

# Code of Governance

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## Code of Governance

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## Introduction

This Code of Governance (**the Code**) provides a framework for the application of best practice in corporate governance by Peamount Healthcare. Directors and employees of Peamount Healthcare shall be guided by the principles set out in this Code in meeting their responsibility to ensure that all of their activities, whether covered specifically or otherwise in the Code, meet the highest standards of corporate governance. The Code also makes reference to the ethical and standards in public office obligations that apply to all designated directors and designated office holders as imposed by the Ethics in Public Office Act 1995 and Standards in Public Office Act 2001 (**the Ethics Acts**) (viz. Appendix 1)

## Peamount Healthcare

Peamount Healthcare is a company limited by guarantee and not having a share capital incorporated under the Companies Act 2014. It is also a registered charity for tax purposes.

Peamount Healthcare has two related companies, Friends of Peamount Limited and Peamount Housing Limited. They are both registered charities and companies limited by guarantee not having a share capital. These companies fall outside the scope of this Code.

Peamount Healthcare is an independent voluntary organisation providing a range of high quality health and social care services to the Health Service Executive (HSE)<sup>1</sup> under section 38 of the Health Act 2004,

1. Rehabilitation services for older people and those with respiratory conditions.
2. Residential services for people with a neurological disability, people with an intellectual disability and older people.
3. Community services including outpatients, diagnostics, and day care.

The Memorandum and Articles of Association of Peamount Healthcare are of fundamental importance in that they set out the constitution and internal rules of Peamount Healthcare. This Code shall be read in conjunction with the Memorandum and Articles of Association and in the event of any inconsistency between the Memorandum and Articles of Association and the Code, the Memorandum and Articles will prevail.

## 1. The Board

The Board of Peamount Healthcare has collective responsibility for promoting the success of Peamount Healthcare by leading and directing the activities of the organisation within a framework of prudent and effective controls which enables risk to be assessed and managed. It shall provide strategic guidance in running its affairs and monitor the activities and effectiveness of management.

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 business plans, setting performance objectives, monitoring implementation and performance, and overseeing major capital expenditure and investment decisions.

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<sup>1</sup> Includes any successor agencies to the Health Service Executive

Board members shall act on a fully informed and ethical basis, in good faith, with due diligence and care, and in the best interests of Peamount Healthcare and its stakeholders. The Board has a key role in setting the ethical tone of Peamount Healthcare, 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 organisation 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.

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.

The Board has responsibility for ensuring that effective systems of internal control are instituted and implemented including financial, operational and compliance controls and risk management and the Board should review the effectiveness of these systems annually. The Board is required to form its own view on effectiveness of internal control systems based on the information and assurances provided.

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.

The Board is responsible for holding the Chief Executive Officer (**CEO**) and Senior Management to account for the effective performance of their responsibilities.

The Management has a duty to provide the Board with all necessary information to enable the Board perform their duties to a high standard. The Board should take all necessary steps to make themselves aware of any relevant information and access all information as necessary.

## **1.1 Composition of the Board**

1. The membership of the Board shall reflect diversity in terms of gender, skills and areas of competency.
2. The membership term for each Director should not generally exceed three years.
3. On completion of a term of office, a Director is eligible for reappointment but may not serve more than 3 consecutive terms (i.e. a maximum of 9 years).
4. The resignation of Directors shall occur on a phased basis to ensure the continuity of governance.
5. The Nominations Committee shall be responsible for identifying and assisting the Board in the selection and appointment of new Directors.
6. The number of Directors shall not be less than 7 or more than 12.
7. A record of Board membership and tenure shall be maintained by the Company Secretary
8. Clause 44 of the Articles of Association sets out the conditions under which a director shall vacate their office.
9. There should be in place a structured induction programme for newly appointed Directors. (viz Appendix 2)
10. No employee of Peamount Healthcare may serve as a member of the Board.

## 1.2 Chairperson's Role and Duties

1. The Chairperson is responsible for leadership of the Board and ensuring effectiveness on all aspects of its role.
2. The Chairperson should display high standards of integrity and probity and set expectations regarding culture, values and behaviours for the Board and for the tone of discussions at Board level.
3. The Chairperson and Deputy Chairperson shall be elected by the Board.
4. The appointment of the Chairperson and Deputy Chairperson shall be for a period not exceeding three years in line with the duration of the term of office of Directors.
5. At the end of three years, the Chairperson and Deputy Chairperson can be reappointed for a maximum of a further 3 years.
6. The Chairperson shall monitor the performance of the CEO and conduct a formal annual review and assessment
7. The roles of Chairperson/Deputy Chairperson and CEO may not be exercised by the same person.
8. The Chairperson must oversee the orderly and effective functioning of the Board and ensure that there is appropriate interaction between Peamount Healthcare and the HSE as its primary funder.
9. 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.
10. 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.
11. On an annual basis and together with the Board, the Chairperson should undertake a formal review of the Board's performance for the previous year.

## 1.3 Directors

1. Board Members should bring an independent judgement to bear on issues of strategy, performance, resources, key appointments, and standards of conduct.
2. Board Members have duties and responsibilities under the Companies Act 2014 and it is the responsibility of each Board Member to act in conformity with the applicable provisions of those Acts.
3. The principal fiduciary duties are:
  - To act in good faith in what the Board member considers to be the best interests of Peamount Healthcare;
  - To act honestly and responsibly in relation to the conduct of the affairs of Peamount Healthcare;
  - To act in accordance with Peamount Healthcare's constitution and exercise his or her powers only for the purposes allowed by law;
  - Not to benefit from or use Peamount Healthcare's property, information or opportunities for his or her own or anyone else's benefit unless Peamount Healthcare's constitution permits it or a resolution is passed in a general meeting;

- Not to agree to restrict a Board member's power to exercise an independent judgment unless this is expressly permitted by Peamount Healthcare's constitution;
  - To avoid any conflict between his or her duties to Peamount Healthcare and his or her other interests unless the Board member is released from his or her duty to Peamount Healthcare in relation to the matter concerned;
  - 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; and
  - To have regard to interests of Peamount Healthcare's members.
4. A formal standard letter of appointment should be issued to new Board Members. The letter of appointment should include the following:
- Role of the Board and that of a Board member;
  - The Memorandum and Articles of Association;
  - Duration of appointment and renewal provisions;
  - The time commitment involved;
  - No fees payable;
  - Conflict of interest rules;
  - Termination arrangements; and
  - Rules on confidentiality.
5. 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 Board Members use their best endeavours to attend all Board meetings and contribute as appropriate. Attendance will be evaluated when the Board Member is due to be re-appointed.

#### **1.4 Matters reserved for decision by the Board**

1. Formulation of strategy and objectives for Peamount Healthcare, including changes in the corporate structure (viz Appendix 3)
2. The approval of annual budgets and corporate plans
3. The approval of the Service Level Agreement with the HSE
4. The preparation and approval of annual reports and accounts
5. Arranging for the independent external audit of the annual accounts
6. Significant acquisitions, disposals and retirement of assets and general expenditure of Peamount Healthcare with a value greater than €100,000 (excluding VAT)
7. Major investments and capital projects
8. The approval of terms of major contracts with a value greater than €100,000 (excluding VAT)
9. Investment and risk management policies.
10. The delegation of authority levels for the CEO.
11. The appointment, remuneration and assessment of the performance of, and succession planning for, the CEO and, if necessary, the removal of the CEO.
12. Significant amendments to the pension benefits of the CEO and staff.
13. Approval of the terms and conditions of appointment of senior management posts
14. The nomination of new Board members
15. Appointment and removal of members of Board Committees
16. Acceptance by Peamount Healthcare of gifts in excess of €100,000

## 1.5 Conducting the business of the Board

1. The Board shall meet regularly, at least 6 times per annum. A quorum of 3 members will be required for a meeting to take place.
2. The Board should meet at least twice a year without Management present to discuss any matters deemed relevant.
3. The Board shall be supplied with information which is of a suitable quality to enable Board members to satisfactorily discharge their duties.
4. All Board members shall be afforded the opportunity to fully contribute to Board deliberations.
5. The Board should have a means whereby the concerns of Directors that cannot be resolved are recorded.
6. The Board should have procedures to monitor and manage potential conflicts of interest of management and Board members. (viz Appendix 4)
7. The Board shall be responsible for compliance with all statutory obligations applicable to the organisation that may be set out in the legislation governing its establishment and any other relevant legislation.
8. The Board shall ensure that effective systems are in place for identifying and managing risk. 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.
9. While the Board shall establish both an Audit and Risk Committee to assist with its consideration of issues relating to audit, governance and risk management, the Board maintains responsibility for and makes the final decisions on all of these areas. Key elements of the Board's oversight of risk management include:
  - Making risk management a standing item on the Board meeting agenda;
  - 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;
  - Approve the risk management policy, set the body's risk appetite, and approve the risk management plan and risk register at least annually;
  - Review management reporting on risk management and note/approve actions as appropriate;
  - Require external review of effectiveness of risk management framework on a periodic basis; and
  - Confirmation in the annual report that the Board has carried out an assessment of the principal risks, including a description of these risks, where appropriate, and associated mitigation measures or strategies.
10. The Board is required to confirm annually to the HSE that the organisation is in compliance with the requirements of their compliance statement.
11. The Board shall ensure that decisions on major items of expenditure shall be aligned with medium to long-term strategies so as to ensure that such expenditure is focused on clearly defined objectives and outcomes.
12. The Board shall ensure that a balanced, true and understandable assessment of the financial position is made when preparing the annual report and accounts when submitting these to the HSE. 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 Peamount Healthcare's financial performance and its financial position at the end of the year. 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.

13. The Board shall maintain an appropriate relationship with the external auditors.
14. The Board shall ensure that Board committees have written terms of reference and that these terms of reference are reviewed on annual basis and revised if appropriate.
15. Peamount Healthcare's policy on 'Procedures on Protected Disclosure of Information in the Workplace' affords employees the opportunity to raise concerns they may have about any aspect of the organisation and provides statutory protection to employees should the need arise. The Board 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.
16. The Board shall ensure that Peamount Healthcare complies with the provisions of its Service Level Agreement with the HSE.

## **1.6 Delegated Authority by the Board to the CEO**

1. All matters relating to the day-to-day management of Peamount Healthcare, including all aspects of Human Resource management
2. Proposing strategy to the Board of Peamount Healthcare and delivering the agreed strategy
3. Responsibility for all matters in relation to the management and operation of Peamount Housing Limited and Friends of Peamount limited.
4. Approval of expenditure up to a maximum of €25,000 excluding VAT (expenditure between €25,000 and €100,000 should be approved by the Finance Committee).
5. Setting an example to Peamount Healthcare employees and communicating to them the Board's expectations on the culture, values and behaviors expected by them from the Board in keeping with the Code of Conduct for employees.
6. Monitoring the performance of the Senior Management Team
7. Ensuring that appropriate governance standards as set out by the Board are spread throughout the organisation
8. Making certain that the Board is made aware of the employees' view on relevant issues
9. Ensuring that high quality information is provided to the Board on the organisation's financial and strategic performance
10. Ensuring that the Board knows the views of the executive team on all material issues pertaining to Peamount Healthcare and explaining to the Board any divergence of views to enable it make a fully informed decision on any such issues if required.
11. Ensuring that Peamount Healthcare complies with the provisions of its Service Level Agreement with the HSE.
12. Ensuring that there is effective risk management and compliance throughout Peamount Healthcare.

## **1.7 Secretary of the Board**

1. 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.

2. 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:
  - statutory duties;
  - duty of disclosure;
  - duty to exercise due care, skill and diligence; and
  - administrative duties.
3. 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. The Board should have a list of statutory obligations and regulations that are required to be complied with and the execution of which depends on the Secretary of the Board.

## **2. Codes of Conduct for Directors and Employees**

1. Peamount Healthcare should have a written Code of Conduct for their directors and employees which should be approved by the Board
2. Up-to-date Codes of Conduct should be available on the website and brought to the attention of all Board members, management and employees.
3. The Code of Conduct shall contain a description of the nature, intent and scope of application of the Code and a statement of the guiding principles and obligations.
4. The Code of Conduct should refer to the need for directors and staff to comply with the requirements of the Companies Acts, if applicable, and any other relevant legislative and regulatory requirements.
5. The Code of Conduct shall set out procedures for addressing conflict of interest.
6. The Code of Conduct shall make clear that certain obligations regarding, in particular, the non-disclosure of privileged or confidential information does not cease when Board membership or employment with the organisation has ended.
7. The Code of Conduct shall also refer to the need for each member of the Board and each person holding a Designated Position of employment to ensure his/her compliance with relevant provisions of the Ethics Acts (viz. Appendix 1).
8. The Board should 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.

## **3. Remuneration of Senior Management**

1. The Chairperson of the Board, assisted by the advice of the Audit Committee, is required to implement and adhere to arrangements put in place by the HSE or the Department of Health for determining and approving the remuneration of the Chief Executive.
2. All remuneration (including perquisites) paid to employees shall be in accordance with public sector pay policy including circular 11/2013 and the Department of Health Consolidated Salary Scales.
3. Other sources of funding should not be used to supplement employee remuneration (including perquisites) that exceeds Department of Health Consolidated Pay scales and pension arrangements.

4. The HSE should be consulted as appropriate on pay proposals or likely developments which could have significant implications for:
  - General Government pay policy
  - Peamount Healthcares finances

#### **4. Directors Fees**

1. No fees are payable to the Chairperson, Deputy Chairperson or Members of the Board

## 5. COMMITTEES OF THE BOARD

The following chart sets out the various committees which currently report to the Board of Peamount Healthcare



The current terms of reference of the Audit Committee are included as **Appendix 5**.

The current terms of reference of the Finance Committee are included as **Appendix 6**.

The current terms of reference of the Quality and Risk Committee are included as **Appendix 7**.

The current terms of reference of the Nominations Committee are included as **Appendix 8**.

The current terms of reference of the Development Committee are included as **Appendix 9**.

**The current terms of reference of the Medical Advisory Committee are included as Appendix 10.**

## **6. Procedures for Procurement**

1. 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.
2. The Board should ensure that competitive tendering should be standard procedure in the procurement process. Management, and ultimately the Board, should ensure that there is an appropriate focus on good practice in purchasing and that procedures are in place to ensure compliance with procurement policy and guidelines.
3. The Board should ensure that a Corporate Procurement Plan (the Plan) is completed in accordance with the Office of Government Procurement Policy Framework.
4. This Plan shall be underpinned by an analysis of expenditure on procurement and the procurement and purchasing structures in Peamount Healthcare.
5. The Plan shall set practical and strategic aims and objectives for improved procurement outcomes and appropriate measures to achieve these aims should be implemented.
6. The Chairperson should, in the annual report, affirm adherence to the relevant procurement policy and procedures and the development and implementation of the Plan.
7. The Board shall ensure that Peamount Healthcare constructively engages with the Office of Government Procurement.

## **7. Travel Expenses**

1. Peamount will comply in all respects with the circulars issued from time to time by the relevant Government Departments regarding travel and subsistence.

## **8. Tax Compliance**

1. Peamount Healthcare shall be fully compliant with taxation laws and shall ensure that all tax liabilities are paid on or before the relevant due dates.
2. A tax clearance certificate as issued by the Revenue must be held at all times

# APPENDIX 1

## Ethics in Public Office

### Obligations under the Ethics Legislation

All those who hold designated directorships (Board memberships) or occupy designated positions of employment in public bodies, prescribed by regulation for the purposes of the Ethics legislation (i.e. the Ethics in Public Office Acts 1995 and 2001), must comply with the relevant provisions of the legislation. Compliance with the Ethics Acts is deemed to be a condition of appointment or employment. While the summary below is provided for information, detailed guidelines on compliance with the Ethics Acts has been published by the Standards in Public Office Commission (the Standards Commission) on their website.

All persons who have obligations under the Acts are obliged to act in accordance with the guidelines and any advice given by the Standards Commission, unless by so doing they would be contravening another provision of the legislation.

### Disclosure of Registrable Interests

The Ethics in Public Office Act 1995 provides for the disclosure of registrable interests by holders of designated Board memberships and occupiers of designated positions of employment in public bodies prescribed for the purposes of the Ethics legislation. Briefly, the requirements are:

**Designated Board Members:** Are required in each year, during any part of which they hold or held a designated Board membership of a public body prescribed by regulations made by the Minister for Public Expenditure and Reform, to prepare and furnish, in a form determined by that Minister, a statement in writing of their registrable interests, and the interests, of which a person has actual knowledge, of his or her spouse or civil partner, a child of the person or a child of the person's spouse or civil partner, which could materially influence the person in, or in relation to, the performance of the person's official functions by reason of the fact that such performance could so affect those interests as to confer on, or withhold from, the person, his or her spouse or civil partner, a child of the person or a child of the person's spouse or civil partner, a substantial benefit. The statement must be furnished to the Standards Commission and to such an officer of the body as determined by the Minister for Public Expenditure and Reform.

**Designated Positions of Employment:** Are required in each year, during any part of which they occupy or occupied a designated position of employment in a public body, prescribed by regulations made by the Minister for Public Expenditure and Reform, to prepare and furnish, in a form determined by that Minister, a statement in writing of their registrable interests, and the interests, of which a person has actual knowledge, of his or her spouse or civil partner, a child of the person or a child of the person's spouse or civil partner, which could materially influence the person in, or in relation to, the performance of the person's official functions by reason of the fact that such performance could so affect those interests as to confer on, or withhold from, the person, his or her spouse or civil partner, a child of the person or a child of the person's spouse or civil partner, a substantial benefit. The statement must be furnished to the relevant authority for the position as determined by the Minister for Public Expenditure and Reform.

**Material Interests:** The holder of a designated Board membership or the occupier of a designated position of employment is required to furnish a statement of a material interest where a function falls to be performed, and where the Board member or the employee or a “connected person” (e.g. a relative or a business associate of the Board member or employee) has a material interest in a matter to which the function relates. Such a statement must be furnished to the other Board members of the public body by a designated Board member or to the relevant authority by the occupier of a designated position of employment. The function must not be performed unless there are compelling reasons to do so. If a designated Board member or the occupier of a designated position of employment intends to perform the function, he or she must, either before doing so, or if that is not reasonably practical, as soon as possible afterwards, prepare and furnish a statement in writing of the compelling reasons to the other Board members and to the Standards in Public Office Commission if a designated Board member, or to the relevant authority if an employee. This obligation applies whether or not the interest has already been disclosed in a statement of registrable interests.

## **Tax Clearance Obligations of Appointees to “Senior Office”**

The tax clearance provisions of the Standards in Public Office Act 2001 apply to persons appointed to “senior office”, i.e. to a designated position of employment or to a designated Board membership in a public body under the 1995 Ethics Act, in relation to which the remuneration is not less than the lowest remuneration of a Deputy Secretary General in the civil service. All persons appointed to a designated Board membership “senior office” must provide to the Standards in Public Office Commission not more than nine months after the date on which he or she is appointed:

- a tax clearance certificate that is in force and was issued to the person not more than nine months before, and not more than nine months after, the appointment date; or
- an application statement that was issued to the person and was made not more than nine months before, and not more than nine months after, the appointment date; and
- a statutory declaration, made by the person not more than one month before, and not more than one month after, the date of appointment, that he or she, to the best of his or her knowledge and belief, is in compliance with the obligations imposed on him or her by the Tax Acts and is not aware of any impediment to the issue of a Tax Clearance Certificate.

## **Investigations**

The Board and employees of public bodies can be subject to investigation by the Standards Commission, either where it considers it appropriate to do so, or following a complaint, or where there is contravention of the tax clearance requirements, and there is nothing that precludes the Standards Commission from taking into account this Code in such an investigation.

## **Additional Information and Advice**

This appendix is provided for information purposes only and does not constitute a legal interpretation of the Ethics Acts. Regard should be had in the first instance to the Standards Commission’s guidelines. Requests for advice on compliance with the legislation should be referred to the Standards Commission.

# **APPENDIX 2**

## **Briefing for new Board Members**

On the appointment of new Board Members, the Company Secretary of Peamount Healthcare shall provide them with the following information:

1. A copy of this Code of Governance
2. A copy of the most recent Service Level Agreement with the HSE
3. A copy of the most recent set of Statutory Accounts
4. Code of Conduct for Directors
5. A copy of the Strategic Plan for the organisation
6. A copy of the Memorandum and Articles of Association
7. General information on the services, structure and activity of the organisation.
8. A letter of appointment to the Board

# **APPENDIX 3**

## **The Formulation of Strategy and Objectives for Peamount Healthcare**

1. The preparation and adoption of a strategic plan is a primary responsibility of the Board.
2. Such plans shall set appropriate objectives and goals and identify relevant indicators and targets against which performance can be clearly measured.
3. The Board shall establish a formal process for setting strategy.
4. The Board shall adopt a statement of strategy for a period of 3-5 years ahead.
5. Implementation of the strategy by the management should be supported through an annual planning and budgeting cycle.
6. The Board shall approve the annual plan and budget and should formally consider an evaluation of performance by reference to the plan and budget on an annual basis and reflect this, as appropriate, in the annual report.
7. A copy of the draft strategic/corporate plan (including, where relevant, plans for levy setting or own income generation) should be sent to the HSE before the plan is finalised and adopted by the Board.
8. While final responsibility for the content of the plan rests with the Board in each case, the views of the HSE under whose aegis Peamount Healthcare falls and consideration of the public interest should be carefully weighed by the Board.

# APPENDIX 4

## Disclosure of Interests by Board Members

In addition to the requirements under the Ethics Acts (**viz. Appendix 1**) the following procedures should be observed:

**i) Periodic Disclosure of Interests:** On appointment and annually thereafter, each Board member should furnish to the Secretary of the Board or other nominated person 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. The statement of interests form used for annual statements under the 1995 Act could be utilised for this purpose on an administrative basis. Where the Board member is 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.

**ii) Disclosure of interest relevant to a matter which arises:** In addition to the periodic statements of interest required under (i) above, Board members are required to furnish a statement of interest at the time where an official function falls to be performed by the Board 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.

**iii) Doubt:** If a Board member has a doubt as to whether an interest should be disclosed pursuant to this Code, he/she should consult with the Chairperson of the Board and/or the nominated person in the State body for dealing with such queries.

**iv) Confidential Register:** Details of interests disclosed under this Code should be kept by the Secretary of the Board or other nominated person in a special confidential register. Access to the register should be restricted to the Chairperson and Secretary of the Board and other members of the State body on a strictly need to know basis.

**v) Chairperson's Interests:** Where a matter relating to the interests of the Chairperson arises, the other members attending the meeting shall choose one of the members present at the meeting to chair the meeting. The Chairperson should absent himself/herself when the Board is deliberating or deciding on a matter in which the Chairperson or his/her connected person has an interest.

vi) **Documents withheld:** Board or State body 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.

vii) **Early return of documents:** As it is recognised that the interests of a Board 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.

viii) **Absent:** A Board member should absent himself/herself when the Board is deliberating or deciding on matters in which that Board member (other than in his/her capacity as a member of the Board) has declared a material interest. In such cases consideration should be given as to whether a separate record (to which the Board member would not have access) should be maintained. (NB. Board members who are designated directors should note the separate requirements under the Ethics in Public Office Acts 1995 and 2001 regarding a 'material interest').

ix) **Uncertainty:** Where a question arises as to whether or not an interest declared by a Board member is a material interest, the Chairperson of the Board should determine the question as to whether the provisions of this Code apply. Where a Board 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.

# APPENDIX 5

## Terms of Reference of Audit Committee

### 1 Constitution of the Committee

1. The Audit Committee is constituted by resolution of the Board
2. In drawing up these Terms of Reference the Board has consulted a number of sources including the terms of reference of the Audit Committee of the Health Service Executive, contained in the Health Service Executive Code of Governance (2015).

### 2 Membership

1. The Board shall appoint members of the Committee.
2. The Committee shall consist of not less than three members.
3. A quorum shall be two members.
4. The Board reserves the right to appoint non-Board members, subject to prior approval of the Chairperson of the Board, to the Committee where specialist knowledge and expertise is required from time to time.
5. No more than two terms of three years service would be expected from members.
6. In cases where a member retires by rotation or for any other reason from the main Board they would automatically retire from this committee.
7. The Board shall appoint the Chairperson of the Committee. In the absence of the Chairperson from any meeting, the remaining members present shall nominate one of their number to chair the meeting.
8. The Chairperson of the main Board of Peamount Healthcare shall not be a member of this Committee.
9. One member of the Audit Committee shall have recent and relevant financial experience.
10. The holding of meetings using voice and Information technology and teleconferencing are permitted.
11. All members should be financially literate.

### 3 Secretary

1. The secretary of the Committee shall be the Company Secretary or his/her nominee.

### 4 Attendance at meetings

1. Only members of the Audit Committee shall be entitled to attend Committee meetings.
2. The Board Chairperson, other Board members, CEO, Director of Finance and other persons shall attend meetings at the request of the Committee.

### 5 Frequency of meetings

1. Meetings shall be held not less than four times a year (to coincide with the financial reporting cycle of the organisation). Additional meetings shall be held as the work of the Committee demands.

## **6 Authority**

1. The Committee is authorised by the Board to:
  - investigate any activity within the terms of reference set out in this document.
  - seek any information or explanations that it requires from any employee
  - obtain independent legal or professional advice in accordance with the Code of Governance of Peamount Healthcare and in accordance with procurement policy, and secure the attendance of persons with relevant experience and expertise if it considers this necessary.
  - investigate any matter it deems relevant brought to its attention by whomsoever, including, but not limited to, good faith reports.

## **7 Duties**

The duties of the Committee are to assist the Board in fulfilling its duties by providing independent and objective review in relation to financial risks, including but not limited to

1. Financial reporting
2. Internal financial control and financial risk management
3. Internal Audit
4. External Audit
5. Remuneration

### **7.1 Financial reporting**

To review, and challenge where necessary, the actions and judgements of management, in relation to the financial statements before submission to, and approval by, the Board, and sign off by the Auditor.

The committee should review in particular

- critical accounting policies and practices, and any changes in them;
- financial reporting decisions requiring a significant element of judgement;
- the extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed;
- the clarity of disclosures;
- significant adjustments resulting from the audit;
- the going concern assumption;
- compliance with any accounting standards specified
- compliance with other legal requirements;
- to consider other topics, as defined by the Board.

### **7.2 Internal financial control and financial risk management**

The committee should seek to review the following where it deems necessary

1. To ensure that executive management maintains and promotes a control culture that enables compliance with best practice in corporate governance
2. To review the procedures for detecting fraud and good faith reporting relating to fraud, corruption and waste and ensure that arrangements are in place by which employees may, in confidence, raise concerns
3. To ensure that the financial controls over monies held on behalf of service users and other third parties are effective in safe guarding their monies.
4. To periodically review and, if necessary, propose changes to the Code of Conduct for Board Members and Code of Conduct for Staff.
5. To review reports, at least annually, produced by management and the Internal Audit and Risk functions on the effectiveness of the systems for internal financial control, financial reporting, financial risk management and Value for Money. To access the scope and effectiveness of the systems established by management to identify, access, manage and monitor financial and related risks.
6. To review annually the Statement on Internal Controls as required under the Code of Practice for the Governance of State Bodies, report its outcome to the main Board and make appropriate recommendations.

### **7.3 Internal audit**

1. To review and monitor the adequacy of the annual internal audit<sup>2</sup> programme
2. The mechanism by which the internal audit function is to delivered will be determined by the committee
3. To ensure that the internal audit function is adequately resourced and has appropriate standing within the organisation
4. To ensure that internal audit has due regard for value for money in its audits
5. To receive a report on the results of the internal auditor's work on a periodic basis
6. To receive other reports (internal or external) on any topic(s) that the Audit Committee considers relevant to its work;
7. To review and monitor management's responsiveness to the internal auditor's findings and recommendations;
8. To monitor and assess the role and effectiveness of the internal audit function
9. Ensure arrangements established by management for ensuring compliance with relevant legislative requirements e.g. PAYE, PSWT, VAT, RCT are fit for purpose
10. Review of findings of examinations by regulatory authorities e.g. Revenue Audits

### **7.4 External audit**

Peamount Healthcare appoints external auditors to audit the organisation in accordance with the Companies Acts and other relevant legalisation

The audit committee will

1. Ensure that the external auditor receives copies of all information necessary for the conduct of the audit

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<sup>2</sup> This function may be outsourced to a third party or delivered in conjunction with another agency as determined by the committee

2. Review on an annual basis the planned scope of audit work done by the external auditor and internal audit with a view to maximising the efficiency and effectiveness of the audit process.
3. Oversee relationship with the external auditor
4. The committee will access the qualification, expertise, resources, effectiveness and independence of the external auditors and the committee will make recommendations on the appointment, reappointment and removal of the external auditor.
5. Approve the terms of engagement and the remuneration to be paid to the external auditor in respect of audit services provided
6. Discuss with the external auditor, before the audit commences, the nature and scope of the audit, including the nature of Value for Money auditing expected
7. Review with the external auditors, the findings of their work.
8. Review the audit representation letters before consideration by the Board.
9. Review and monitor the content of the external auditor's management letter, in order to assess whether it is based on a good understanding of the business and establish whether recommendations have been acted upon and, if not, the reasons why they have not been acted upon
10. Work to be undertaken by the auditors outside of the scope of their annual audit must be approved by the Audit Committee.
11. To have a discussion with the external auditors at least once a year, without employees of Peamount Healthcare present, to ensure that there are no unresolved issues of concern.

## **7.5 Remuneration**

The committee will assist the Board in fulfilling its role in respect of remuneration by;

1. Ensuring compliance with government pay policy and adherence to the Department of Health Consolidated Salary Scales and other related policies and circulars
2. Approval of the pay and conditions applicable to the Senior Management Team
3. Agree the policy for authorising claims for expenses from the Chief Executive;
4. Consider such other matters relating to remuneration policies or practices as the Board, or the Chairperson, may from time to time bring to its attention.

## **8 Committee Performance and Reporting**

1. At the end of each year the committee shall prepare a report for presentation to the Board on its role and responsibilities and the actions it has taken to discharge these responsibilities. Such a report should specifically include
  - A summary of the role of the committee
  - 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.
  - Whether the committee believes that its scope and objectives are being met in accordance with its terms of reference

2. The minutes of each meeting shall, when approved by the Chairperson, be circulated to all members and, once approved by the Committee, to all other Board members.
3. At least one member of the Committee shall attend each meeting of the Board and make recommendations in relation to the matters under its remit.
4. The Audit Committee and the Risk Committee will both have an involvement in risk management and internal control. Whereas the Audit Committee's primary focus will be on financial issues and that of the Risk Committee will be on non-financial issues.
5. Committee Chairpersons will communicate as necessary, to ensure that:
  - The overall approach to risk management and internal control is comprehensive and co-ordinated
  - Work programmes of the two Committees are synchronised and ensure that duplication in relation to investigations etc, is avoided
  - Minutes of these meetings will be circulated to the Audit Committee and Risk Committee members and will be tabled as an agenda item at the next meeting of each Committee
  - In the event of a matter arising where it is not possible for the Chairpersons to agree into which Committee's remit the matter falls to be dealt with, the Chairperson of the Board will assign the matter to one of the Committees
  - Where disagreements between the Committee and the Board cannot be resolved, the Chairman will determine a solution.
6. The Committee shall annually review its terms of reference and its own effectiveness and recommend any necessary changes to the Board.

# APPENDIX 6

## Terms of Reference of Finance Committee

The Finance Committee is a subcommittee of the Board of Peamount Healthcare. It is established to assist the Board in discharging its oversight responsibilities for good financial governance and stewardship of the organisations assets.

### 1 Membership

1. The Finance Committee will be comprised of non executive directors of Peamount Healthcare.
2. The Chairman of the committee will be appointed by the Board and will be independent of the Chairman of Peamount Healthcare. In the absence of the Chairperson from any meeting, the remaining members present shall nominate one of their number to chair the meeting.
3. It will consist of not less than three members including the Chairman. The Chairman and at least one other member will have an appropriate mix of skills and experience including accounting or related financial expertise
4. No more than two terms of three years would be expected from members.
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 Company Secretary or his/her nominee shall act as secretary to the Committee. He/she will not be a member of the Committee.
7. The Chief Executive and Director of Finance while not members of the committee will normally attend meetings. The External Auditors will attend meetings as requested by the committee.

### 2 Meetings and Quorum

1. The Committee will meet four times per annum at appropriate times in the reporting cycle
2. A quorum for meetings will be 2 including the Chairman
3. The holding of meetings using voice and Information technology and teleconferencing are permitted.
4. The External Auditors may attend at the request of the Committee
5. The secretary will circulate (either by post or electronically) the agenda and supporting documentation to the committee members a reasonable period in advance of each meeting

### 3 Minutes

1. Minutes are to be taken to accurately reflect the discussion at meetings.
2. These minutes to be made available to all directors of Peamount Healthcare.
3. They should also be made available to the external auditor as appropriate
4. Minutes of meetings may also be accessible to the public through the Freedom of Information legislation.

### 4 Finance Committee Scope

1. To ensure 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 with summary reports including surpluses, deficits of the previous year.
3. To review the annual budgets prepared by management to ensure that they are aligned with the strategic goals of Peamount Healthcare.
4. To review monthly financial information presented by management and to ensure adherence to the financial targets and objectives as set down by the Board.
5. To ensure that the financial statements that derive from the underlying financial systems comply with relevant standards and requirements and are subject to appropriate review by management
6. To review the levels of debt outstanding to Peamount Healthcare at regular intervals during the year
7. To ensure that Peamount Healthcare complies with the requirements of the Charities Act 2009
8. To review year end forecasts and cash flow statements
9. To support the executive in their dealings and negotiations with the HSE and other funding authorities.
10. Set appropriate authority limits for expenditure. The Committee has authority to approve expenditure over €25,000 and less than €100,000 excluding Value Added Tax. Expenditure amounts in excess of this are required to be approved by the Board
11. The minutes of each meeting shall, when approved by the Chairperson, be circulated to all members and, once approved by the committee, to all other Board members.
12. At least one members of the Committee shall attend each meeting of the board and make recommendations in relation to the matters under its remit.
13. Approval for the opening of new bank accounts and extensions to our business on line facilities.
14. The Committee is responsible for developing, implementing and monitoring the investment policy for Peamount Healthcare and related parties.
15. The committee will review, at least twice yearly or at more regular intervals if required, the investments held by these companies. The minimum data set for this review will comprise the following details: Name of the institution in which each investment is held, rate of return on the investment, maturity date and account balance.
16. The committee should ensure that there is an appropriate focus on good practice in purchasing and that procedures are in place to ensure compliance with public procurement policy and guidelines
17. Review budget position and raise with the HSE.

# APPENDIX 7

## Terms of Reference of Quality and Safety Committee

### Role

The Quality and Safety Committee of Peamount Healthcare (the **Committee**) focuses principally on providing assurance to the Board that there are appropriate and effective systems in place in relation to clinical risk within Peamount Healthcare. In particular it will:

- provide a level of assurance to the Board on the appropriate governance structures, systems and processes related to the identification, measurement, assessment and management of non-financial risk in Peamount Healthcare;
- coordinate, oversee, prioritise and integrate risk management and continuous quality improvement initiatives across Peamount Healthcare;
- promote a risk management culture throughout Peamount Healthcare;
- consider and investigate matters referred to the Committee by the Board;
- report to the Board on a quarterly basis or whenever necessary in the event that the Committee considers that a particular matter needs to be referred immediately to the Board for consideration by it.

In carrying out its role, the Committee will take account of the National Standards for Safer, Better Healthcare (June 2012), National Quality Standards for Residential Care for Older People (July 2016) and National Standards for Residential Services for Adults with Disabilities (January 2013), the HSE Quality, Safety and Risk Framework (January 2009) and Health and Safety Legislation

### Membership/Attendance

- The Committee shall consist of Chairperson (Board Member), Board Member(s), Chief Executive, Health and Safety/Risk Manager, Director of Rehabilitation, Director of Nursing, Chair of the Medical Advisory Committee or his/her delegate, GP Intellectual Disability Service, Quality and Education Facilitator, Director of Finance, Director of HR and External Representative AON.
- The Chairperson of the Committee will be appointed by the Board and will at all times be a member of the Board.

- 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 as appropriate.

## **Accountability and Reporting Relationships**

The Committee is directly accountable to the Board of Peamount Healthcare and this is reflected in the organisational committee chart provided in Appendix 1.

The following are accountable to the Committee and provide scheduled reports

- Health and Safety Committee
- Risk Management
- Infection Prevention and Control Committee
- Drugs and Therapeutic Committee
- Radiation Safety Committee
- Policy Development Group
- Lab dispatch / Point of Care Testing
- Healthcare Charter Group
- Nursing Metrics in Development
- Safety Committee/ Reports from Designated Person
- Human Resources (Matters pertaining to clinical issues/claims)
- HIQA Oversight Committee
- Clinical Audit Committee

The Audit Committee and this Committee will both have an involvement in quality and risk management and internal control. Whereas the Audit Committee's primary focus will be on financial issues and that of this Committee will be on non-financial issues, both the Committee Chairpersons and whomsoever they choose from their respective Committees will communicate, as often as is necessary, to ensure that:

- Peamount Healthcare's overall approach to risk management and internal control is comprehensive and co-ordinated;
- work programmes of the two Committees are synchronised;
- duplication in relation to investigations etc., is avoided; and
- Knowledge is shared and best practice implemented.

## **Frequency and duration of meetings**

Meetings shall be held not less than four times a year (to coincide with key dates in Peamount Healthcare's reporting cycle). Additional meetings shall be held as the work of

the Committee demands. An agenda of items to be considered at each meeting, together with supporting papers, will be forwarded to each member in advance of the meeting.

A quorum of 4 members will be required for a meeting to take place with one member being a Board member and the Chair of the Medical Advisory Committee or his/her delegate.

## **Minutes of meetings**

Minutes shall be taken of each meeting and circulated to all members and, once approved by the Committee, will be signed by the Chairperson.

## **Authority**

The Committee is authorised by the Board to:

- To have oversight for any investigation within the terms of reference set out in the scope (below).
- seek any information or explanations that it requires from any employee of the Peamount Healthcare and all employees are directed to co-operate with any request made by the Committee.
- obtain independent legal or professional advice, at Peamount Healthcare's expense (which shall not exceed €25,000 in a calendar year), and secure the attendance of persons with relevant experience and expertise if it considers this necessary.
- investigate any matter it deems relevant in relation to quality, safety and risk.

## **Scope**

The duties of the Committee shall include internal control, quality and risk management in relation to non-financial matters in Peamount Healthcare and in particular it will:

- oversee and monitor the implementation of risk management and quality initiatives in Peamount Healthcare ;
- ensure that an appropriate risk register and an incident reporting procedure is established (by which employees may, in confidence, raise concerns) throughout Peamount Healthcare;
- receive reports, on a timely basis, of concerns raised under the Policy on Open Disclosure and ensure that appropriate action is taken in order to maintain the highest standards of probity and honesty throughout Peamount Healthcare:
- create awareness, across Peamount Healthcare, of the need to identify and manage risk effectively;
- monitor the management of risk throughout Peamount Healthcare and report on a quarterly basis to the Board;

- ensure that a continuous risk management and quality improvement programme of activities/actions is implemented;
- ensure that executive management maintains and promotes a culture that enables integrated management of all the risks;
- assess the scope and effectiveness of the systems established by management to identify, assess, manage and monitor risks and to ensure quality and have this reviewed periodically by an appropriate external agency.
- receive, review and evaluate progress reports from internal Committees that report to the Committee (see below) and make follow-up recommendations where required;
- receive, review and evaluate other reports, internal or external e.g. HIQA, Health & Safety Authority, Environmental Health Officers, Voluntary Hospital Risk Management Forum relevant to the Quality, Risk and Safety Agenda and make follow-up recommendations where required.

## **Reports**

Following each meeting a report is provided to the Board, along with a verbal briefing during the following Board meeting, with additional reports as deemed necessary. At least one member of the Committee shall attend each meeting of the Board and report in relation to the matters under its remit.

A copy of the minutes of each meeting of the Quality and Safety Committee will be circulated to the members of the Medical Advisory Committee at each meeting.

At the end of each year the Committee shall prepare a report for presentation 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 and responsibilities of the Committee;
- the names and qualifications of all members of the Committee during the period;
- the number of Committee meetings and attendance by each member;
- the way 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.

## **Approval and Review Date**

The Terms of Reference for the Quality and Safety Committee of Peamount Healthcare were approved and adopted by the Board on 24 October 2017.

# Annex1



# APPENDIX 8

## Terms of Reference of Nominations Committee

### 1. Membership

- 1.1 Members of the Committee shall be appointed by the Board and shall be made up of at least 4 members, all of whom must be members of the Board of Directors ('the Board').
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as other members of the Board, the Chief Executive, the head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.3 Appointments to the Committee shall be for a period of up to three years, which may be extended for one further three-year period.
- 1.4 The Committee Chairman will be the Chairman of the Board or in his/her absence the Deputy Chairman of the Board. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting. The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.

### 2. Secretary

- 2.1. The Company Secretary or their nominee shall act as the Secretary of the Committee.

### 3. Quorum

- 3.1 The quorum necessary for the transaction of business shall be 2. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

### 4. Frequency of Meetings

- 4.1 The Committee shall meet twice a year and at such other times as the Chairman of the Committee shall request.

### 5. Notice of Meetings

- 5.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend no later than 5 working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

### 6. Minutes of Meetings

- 6.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and the Chairman of the Board and, once agreed, to all other members of the Board, unless a conflict of interest exists.

### 7. Duties

- 7.1 The Committee shall:
  - 7.1.1 Regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board having regard to diversity of skills and gender, compared to its current position and make recommendations to the Board with regard to any changes;
  - 7.1.2 Give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and

opportunities facing the organisation, and what skills and expertise are therefore needed on the Board in the future;

7.1.3 Be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;

7.1.4 Before any appointment is made by the Board, evaluate the balance of skills, knowledge and experience on the board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:

7.1.4.1 Consider the options open to it from which it can seek potential candidates;

7.1.4.2 Consider candidates from a diverse range of backgrounds; and

7.1.4.3 Consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;

7.1.5 Keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to operate effectively;

7.1.6 Keep up to date and fully informed about strategic issues and business changes affecting the company and the sector in which it operates;

7.1.7 Review annually the time required from directors. Performance evaluation should be used to assess whether the directors are spending enough time to fulfil their duties; and

7.1.8 Ensure that on appointment to the Board, directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings and are fully briefed as to enable them to understand the mission, strategy, operations, risks and responsibilities of the Board.

7.2 The Committee shall also make recommendations to the Board concerning:

7.2.1 Plans for succession of directors and in particular for the key roles of Chairman and Chief Executive,

7.2.2 Determine membership and the Chairs of the Finance Committee, Audit Committee, Quality and Risk Committee and Development Committee in consultation with the Chairman of those Committees;

7.2.3 The re-appointment of any director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;

7.2.4 Any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive as an employee of the company subject to the provisions of the law and their service contract;

## **8. Reporting Responsibilities**

8.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

8.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

## **9. Other**

9.1 The Committee shall, at least once every two years, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

## **10. Authority**

10.1 The Committee is authorised to seek any information it requires from any employee of the company in order to perform its duties.

10.2 The Committee is authorised to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference.

# APPENDIX 9

## Terms of Reference of Development Committee

### 1 Constitution of the Committee

The Development Committee is constituted by resolution of the Board.

### 2 Membership

2.1 The Board shall appoint members of the Committee.

2.2 The Committee shall consist of not less than three members.

2.3 A quorum shall be two members.

2.4 The Board reserves the right to appoint non-Board members, subject to prior approval of the Chairperson of the Board, to the Committee where specialist knowledge and expertise is required from time to time.

2.5 No more than two terms of three years service would be expected from members.

2.6 In cases where a member retires by rotation or for any other reason from the main Board they would automatically retire from this committee.

2.7 The Board shall appoint the Chairperson of the Committee. In the absence of the Chairperson from any meeting, the remaining members present shall nominate one of their number to chair the meeting.

2.8 The Chairperson of the main Board of Peamount Healthcare shall not be a member of this Committee.

2.9 One member of the Development Committee shall have property/development experience.

2.10 The holding of meetings using voice and Information technology and teleconferencing are permitted.

### 3 Secretary

3.1 The secretary of the Committee shall be the Company Secretary or his/her nominee.

### 4 Attendance at meetings

4.1 Only members of the Development Committee shall be entitled to attend Committee meetings.

4.2 The Board Chairperson, other Board members, CEO, Director of Finance and other persons shall attend meetings at the request of the Committee.

### 5 Frequency of meetings

5.1 Meetings shall be held as considered necessary by the Chairman of the Committee to enable proper supervision of the Committee's remit.

5.2 A minimum of four meetings should take place per annum.

## **6 Authority**

6. The Committee is authorised by the Board to:
  - Monitor and report on any action deemed necessary that may affect Planning / zoning of Peamount's Lands .
  - Bring to the Board for consideration / approval any Capital Investments deemed necessary by the Dev Committee .
  - Supervise and report to the Board on Capital Developments including Cost v budget .
  - Consider and advise the Board on any Building improvements arising out of HIQA inspections .
  - Advise the Board on any disposal of lands deemed necessary to support the agreed standard of care in compliance with Statutory Obligations and HIQA standards .
  - To appraise the standard of Peamount's buildings and consider their suitability to provide the agreed standard of care and advise the Board accordingly .
  - To oversee the appointment of Consultants / Contractors for agreed Capital developments as advised by management.
  - Oversee any Planning applications made.

## **7 Committee Performance and Reporting**

7. At the end of each year the committee shall prepare a report for presentation to the Board on its role and responsibilities and the actions it has taken to discharge these responsibilities. Such a report should specifically include
  - A summary of the role of the committee
  - 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.
  - Whether the committee believes that its scope and objectives are being met in accordance with its terms of reference
8. The minutes of each meeting shall, when approved by the Chairperson, be circulated to all members and, once approved by the Committee, to all other Board members.
9. At least one member of the Committee shall attend each meeting of the Board and make recommendations in relation to the matters under its remit.
10. The Committee shall annually review its terms of reference and its own effectiveness and recommend any necessary changes to the Board.

# APPENDIX 10

[DRAFT] to be finalised at next Committee Meeting Feb 2018

## Terms of Reference of Medial Advisory Committee

### Peamount Medical Advisory Committee (MAC) November 2017

#### Purpose

The MAC shall be responsible to the Board of Management for clinical care, standards and practice in the Hospital, including audit reviews. The MAC shall report to and advise the Board of Management on all matters relating to clinical practice and any changes to that practice.

#### Members of Committee:

- All members of the committee must have sessional commitment at Peamount Healthcare. Chair to rotate on a six monthly basis between disciplines.
  - Membership of sub groups established through the MAC may have honorary notional sessions, application for which will be processed through the MAC.
  - Chair of the MAC must be in attendance or must nominate a Sub-Chair in his/her absence.
  - Chair of the MAC may attend Board Meetings, Quality and Risk Meetings and Drugs and Therapeutic Meetings.
- 
- Chairperson: Dr. Eugene Wallace, Consultant in Rehabilitation Medicine
  - Prof Stephen Lane, Consultant Respiratory Physician
  - Dr. Eddie Moloney, Consultant Respiratory Physician
  - Ms Suzanne Corcoran, CEO Peamount Healthcare
  - Dr Jacinta McElligott, Consultant in Rehabilitation Medicine
  - Dr Rónán Collins, Consultant, Age Related Health Care
  - Prof Des O'Neill, Consultant, Age Related Health Care
  - Dr. Tara Coughlan, Consultant, Age Related Health Care
  - Dr. Dan Ryan, Consultant, Age Related Health Care
  - Dr. Sean Kennelly, Consultant, Age Related Health Care
  - Dr. Aisling NiShuilleabhain, GP to IDS
  - Dr. Brian Blake, GP to IDS

#### Clinical Governance

- To support the development of clinical governance arrangements and to monitor the quality of healthcare through those arrangements.
- To develop and influence policies which will promote the health and wellbeing of our patients/service users.

#### Operational

The MAC shall consider and make recommendations to the Board of Management on inter alia the following matters:-

- (a) The long term planning of the medical policy and development of the Hospital.
- (b) Matters concerning the structuring of Consultant appointments and any negotiations necessary with other Bodies which may be involved in sharing these appointments.

- (c) Medical Education.
- (d) Non Consultant Medical Staff.
- (e) Medical Students.
- (f) Supervision of Allied Health Professional and Clinical Support Staff in all medical matters.
- (g) Such other matters as the Board may determine.

### **Strategic Management**

The MAC shall be entitled to set up such sub committees as it may consider necessary to deal with the matters which come within its competence.

Any sub-committee so formed shall, in the exercise of the powers delegated to it, conform to such regulations (if any) as may from time to time be prescribed by the MAC.

### **Education and training**

- To facilitate access to professional advice and skills from a variety of sources.

### **Quorum**

3 Specialists

### **Meeting Frequency**

The MAC shall meet at such intervals as it may from time to time determine but not less frequently than once every three months.

### **Location**

- Peamount Healthcare

### **Administration Support**

- Ms. Veronica Brady