

HSE Board

14th October 2022



Subject/Title	Banking Transition Programme – Composite Bank Mandate and bank account opening
HSE Board Lead	Mairead Dolan, Interim Chief Financial Officer, HSE
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Purpose	Decision

1. Background and Context

HSE received formal notification from its current banking service provider, Ulster Bank, that they intend to exit the Irish banking market in early 2023. Danske Bank is the current banking provider on the OGP framework, and therefore was selected as the preferred HSE banking partner. A project has been stood up to transition banking services from Ulster Bank to Danske Bank ('Danske').

Transferring the banking service from Ulster Bank will require the opening of new bank accounts with Danske Bank. To facilitate a smooth transition, the working assumption is that a like-for-like bank account structure will be set up in Danske Bank. A Composite Bank Mandate and Board approval is required to open the new bank accounts. The purpose of this paper is to request the Board's approval of the Composite Bank Mandate and the opening of Wave 1 bank accounts (approval request to open accounts in Wave 2 and 3 will follow at a later date, section 3).

ARC approval was confirmed on 13 October 2022.

2. Approval of the Danske Composite Mandate

A Composite Bank Mandate outlining the powers of authorisation for banking purposes is required to open the new Danske Bank accounts. There will be one Composite Bank Mandate governing all HSE Danske Bank accounts. A summary of the Danske Composite Bank Mandate is outlined below:

2.1. Bank Mandate Signatories:

The Danske Composite Bank Mandate provides for two categories of signatories on the bank accounts:

Main Signatories: Main Signatories have the most extensive powers in relation to the bank accounts. In summary, they can:

- Open, close and amend any bank accounts in the name of the HSE subject to HSE Board approval
- Change the signing rules
- Appoint and authorise individuals as Designated Signatories

The four Main Signatories for the Danske bank accounts will be [REDACTED] (see Appendix 1).

Designated Signatories: Designated Signatories have more limited authority than Main Signatories. On the instruction of [REDACTED] Designated Signatories, the following actions can be completed:

- Sign, accept or endorse any deposit receipts
- Request Bank drafts
- Sign, issue and stop cheques
- Withdraw bank statements from the Bank
- Provide instructions in relation to Standing Orders, foreign payments, inter-account transfers and all other means of making payments

The Designated Signatories for the Wave 1 Danske Bank Accounts are included in Appendix 1. The Designated Signatories on each bank account will differ, and typically include the [REDACTED] and the [REDACTED] for the associated bank account.

2.2. Danske Composite Bank Mandate

The new Danske Composite Bank Mandate has been prepared on the following basis:

- The draft Danske Composite Bank Mandate is based primarily on the existing Ulster Bank Composite Bank Mandate in place for the Ulster Bank accounts
- Reference is made to the National Financial Regulations ('NFR') and the HSE Code of Governance 2021 in the Danske Composite Bank Mandate.
- The draft Danske Composite Bank Mandate has been reviewed and approved by Danske Bank

Board Approval Requested:

It is requested that the Board approve the following:

- Approve the proposed 'main' signatories for the Bank Accounts (Appendix 1)
- Approve the proposed 'designated' signatories for Wave 1 Bank Accounts (Appendix 1)
- Approve the Danske Composite Bank Mandate (i.e. the authorities and power granted by the Mandate)

3. Approval to Open Bank Accounts

In line with the NFR and the HSE Code of Governance 2021, approval to open new bank accounts must be sought from the HSE Board.

Board Approval Requested:

It is requested that the HSE Board approve the opening of [REDACTED] bank accounts which are in scope for Wave 1 (go-live of 1st December 2022). A list of these bank accounts is included in Appendix 2.

Approval will be sought to open the bank accounts in Wave 2 (go-live 1st February 2023) and Wave 3 (go-live 1st March 2023) at the November Board meeting. This will allow the project team sufficient time to finalise the full list of all 'Designated' signatories for the bank accounts in each of the regions and include them for the HSE Board's approval.

4. Approve Update to Main Signatories for Ulster Bank Composite Bank Mandate

The existing Ulster Bank Composite Bank Mandate will remain in place for the next few months prior to the transition to Danske Bank. The Mandate also requires updating given recent changes in the HSE Executive team. The Main signatories included in the current Ulster Bank Composite Bank Mandate are outlined below:

Name	Role	Effective from
[REDACTED]	[REDACTED]	14 May 2019
[REDACTED]	[REDACTED]	14 May 2019
[REDACTED]	[REDACTED]	14 May 2019
[REDACTED]	[REDACTED]	14 May 2019

The following signatories will be removed from the current Ulster Bank Composite Bank Mandate:

1. [REDACTED]

They will be replaced by:

2. [REDACTED]

Board Approval Requested:

It is requested that the Board approve the changes to the Main signatories on the existing Ulster Bank Mandate as outlined above

COMPOSITE MANDATE

Health Service Execute (the “HSE”)

WHEREAS the Directorate of the HSE resolved on the 17 October 2022 to appoint [REDACTED]

[REDACTED] as Authorised Officers (the “Authorised Officers”) of the HSE for all banking matters including but not limited to opening, closing and amending any accounts in the name of the HSE. This Mandate is completed pursuant to the authority conferred by that resolution.

1. DEFINITIONS

In this Mandate, unless the context otherwise requires the following words and expressions shall have the following meanings:

- I. “Main Signatories” means the Authorised Officers as set out above in Appendix 1 Part A and whose details are set out in Appendix 1 Part B.
- II. “Designated Signatories” means signatories appointed in accordance with the Signing Rules in Appendix 2
- III. “Call Back Contacts” means those parties appointed and authorised in accordance with the terms of this Composite Mandate to assist in the verifications of instructions received regarding the operation of any of the accounts of the HSE with Danske Bank (‘the Bank’).

2. AUTHORITY.

The authorities set out in this Mandate apply to all Bank accounts and relationships which the HSE may have with the Bank at any time.

The Bank Mandate is prepared in line with the National Financial Regulations (‘NFR’) and the HSE Code of Governance 2021.

Main signatories have the authority to open, amend and close bank accounts subject to HSE Board approval.

3. SIGNING RULES

Main Signatories

For the purpose of this Mandate the Bank may act on the instruction of [REDACTED] in relation to matters as set out in Appendix 1 Part B [REDACTED]

Designated Signatories

For the purpose of this Mandate the Bank may act on the instruction of [REDACTED] Designated Signatories in relation to matters as set out in Appendix 2, [REDACTED]. Alternatively, in relation to matters set out in Appendix 2, the Bank may act on the instructions of [REDACTED].

Signed by the Main Signatories:

Name (print name)	Specimen signature	Date
[REDACTED]		17 October 2022
[REDACTED]		17 October 2022
[REDACTED]		17 October 2022
[REDACTED]		17 October 2022

Appendix 1

Part A:

- I. Open, close and amend any Bank accounts in the name of the HSE subject to HSE Board approval
- II. Change the Signing Rules
- III. Appoint and authorise individuals as Designated Signatories who, in addition to the Main Signatories, may exercise the powers set out in Appendix 2 and change or cancel the authority of any Designated Signatories, by completing and returning the relevant form.

Part B:

Name (print name)	Official Position	Specimen signature
██████████ ██████████	██████████████████ ██████	
██████████████	██████████████████	
██████████████	██████████████████ ██████	
██████████████	██████████████████ ██████	

Appendix 2

- I. Act as Call Back Contacts to appoint and authorise individuals as Call Back Contacts to assist in the verification of instructions received regarding the operation of any of the accounts of the HSE with the Bank and change or cancel the authority of any Call Back Contacts, by completing and returning the relevant form.
- II.
 - a) Generally deal with and give instructions to the Bank.
 - b) Sign, accept or endorse any deposit receipts.
 - c) Request Bank drafts.
 - d) Sign, issue and stop cheques.
 - e) Withdraw bank statements from the Bank
 - f) Provide instructions in relation to Standing Orders, foreign payments, inter-account transfers and all other means of making payments.