

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

**Minutes of the NPHDB Extraordinary Board Meeting held on
Friday, 22 January 2021
from 08.30 to 09.00
Via electronic means**

Attendance (Board)

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

Attendance (Other)

David Gunning, Chief Officer
Elaine O'Rourke, Executive Support
Ray Hunt, On behalf of HMP Secretarial Limited
– Board Secretary
Bridget Gallagher, On behalf of HMP Secretarial
Limited – Board Secretary

Apologies

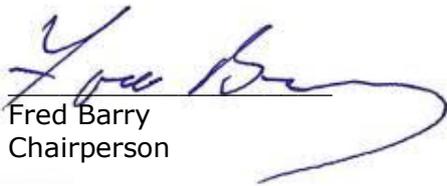
John McGowan

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 remaining Board members confirmed that there were no declarations of interest or conflicts of interest to be disclosed.</p>
3.0	Retirement of Chairperson of the Board
	<p>IT WAS NOTED that Mr Fred Barry (Chairperson) would be retiring from the Board, and its Committees (as applicable), with effect from 28 February 2021 and that this had been notified to the Minister for Health (the "Minister") in accordance with S.I. No. 246 of 2007 (the National Paediatric Hospital Development Board (Establishment) Order 2007).</p> <p>The Board referred to Section 9(1) of S.I. No. 246 of 2007 which states that the membership of the Board shall consist of thirteen persons, being a Chairperson appointed by the Minister, and twelve ordinary members appointed by the Minister. IT WAS NOTED that, following Mr Barry's retirement, in addition to the five ordinary Board member positions that continued to remain vacant since mid-2019, a vacancy for Chairperson of the Board would also arise.</p> <p>The Board discussed and noted the immense importance of the role of the Chairperson and of having a permanent Chairperson in place. It was noted that, in addition to the extensive roles and responsibilities of the Chairperson set out at Appendix 1 and Appendix 2 taken from the Code of Practice for the Governance of State Bodies (2016) (the "State Code") and the NPHDB Governance Manual, the Chairperson was responsible for leadership of the Board and was pivotal to its effective operation and proper functioning. It was further noted that the role of Chairperson was of critical importance in progressing the Project, which was now at a crucial stage, and in keeping the Minister and stakeholders advised of matters arising.</p> <div data-bbox="237 1503 1469 1637" style="background-color: black; height: 60px; width: 100%;"></div> <p>Following consideration, IT WAS RESOLVED to instruct the Chief Officer to write to the Minister to request that the appointment of a new Chairperson of the Board be completed with the utmost urgency.</p> <p>Noting the immense contribution made by Mr Barry to the proceedings of the Board and to progressing the Project during his tenure, the Board extended their deep appreciation to him. The circumstances giving rise to the Chairperson's retirement were noted and in particular that these had been beyond the control of the Board. The Board affirmed its intention to continue to discharge its functions to the best of its abilities in light of its limited Board membership.</p>

3.1	Any Other Business
	<p>Nominations for Interim Chairperson</p> <p>It was requested that Nominations for Interim Chairperson be added to the 10 February 2021 Board meeting agenda for the Board's discussion. It was requested that should the Board members have any recommendations in this regard, that these would be communicated to the Chairperson.</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 February 2021 at 14.30hrs.


Fred Barry
Chairperson

Appendix 1

State Code (Section 2.1-2.8): Role of the Chairperson:

2.1 Board's Agenda:	The Chairperson and the CO are responsible for the effective management of the Board's agenda and ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues. The Chairperson and the CO should meet in advance of the Board meeting to agree the agenda.
2.2 Openness and Debate:	Essential to the effective functioning of the Board is dialogue which is both constructive and challenging. The Chairperson should promote a culture of openness and debate by facilitating the effective contribution of key management and all Board members.
2.3 Timely Information:	The Chairperson is responsible for ensuring that the Board receive accurate, timely and clear information. The Chairperson should ensure effective communication with all relevant stakeholders.
2.4 Board Skills:	Where a Chairperson is of the view that specific skills are required on the Board, he/she should advise the relevant Minister of this view for his/her consideration sufficiently in advance of a time when Board vacancies are due to arise. This is in order to seek to ensure that the process undertaken under the Guidelines for Appointments to State Boards identifies candidates with those skills and so that the Minister may take the Chairperson's views into consideration when making appointments from qualified candidates from the stateboards.ie process.
2.5 Information Flows:	Under the direction of the Chairperson, the responsibilities of the Secretary of the Board include ensuring good information flows within the Board and its committees and between senior management and non-executive Board members, as well as facilitating induction, mentoring and assisting with ongoing professional development as required. 1
2.6 Comprehensive Report to the Minister:	The Chairperson of each State body should furnish to the relevant Minister and, where appropriate, NewERA20 in conjunction with the annual report and financial statements of the State body, a comprehensive report to the relevant Minister covering the State body.
2.7 Statement on Internal Control:	The Chairperson's report to the relevant Minister regarding the system of internal control should be included in the annual report of the State body. This statement should be reviewed

	<p>by the external auditors to confirm that it reflects the audited body's compliance with the requirements of paragraph 1.9(iv) and is consistent with the information of which they are aware from their audit of the financial statements. The external auditor should include their report on this matter in their audit report on the financial statements</p>
<p>2.8 Oireachtas Committee:</p>	<p>Persons being proposed by Ministers for appointment as Chairpersons of State bodies are required to make themselves available to the appropriate Oireachtas Committee to discuss the approach they will take to their role as Chairperson and their views about the future contribution of the body or Board in question.</p>

Appendix 2

NPHDB Governance Manual (Section 5.11)

Role and Responsibilities of the Chairperson:

- the Chairperson should meet the Chief Officer in advance of a Board meeting to agree the agenda for the upcoming Board meeting
- the Chairperson is responsible for ensuring that the Board receives accurate, timely and clear information. The Chairperson should ensure effective communication with all relevant stakeholders
- the Chairperson (together with the Chief Officer) is responsible for the effective management of the Board's agenda for Board meetings and ensuring that adequate time is available for discussion of all agenda items at Board meetings (in particular strategic issues)
- the identification and communication to the Minister of the specific skills required on the Board sufficiently in advance of a time when expected Board vacancies are due to arise and to liaise and consult with the Minister in relation to same (having due regard to the benefits of diversity on the Board, including gender, and the avoidance of gender under-representation on the Board)
- the Chairperson shall provide the necessary directions to the Secretary to ensure good information flows within the Board and its committees and between senior management, as well as facilitating induction, mentoring and assisting with ongoing professional development (as and when required)
- the promotion of a culture of openness and debate by facilitating the effective contribution of key management and all Board members
- represent the Board in its dealings with the Minister (through the DOH)
- 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 (through the DOH)
- in conjunction with the annual report and accounts of the Board, furnish to the Minister (through the DOH) a comprehensive report (as required by the Code of Practice for the Governance of State Bodies 2016 Code):
 - outlining all commercially significant developments affecting the Board in the preceding year, and major issues likely to arise in the short to medium term
 - when applicable, providing summary details of all off-balance sheet financial transactions that are not disclosed in the annual report and financial statements (including information on the nature, purpose and financial impact of the off-balance sheet financial transactions). The contents and format of this section of the report should be agreed in advance with the Minister
 - affirming that all appropriate procedures for financial reporting, internal audit, travel and procurement are being carried out

- affirming that all appropriate procedures for financial reporting, internal audit, travel are being carried out
- affirming adherence to the procurement policy and procedures and the development and implementation of the corporate procurement plan
- 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
- instances of non-competitive procurement
- affirming that a Code of Business Conduct has been put in place and adhered to
- affirming that Government policy on the pay of the Chief Officer 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
- confirming that the appropriate requirements of the Department of Public Expenditure and Reform Public Spending Code are being complied with
- confirming that procedures are in place for the making of protected disclosures in accordance with section 21(1) of the 2014 Act and confirmation that the annual report required under section 22(1) of the 2014 Act has been published in accordance with the 2014 Act;
- confirming that Government travel policy requirements are being complied with in all respects
- confirming that the State body has complied with its obligations under tax law
- providing details of/information on legal disputes involving other State bodies
- confirming that the Code of Practice for the Governance of State Bodies 2016 Code 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 (through the DOH), on significant commercially sensitive developments and likely developments for the year.
- the Chairperson's report to the Minister regarding the system of internal control should be included in the annual report (following review by the external auditors to confirm that it (i) demonstrates compliance with the requirements of paragraph 1.9(iv) of the business and financial reporting requirements section of the Code of Governance for State Bodies 2016 Code and (ii) is consistent with the information of which they are aware from their audit of the financial statements).
- the Chairperson should confirm in the annual report that the Board is adhering to the relevant aspects of the Public Spending Code.
- if there is non-compliance with any statutory obligations that apply to the Board, the Chairperson shall inform the Minister as to: (i) the consequences of such non-compliance and (ii) the corrective steps that have been or will be taken to rectify the situation.
- establishing all relevant committees. This shall include an a Finance, Audit and Risk ("FAR") Sub-Committee, a Design Sub-Committee, a CQVS Sub-Committee and a Dispute Resolution Sub-Committee, under the chair of a Board member.