



Feidhmeannacht na Seirbhíse Sláinte
Health Service Executive

HSE Audit & Risk Committee Meeting

Minutes

A meeting of the HSE Audit & Risk Committee was held on Friday 10th May 2021 at 09:00 am via videoconference.

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

Board Members Attendance: Deirdre Madden, Sarah McLoughlin.

HSE Executive Attendance: Patrick Lynch (ND Quality Assurance and Verification), Stephen Mulvany (CFO), Dean Sullivan (CSO), Paul De Freine (Chief Architectural Advisor), Eleanor Masterson (Principal Quantity Surveying Adviser), Jim Curran (ND Estates), Dara Purcell (Corporate Secretary), Hannah Barnes.

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

1. Governance and Administration

1.1 Welcome and Introductions

The Vice Chair welcomed Committee members to the meeting which had been arranged for the purpose of providing a briefing to the Committee in relation to the National Maternity Hospital (NMH) Legal Framework to support the co-location of the National Maternity Hospital with St. Vincent's University Hospital, Elm Park.

Ann Markey agreed to formally act as Committee chair for the purposes of signing the minutes at this meeting and then asked the Vice Chair to handle the conduct of the meeting.

1.2 Declarations of Interest

No conflicts of interest were declared.

2. Capital

2.1 Co-Location of the National Maternity Hospital on the St Vincent's University Site – Legal Framework

The Committee reviewed with the CSO and ND Estates the papers outlining the Legal Framework for the Co-location of NMH on the St Vincent's University Hospital (SVUH) campus at Elm Park. In advance of the Committee meeting, the Committee had been supplied with the five key documents which comprise the Legal Framework specifically;

- A 99-Year Lease, (with an option to renew for a further 50 years), to provide the State with an appropriate proprietary interest in the site on which the new hospital will be built.
- An Amended and Restated Grant Agreement to facilitate the award of funding by the HSE to SVHG for the new pharmacy and car park extension and further works.
- An Option Agreement in favour of the HSE, to acquire the site on which the new NMH is to be built if certain default events arise.
- A second Option Agreement in favour of SVHG, to acquire the HSE's interest in the property in certain circumstances.
- An Operating Licence to grant National Maternity Hospital at Elm Park DAC, which will be a newly incorporated entity, full rights to carry out and provide health services in the NMH areas of the building; full rights to SVHG for the SVHG areas; and rights to both hospitals in respect of the shared areas.

The CSO highlighted that due to the scale, complexity, and history of the project there is a requirement to establish and agree comprehensive legal and governance arrangements to protect the State's interests and those of the relevant stakeholders. The Committee were informed that the Legal Framework has been developed in circumstances where the SVHG, at the outset, indicated that they were only agreeable to providing a site for the new maternity Hospital by way of a licence arrangement. Through the process of negotiation, SVHG agreed to provide the land for the NMH development on the basis of a 99- Year Lease with the option to extend by a further 50 years

The Committee noted that consistent with the agreed policy context, the HSE have been working since 2017 with the Department, SVHG and NMH and their respective legal advisors to develop a Legal Framework at a high level, the overall objectives of which are: To ensure that the delivery of all clinically appropriate and legally permissible health services for Women and Infants at the new Maternity Hospital; To prevent any undue influence, religious or otherwise in the operation of the new Hospital and; To protect the State's Interest in relation to Capital, Revenue and Service Provision, in particular to clarify ownership interest in State's investment of the land and asset.

The CSO informed the Committee that the conclusion of the Legal Framework is the culmination of significant engagement undertaken by the Department of Health and HSE with the two stakeholder 'voluntary' bodies, NMH and SVHG.

The Committee discussed with management the details of the arrangements within the Legal Framework in relation to each of the above objectives and provided input and advice on the risks associated with the Legal Framework and sought further information regarding the National Maternity Hospital at Elm Park Designated Activity Company (DAC).

Following the Committee discussions on the Legal Framework it was agreed that the matter would be considered further by the Committee at its next meeting.

Actions:

- It was agreed that a further briefing update would be provided to the Committee at its next meeting.

3. Any Other Business

The meeting concluded at 10:10.

Signed: Ann Macken

A/Chairperson

11 June 2021

Date