Terms of Reference of the

Health Service Executive

Technology & Transformation Committee

1.0   Introduction

The Board is empowered under Section 16T of the Health Act 2004 to establish committees, consisting in whole or in part of persons who are members of the Board, to assist and advise it in relation to the performance of any of its functions.

This document sets out the Terms of Reference of the HSE Technology and Transformation Committee, including responsibilities of the Committee as approved by the Board of the Health Service Executive on 24 February 2023.

The Committee works in concert with, and takes comfort and assurance from, the work of other Board Committees, each of which has a specific remit as documented in their own Terms of Reference.

2.0   Overview of Role

In accordance with the Recommendation 1.4 of the Cyber Attack Post Incident Review (PIR) Report, the Committee will oversee the HSE's *eHealth, IT and Cyber Transformation Programme* to deliver a future-fit, resilient technology base for provision of digitally-enabled health services, and ensure that IT and cybersecurity risks remain within a defined risk appetite.

This eHealth, IT and Cyber Programme aims to bring about a transformation in health services. In this context, the Committee will ensure that the planning and implementation of the Programme will be focused on the needs of patients and service users and of the staff who are fundamental to providing care.

The Committee will also oversee the creation of a Transformation Roadmap to provide clarity to the Board that allows greater control and decision making. It will also create and operate a reporting mechanism that allows the Board to understand what progress is being made against this roadmap. This should highlight the interdependencies (policy, people, structure, funding, technology, etc.) that must be taken into account to avoid a silo approach to Transformation.

In relation to the HSE Corporate Risk Register, the Board Audit & Risk Committee will be responsible for the allocation of oversight of risks to the Committee, as it is for other committees of the Board.

3.0   Scope

The scope of the Committee's authority extends to:

- the HSE and anything it directly controls;

- all organisations funded by HSE; and

- public monies held in trust by any of the above.

In addition to its statutory authority to provide advice and assistance, the Board extends the Technology & Transformation Committee's authority to:

- investigate any activity within the Terms of Reference set out in this document;

- seek any information or explanations that it requires from any HSE employee or agency totally or partially funded by the HSE and all employees and agencies funded are directed to cooperate with any request made by the Committee;

- obtain independent legal or other independent professional advice, at the HSE's expense and in accordance with the HSE's procurement policy, and secure the attendance of persons with relevant experience and expertise at the Committee meeting if it considers this necessary; and

- investigate any matter it deems relevant to its scope brought to its attention by whomsoever, including, but not limited to, reports in relation to financial and risk management matters.

4.0   Responsibilities of the Committee

The Committee will be responsible for:

i.   Overseeing the implementation of the strategic and tactical recommendations contained in the Post Incident Review [PIR] into the cyber-attack on the HSE's systems.

ii.   Overseeing the development and implementation of a clear IT vision, strategy, architecture and investment case for eHealth, IT and Cyber transformation.

iii.   Overseeing across the whole HSE network, the setting and implementation of governance arrangements, standards, and protocols to facilitate the eHealth, IT and Cyber transformation projects.

iv.   Ensuring that the HSE develops appropriate linkages with whole of Government technology and cyber initiatives and with the Government CIO.

v.   Assessing the adequacy and structure of the HSE's IT and Cyber teams and that appropriate sustainable leadership and teams are in place to deliver on the transformation programme.

vi.   Overseeing the adequacy and effectiveness of the expenditure on IT across the whole of the HSE.

vii.   Monitoring IT and cyber risk exposure [including risk appetite and tolerances] and the effectiveness of IT and cyber-protections in place.

viii.   Overseeing the planning and delivery of the HSE's large-scale service transformation programmes, including Sláintecare.

The Technology & Transformation Committee may have responsibility for any other roles and responsibilities devolved to the Committee by the HSE Board.

With regard to oversight of the delivery of the Annual Service Plan, and ICT Capital Plan, the Technology & Transformation Committee will coordinate its activities and work programme with the Planning & Performance Committee so that the Planning & Performance Committee will provide the detailed consideration, oversight and advice relating to the achievement of the non-ICT commitments in the Annual Service Plan and ICT Capital Plan.

5.0   Membership and Operation of the Committee

5.1 Membership

The Technology & Transformation Committee will be appointed by the Board and will consist of:

(a)   not fewer than **three** members of the HSE Board,

(b)   **not fewer than two non-Board members,** who in the opinion of the Board, have the relevant skills and experience to perform the functions of the Committee. It is expected that IT/Cyber expertise in the Committee will be enhanced through the appointment of external members *who will provide additional expertise and insight to the Committee.*

Chairperson
The Chairperson will be one of the Board members on the Committee. The Chairperson will report to the HSE Board on its work.

Executive attendance at meetings
The CTTO and CSO will be the primary HSE attendees at Committee meetings. The Committee however will have the right to request the attendance of any executive required to support its deliberations.

Frequency of meetings
The Technology & Transformation Committee will meet as required, determined at its own discretion, but not less than six – eight times a year.

Training
Where required relevant training will be made available to Committee members.

Further provisions

- A person is not eligible for appointment to the Technology & Transformation Committee if that person is an employee of the HSE.

- A quorum will consist of three members and, in the absence of the Chairperson from a meeting of the Committee, an acting chairperson will be selected from amongst the Board members attending.

- The Committee will normally operate on the basis of consensus. In the event of a vote being required on any matter a simple majority of all members present, including the Chairperson, will carry the motion with the Chairperson of the meeting having a casting vote in the event of a tie.

- The Chairperson will provide Committee members as necessary with an appraisal of their performance as Committee members. The Committee and the Chairperson will make recommendations to the Board as appropriate on the Committee's and individual members' training needs.

5.2   Relevant Skills and Experience

The Technology & Transformation Committee members should collectively possess an appropriate range of skills to perform its functions to the required standard. At least one member should have recent, relevant ICT experience and other members should have experience in the core areas of the Committee's scope and an understanding of the public sector environment, in particular the accountability structures, and current public sector reform initiatives.

New members of the Committee should benefit from a formal induction process and, if necessary, individually tailored training.

5.3   Chairperson of the Technology & Transformation Committee

The Chairperson of the Technology & Transformation Committee has particular responsibility for ensuring:

- that the Committee fulfils its role and responsibilities;

- that the Committee is appropriately resourced;

- reports to the Committee contain relevant information and are provided at the right time in an appropriate format;

- absent Committee members are briefed on meetings and attendance records are maintained and reviewed annually;

- that he/she ensures that a report is made at Board meetings and submit regular written reports to the Board containing relevant information;

- matters arising are reported on at each subsequent meeting; and

- he/she is involved in the appointment of new Committee members.

The Chairperson of the Technology & Transformation Committee or any member will have the right of access to the CEO and any senior personnel of the Health Service Executive. The Chairperson of the Technology & Transformation Committee will have the right of access to the CTTO and CSO on any matter relating to the business of the Technology & Transformation Committee.

5.4   Secretariat to the Technology & Transformation Committee

The secretariat to the Technology & Transformation Committee should:

- commission papers as necessary and support the Chairperson in preparing reports; circulate documents and prepare and circulate minutes of meetings to Committee members and to internal and external audit as necessary 5 working days in advance of meetings;

- for any agreed actions, document the owner, deadline and any advice given by stakeholders and monitor between meetings;

- keep the Committee abreast of developments in the HSE; and

- maintain a record of members' appointments and termination/renewal dates and ensure that appropriate appointment procedures are initiated when necessary.

5.5   Indemnification

The CEO will arrange for each external member of the Technology & Transformation Committee to receive an indemnification in accordance with the conditions laid out in the appendix to the General Council Report 1357 of the Civil Service, against liabilities which may arise from his or her membership of the Technology & Transformation Committee.

5.6   Tenure

A member of the Technology & Transformation Committee will hold office for the period determined by the Board when appointing that person. A member of the Technology & Transformation Committee may resign from the Committee by letter addressed to the Chairperson of the Board or may at any time be removed as a member of the Committee by the Board for stated reasons. Members of the Technology & Transformation Committee will hold office on such terms and conditions as determined by the Board with the consent of the Minister for Health and the Minister for Public Expenditure and Reform.

5.7   Conflicts of Interest

Committee members are required to advise the Chairperson of any potential conflicts of interest on appointment and make annual declarations under the Ethics in Public Office Acts.

Each member of the Committee should take personal responsibility to declare any potential conflict of interest arising in relation to any items on the agenda for Technology & Transformation Committee meetings. A register of Technology & Transformation Committee members' interests will be maintained by the Secretary. Where a conflict of interest arises the relevant member should bring this to the attention of the Chairperson and, where necessary, leave the room for the duration of the discussion and not take part in any decisions relating to the discussion. Similar arrangements will apply in relation to meeting documentation, where such documentation will not be made available to the member. This will be noted in the minutes of the meeting.

5.8 Meetings

The agenda for each meeting will be finalised by the Chairperson of the Technology & Transformation Committee and circulated with all relevant papers by the Secretary to all members of the Technology & Transformation Committee (and other attendees, as appropriate) 5 working days in advance of each meeting. Papers provided to the Committee should clearly communicate all relevant information.

No person other than the Technology & Transformation Committee members will be entitled to attend Technology & Transformation Committee meetings. The Technology & Transformation Committee may invite any person it considers appropriate (whether that person is or is not an employee of the Executive) to attend specific meetings.

All members of the Technology & Transformation Committee will be expected, whenever possible, to attend its meetings whether by physical attendance, by video conference or by telephone connection so long as this will allow live exchange of views by the members of the Technology & Transformation Committee.

The CTTO and CSO will normally be expected to attend meetings, and such other officials from the HSE as the Technology & Transformation Committee may require will also attend from time to time.

The Chairperson or Secretary of the Committee will ensure that members who have missed a meeting are appropriately briefed on the business conducted in their absence.

5.9 Minutes

The Secretary will circulate draft minutes of meetings of the Technology & Transformation Committee to members as soon as possible after each meeting. The minutes will be presented for formal approval at the next Technology & Transformation Committee meeting. Once approved by the Technology & Transformation Committee, the minutes will be circulated to the Board.

5.10 KPIs

In the early part of each year the Committee will prepare a set of key performance indicators and measures for itself and, in terms of the operation of the Committee, for the executive functions with which in interacts for the forthcoming year.

6.0   Reporting

The Technology & Transformation Committee will provide its advice to the Board principally by way of its minutes.

At the end of each year the Committee will also prepare an annual report to the Board on its role and responsibilities, and the actions it has taken to discharge those responsibilities. Such a report should specifically include:

- a summary of the role of the Technology & Transformation 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; and

- the way the Committee has discharged its responsibilities.

The Technology & Transformation Committee will provide the Board an Annual Report, timed to support finalisation of the HSE Annual Report and Financial Statements.

7.0   Other Matters

The Technology & Transformation Committee will review its Terms of Reference annually and report the results of that review to the Board. Any changes recommended will be presented to the Board for approval.

The Technology & Transformation Committee will undertake an annual self-assessment evaluation of its performance and report the results of that review to the Board.