

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

**Minutes of the NPHDB Board Meeting held on Wednesday, 14 June 2023
From 14.30 to 17.30**

**At NCH Boardroom, 31 James's Walk, Rialto, Dublin 8, D08 E191 and via MS
Teams**

Attendance (Board)

Fiona Ross (Chairperson)
Tim Bouchier-Hayes (Vice-Chairperson)
Brian Keogh
Michael Shelly
Karl Kent
Michael Barry
John Cole
Derek Moran
Alex White
Anne Butler
John McGowan
Alan Seabourne

Attendance (Other)

David Gunning, Chief Officer
Tom Morris, Commercial Director
Phelim Devine, Project Director
Richard Fitzpatrick, Director of Project
Controls*
Ed Vernon, Design Director*
Ed McIntyre, M&E and Commissioning
Director*
Elaine O'Rourke, Executive Support
Bridget Gallagher, On behalf of HMP
Secretarial Limited – Board Secretary
Caitlin McNamara, On behalf of HMP
Secretarial Limited – Board Secretary
Adam Finlay, McCann Fitzgerald LLP*
Alison Carroll, McCann Fitzgerald LLP*

**part of the meeting only*

0.0	Quorum & Chairperson
	The Chairperson noted that a quorum, being five Board Members, was present and the meeting proceeded to business.
1.0	Declarations of Interest or Conflicts of Interest
	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.
2.0	FOI/Discovery Presentation
	The Board received a presentation in relation to FOI and discovery regimes. The presentation was duly noted, and Mr Finlay fielded a number of queries from the Board. <i>Adam Findlay and Alison Carroll left the meeting.</i>
3.0	Previous Minutes
3.1	Minutes of the Board Meeting on 10 May 2023
	The Board reviewed the minutes of the Board Meeting held on 10 May 2023 (the " May Minutes ") IT WAS RESOLVED THAT the May Minutes were approved for signature by the Chairperson.
4.0	Matters Arising
4.1	Actions Arising from the 10 May 2023 Board Meetings
	It was noted there were no actions arising from the 10 May 2023 Board meeting.
5.0	Chief Officer Report
	The Chief Officer Report was noted and the priority items discussed by reference to the Programme; Construction Updates; Risk; Commercial/Claims; Communications; and Stakeholder Engagement. The Board received an update on engagement with the Main Contractor and the key items being discussed. An update was provided to the Board that BAM has not provided an updated contract programme or progress updates for March, April and May 2023. In the last Progress Report received the contractor had indicated a substantial completion date of May 2024. The last compliant programme in February 2021 stated substantial completion in December 2023. The Board received an update that the May 2024 timeline could slip further as the NPHDB expert advisors are of the belief that the BAM timeline is optimistic. The Board was updated on challenges on Site & BAMs behaviour – examples include: <ul style="list-style-type: none"> • Advising the ER that BAM will not attend meetings if the NPHDB is in attendance. • Directing BAM personnel to refrain from interfacing with NPHDB personnel, to include KROLL who, on behalf of the NPHDB, are carrying out a critical review of

	<p>the execution of the Works – a critical function to assist with forecasting timelines for the completion of the Works in the absence of a compliant programme from BAM. Kroll were also excluded from site for 6 weeks.</p> <p>An update on the critical KPI of room completions was outlined and concern was expressed that this remains at zero. The reduction in resources and associated impact on progress was also discussed.</p> <p>The Board discussed developments with the Turnkey tender process and noted a further update would be provided in due course.</p> <p>It was advised that a number of incidents had occurred on site, further to which the Main Contractor had undertaken to re-activate its relevant procedures and training.</p> <p>The Board discussed the recent engagement with certain key stakeholders and noted that such discussions had been constructive.</p> <p>An update in relation to the Family Accommodation Unit was noted.</p>
5.1	Design Update
	<p>The Board received a progress update on actions agreed to be closed out between the Design team and the Main Contractor, and how these were being managed.</p> <p>It was confirmed that there had been poor engagement from BAM in the period with key engagement meetings cancelled by BAM, the NPHDB excluded from the meetings and a refusal by BAM to discuss the progress of their assigned actions.</p> <p>It was advised that of the 85 open actions on the consolidated issues list maintained by BAM, 56 of these were assigned to BAM and 29 to the Design Team. Additionally, 86% of BAMs actions were overdue, whilst the Design Team had closed 93% of actions required in the last period.</p> <p>The Board was advised of certain remedial works to be undertaken on site, and the steps being taken in this regard.</p>
6.0	Finance
6.1	Financial Results for May 2023
	<p>The financial results in respect of May 2023 were discussed and noted by the Board.</p>
7.0	Governance Matters
7.1	Finance, Audit and Risk Sub-Committee ("FARSC")
	<p>The Board received an overview of the items discussed at the most recent FARSC meeting.</p> <p>It was confirmed that the Internal Auditor had undertaken a comprehensive review of internal control systems for 2022, and it had been concluded there was a robust system of controls in place.</p> <p>It was advised that there were no material changes to bring to the Board's attention in relation to key risks.</p> <p>The Board noted a progress update in relation to the status of the financial statements, and that the 2022 audit was underway.</p>

7.2	CQV Sub-Committee
	<p>The Board received an update in relation to matters discussed at the most recent CQV Sub-Committee meeting.</p> <p>It was noted that these included a number of technical and quality issues, the remediation of which was dependent upon receiving timely proposals, a compliant commissioning programme and execution plan with associated KPIs that were still outstanding from BAM, followed by appropriate engagement from the Main Contractor.</p>
7.3	Design Sub-Committee
	<p>The Board noted the timing for the next Design Sub-Committee meeting.</p>
7.4	Dispute Resolution Sub-Committee
	<p>The Board received an update in relation to matters discussed at the most recent Dispute Resolution Sub-Committee meeting.</p> <p>The position in relation to claims, conciliation, and adjudications was noted.</p>
7.5	NPHDB Code of Governance Manual
	<p>It was noted that a copy of the updated NPHDB Code of Governance Manual had been distributed to the Board in advance of the meeting for annual review.</p> <p>An overview of the proposed amendments was provided. It was confirmed that the FARSC had reviewed the updated NPHDB Code of Governance Manual and was recommending same for Board approval.</p> <p>Following due and careful consideration, IT WAS RESOLVED to approve the updated NPHDB Code of Governance Manual.</p>
7.6	Draft Statement of Internal Controls
	<p>The Board reviewed the draft statement of Internal Controls,</p> <p>A summary of the key activities carried out by the FARSC during the course of 2022 was provided.</p> <p>The Board expressed its satisfaction with the effectiveness of the internal control systems for the relevant period, noting also the confirmation provided from the FARSC earlier in the meeting in relation to there being a robust system of controls in place.</p> <p>Following due and careful consideration, IT WAS RESOLVED to approve the draft Statement of Internal Controls.</p> <p><i>Ed McIntyre, Ed Vernon and Richard Fitzpatrick left the meeting.</i></p>
8.0	Closed Session
	<p>A closed session of the Board took place in relation to engagement with key stakeholders.</p>

	Following due and careful consideration, IT WAS RESOLVED to authorise the Executive to issue the proposed 10.9 employer claims letters for ER determination.
9.0	AOB
	There being no further business, the meeting was brought to a close.

Next Meeting: It was agreed by the Board that the next Board meeting would be convened on Wednesday, 12 July 2023 at 14.30hrs.

Chairperson