



Feidhmeannacht na Seirbhíse Sláinte
Health Service Executive

HSE Audit & Risk Committee Meeting

Minutes

A meeting of the HSE Audit & Risk Committee was held on Monday 14 March at 13:00 via videoconference.

Members Present: Brendan Lenihan (Vice Chair), Fergus Finlay, Ann Markey, Pat Kirwan, Martin Pitt.

Apologies: Colm Campbell.

Board Members: Deirdre Madden

HSE Executive Attendance: Ms Geraldine Smith (ND Internal Audit), Mr Stephen Mulvany (CFO), Dean Sullivan (CSO), Paul de Freine (Interim ND Capital and Estates), Eleanor Masterson (Deputy Chief Architectural Advisor), Jonathan Kelly (Philip Lee Representative), John O'Donoghue (Philip Lee Representative), Ms Niamh Drew (Acting Corporate Secretary), Ms Hannah Barnes (Secretariat).

Minutes reflect the order in which items were considered and are numbered in accordance with the original agenda.

1. Governance and Administration

The V/Chair welcomed the Committee members to the meeting and agreed the papers and the approach to conducting the meeting. Martin Pitt agreed to formally act as Committee Chair for the purposes of signing the minutes at this meeting. No conflicts of interest were declared.

2. National Maternity Hospital

The Committee considered with the CSO the papers relating to the Relocation of the National Maternity Hospital (NMH) to Elm Park campus including the updated draft Legal Framework and Constitution. The CSO outlined to the Committee that the two hospitals (NMH and SVHG) and HSE, with input from the DOH, have undertaken detailed engagement to develop the Legal Framework and Constitution. The suite of documents has been agreed with senior representatives of NMH and SVHG, and it is expected that the Boards of both organisations will approve the documents in the coming weeks.

The CSO informed the Committee that the documents are consistent with the recommendations approved by the Board at its meeting in November 2021, and as outlined in the letter from the Chair to the Minister dated 22 December 2021. The Committee again noted that the business case for the relocation of the NMH is compelling and urgent.

The Committee evaluated the extent of assurance generated by the changes that had been made to the Legal Framework and Constitution of the new NMH at Elm Park DAC to determine if they addressed the concerns the Committee had set out previously to ensure the State's interests and investment in the building at SVUH are properly protected

The Committee considered that taken together as a whole set of legal documents, the new DAC provides an appropriate, multiparty balance including the Minister, HSE, NMH and SVUH.

While concerns were expressed that the DAC will be technically a subsidiary of SVHG, it was noted that, as a registered charity, the DAC will have strong and independent governance. The obligation of the DAC Board is to operate solely within the parameters of the charity's charitable purpose and not to serve the interests of its members.

The Committee considered the amended forfeiture clause and noted that it is now significantly limited to items that HSE can control and the remedy has now been appropriately drafted so that the interests of the exchequer are adequately protected.

The Committee noted the aim of all parties for early completion of the transfer of shares from the Religious Sisters of Charity to a charitable body. Also, that SVHG have undertaken to amend their constitution to remove any reference to a religious ethos or purpose. Both of these actions are to be concluded as matters of priority and are to be reflected in the Coordination Agreement.

The Committee agreed that changes requested by the Board have been successfully delivered. The ARC was satisfied that HSE will control the land for the 299-year term of the lease, that the State's investment in the new maternity hospital that is to be built will be adequately protected and that independent governance of the new DAC will be appropriately protected.

The Committee discussed the references to Mulvey in the Coordination agreement. The CFO and representatives of Philip Lee confirmed that in the normal course, all earlier documents would be superseded by these legal framework documents.

In response to questions on NMH remaining activities the CSO advised that there is still some work that will be done closer to practical completion on what remaining activities and assets and liabilities

will not transfer to Elm Park. The Committee noted that the new DAC has the power to operate in these areas.

The Committee considered the board role for the Master. The Committee noted this may raise issues under Charity regulations for registration of new charities and noted this is a matter for the Charities Regulator to determine, but that this issue cannot be allowed to delay progress.

The Committee stated that significant assurance can be taken from the changes made to the legal framework. In addition, the Committee welcomed the much-improved language in the Constitution of the DAC that strengthens the independence of the Board of the DAC.

The Committee agreed to recommend the Legal Framework and the Constitution to the Board for consideration. The V/Chair agreed to draft a note of advice to the Board for its meeting later in the day.

Committee members reflected positively on the material and beneficial changes that have been made based on previous committee scrutiny and the recommendations that the ARC has made.

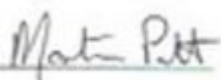
Action:

- The V/Chair of the Committee will draft a note of advice to the Board outlining the assurance that can be taken from the draft Legal Framework and Constitution.

3. A.O.B

No matters were raised under AOB

The meeting concluded at 14:10.

Signed: 

A/Chairperson

14/04/2024

Date