvement actions to remedy matters identified. It was confirmed to the Board that it was planned to conduct a follow on third party audit to independently validate these improvement actions, and current H&S practices.

It was confirmed that the Main Contractor was undertaking full PCR Covid-19 testing of resources on site. It was noted that this process had resulted in an increase in cases being identified in the week of 01 March, and that close contacts had been identified, and that all were absent from the site in self-isolation in accordance with national health guidelines and requirements. Testing of resources conducted in the week commencing 08 March to the date of Board meeting, and associated negative test results received in response indicated that this outbreak had been contained.

A status update was provided to the Board in relation to the OP&UCC's at Connolly & Tallaght. It was confirmed that engagement was on-going with the Main Contractor to close out a small number of remaining snags at Connolly. The Board noted that the final certificate had not yet issued for this project.

It was confirmed that progress on the Tallaght site was proceeding satisfactorily vs schedule and was on track to complete in September 2021. An update was provided in relation to

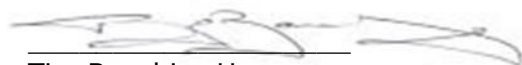
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| | <p>current exterior and interior works ongoing. It was noted that a significant milestone would be reached over the coming weekend of 13/14 March, which would result in the centre having a permanent power supply from April, which would be critical to undertaking of next steps.</p> <p>The Board was advised in relation to a recent meeting held with stakeholders with regard to the construction of the proposed family accommodation unit on site, and the potential role that NPHDB may have in this. The Board discussed and noted the potential role, how this may be discharged, and an overview of some of the main challenges that this project may pose. It was noted that the Executive would return to the Board with an update for further consideration in relation to this as discussions progressed.</p> |
| 5.0 | Finance |
| 5.1 | Financial Results February 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 February 2021.</p> <p>Clarification was provided in relation to increasing expenditure amounts reflecting increased activity on site, and the differentiation between expenditure and payment figures.</p> |
| 6.0 | Governance Matters |
| 6.1 | Appointments to Sub-Committees |
| | <p>The Interim Chairperson proposed the following appointments to the Sub-Committees of the Board:</p> <ul style="list-style-type: none"> a) To appoint Michael Barry as an additional member of the Finance, Audit and Risk Sub-Committee; b) To appoint Brian Keogh as an additional member of the Dispute Resolution Sub-Committee; c) To: <ul style="list-style-type: none"> (i) appoint Michael Shelly as an additional member of the Dispute Resolution Sub-Committee; and (ii) subject to approval of (i), to appoint Michael Shelly as Chairperson of the Dispute Resolution Sub-Committee; <p>together the ("Proposed Appointments").</p> <p>Following consideration, IT WAS RESOLVED to approve the Proposed Appointments.</p> |
| 6.2 | Documents for Approval |
| (i) | Internal Audit Programme |
| | <p>The proposed Internal Audit Programme for 2021 was presented to the Board, and it was noted that 4 internal audits were scheduled, namely: Annual Internal Controls Review; Capital Budget and Project Reporting; Contract Management Review; and IT Security Audit.</p> <p>An overview of the scope and scheduling of each of these was provided to the Board.</p> <p>Following consideration, IT WAS RESOLVED to approve the Internal Audit Programme</p> |

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| | for 2021. |
| (ii) | <p>2020 Draft Financial Statements</p> <p>The draft unaudited 2020 NPHDB Financial Statements were presented to the Board, and it was confirmed that these had been considered and discussed in detail at the FARC meeting preceding the Board meeting. An update on this discussion and matters considered was provided.</p> <p>Following consideration, IT WAS RESOLVED to approve the submission of the draft unaudited 2020 NPHDB Financial Statements to the auditors to commence the audit of same.</p> |
| (iii) | <p>Internal Financial Control Statement</p> <p>The draft Internal Financial Control Statement was presented to the Board, and it was confirmed that this had been considered and discussed in detail at the FARC meeting preceding the Board meeting. An update on this discussion was provided.</p> <p>Following consideration, IT WAS RESOLVED to approve the Internal Financial Control Statement.</p> |
| 6.3 | Use of Company Seal on Collateral Warranty Documents |
| | <p>The Board was advised that the Executive was in the process of reviewing and updating a series of collateral warranties which, once updated, would require execution under seal on behalf of the Board.</p> <p>Following consideration, IT WAS RESOLVED to approve the execution of the updated collateral warranties on behalf of the Board once finalised by (i) any Board member; and (ii) any member of the Executive; and the affixing of the seal of the Board accordingly.</p> |
| 6.4 | Finance, Audit and Risk Sub-Committee ("FARC") |
| | <p>The Board noted minutes of the previous FARC meeting held on 10 February 2021 and noted the items discussed as set out.</p> <p>It was confirmed that the FARC had convened in advance of the Board meeting and an overview of items discussed was provided to the Board, by reference to the earlier items considered and approved.</p> |
| 6.5 | CQV Sub-Committee |
| | <p>The Board noted that the CQV Sub-Committee had not convened since the date of the last Board meeting and that it was next due to meet in April 2021.</p> |
| 6.6 | Design Sub-Committee |
| | <p>The Board noted minutes of the previous Design Sub-Committee meeting held on 10 February 2021 and noted the items discussed as set out.</p> <p>Following consideration, and subject to a reference standard of photographs of each finish being provided to NPHDB, IT WAS RESOLVED to approve authorising the Design Sub-Committee to proceed accordingly.</p> |

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| | An update was provided in relation to personnel changes at stakeholder level which have resulted in changes to attendees from such stakeholders at meetings of the Design and Commissioning Sub-Committees. |
| 6.7 | Dispute Resolution Sub-Committee |
| | The Board noted that the Dispute Resolution Sub-Committee had convened earlier in the week in advance of the Board meeting, and that materials presented at this had been circulated to the Board in advance of the meeting. An update was provided in relation to 2 claims by the same body as detailed therein. |
| 7 | Overview of Communications and Community Engagement Strategy |
| | A presentation was made to the Board in relation to the role of communication within the project, and the NPHDB topline communication strategy for 2021. It was noted that an integrated communications strategy was in the process of being developed and finalised, and would be presented to the Board at the April or May Board meeting. The Board emphasised the importance and role of positive communication to the project at all levels, and a discussion ensued in relation to actions which could be considered or undertaken to further this. |
| 6.0 | Any Other Business |
| 6.1 | Interim Chairperson / New Chair Appointment |
| | The Board noted that Mr Tim Bouchier-Hayes had been appointed as Interim Chairperson for a period of 3 months while a permanent appointee to the position of Chairperson was being sought. The Board received an update on discussions held with stakeholders in relation to the appointment of a new Chairperson, and it was noted that candidates were being sought for the role through the PAS process. The potential timeline implications of this approach were discussed and noted. |
| 6.1 | Project Update |
| | A visual presentation was made to the Board depicting current progress on-site. |
| | There being no other business, the meeting concluded. |

Next Meeting:

It was agreed by the Board that the next Board meeting be convened via electronic means on 14 April 2021 at 14.30hrs.



Tim Bouchier-Hayes
Interim Chairperson