Leopardstown Park Hospital

Corporate Governance Manual

Contents

Introduction

Leopardstown Park Hospital is committed to operating to the highest standards of efficient and effective corporate governance.

This manual sets out the systems and processes by which the Hospital directs and controls its functions and manages its hospital. It is intended to guide the Board and Board Committee members (and staff, where appropriate) of the Hospital in performing their duties to the highest standards of accountability, integrity and propriety.

The Hospital will comply with relevant statement/provisions of the *Code of Practice for the Governance of State Bodies.*

This manual will be subjected to regular review and updated as required

Mr. Eugene F. Magee

Chairman

Leopardstown Park Hospital Board

Background

Leopardstown Park Hospital was established in 1917 as a hospital and home, for the care and treatment of soldiers who had been disabled or injured in the British Armed Forces. The Hospital continued to operate for more than 50 years caring for ex-service personnel and was managed and operated by the Leopardstown Park Hospital Trust.

In 1979, the Board was established under the terms of the Leopardstown Park Hospital Board (Establishment) Order, 1979 (Appendix 1), which details how the Board is to operate. The Leopardstown Park Hospital Board took over full responsibility for the running of the Hospital on behalf of the Irish Department of Health. The functions of the Board are set out as follows:

- To conduct and manage the Hospital
- To provide such services and facilities at the Hospital as may, from time to time, be approved by the Minister, after consultation with the Board
- To provide for the maintenance of the Hospital

On being permitted by the Trustees, the Board shall utilise the facilities of the Hospital in accordance with the terms of such permission. The Board shall keep the Trust informed of any significant issues affecting the Hospital.

Role of the Board

Principle

The Board is collectively responsible for leading and directing the Hospital activities. While the Board may delegate particular functions to management the exercise of the power of delegation does not absolve the Board from the duty to supervise the discharge of the delegated functions.

The Board should fulfil key functions, including reviewing and guiding strategic direction and major plans of action, risk management policies and procedures, annual budgets and hospital plans, setting performance objectives, monitoring implementation and Hospital performance, and overseeing major capital expenditure and investment decisions.

The Board should act on a fully informed and ethical basis, in good faith, with due diligence and care, and in the best interest of the Hospital, having due regard to its legal responsibilities and the objectives set by Government.

The Board should promote the development of the capacity of the Hospital including the capability of its leadership and staff.

The Board is responsible for holding the CEO and senior management to account for the effective performance of their responsibilities.

Key Provisions

1. **Leadership:** The Board's role is to provide leadership and direction of the Hospital within a framework of prudent and effective controls, which enables risk to be assessed and managed. The Board should agree the Hospital's strategic aims with the Minister and Department of Health, to the extent relevant, and ensure optimal use of resources to meet its objectives.
2. **Ethical Standards:** The Board has a key role in setting the ethical tone of the Hospital, not only by its own actions but also in overseeing senior management and staff. High ethical standards are in the long-term interests of the Hospital and a key means to make it credible and trustworthy. It is important that the Board sets the correct 'tone from the top'. The Board should lead by example and ensure that good standards of governance and ethical behaviours permeate all levels of the organisation.
3. **Compliance:** The Board should review the controls and procedures adopted by the Hospital to provide itself with reasonable assurance that such controls and procedures are adequate to secure compliance by the Hospital with its statutory and governance obligations.
4. **Collective Responsibility:** The collective responsibility and authority of the Board should be safeguarded. All Board members should be afforded the opportunity to fully contribute to Board deliberations, and where necessary to provide constructive challenge, while excessive influence on Board decision-making by one or more individual members should be guarded against.
5. **Board Oversight Role:** The management of the Hospital has a duty to provide the Board with all necessary information to enable the Board perform their duties to a high standard. The Board of the Hospital should take all necessary steps to make themselves aware of any relevant information and access all information as necessary. While the Board has established subcommittees of Audit, Integrated Quality Safety and Finance to assist with its consideration of issues, the Board of the Hospital maintains responsibility for and makes the final decisions on all of these areas.
6. **Advice to Minister:** The Board should ensure that the Chairperson keeps the Minister for Health advised of matters arising in respect of the Hospital.
7. **Matters for Decision of the Board:** The Board should meet sufficiently regularly to discharge its duties effectively. The Board should have a formal schedule of matters specifically reserved for it for decision to ensure that the direction and control of the Hospital is firmly in its hands (Appendix 2). The Board should meet at least twice a year without management present to discuss any matters deemed relevant.
8. **Annual Confirmation of Internal Controls:** The Board has responsibility for ensuring that effective systems of internal control are instituted and implemented. The Board is required to confirm annually to the Minister for Health that the Hospital has an appropriate system of internal and financial control in place.

9. **Expenditure and Performance:** Decision on major items of expenditure should be aligned with medium to long-term strategies so as to ensure that such expenditure is focused on clearly defined objectives and outcomes.
10. **Post Resignation/Retirement:** The Board should, in a manner most effective to the Hospital, deal with the issue of post resignation/retirement employment, appointment and/or consultancy of its Board members and employees by the private sector and should ensure that any procedures that it may have put in place in this regard are monitored and enforced to guard against conflicts of interest or inappropriate disclosure of information that might otherwise arise. Such procedures could include the return of Board papers at the end of a Board members term. This is incorporated within the Code of Conduct which encompasses Board and Board Subcommittee members
11. **Conflict of Interest:** The Board should have procedures in place to monitor and manage potential conflicts of interest of Board members and management
12. **External Auditors:** The Board should establish procedures for maintaining an appropriate relationship with the external auditors.
13. **Written Charters:** All Board subcommittees and the internal audit function should each have written terms of reference The Board should agree the intervals within which the terms of reference should be reviewed by the main Board and updated as appropriate.
14. **Protected Disclosures:** In line with the legal requirement under section 21 of the Protected Disclosures Act 2014, the Hospital shall establish and maintain procedures for the making of protected disclosures by workers who are or were employed by the public body and for dealing with such disclosures.
15. **Strategic Plan:** The preparation and adoption of a strategic plan is a primary responsibility of the Board. The Board should adopt a statement of strategy for a period of 3-5 years ahead. While final responsibility for the content of the plan rests with the Board in each case, the views of the Minister and consideration of the public interest should be carefully weighed by the Board. Implementation of the strategy by the management of the Hospital should be supported through an annual planning and budgeting cycle. The Board should approve an annual plan and/or budget and should formally undertake an evaluation of actual performance by reference to the plan and/or budget on an annual basis.
16. **Annual Report and Financial Statements:** The Board should explain in the annual report their responsibility for the preparation of the annual report and financial statements and whether they consider the financial statements to be a true and fair view of the Hospital's financial performance and its financial position at the end of the year. There should be a statement by the external auditor in the external auditors' report about the Board's reporting responsibilities.
    A fundamental duty of the Board is to ensure that a balanced, true and fair view of the Hospital's financial performance and financial position is made when preparing the annual report and financial statements of the Hospital and when submitting these to the relevant Minister. The Board should ensure that timely and accurate disclosure is made to the relevant Minister on all material matters regarding the

Hospital, including the hospital context, financial performance and position, and governance of the Hospital. Details in relation to the Hospital and Financial Reporting are found in Appendix 3.

17. **Secretary of the Board:** The Board has a duty to ensure that the person appointed as Secretary of the Board has the skills necessary to discharge their statutory and legal duties and such other duties as may be delegated by the Board. Both the appointment and removal of the Secretary of the Board should be a matter for the Board as a whole. The Chief Executive is designated as the Secretary of the Board.
18. **Role of Secretary of the Board:** The role of the Secretary of the Board should be seen as a support to the Board. The Secretary of the Board may be assigned such functions and duties as may be delegated by the Board. The duties can be classified as follows:
    a. statutory duties
    b. duty of disclosure
    c. duty to exercise due care, skill and diligence
    d. administrative duties.
19. **Governance**: The Secretary of the Board should report to the Chairperson on all Board governance matters and should assist the Chairperson in ensuring relevant information is made available to the Board and its committees. The Secretary of the Board is responsible for advising the Board through the Chairperson on all governance matters.
20. **Separation of Roles:** The role of Chairperson and CEO should not normally be combined. If this occurs in exceptional circumstances, it should be with the consent of the relevant Minister unless it is required by specific statutory provisions relating to the particular Hospital. The division of responsibilities between the Chairperson and CEO should be clearly established, set out in writing and agreed by the Board.

Role of the Chairperson

Principle

The Chairperson is responsible for leadership of the Board and ensuring its effectiveness on all aspects of its role. The Chairperson should display high standards of integrity and probity and set expectations regarding culture, values, and behaviours for the Hospital and for the tone of discussions at Board level.

Key Provisions

1. **Board's Agenda:** The Chairperson and the CEO 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 CEO should meet in advance of the Board meeting to agree the agenda. The Chair and Chief Executive can liaise either by meeting or by electronic means.
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.
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
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 for Health of this view for his/her consideration sufficiently in advance of a time when Board vacancies are due to arise.
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.
6. **Comprehensive Report to the Minister:** The Chairperson should furnish to the Minister for Health in conjunction with the annual report and financial statements of the Hospital, a comprehensive report covering the Hospital.
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 Hospital. This statement should be reviewed by the external auditors to confirm that it reflects the audited body's compliance with the requirements of paragraph 1.9(iv) of Appendix D of the *Hospital and Financial Reporting Requirements* of the *Code of Practice for State Bodies* 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.

8. **Oireachtas Committee:** The Chairperson is 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 Hospital or Board
9. **Chief Executive:** The Chief Executive reports to the Board Chairperson and the Board.
10. The Chairperson should review and if necessary make changes to the draft minutes prior to circulation to the Board. The minute taker may however seek clarification from the Chief Executive if he/she is doubtful about any matter discussed.
11. A follow up of the Ministerial letter of appointment should be sent to each Board member to ensure that Board members are fully aware of their role and responsibilities.
12. The Chairperson shall ensure that there are processes for dealing with urgent matters in between meetings.

Role of Board Members

Principle

The Hospital should be headed by an effective Board which is collectively responsible for the long-term sustainability of the Hospital. Board members should bring an independent judgement to bear on issues of strategy, performance, resources, key appointments, and standards of conduct.

Key Provisions

1. **Fiduciary Duty:** All Board members have a fiduciary duty to the Hospital in the first instance. The principle fiduciary duties are:
    a. to act in good faith in what the Board member considers to be the interest of the Hospital;
    b. to act honestly and responsibly in relation to the conduct of the affairs of the Hospital;
    c. to act in accordance with the Hospital's Establishment Order and exercise his or her powers only for the purposes allowed by law;
    d. not to benefit from or use the Hospital's property, information or opportunities for his or her own or anyone else's benefit
    e. not to agree to restrict the Board member's power to exercise an independent judgment
    f. to avoid any conflict between the Board member's duties to the Hospital and the Board member's other interests unless the Board member is released from his or her duty to the Hospital in relation to the matter concerned;
    g. to exercise the care, skill and diligence which would be reasonably expected of a person in the same position with similar knowledge and experience as a

Board member. A Board member may be held liable for any loss resulting from their negligent behaviour; and

h. to have regard to interests of the Hospital's members.

2. **Non-compliance:** If a Board member finds evidence that there is non-compliance with any statutory obligations that apply to the Hospital, he/she should immediately bring this to the attention of their fellow Board members with a view to having the matter rectified. The matter should also be brought to the attention of the relevant Minister by the Chairperson indicating (i) the consequences of such non-compliance and (ii) the steps that have been or will be taken to rectify the position. It is the Chairperson's responsibility to make such issues known to the Minister.
3. **Professional Advice:** Board members (and members of Board Committees), in the furtherance of their duties, may take independent professional advice, if necessary, at the reasonable expense of the Hospital (Appendix 5) where they judge it necessary to discharge their responsibilities as Board members.
4. **Unresolved Board Concerns:** The Board should have in place a procedure for recording the concerns of Board members that cannot be resolved (Appendix 4)
5. **Briefing for New Board Members:** On the appointment of new Board members, they should be provided with designated information (Appendix 6)
6. **Independent judgement:** Board members should bring an independent judgement to bear on issues of strategy, performance, resources**,** key appointments, and standards of conduct.
7. **Attendance Requirement:** Board members are appointed as they bring specific knowledge, skills, experiences and expertise to the deliberations of the Board and its committees and this is only possible if members attend all Board meetings and contribute as appropriate. The Board should clarify an expectation of 100% attendance at all Board meetings and as part of the assignment of a new Board member evaluate attendance when the member is due to be re-appointed.
8. **Unresolved Concerns**: As part of Board member responsibilities and duties there may be an occasion where the concerns of an individual or individuals cannot be resolved. Every effort should be made to find a satisfactory resolution. In the event that this does not appear possible, it should be discussed directly with the Chairman of the Board. If it is still felt that resolution is not possible, the concerns should be documented and tabled by the individual(s) for the record at the next Board meeting.

Role of the Chief Executive

The Chief Executive's role is to manage the day-to-day operational issues on behalf of the Board. As head of the Senior Management Team, the CEO is accountable to the Board and line managed by the Chairperson and is expected to:

- carry on, manage and control generally the administration and hospital of the Hospital;
- be accountable to the Board;
- put in place procedures to allow the Board to meet its accountability to Government and the Oireachtas;
- implement Board's policies and strategies;
- put in place a unified management structure to manage the work of organisation;
- agree individual plans including performance targets with his/her management team;
- delegate authority and accountability to his/her management team for operational matters;
- monitor performance and hold his/her management team accountable;
- ensure that the Board has timely and accurate information to fulfill the statutory object and functions of the organisation;
- ensure that the Board has timely and accurate information on the performance of management;
- ensure that the Board has sufficient information on risk identification, measurement and mitigation strategies;
- ensure economy and efficiency in the use of resources;
- ensure systems, procedures and practices of the organisation are in place for evaluating the effectiveness of its operations; and,
- appear before the Oireachtas Committees when duly requested.
- attend Board meetings and meetings of Board Committees, as required
- responsible for service quality
- maintain, develop and promote the culture, ethos and excellence of the Hospital as a person-centred organisation committed to the highest standards of clinical practice, and care, delivery of service, healthcare education, research and training, in accordance with the Hospital's mission and policies.

Role of the Senior Management Team

The function of the Senior Management Team (Appendix 10) is to support the Chief Executive in the discharge of his/her duties and in particular:

- manage the implementation of the Board strategy and policies;
- address key strategic and operational issues;
- monitor and report on performance;
- manage key risks on a day-to-day basis;
- play a key role in leadership, management and motivation of staff;
- contribute actively and constructively as a member of the senior management team;
- manage the operation and development of the functions for which the management team have individual responsibility;
- provide appropriate and timely information to the Board;
- responsible for service quality in areas under their areas of responsibility.

Board Effectiveness

Principle

The Board and its committees should have the appropriate balance of skills and knowledge to enable them discharge their respective roles and responsibilities effectively.

Board members should receive formal induction on joining the Board and should regularly update and refresh their skills and knowledge.

The Board should be supplied in a timely manner with information in a form and of a quality appropriate to enable it to discharge its duties.
Board members need to be able to allocate sufficient time to discharge their responsibilities effectively.

The Board should undertake a self-assessment annual evaluation of its own performance and that of its Board committees. Evaluation of the Board should consider the balance of skills, experience, independence and knowledge of the Hospital on the Board, its diversity, including gender, how the Board works together as a unit, and other factors relevant to its effectiveness.

The Chairperson should act on the results of the performance evaluation by addressing any weaknesses identified through the Board self-assessment evaluation.

Key Provisions

1. **Board Appointments:** Board appointments are by Ministerial appointment.
2. **Skills and Knowledge:** Board members should have the appropriate skills and knowledge, updated as required, appropriate to the activities of the Hospital, to enable them to discharge their respective duties and responsibilities effectively. This should include the identification by the Board of any gaps in competencies and ways these gaps could be addressed through future appointments.
3. **Specific Skills:** In compliance with the Guidelines on Appointments to State Boards, in preparing a specification for a role on a State Board the relevant Minister will consult with the Chairperson of the Board to seek his or her view on the specific skills that are required on the Board. Skill gaps present on the Board should be brought to the attention of the Minister for Health by the Chairperson sufficiently in advance of a time when Board vacancies are due to arise.
4. **Diversity**: Appointments to State Boards should be made against objective criteria with due regard for the benefits of diversity on the Board. The Chairperson of the Board, in assisting the Department in drawing up the specification for the Board appointment should have due regard for the benefits of diversity on the Board including gender.
5. **Terms of Appointment**: Each current term of Board appointments is 5 years as laid down in the *Leopardstown Park Hospital Establishment Order (1979).*The term of office for Board committee members shall be three years which can be renewed for up to a further three years.
6. **Removal of Board and Board Committee members**. Removal of Board members is a matter for the Minister for Health as laid down in the *Leopardstown Park Hospital Establishment Order (1979).* A Board Committee member can be removed if, in the Board's opinion the member has:
    - Become incapable through ill-health of performing the function of the office
    - Committed a stated misbehaviour
    - Contravened standards of integrity or unauthorised disclosure of information under the provisions of the ethics in Public office Acts or Standards in Public Office Acts
    - The member's removal is deemed necessary for the Committee to perform its functions in an efficient manner
    - The member is in breach of the Hospital's code of conduct

    An appointed member ceases to hold office if the member:
    - Is adjudicated bankrupt
    - Makes compositions or arrangement with creditors
    - Is convicted of an indictable offence
    - Is convicted of an offence involving fraud or dishonesty
    - Is sentenced to a term of imprisonment by a court of competent jurisdiction

- A member who does not, for a consecutive period of 6 months, attend a meeting of the Committee ceases at the end of that period to hold office unless the member demonstrates to the Board's satisfaction that failure to attend was due to illness or maternity leave

7. **Performance Review:** Monitoring of effective corporate governance by the Board includes continuous review of the internal structure of the Hospital to ensure that there are clear lines of accountability for management throughout the organisation. In addition to requiring the monitoring and disclosure of corporate governance practices on a regular basis, the Board should undertake an annual self-assessment evaluation of its own performance and that of its committees. An external evaluation proportionate to the size and requirements of the Hospital should be carried out at least every 3 years.
8. **Statement of How the Board Operates**: The annual report should include a statement of how the Board operates, including a high level statement of which types of decisions are to be taken by the Board and which are to be delegated to management.
9. **Appointment of CEO as Chairperson:** In general, the CEO should not go on to be the Chairperson of the same organisation. Any exception to this requires Ministerial approval.
10. **Frequency of Board Meetings:** The frequency of meetings of the Board and its committees and the attendance of each Board member at Board meetings should be reported in the annual report. The Board should meet at least twice a year without management present to discuss any matters deemed relevant.

Board Committees

Principle

The Board may establish certain Committees with written terms of reference which clearly define their authority and duties

The Board Committees will meet at intervals decided by the Board and will have explicit authority to investigate any matters within their terms of reference, the resources which it needs to do so and full access to information and any officers of the Hospital.

Standing Subcommittees are:

- Audit Committee – Terms of Reference as per Appendix 8
- Integrated Quality & Safety Committee – Terms of Reference as per Appendix 9
- Finance Committee – Terms of Reference as per Appendix 10
- Hospital Development Oversight Group – Terms of Reference as per Appendix 11

Risk Management, Internal Control, Internal Audit

Principles

The Board should have formal and transparent arrangements for governance, risk management and internal control and for maintaining an appropriate relationship with the Comptroller and Auditor General (external auditors)

Risk management and internal control are important and integral parts of a performance management system and crucial to the achievement of outcomes. They consist of an ongoing process designed to identify and address significant risks involved in achieving a Hospital's outcomes.

Advising on key risk is a matter for the Board. The Audit and Integrated Quality and Safety Committees should support the Board in this role.

Key Provisions

1. **Risk Management Policy:** A Risk Management Policy should be developed and the Board should approve the risk management framework and monitor its effectiveness. The Board should review material risk incidents and note or approve management's actions, as appropriate.
2. **Risk Management:** Key elements of the Board's oversight of risk management include:
    a. Establishing Audit & Risk and Integrated Quality & Safety Committees to give an independent view in relation to risks and risk management systems for both corporate and clinical risks
    b. Making quality, safety and risk management a standing item on the Board meeting agenda
    c. Advising the relevant Minister of the need to include risk management experience/expertise in the competencies of at least one Board member. Where composition of the Board does not allow for this, expert advice should be sought externally
    d. Appoint a Chief Risk Officer or empower a suitable management alternative, and provide for a direct reporting line to the Board to identify, measure and manage risk and promote a risk management culture in the organisation;, and approve risk register at least annually
    e. Approval of the risk management policy,
    f. Set the Hospital's risk appetite
    g. Approval of the the risk management plan and risk register at least annually;
    h. review of management reporting on risk management and noting/approving actions as appropriate;
    i. Requiring external review of effectiveness of risk management framework on a periodic basis

j. Confirmation in the annual report that the Board has carried out an assessment of the Hospital's principal risks, including a description of these risks, where appropriate, and associated mitigation measures or strategies.

3. **Internal Control:** The Board is responsible for ensuring that effective systems of internal control are instituted and implemented in the Hospital including financial, operational and compliance controls and risk management and the Board should review the effectiveness of these systems annually. Reviewing the effectiveness of internal control is an essential part of the Board's responsibilities.

   The following are the key internal control procedures designed to provide effective internal control including:

   - the steps taken to ensure an appropriate control environment (such as clearly defined management responsibilities and evidence of reaction to control failures)
   - processes used to identify hospital risks and to evaluate their financial implications
   - details of the major information systems in place such as budgets, and means of comparing actual results with budgets during the year
   - the procedures for addressing the financial implications of major hospital risks (such as financial instructions and notes of procedures, delegation practices such as authorisation limits, segregation of duties and methods of preventing and detecting fraud)
   - the procedures for monitoring the effectiveness of the internal control system which may include: Audit and Quality & Risk Committees, management reviews, consultancy, inspection and review studies, the work of internal audit, quality audit reviews and statements from the heads of internal audit
   - Confirmation in the annual report that there has been a review of the effectiveness of the system of internal control.

4. **Effectiveness of Internal Control:** The existence of risk management policies and internal control systems do not on their own constitute effective risk management. Effective and on-going monitoring and review are essential elements of sound systems of risk management and internal control. Reviewing the effectiveness of internal control is an essential part of the Board's responsibilities. The Board is required to form its own view on effectiveness of internal control systems based on the information and assurances provided.
5. **Annual Review of Effectiveness of Internal Control:** The Board should undertake an annual review of the effectiveness of internal control systems to ensure that it has considered all aspects of risk management and internal control for the year under review and up to the date of approval of the annual report and financial statements. The annual review of effectiveness should consider the following:

a. changes since the last review in the nature and extent of significant risks and the ability of the Hospital to respond effectively to changes in its hospital and external environment
b. the scope and quality of management's ongoing monitoring of risks and the system of internal control and, where applicable, the work of its internal audit unit and other providers of assurance;
c. the extent and frequency of the communication of the results of the monitoring to the Board, or Board committees, which enables it to build up a cumulative assessment of the state of control in the Hospital and the effectiveness with which risk is being managed
d. the incidence of significant control failings or weaknesses that have been identified at any time during the period and the extent to which they have resulted in unforeseen outcomes or contingencies that have had, could have had, or may in the future have, a material impact on the hospital's financial performance or condition
e. the effectiveness of the Hospital's public reporting process. The annual review of effectiveness should conclude on the extent to which controls are adequate, and were operating and should outline actions required to address any deficiencies arising.

6. **Timely Completion of Review:** Timely completion of the annual review is critical if it is to fulfil its objectives of providing assurance in relation to the operation of controls in the reporting period. The annual review should be conducted close to the end of the period under review or as soon as possible after the end of the financial period under review, and no later than three months after the period end.
7. **Internal Audit:** Internal auditing is an independent, objective, assurance and consulting activity designed to add value and improve the organisation's operations. It helps an organisation accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes. The Internal Audit Charter is included within the Terms of Reference of the Audit Committee (Appendix 8)**.**

Codes of Conduct, Ethics in Public Office, Additional Disclosure of Interests by Board Members and Protected Disclosures

Principle

To ensure continued integrity and transparency, and to avoid public concern or loss of confidence, the Board should ensure that appropriate policies are in place so that members and staff take decisions objectively and steps are taken to avoid or deal with any potential conflicts of interest, whether actual or perceived.

These policies should ensure that any potential or actual conflicts of interest arising in the case of decision-making by Board members and employees of the Hospital are addressed.

The Ethics in Public Office Acts 1995 to 2001 set out statutory obligations which apply to Board members and employees.

Key Provisions

1. **Codes of Conduct:** The Hospital has a published Code of Conduct (Appendix 6) for the Board, Board Committees and employees. The Code of Conduct is approved by the Board and available on the Hospital's website.
2. **Disclosure of Interests by Board Members:** In addition to the requirements under the "Ethics in Public Office Act, 1995" the following procedures will be observed:
    - **a.** On appointment to the Board or Board Committees, each member will furnish to the Secretary of the Board details relating to his/her employment and all other hospital interests including shareholdings, professional relationships etc., which could involve a conflict of interest or could materially influence the member in relation to the performance of his/her duties as a member of the Board or Board Committees. Any interests of a Board Member's family of which he/she could be expected to be reasonably aware or a person or body connected with the member, which could involve a conflict of interest will also be disclosed.
    - **b.** **Periodic Disclosure of Interests**: On appointment and annually thereafter, each Board or Board Committee member should furnish to the Secretary of the Board a statement in writing of: (a) the interests of the Board member; (b) the interests, of which the Board member has actual knowledge, of his or her spouse or civil partner, child, or child of his/her spouse or civil partner; which could materially influence the Board member in, or in relation to, the performance of his/her official functions by reason of the fact that such performance could so affect those interests as to confer on, or withhold from, the Board member, or

the spouse or civil partner or child, a substantial benefit. For the purposes of this disclosure, interests has the same meaning as that contained in the Ethics in Public Office Act 1995. As Board members are also a designated director for the purposes of the Ethics Acts, the annual statement of interests furnished in January each year under section 17 of the Ethics in Public Office Act 1995 will suffice for the purposes of the annual disclosure of interests under this Code.

c. **Disclosure of interest relevant to a matter which arises:** In addition to the periodic statements of interest required above, Board or Board Committee members are required to furnish a statement of interest at the time where an official function falls to be performed by the Board or Board Committee member and he/she has actual knowledge that he/she, or a connected person as defined in the Ethics Acts, has a material interest in a matter to which the function relates. For the purposes of this disclosure, material interests has the same meaning as that contained in the Ethics in Public Office Act 1995.
d. **Doubt:** Where a Board or Board Committee member is in doubt as to whether there is a requirement for disclosure of an interest of his/her own or of a connected person, that member will consult the Chairperson.
e. **Confidential Register** Details of Board or Board Committee member's interests will be kept in a confidential register and will be updated annually. Changes in the interim will be notified to the Secretary of the Board as soon as is possible. Access to the confidential register will be restricted to the Chairperson and the Secretary of the Board.
f. **Chairperson's Interests:** Should a matter relating to the interests of the Chairperson arise, the Board will appoint another Board Member to chair the meeting and will absent himself/herself when the Board is deliberating or deciding on a matter in which the Chairperson or a person/body connected with the Chairperson has an interest.
g. **Documents withheld:** Board or Hospital documents on any deliberations regarding any matter in which a member of the Board has disclosed a material interest should not be made available to the Board member concerned.
h. **Early return of documents**: As it is recognised that the interests of a Board or Board Committee member and persons connected with him/her can change at short notice, a Board member should, in cases where he/she receives documents relating to his/her interests or of those connected with him/her, return the documents to the Secretary of the Board at the earliest opportunity.
i. **Absent:** A Board or Board Committee member will absent himself/herself when the Board or Board Committee is deliberating or deciding on matters in which that member or a person or body connected with the Board or Board Committee member has an interest. In such a case a

separate record (to which the Board or Board Committee member will not have access) will be maintained.

j. **Uncertainty:** Where a question arises as to whether or not a case relates to the interest of a Board or Board Committeemember or a person/body connected with the Board or Board Committee member, the Chairperson will determine the question as to whether the provisions of this Code apply. Where a Board or Board Committee member is in doubt as to whether he or she has an obligation under the Ethics in Public Office Acts 1995 and 2001, he or she should seek advice from the Standards in Public Office Commission under section 25 of the Ethics in Public Office Act 1995.

k. At the start of each Board or Board Committee meeting members must be asked whether they might have a conflict of interest in respect of any matter on the agenda for that particular meeting.

3. **Protected Disclosures Policy:** Section 21 of the Protected Disclosures Act 2014 requires that every public body shall establish and maintain procedures for the making of protected disclosures by workers who are or were employed by the public body and for dealing with such disclosures. These procedures are in place. The Hospital shall publish a report on protected disclosures in accordance with section 22 of the Protected Disclosures Act 2014 not later than 30 June in each year.

Relations with the Oireachtas, Minister and Department of Health

Procedures for Procurement

Code Provisions

1. **Public Procurement:** It is the responsibility of the Board to satisfy itself that the requirements for public procurement are adhered to and to be fully conversant with the current value thresholds for the application of EU and national procurement rules. The Board should satisfy itself that procurement policies and procedures have been developed and published to all staff. It should also ensure that procedures are in place to detect non-compliance with procurement procedures. Entities should have a contracts database/listing for all contracts/payments in excess of €25,000 with monitoring systems in place to flag non-competitive procurement. Noncompetitive procurement should be reported in the Chairperson's comprehensive report to the Minister.
2. **Corporate Procurement Plan:** The Office of Government Procurement Policy framework requires that all non-commercial State bodies complete a Corporate Procurement Plan. This plan is underpinned by analysis of expenditure on procurement and the procurement and purchasing structures in the organisation. The plan should set practical and strategic aims, objectives for improved procurement outcomes and appropriate measures to achieve these

aims should be implemented. The Chairperson should affirm adherence to the relevant procurement policy and procedures and the development and implementation of the Corporate Procurement Plan in the comprehensive report to the Minister.

Legal Disputes Involving Other State Bodies

Where a legal dispute involves another Hospital, unless otherwise required by statute, every effort should be made to mediate, arbitrate or otherwise resolve before expensive legal costs are incurred. State bodies should pursue the most cost effective course of action in relation to legal disputes. In addition to the annual reporting requirement concerning details of legal disputes with other State bodies, State bodies are required to provide details of such legal disputes involving expenditure of €25,000 or over to the parent Department and to the relevant Vote section of the Department of Public Expenditure and Reform, once a year by 30th June of each year including an estimate of the legal costs incurred up to the date of such information.

Remuneration and Superannuation

Principles

The Chairpersons is required to implement Government policy in relation to the total remuneration package (including basic salary, allowances, and all other benefits in cash or in kind), and in relation to other provisions for superannuation and termination benefits, of the CEOs of the State bodies. The Chairperson, Board and employees are also required to implement any relevant Government policy, as expressed from time to time, with regard to remuneration of the Board and other staff. This role is essential to maintaining public trust in as well as the credibility and reputation of the public body concerned. The Board should adhere to Government policy on the payment arrangements for CEOs as well as any conditions of sanction issued by the Department of Public Expenditure & Reform and/or the Department of Health. State bodies are required to publish in their annual report details of non-salary-related fees paid in respect of the Board, analysed by category, and the salary of the CEO.

Travel and Official Entertainment Code Provisions

State bodies should be cognisant of the need to achieve economy and efficiency in relation to expenditure on travel and official entertainment. The Hospital should adopt, and comply in all respects with, the Department of Public Expenditure and Reform Office circulars and office notices, as amended from time to time, regarding travel and subsistence and official entertainment.

Policy/Procedure for authorisation of CEO, Board and Board Committee expenses

1. The Chairman of the Board will authorise the expenses of the Chief Executive
2. The Chairman will authorise the expenses of Board and Board Committee members
3. A designated Board member will authorise the expenses of the Chairman.

Quality Customer Service

Principle

In their dealings with the public, State bodies should publish a customer charter which outlines the nature and quality of service which customers can expect. The Hospital provides a *Statement of Purpose* detailing these matters.

References

1. Code of Practice for the Governance of State Bodies, 2016

2. Framework For Corporate & Financial Governance for Agencies funded by The Department of Health & Children, Department of Health & Children April, 2006

Appendices

Appendix 1: Leopardstown Park Hospital Board (Establishment) Order, 1979

S.I. No. 98/1979 - Leopardstown Park Hospital Board (Establishment) Order, 1979.

LEOPARDSTOWN PARK HOSPITAL BOARD (ESTABLISHMENT) ORDER, 1979.

The Minister for Health in exercise of the powers conferred on him by sections 3 to 6 of the Health (Corporate Bodies) Act, 1961 (No. 27 of 1961), hereby orders as follows:—

1. This Order may be cited as the Leopardstown Park Hospital Board (Establishment) Order, 1979.

2. A body to be known as the Leopardstown Park Hospital Board is hereby established.

3. In this Order—

"the Board" means the Leopardstown Park Hospital Board established by this Order;

"the hospital" means Leopardstown Park Hospital, Dublin;

"the Chairman" means the Chairman for the time being of the Board;

"the Minister" means the Minister for Health;

"the Trustees" means the Trustees as defined in the Leopardstown Park Hospital (Trust Deed Amendment) Act, 1974 ;

"the Secretary of State" means the Secretary of State for Social Services in the United Kingdom.

4. The functions of the Board are, on being permitted by the Trustees to use the hospital in accordance with the terms of such permission,

(a) to conduct and manage the hospital;

(b) to provide such services and facilities at the hospital as may, from time to time, be approved by the Minister, after consultation with the Board;

(c) to provide for the maintenance of the hospital.

5. The Board shall consist of nine members appointed by the Minister, two of whom shall be appointed on the nomination of the Secretary of State.

6. A person who is a Trustee shall not be eligible to be a member of the Board.

7. The term of office of a member of the Board shall be five years unless he sooner dies, resigns or ceases to be a member under article 9 of this Order.

8. In the event of a casual vacancy arising from the death, resignation or cessation of membership under article 9 of this Order of a member of the Board, the vacancy shall be filled by appointment by the Minister and the person appointed to fill such vacancy shall hold office as a member of the Board for the unexpired period of the term of office of the said member. Where such member was appointed on the nomination of the Secretary of State the appointment shall be made on the nomination of the Secretary of State.

9. (1) A member, other than a member who was appointed on the nomination of the Secretary of State, shall cease to be a member of the Board on his being requested by the Minister to resign.

(2) The Minister shall, on request by the Secretary of State so to do, require the resignation of a member appointed on the nomination of such Secretary of State and upon such request such member shall cease to be a member of the Board.

10. The Chairman of the Board shall be a member of the Board appointed by the Minister to be Chairman.

11. The quorum of the Board shall be four.

12. (1) The Board shall hold such and so many meetings as may be necessary for the performance of its functions.

(2) The Board shall have power to adopt standing orders governing the procedures to be followed at its meetings and the performance of its functions generally.

13. The proceedings of the Board shall not be invalidated by any vacancy or vacancies among its members or by any defect in the appointment of the Board or any member thereof.

14. (1) The Chairman may, at any time, call a meeting of the Board.

(2) If the Chairman refuses or fails to call a meeting of the Board after a requisition for that purpose, signed by four members of the Board, has been presented to him, any four members of the Board may forthwith, on that refusal, call a meeting of the Board, and, if the Chairman (without so refusing) does not, within seven days after the presentation of the requisition, call a meeting of the Board, any four members of the Board may, on the expiration of these seven days, call a meeting of the Board.

15. At a meeting of the Board—

(a) the Chairman shall, if he is present, be chairman of the meeting;

(b) if and so long as the Chairman is not present, the members of the Board who are present shall choose one of their number to be Chairman of the meeting.

16. Minutes of the proceedings of each meeting of the Board shall be entered in a book kept for that purpose and shall be signed by the Chairman of the meeting or of the next ensuing meeting.

17. (1) The names of the members present at a meeting of the Board shall be recorded in the minutes of the proceedings of the Board.

(2) Where a vote is taken on any question arising at a meeting of the Board, the minutes shall show which members voted for and which against the question.

18. (1) A person shall not receive any remuneration for acting as a member of the Board.

(2) Members of the Board may be paid travelling and subsistence allowances in accordance with such scale as may from time to time be approved by the Minister.

19. (1) Save as is otherwise provided in this Order all acts of the Board and all questions coming or arising before the Board may be done and decided by the majority of such members of the Board as are present and, where a vote is considered necessary, by vote at a meeting of the Board.

(2) In the case of equality of votes on any question arising at a meeting of the Board, the Chairman of the meeting shall have a second or casting vote.

20. (1) The Board may appoint committees, which may include persons who are not members of the Board, to assist the Board in relation to aspects of its day-to-day hospital and to furnish advice on particular aspects of its functions.

(2) Any committee so appointed shall act subject to such directives as may be given by the Board, and any expenditure of money by such committee shall be subject to the approval of the Board.

21. The seal of the Board shall be authenticated by the signature of the Chairman or some other member of the Board duly authorised by the Board to act in that behalf and by the signature of an officer of the Board duly authorised by the Board to act in that behalf.

22. (1) The Board shall cause to be kept proper accounts of all income and expenditure of the Board, and of the sources of such income and the subject matter of such expenditure, and of the property, assets and liabilities of the Board.

(2) The Financial year of the Board shall be the period of twelve months ending on the 31st day of December in any year, and for the purposes of this provision the period commencing on the date of this Order and ending on the 31st December 1979 shall be deemed to be a financial year.

(3) The Board shall prepare each year an estimate of income and expenditure of the Board in respect of the following financial year, which shall be approved at a meeting of the Board at which at least one member of the Board who has been appointed as such member on the nomination of the Secretary of State shall be present.

(4) The estimate of income and expenditure prepared and approved in accordance with sub-article (3) of this Article shall be submitted to the Minister for consideration.

(5) A statement of accounts of the Board for each financial year shall, as soon as may be after the end of each financial year, be prepared and after such preparation be audited by and be subject to a report by an auditor appointed for the purpose by the Minister after consultation with the Board.

(6) The expenses of such audit shall be paid by the Board as soon as may be after each audit.

(7) A copy of the accounts and the auditor's certificate and the report thereon shall be presented to the members of the Board and to the Minister.

(8) The Board and the officers thereof shall, whenever so requested by the Minister, permit any person appointed by him to examine the books and accounts of the Board in respect of any financial year or other period and shall facilitate any such examination, and the Board shall pay such fee for such examination as may be determined by the Minister.

23. (1) The Board shall, in each year, not later than such date as the Minister shall direct, make a report to the Minister on its activities during the preceding year.

(2) A copy of the said report shall be furnished by the Board to the Trustees and to the Secretary of State.

(3) The Board shall submit to the Minister such information regarding the performance of its functions as the Minister may from time to time require.

24. (1) The Board may with the consent of the Minister appoint such and so many officers and employ such and so many servants as the Board may, from time to time, think proper and in appointing any officer or employing any servant the Board shall comply with any directions given by the Minister relating to the procedure to be followed.

(2) Every officer of the Board holding office in a permanent capacity shall cease to hold office on attaining the age of sixty-five years.

(3) The Board shall with the consent of the Minister determine the remuneration and conditions of service of the officers and servants of the Board.

25. The Local Government (Superannuation) Act, 1956 (No. 10 of 1956) shall apply to the Board as if it were a local authority subject to the following modifications:—

(1) A "registrable officer" shall include:—

(a) an officer of the Board who, immediately before the establishment of the Board, was employed in the hospital in a permanent pensionable capacity, and who elects in writing to the Board within five years of the establishment of the Board to become a registrable officer and agrees in writing to the transfer to the Board of all his accrued service for all superannuation purposes arising under or by virtue of his previous employment at the hospital with the consequences set out in article 25 (4) (a), and

(b) any other officer of the Board who, immediately before the establishment of the Board, was employed in a whole- time capacity in the hospital.

(2) Part III of the Act shall be deemed to have been adopted by the Board as and from the establishment of the Board.

(3) A pensionable servant shall include—

(a) a servant of the Board who, immediately before the establishment of the Board, was employed in the hospital in a permanent pensionable capacity, and who elects in writing to the Board within five years of the establishment of the Board to become a pensionable servant and agrees in writing to the transfer to the Board of all his accrued service for all superannuation purposes arising under or by virtue of his previous employment at the hospital with the consequences set out in article 25 (4) (a), and

(b) any other servant of the Board who immediately before the establishment of the Board was employed in a whole-time capacity in the hospital.

(4) (a) a person who makes an election pursuant to sub-articles (1) (a) or (3) (a) shall be entitled to reckon as pensionable service with the Board service in the hospital prior to such election and service that he would have been entitled to reckon under the provisions of any former Scheme which applied to him had he remained in employment under his former employer.

(b) A person whose name is entered in the register of pensionable officers or in the register of pensionable servants pursuant to sub-articles (1) (b) and (3) (b) shall be entitled to reckon as pensionable service, service in the hospital prior to the establishment of the Board.

(5) A person who makes an election pursuant to sub-articles (1) (a) and (3) (a) shall have his name entered in the register of pensionable officers or in the register of pensionable servants, as the case may be, with effect from the date of such election.

(6) No contributions under section 23 or section 43 of the said Act shall be required from a person who had pension rights in respect of his employment in the hospital prior to the establishment of the Board and who was not liable to pay contributions in respect of such pension rights.

26. (1) For the purpose of the performance of its functions, the Board may, with the consent of the Minister, borrow money and purchase or take on lease any land.

(2) The Board may, with the consent of the Minister, sell, exchange, let or otherwise dispose of any land vested in it.

27. (1) The Board may accept gifts of money, land and other property upon such trusts and conditions, if any, as may be specified by the donor.

(2) The Board may not accept a gift if the conditions attached by the donor to its acceptance are not consistent with the functions of the Board.

GIVEN under the Official Seal of the Minister for Health this 31st day of March, 1979.

CHARLES J. HAUGHEY,

Minister for Health.

The Minister for the Environment hereby consents to the modifications contained in Article 25 of the above Order of the Local Government (Superannuation) Act, 1956 as applied to the Leopardstown Park Hospital Board.

Dated this 31st day of March, 1979.

SYLVESTER BARRETT,

Minister for the Environment.

EXPLANATORY NOTE.

The effect of this Order is to establish under the Health (Corporate Bodies) Act, 1961, a body to be known as the Leopardstown Park Hospital Board to manage and maintain Leopardstown Park Hospital, by arrangement with the Trustees of the hospital.

Appendix 2: Schedule of Matters Reserved for the Board

The Board has a formal schedule of matters specifically reserved to it for decision to ensure that the direction and control of the body is firmly in its hands. These are as follows:

- significant acquisitions, disposals and retirement of assets of the Hospital;
- Board approval is required for all contracts greater than the value of €25,000 that are not part of HSE, OGP or other national frameworks, or represent a capital or related spend;
- major investments and capital projects;
- delegated authority levels, treasury policy and risk management policies;
- approval of terms of major contracts;
- assurances of compliance with statutory and administrative requirements in relation to the approval of the number, grading, and conditions of all staff, including remuneration and superannuation;
- approval of annual budgets and corporate plans (including Section 38 Service Arrangement);
- approval of annual reports and financial statements;
- appointment, remuneration, and assessment of the performance of, and succession planning for, the CEO;
- significant amendments to the pension benefits of the CEO and staff;
- approval of the Annual Compliance Statement prior to submission to the Health Service Executive;
- approval in respect of all changes to the Corporate Governance Manual, and;
- appointments to Board Subcommittees and receiving and considering reports from such Subcommittees
- to lead the strategic direction of the Hospital, involving the Chief Executive and senior management in the process
- reviewing and approving the Hospital's mission and vision
- approval of bank overdrafts and borrowings
- oversight of major capital projects

Appendix 3 Hospital and Financial Reporting Principles

Principles: Taking account of public accountability and the special considerations which attach to State bodies in relation to their management and operation, the annual report and financial statements, taken as a whole, should be fair, balanced and understandable and provide the information necessary for an assessment of the Hospital's financial performance, financial position, hospital model and strategy.

A fundamental duty of the Board is to ensure that a balanced, true and fair view of the Hospital's financial performance and financial position is made when preparing the annual report and financial statements of the Hospital and when submitting these to the relevant Minister.

The Board should ensure that timely and accurate disclosure is made to the relevant Minister on all material matters regarding the Hospital, including the hospital context, financial performance and position, and governance of the Hospital.

Code Provisions

The publication of an annual report and audited financial statements is a primary expression of public accountability for State bodies. The objective of financial statements is to provide information about the financial performance, position and cash flows of the Hospital that is useful for economic decision-making for a broad range of stakeholders.

The Board of a Hospital is required to arrange for the preparation of the financial statements in respect of each financial year. The annual financial statements are prepared from the information contained in the State bodies accounting records and other relevant information and in accordance with the accounting standards applicable to the Hospital.

The Board must present financial statements of a Hospital that give a true and fair view of the income, expenditure (financial performance), assets, liabilities and capital (financial position) of the Hospital as at the financial year end. Reference to financial statements giving a "*true and fair view*" means in the case of an entity and group financial statements, that the financial statements present fairly the income and expenses (financial performance), assets, liabilities and capital (financial position), and cash flows of the Hospital or group concerned.

In order for a set of financial statements to give a true and fair view they should:

- Comply with the accounting standards applicable to the Hospital;
- Incorporate judgment as to valuation, disclosure, and materiality that aim to give a true and fair view;
- Be prudent in the consideration of matters of judgment in the financial statements, especially where there is uncertainty; and

- Ensure that the financial statements reflect the commercial substance of transactions, and not just their legal form.

The Board is required to arrange for the financial statements to be audited by an independent auditor. The external audit of the Hospital is carried out by the Comptroller and Auditor General.

An audit is an independent examination of the financial statements. The purpose of an audit is to enhance the degree of confidence of intended users in the financial statements. Having conducted an examination of the financial statements, the auditor is required to report to the Board of the Hospital. In that report, the auditor is required to form an opinion on a number of matters including, for example whether the financial statements give a true and fair view and whether the financial statements are in agreement with the underlying accounting records.

The annual report, comprising the financial statements and commentary thereon, is a comprehensive report of the Hospital's activities throughout the preceding year. Annual reports are intended to give stakeholders information regarding the Hospital's activities and financial performance.

The annual report and the financial statement shall be submitted to the Minister and Department of Health. The Department of Health must lay the financial statements before the Houses of the Oireachtas

The Chairperson is required to submit a comprehensive report to the relevant Minister in accordance with the specific reporting requirements set out in paragraph 1.9 of *Code of Practice for the Governance of State Bodies – Hospital and Financial Reporting Requirements*. The Chairperson's comprehensive report to the Minister is a confidential letter from the Chairperson of the Board to the Minister of the parent Department. It includes items such as affirmation that Government policy is being complied with, significant post balance sheet events, a statement on the system of internal control and an outline of all commercially significant developments affecting the Hospital in the preceding year.

Appendix 4: Procedure for recording the concerns of Board members that cannot be resolved

As part of our Board member responsibilities and duties there may be an occasion where the concerns of an individual or individuals cannot be resolved. Every effort should be made to find a satisfactory resolution. In the event that this does not appear possible, it should be discussed directly with the Chairman of the Board. If it is still felt that resolution is not possible, the concerns should be documented and tabled by the individual(s) for the record at the next Board meeting.

Appendix 5: Policy for Non Executives Requiring Independent Professional Advice in Furtherance of their Non-Executive Duties

Non-Executives Requiring Independent Professional Advice in Furtherance of their Non-Executive Duties Policy

		Document Drafted by:	Ann Marie O'Grady, CEO/Board Secretary
Approval Date:	January 2020	**Document Approved by:**	**Signature:** _____ **Eugen F. Magee** **Board Chairman** **Date:** **Signature** _____ Ann Marie O Grady Chief Executive Officer

			Date:
Revision Date:	January 2022	**Responsibility for Implementation**	Board Chairman
Revision No:	002	**Responsibility for Evaluation and audit**	
Number of Pages	5		
Amendments	See Review History		

Table of Contents

Purpose

To provide a policy for Non-Executive Board Members and Board Subcommittee Members should there be a requirement to take independent professional advice in furtherance of their duties.

1.0 Review History

Date	Review No.	Ref. Section	Changed By
August 2015	N/A	New	
January 2020	1	Changed Subcommittees to Committees throughout Typographical errors amended	Ann Marie O'Grady, CEO/Board Secretary

2.0 Persons Affected

Non-Executive Board Members and Non-Executive Members of the Committees of the Board.

3.0 Policy

It is a core tenet of corporate governance and an essential component of a Code of Practice for Directors that formal procedures are laid down whereby Non-Executive Members, in the furtherance of their duties, may take independent professional advice. Subject to the following procedures and limitations, Board Members both individually and collectively have the right to consult Leopardstown Park Hospital's professional advisors and, if considered appropriate or desirable, seek independent professional advice at the Hospital's expense in the furtherance of their duties as Non-Executives.

4.0 Definitions

1.1 Independent Professional Advice: Advice independent of the Hospital's senior management team which may be the Hospital's independent

professional advisors or professional advisors independent of the Hospital's professional advisors.

1.2 Non-Executives: Members of the Board of Directors and Committees of the Board who are formally appointed in a voluntary capacity to either the Board or Board Committees.

5.0 Responsibilities

Non-Executives, if they believe independent professional advice is required, should bring the request to the attention of the Chairperson of the Board of Directors.

6.0 Procedures/Protocol

6.1 Non-Executive(s) shall request in writing the consent of the Chairperson to seek independent professional advice under this procedure and shall provide the name of any professional advisors being proposed, together with a brief summary of the subject matter and the reasons necessitating such consultation.

6.1.1 Note that the Audit Committee have explicit authority to investigate any matters within its terms of reference and are required to have access to resources, including outside professional advice and full access to information in order to carry out that role.

6.1.2 In the first instance, consideration should be given to utilising the Hospital's professional advisors. Should this not be considered appropriate or desirable, independent professional advisors may be utilised.

6.2 The Chairperson shall:

6.2.1 Provide a written acknowledgement of receipt of the consent request which shall state whether the Chairperson approves the request and, if this is the case, the extent to which the fees for the professional advice sought are payable by the Hospital under this procedure.

6.2.2 Advise the other members of the Board of the request.

6.3 Independent professional advice for the purposes of this procedure shall include legal, financial, human resources, clinical, engineering and regulatory (note this is not an exhaustive list but is provided for illustrative purposes). However this shall exclude advice concerning the personal
interest of the Non-Executive(s) concerned.

6.4 Any advice obtained under this procedure shall be made available to the other Members of the Board.

7.0 References

Code of Practice for the Governance of State Bodies (2016)

Appendix 6: Induction of New Board and Board Committee Members

New Board members should receive the following:

- formal schedule of matters reserved to the Board for decision;
- procedures for obtaining information on relevant new laws and regulations;
- procedures to be followed when, exceptionally, decisions are required between Board meetings;
- a schedule detailing the composition of all Board committees and their terms of reference;
- a statement explaining the Board members' responsibilities in relation to the preparation of the financial statements, the Hospital's system of internal control and audit;
- a copy of the code of conduct for Board members, including requirements for disclosure of Board members' interests and procedures for dealing with conflict of interest situations;
- specific information on the role and responsibilities of the Hospital;
- a copy of relevant legislation (or excerpts thereof) together with the most up to date version of the Code of Practice for State Bodies and any relevant circulars and/or guidance notes;
- a listing of the statutory requirements relating to the Hospital;
- Each new Board or independent committee member should be given a tour of the facilities;
- Each new Board Member or new independent Committee should be provided with a New Member Board pack. This pack should contain the following:
    - Document containing the vision and mission
    - Strategic Plan and associated work plans
    - Latest Annual Audited Accounts
    - Names of the Senior Managers and their respective roles
    - Annual Budget broken down under expense headings
    - Corporate Governance Manual
    - Names of Board Directors and their occupation, if knows
    - Any other information deemed appropriate by the Board Chairperson or the Chief Executive

Appendix 7: Code of Conduct

HR CODE OF CONDUCT POLICY

Document Reference No:		**Document Drafted by:**	Human Resources Manager
Approval Date:	01.04.2019	**Document Approved by:**	**Signature:** _____ Jason Denman HR Manager **Signature:** _____ Ann Marie O Grady Chief Executive Officer Date:
Revision Date:	01.04.2021 Policy will be kept under review and amended in light of experience and developments in best practice locally, nationally and internationally.	**Responsibility for Implementation**	Human Resources Department CEO/BOARD All Managers/Supervisors All Staff

Revision No:	010	**Responsibility for Evaluation and audit**	HR Manager
Number of Pages	8		
Amendments	See Review History		

Contents

1.0 Purpose

The purpose of this code of conduct is to set out the general principles which should govern the conduct of those employed by, or working on behalf of (paid or on a voluntary basis), the Hospital in order to maintain the highest possible standards in all Hospital activities.

It is not possible for a Code of Conduct to provide for all situations that may arise. All those encompassed in this policy should bear in mind, therefore, that it is primarily their responsibility to ensure that all their activities, whether covered specifically or otherwise in this document are governed by the ethical considerations implicit in this code.

2.0 Definitions

Non-Executive: Members of the Board and Board Subcommittees who are not employed by the Hospital.

3.0 Review History

Date	Review No	Change/Ref. Section	Changed by
01.08.1993	1.00	Policy Created	HRM
01.08.2005	2.00	Additions to policy	MB/HRM
01.12.2007	3.00	Further additions	MB/HRM
01.03.2008	4.00	Further additions	MB/HRM
01.03.2009	5.00	New Template	HRM
August 2014	6.00	New Template	HR
October 2015	7.00	Approved and Authorised name change	Mary Fitzgerald
May 2016	8.00	Amalgamation of policies (corporate and staff) /Full rewrite of policy	Jason Denman, HR Manager
April 2017	9.00	7.2.1.3 Board procedures for managing conflict of interest referenced 7.13.3/4 insertion of detail on confidentiality and non-disclosure	CEO
April 2019	10	Policy review & format change	J Denman

4.0 Persons Affected

All employees, contractors, students, volunteers, Non-Executive Board members and Non-Executive members of Board subcommittees of Leopardstown Park Hospital.

5.0 Policy

The Code of Conduct policy is to clearly define what is expected from each individual employed by, or working on behalf of, Leopardstown Park Hospital.
The Leopardstown Park Hospital Board and Senior Management are committed to the concept of integrity in all of its dealings. Therefore it is essential that staff employed or working on behalf of the Hospital conduct themselves, and are seen to conduct all activities, to the highest possible standards. Such standards demand personal integrity, loyalty to the Hospital and its Board and conduct at work beyond reproach.

It is the policy of the Hospital to promote a positive and productive work environment which respects all employees. Any breaches in the Code of Conduct may be considered to be a disciplinary offence and maybe subject to normal disciplinary sanctions.

Staff charged with the provision of services to the Board's residents, clients and patients must show that they respect the individual with whom they are dealing and that they are prepared to ensure that needs are met, insofar as it is legally and economically possible.

All individuals encompassed by this policy are expected to conform to high standards of behaviour and conduct while carrying out their duties/role. They must respect the equal rights of others and are expected to:

- Use their time positively and constructively
- Be approachable and pleasant
- Make others welcome and valued
- Show respect to people from different ethnic, religious, cultural and social backgrounds

6.0 Responsibilities

Chief Executive:
To ensure code of conduct policy is in place and updated as appropriate.

Board:
To approve any changes to the code of conduct policy.

To keep a register of interests in place in relation to individuals with potential and/or actual conflicts of interest, in accordance with the requirements of the Ethics in Public Office Acts.

Managers:
To ensure implementation of this policy

Individuals encompassed under this policy:
To comply with this policy

7.0 Procedures/Protocols

In performance of their duties, all those encompassed by this policy must comply with the following:

7.1 Maintain high standards of service delivery by:

7.1.1 Discharging responsibilities conscientiously, honestly and impartially.
7.1.2 Always acting within the law.
7.1.3 Performing duties with efficiency, diligence and courtesy.
7.2 Maintain the highest standards of probity by:
7.2.1 Conducting themselves with honesty, impartiality and integrity.
7.2.2 Never seeking to use improper influence, in particular, never seeking to use political influence to affect decisions.
7.2.3 Implementing and abiding by guidelines in respect of offers of gifts or hospitality:
7.2.4 Must not accept or solicit gifts or benefits from any third party that might reasonably be seen to compromise personal judgement or integrity.
7.2.5 Without prejudice to the above, unsolicited gifts of a low or nominal intrinsic value not exceeding €50 may be offered and accepted on an occasional basis.
7.2.6 Must not accept hospitality of any kind from a third party which might reasonably be seen to compromise personal judgement or integrity. Every care must be taken to ensure that any acceptance of hospitality does not influence, or be seen to influence, the making of decisions.
7.2.7 Avoiding conflicts of interest:
7.2.7.1 Individuals should, at all times be conscious of the need to avoid a conflict between their outside interest and the interests of the Board and Hospital. Any individual covered by this policy, on becoming aware of such conflict of interest, should communicate it to the Board or a member of the Hospital's Senior Management immediately. Specific procedures for management of conflict of interest for Board members is encompassed within the corporate governance manual and reference should be made to same in the event of a conflict or potential conflict arising
7.2.7.2 Must not engage in outside business or activities which would in any way conflict with the interests of their function.

7.2.7.3	Must not use their position to benefit themselves or others with whom they have personal or business ties.
7.2.7.4	Disclose outside interests in conflict or in potential conflict with the Hospital.
7.2.7.5	If defined as a Designated Officer under the Ethics in Public Office Acts, comply with requirements as laid down.
7.2.8	Act in good faith toward and in the best interests of the Hospital by:
7.2.8.1	Supporting the Hospital and its personnel in the performance of its functions.
7.2.8.2	Promoting the goals and objectives of the Hospital and not undermining any of them through action or omission.
7.2.8.3	Ensuring any actions taken maintain public confidence in the Hospital.
7.2.9	Have due regard for State resources to ensure proper, effective and efficient use of public money.
7.2.10	Respect the constraints of the law.
7.2.11	Must not use Hospital resources for personal gain or for the benefit of persons/organisations unconnected with the Hospital.
7.2.12	Acknowledge their responsibility to be loyal to the Hospital and fully committed to its objectives and mission.
7.2.13	Act impartially in the performance of their duties.
7.2.14	Maintain the highest standards of service in all dealings with the public.
7.2.15	Observe appropriate behaviour at work by:
7.2.15.1	Dealing with the residents, patients, clients and public with courtesy at all times.
7.2.15.2	In effectively performing their duties, staff should unfailingly observe the requirements of courtesy, impartiality, consideration and promptness and should at all times give their name.
7.2.15.3	Show respect for, residents, patients, clients, families and colleagues including their beliefs and values.
7.2.15.4	Apply the principles of Equality and Dignity to all persons with whom they come into contact in the course of their work.
7.2.16	Carry out duties in a party political neutral manner. Public political activities should not, under any circumstances, be undertaken while undertaking services for the Hospital.
7.2.17	Ensure that views or actions taken related to public political activities are not presented or interpreted as official comment on behalf of the Hospital.
7.2.18	Confidentiality:
7.2.18.1	Must not acquire information by improper means and undertake to treat all information as confidential.
7.2.18.2	Must not improperly disclose information gained in the course of their work.
7.2.18.3	In the course of working on behalf of the Hospital the person may have access to, or hear information concerning the medical or personal affairs

of residents, patients, clients and/or staff, or other health service business. Such records and information are strictly confidential and, unless acting on the instructions of an authorised officer, on no account must information concerning residents, patients, clients, staff or other health service business be divulged or discussed except in the performance of normal duty.

7.2.18.4 Non-disclosure of Information: The obligations of those where this policy applies regarding the non-disclosure of privileged or confidential information does not cease when employment, volunteering or board and Board subcommittee membership has ended.

7.2.18.5 Records must never be left in such a manner that unauthorised persons can obtain access to them and must be kept in safe custody/destroyed in accordance with policy when no longer required.

7.2.18.6 Respect the privacy of medical or personal information of residents, patients, clients, staff or other health service business.

7.2.19 Best Practice to be followed:

7.2.19.1 When dealing with matters over the telephone take special care. Personal and sensitive information should not be divulged over the telephone except in exceptional and urgent situations. In these very rare situations a positive identification of person on the telephone must be made.

7.2.19.2 Ensure that computers and confidential documents are not in a position to be viewed by individuals who are not entitled to the information displayed

7.2.19.3 When you leave your desk ensure that all documentation is filed away safely.

7.2.19.4 Put in place arrangements to protect confidentiality e.g. restrict access to files to authorised persons and control access

7.2.19.5 Care should be taken with email communication. Encryption of emails should take place if sending of sensitive information externally is essential.

7.2.20 **Dress code**:

7.2.20.1 All employees and contractors are expected to wear the uniform that is applicable to their post. Those who are not required to wear a hospital uniform will be expected to dress smart casual. All clothes and shoes must be spotlessly clean at all times.

7.2.21 **Social Media**:

7.2.21.1 Leopardstown Park Hospital recognises that emerging technological interactive communication tools provides unique opportunities for staff to participate in interactive discussions. However, the use of social media groups can pose risks to our confidential and proprietary information and reputation and can jeopardize our compliance with legal obligations. It is important that staff are aware that, if they have identified themselves as an employee of the Hospital, such conversations or comments may

breach data protection, defamation, and duty of care and Hospital policy. Hospital policies in relation to social media are to be adhered to by all those encompassed by the policy.

7.2.22 **Publications**:

7.2.22.1 The publication of any matter relating to the affairs of the Board or the use of information drawn from official sources in publications by staff members should have the prior approval of the Chief Executive.

7.2.23 **Media**:

7.2.23.1 The giving of interviews, statements or any other information connected with the activities of the Hospital and Board to the media should not be undertaken without the prior express approval of the Chief Executive. The Chief Executive or other designated officer in the absence of the CEO, or nominated person will act as Press Officer for the Hospital.

7.2.24 **Conduct Outside Work**:

7.2.24.1 Misconduct outside work, including conviction for criminal offences, may in some circumstances be considered to affect the ability of the employee to carry out his or her duties.

7.2.24.2 Consideration of matters relating to misconduct outside of work will be dealt with under the Disciplinary Procedures.

7.2.24.3 Staff will be expected to avoid becoming involved in situations that could bring Leopardstown Park Hospital into disrepute.

7.2.24.4 Employees who are convicted of criminal offences, or given the benefit of the Probation Act when tried for a criminal offence, must report that fact to their employer. The employee must make such a report formally in writing directly to the Human Resources Manager.

8.0 References

- Ethics in Public Office Acts 1995 and 2001

Appendix 8: Terms of Reference of the Audit Committee

Terms of Reference of Audit Committee

Committee of Leopardstown Park Hospital Board

Purpose

To assist the Board in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, and the Hospital process for monitoring compliance with laws and regulations, the code of practice for the Governance of State Bodies and Risk Management.

Authority

The audit committee has authority to conduct or authorise investigations into any matters within its scope of responsibility. It is empowered to:

- Oversee, but not influence, the work of the Comptroller and Auditor General.
- Resolve any disagreements between management and the C & A G regarding financial reporting.
- Pre-approve all audit and non-audit services that are within the remit of the Audit Committee (such as accounting services, and other advice sought in connection with the activities of the Audit Committee). This does not include consultancy advice sought by the Board itself.
- Retain independent internal auditors, independent solicitors, accountants, or others to advise the committee or assist in the conduct of an investigation.
- Seek any information it requires from employees-all of whom are directed to cooperate with the committee's requests-or external parties.
- Meet with Hospital Management, external and internal auditors, or outside legal advisor, as necessary.

- In an oversight capacity review reports and activity of the Integrated Quality & Safety Committee.
- Ensure that the Hospital is operating as a going concern (e.g. it is taking all steps to operate within its authorised Budget).
- Through internal audit reviews gain assurance that the Hospital seeks to achieve value for money.
- Ensure that the Chair of the Audit Committee (if independent of the Board) has the authority to attend the Board meeting at which the annual financial statements are approved.

Composition

The audit committee will consist of at least four persons, two of which will be members of the Board. The Board will appoint committee members and the Committee Chair who can be either independent of the Board or a member of the Board.

Each committee member should act independently and be either financially literate or have expertise in some other management discipline. At least one member being designated as having current financial expertise.

Meetings

The committee will meet at least four times a year, with authority to convene additional meetings, as circumstances require. All committee members are expected to attend each meeting, in person or via tele or video conference.

The committee will invite members of management, auditors or others to attend meetings and provide pertinent information, as necessary. It will hold private meetings with auditors (see below) and executive sessions. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared by the secretary to the committee.

Responsibilities

The committee will carry out the following responsibilities:

Financial Statements

- Review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- Review with management and the external auditors (the Comptroller and Auditor General) the results of the audit, including any difficulties encountered.
- Review the annual financial statements, and consider whether they are complete, consistent with information known to committee members, and reflect appropriate accounting principles.
- Review other sections of the annual report and related regulatory reports before release and consider the accuracy and completeness of the information.
- Review with management and the external auditors all matters required to be communicated to the committee under generally accepted auditing Standards.
- Understand how management develops interim financial information, and the nature and extent of internal auditor involvement.

Internal Control

- Consider the effectiveness of the company's internal control system, including information technology security and control, the detection of fraud, whistle blowing, and Risk Management.
- Understand the scope of the internal and external auditors' review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses.

Internal Audit Charter

- Review with management and the internal auditor (whether outsourced or internally staffed) the charter, activities, staffing, and organisational structure of the internal audit function.
- Have authority to review and approve the annual audit plan and all major changes to the plan, before submission to the Board. The Audit Plan includes (but is not restricted to),

  Finance, Human Resource Management, Procurement, Corporate Governance and Risk Management.
- Ensure there are no unjustified restrictions or limitations in the internal audit charter, and review and concur in the appointment, replacement, or dismissal of the internal auditor (whether outsourced or internally staffed).
- At least once per year, review the performance of the internal auditor and concur with the annual compensation (professional fees or salary scale as appropriate).
- Review the effectiveness of the internal audit function, including compliance with best practice
- On a regular basis, meet separately with the internal auditor to discuss any matters that the committee or internal audit believes should be discussed privately.

External Audit

- On a regular basis, meet separately with the C & A G to discuss any matters that the committee or internal auditors believe should be discussed privately.

Compliance

Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.

- Review the findings of any examinations by regulatory agencies (whether relating to financial issues or risk management), the Comptroller and Auditor General or any other authorised agency (e.g. HSE, HIQA)
- Review the process for communicating the code of practice for governance of state bodies to Hospital personnel, and for monitoring compliance therewith.
- Obtain updates from Management and where appropriate legal advice regarding compliance matters.

Reporting Responsibilities

- Regularly report to the Board about committee activities, issues, and related recommendations.
- Provide an open avenue of communication between the Board, the Internal Auditor, the Comptroller and Auditor General and Senior Management.
- Report annually to the Hospital Board, describing the committee's composition, responsibilities and how they were discharged, and any other information required by any outside regulatory authority or in accordance with the Hospital's Establishment Order or by order of the Board itself.
- Review any other reports that the Hospital issues relating to the committee's responsibilities.

Other Responsibilities

- Perform other activities related to this charter as requested by the Board
- Institute and oversee special investigations as requested
- Review and assess the adequacy of the committee charter as appropriate, requesting Board approval for proposed changes, and ensure appropriate disclosure as may be required by law or regulation
- Evaluate the committee's and individual members' performance

Eugene F. Magee **Date: 17 May 2018**
Board Member

Martin Cowley **Date: 17 May 2018**
Chairperson of the Committee

Appendix 9: Terms of Reference - Integrated Quality and Safety Committee

TERMS OF REFERENCE

1.0 Title

The name of the Committee shall be the Integrated Quality, Safety & Risk Committee (IQS). This will be a Committee of the Hospital Board.

2.0 Aim:

To drive quality improvement and provide a level of assurance to the Board that there are appropriate and effective systems in place that cover all aspects of quality and safety and relevant areas of risk.

3.0 Definitions:

3.1 In this Terms of Reference the "Committee" means the Integrated Quality and Safety Committee (IQS)

3.2 "the Hospital" means Leopardstown Park Hospital

3.3 The "Board" means the Leopardstown Park Hospital Board as appointed by the Minister for Health.

4.0 Membership

4.1 Membership of the group shall comprise the following:

- Independent Chairperson (Board nominated)
- Board nominee(s)
- External Risk Advisor
- Chief Executive
- Medical Officer
- Director of Nursing
- Health and Social Care Professional nominee
- Quality and Safety Manager
- Risk Management Support

The Committee can co-opt members internally or externally as required, when specific expertise/advice is deemed necessary by the Committee. Other individuals may be invited to attend all or part of a meeting, e.g. chairs or representatives of all committees reporting to IQS.

4.2 Committee members will cease to be a member if they:

- Resign from the Committee.
- Resign from their employment or position on Board as applicable.

- If fail to attend 3 consecutive meetings, consideration as to ongoing role will be made by the Chief Executive and Chairperson of Hospital Board.

4.3 The term of office of members who are nominees shall be for a period of three years and may be renewed at the discretion of the Chief Executive/Chairperson.

5.0 Quorum

5.1 The necessary quorum for meeting to occur is 5 members. If the quorum of **five** is not met, the meeting will be cancelled and all agenda items deferred;

5.2 Decisions will be made by consensus, having considered input from the Committee. In the event that agreement is not possible, referral to the Hospital Board for consideration of the matter will take place.

6.0 Chairperson

6.1 There shall be an independent Chairperson of the Integrated Quality & Safety Committee

6.2 The Responsibilities of the Chairperson shall be:

6.2.1 To develop the agenda in conjunction with the Chief Executive and Director of Nursing

6.2.2 To guide the meeting according to the agenda and time available.

6.2.3 To ensure appropriate input into discussions takes place.

6.2.4 To ensure that action items are clearly identified.

6.2.5 To review and approve the draft minutes before distribution.

6.2.6 Once minutes approved by the Committee, signing these minutes.

7.0 Secretary

7.1 Risk Management Support shall act as Secretary and minute taker to the Committee.

7.2 The Responsibilities of the Secretary shall be:

7.2.1 To coordinate all documentation for IQS meetings

7.2.2 To schedule IQS and related meetings

7.2.3 To ensure agenda and all necessary documents requiring discussion or comment are circulated one week in advance of meeting for consideration.

7.2.4 To take notes of the proceedings and prepare minutes of the meeting.

7.2.5 To invite specialists to attend meetings when advised by the Committee.

8.0 Frequency & Duration of Meetings

8.1 Meetings shall be held at least quarterly or more frequently if required.

8.2 A schedule of meetings shall be prepared at the end of each year for the following year.

8.3 Meeting duration is expected to be approximately 2 hours, subject to agenda.

8.4 A special or extraordinary meeting may be called by:

8.4.1 The Chairperson

8.4.2 Hospital Board

8.4.3 Half the Committee members

9.0 Objectives

9.1 Provide a level of assurance to the Board on the appropriate governance structures, processes, standards and oversight and controls relating to quality and safety

9.2 To ensure best practice to meet relevant standards and legislation, e.g. HIQA National Standards for Residential Care Settings for Older People in Ireland (2016), Health & Safety, Environmental Health and Infection Prevention and Control.

9.3 Encouraging and fostering a greater awareness of quality, risk and safety at all levels in the hospital

9.4 Implementation and ongoing monitoring of an integrated quality, safety and risk management framework in accordance with the HSE Quality, Safety & Risk Framework and international best practice. Quality and risk management are complementary and, together, are key components of healthcare governance.

9.5 Ensure that a Risk Management Policy is prepared and approved by the Board.

10.0 Roles and Responsibilities

10.1 Recommend to the Board a quality and safety programme and policies and processes that clearly articulate responsibility, authority and accountability for safety, risk management and improving quality across the services.

10.2 Oversee development by the Senior Management Team of quality improvement plans.

10.3 Secure assurance from the Senior Management Team on the implementation of the quality and safety programme and the application of appropriate governance structure and processes (e.g. risk escalation) including monitored outcomes through quality indicators and outcome measures

10.4 Secure assurance from the Senior Management Team that the service is conforming with all regulatory and legal requirements to assure quality, safety and risk management

10.5 Act as advocates for quality and safety issues which cannot be resolved by the Senior Management Team and escalate to the Board or relevant external fora, as applicable

10.6 To consider in greater depth matters referred to the Committee by the Board and referral of issues to the Board for consideration when necessary.

10.7 To oversee the implementation and monitoring of the quality, safety and risk management programme in the hospital.

10.8 Coordinate, oversee, prioritise and integrate risk management and continuous quality improvement initiatives across the hospital.

10.9 Review processes related to the identification, measurement, assessment and management of risk in the hospital.

10.10 Promote a risk management culture that is fair and just throughout hospital.

10.11 To define and review on a regular basis, the hospital's quality, safety and risk policies, methodologies and standards.

10.12 To provide assurance to the Board that adverse events and patient safety incident reporting procedures are in place and actively managed throughout the hospital.

10.13 Ensuring organisational learning is achieved following an adverse event or patient safety incident following review process, debriefing or after action review

10.14 To provide assurance to the Board that up to date local departmental and corporate risk registers are in place and that there is an effective process to update such registers.

10.15 To monitor the management of risks throughout the hospital and report on a regular basis to the Hospital Board;

10.16 Monitoring themes or trends identified through adverse events, patient safety incidents, complaints, internal/external audits and internal/external reviews.

10.17 Monitoring of agreed actions and timelines to address identified themes/trends.

10.18 Review of adverse events, sentinel events and patient safety incidents with responsibility for ensuring implementation of recommendations in the nominated timeframe by identified parties.

10.19 To receive, review and evaluate progress reports from internal committees that report to this Committee and make follow-up recommendations where required on a frequency scheduled by the Committee.

10.20 To receive other reports (internal or external e.g. HIQA, HSE, Voluntary Healthcare Agencies Risk Management Forum (VHARMF)) on any topic(s) that the IQS Committee considers relevant to its work.

10.21 To monitor and assess the scope and effectiveness of the systems established by management to identify, assess, manage and monitor risks and to ensure quality.

11.0 Reporting

11.1 An update to the Board following each IQS meeting, in the form of a composite report shall be provided

11.1.1 Composite report shall contain the following:

- Update and overview to the Board of the work of the Committee and matters that Board should be aware of.
- Up to date corporate risk register and exceptions report, if any amendments have been made to the risk register.

11.2 The Committee shall submit an annual report to the Hospital Board.

11.2.1 The annual report shall contain the following:

- A summary of the role of the IQS Committee.
- Its performance against key performance indicators set for the year.
- The names and qualifications of all members of the Committee during the period.
- The number of Committee meetings and attendance by each member.
- The extent to which the Committee has discharged its responsibilities.
- Whether the Committee believes that its scope and objectives are being met in accordance with its terms of reference.

13.0 Committees reporting to Integrated Quality and Safety Committee

1. Health and Safety Committee
2. Medication Safety & Therapeutics Committee
3. Infection Control/Hygiene Committee
4. Falls Management Committee
5. Maintenance Monitoring Committee
6. Catering & Nutrition Committee

Other groups or Departments may be requested to report to the IQS Committee on either an ad hoc or scheduled basis to inform the Committee and Board with respect to Quality and Safety

12.0 Amendments

12.1 The terms of reference shall be reviewed by the IQS Committee every 2 years from the date of approval or more frequently as required. Proposed amendments will be submitted to the Board for consideration and approval.

The above terms of reference for Leopardstown Park Hospital Integrated Quality and Safety Committee (IQS) have been agreed by the Board on 15th April 2021

Appendix 10: Terms of Reference - Finance Committee

The Finance Committee ("the Committee") is a committee of the Board of Leopardstown Park Hospital ("the Board"). It is established to assist and advise the Board in discharging its oversight responsibilities for good financial governance and stewardship of the organisation's assets.

1 Membership

1. The Finance Committee will be established in accordance with section 20 (1), (2) of Leopardstown Park Hospital Board (Establishment) Order, 1979 and may include persons not members of the Board.
2. The Chairperson of the Committee will be appointed by the Committee subject to ratification by the Board.
3. It will consist of up to 4 members including the Chairperson with an appropriate mix of skills and experience including at least one member having accounting or related financial expertise
4. A Committee member may serve a term of three years with no person serving more than two consecutive terms.
5. In cases where a member retires by rotation or for any other reason from the main Board they would automatically retire from this Committee.
6. The Chief Executive shall nominate who shall act as secretary to the Committee. He/she will not be a member of the Committee.
7. The Chief Executive and/or Director of Finance, while not members of the Committee, will usually attend meetings. The Internal and External Auditors may attend meetings as requested by the Committee.

2 Meetings and Quorum

1. The Committee will meet at least four times per annum at appropriate times in the reporting cycle
2. A quorum for meetings will be 3 members including the Chairperson
3. The holding of meetings using voice and Information technology and teleconferencing is permitted.
4. The secretary will usually circulate (either by post or electronically) the agenda and supporting documentation to the Committee members a reasonable period in advance of each meeting. Urgent or pressing matters may be circulated at meetings.

3 Minutes

1. Minutes are to be taken to accurately record decisions made and to reflect appropriate discussions.
2. The minutes of each meeting shall, when approved by the Chairperson, be circulated to all members and, once agreed by the Committee at the next meeting, to all other Board members and to the Audit Committee.

4 Finance Committee Scope

1. To assist the Board in ensuring that a comprehensive system of financial reporting, with cumulative and monthly actual results being prepared and reported against budget.
2. Explanation of key variances with corrective actions to be provided by the executive to the Committee
3. To review the annual budgets and cash flow projections prepared by management to assess that they are aligned with the strategic goals of Leopardstown Park Hospital.
4. To review regular financial information, including management accounts, presented by management and to assess adherence to the financial target and objectives as set down by the Board and assess their progress.
5. To support the executive in their dealings and negotiations with the HSE and other funding authorities.
6. The Chairperson of the Committee may attend a meeting of the Board and make recommendations and advise the Board in relation to the matters under the finance committee's remit.
7. The Committee shall provide assistance and advice to the Board on any other financial matters and assist in strategic/financial objectives.

Appendix 11: Terms of Reference –Hospital Development Oversight Group

13.0 Title

The name of the Group shall be Hospital Development Oversight Group.

2.0 Aim

On behalf of the Board to provide oversight of the planned development of the new Hospital and to represent the Hospital in discussions as appropriate with relevant stakeholders. Together with the Chief Executive, to keep the Board advised as to progress, issues, significant risks to the delivery of the project and any decisions the Board needs to address over the life of the project.

3.0 Definitions

3.1 "the Hospital" means Leopardstown Park Hospital

3.2 The "Board" means the Leopardstown Park Hospital Board as appointed by the Minister for Health.

4.0 Membership

Membership as follows with additional co-options as required:

Name	Title	Organization
Ciara Davin	Chairperson	LPH Board Member
Denis Duff	Member	LPH Board Member
John Brassil	Member	LPH Board Member
Anthony Morris	Member	LPH Board Chairman
Ann Marie O'Grady	Chief Executive	LPH

The Committee can co-opt members internally or externally as required, when specific expertise/advice is deemed necessary by the Committee.

The above terms of reference for Leopardstown Park Hospital New Hospital Oversight Group have been agreed:

Date:

_____

Board Chairman

Appendix 12: Terms of Reference – Leopardstown Park Hospital Board Veteran Committee

Purpose

To provide a formal communication channel between Veterans and Leopardstown Park Hospital Board on veteran related matters.

Frequency of Meetings

At least once a year

Composition

- Two Nominees from Leopardstown Park Hospital Trust
- A minimum of one nominee from Leopardstown Park Hospital Board
- Meetings to be Chaired by a Leopardstown Park Hospital Board member
- Secretarial support

Eugene F. Magee **Date: 14 April 2018**
Chairman
Leopardstown Park Hospital Board

Prof. Helen O'Neill **Date: 14 April 2018**
Board Member
Chairperson of the Committee

Appendix 13: Senior Management Team