



MERCY UNIVERSITY HOSPITAL CORK, CLG
(“Mercy University Hospital”)

***CODE OF GOVERNANCE,
CORPORATE ETHICS
AND
BUSINESS CONDUCT***

August 2017

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Section 1. Leadership

1.1 Introduction

The Mercy University Hospital (MUH) is a Catholic Healthcare Facility providing in-patient, day-patient, out-patient services and accident and 24/7 emergency services in the centre of Cork City. The hospital is an acute general hospital and has 321 beds. MUH is one of two Voluntary Hospitals located in the city.

Currently, the hospital employs approximately 1,200 staff. Over 130,000 patients are treated annually and the number of patients being treated by MUH has risen substantially in the last decade and continues to do so as new facilities are brought on-stream.

MUH is a member of the South/South West Hospital Group along with eight other hospitals in the region and is committed to ensuring that patients across the South/South West Hospital Group receive the highest standard of care.

Mercy University Hospital became a company limited by guarantee in 2003. The affairs of the company are managed by a Board of Directors who are responsible to a Trustee Company – Mercy Care South which was established in 2016.

1.1.1 History

The oldest part of the Mercy Hospital was once the Mansion House, built for the Mayor of Cork between 1764 and 1767. In 1842, the Corporation decided that the Mansion House was too expensive to maintain and they leased it to a priest anxious to set up a second level educational establishment. It then became known as St Vincent's Seminary. In 1856 St Vincent's Seminary moved to St Patrick's Place and the building was leased by Fr. John Murphy, Parish Priest of St. Peter's & Paul, who in turn leased it to the Sisters of Mercy, St. Maries of the Isle. The Sisters had come to Cork in 1837 and had been collecting contributions towards the opening of a hospital in Cork City *'for the relief of the sick poor'*. The cost of conversion from school to hospital was £3,793.

On 17th March 1857, the Mercy Hospital officially opened when Rev. Mother M. Josephine Warde (Superioress at St Maries of the Isle Mercy Convent) brought four of her Sisters to the Mansion House. On that first day, there were 40 beds in the hospital and 8 admissions were recorded. A yearly rent was paid to the Corporation until 1927 when the Mercy Sisters bought out the property. The Sisters made such a success of the Hospital that in 1911 it was recognised as a training school for nurses.

The hospital was the first healthcare institution opened by the Mercy Order and the first opened under religious patronage. The Mansion House remains part of the campus today and is a protected building.

In 2003 the Mercy Hospital was granted University Status in recognition of the advanced nature of the services, research and teaching being carried out at the hospital and the name was officially changed to 'Mercy University Hospital'.

1.2 Vision, Mission and Ethos

The Vision and Mission of Mercy University Hospital are strongly aligned to the 5 principles underpinning Catholic Health Care. These are:

- Principle 1. Catholic Health Care Ministry has at its core, a commitment to protect and defend human dignity. It holds respect for the sacredness of every human life as a non-negotiable.
- Principle 2. The first right to life has a correlating right to adequate health care and healthy development.
- Principle 3. The Biblical mandate to care for the poor is expressed in its various concrete service to and advocacy for those whose social conditions place them in a vulnerable position.
- Principle 4. Catholic Health Care seeks at all times to promote the common good.
- Principle 5. Catholic Health Care exercises responsible stewardship of available health care resources.

In faithfulness to these principles along with its character, identity and tradition, Mercy University Hospital has a responsibility to reflect the moral and ethical teaching of the Catholic Church in its policies and practices.

1.2.1 Vision

The vision reflects the overall ambition of MUH. The vision serves as the basis from which the Hospital's strategy is developed:

- MUH is a centre of excellence for diagnostic, medical and surgical services in line with the changing needs of patients within the South / South West Hospital Group encompassing MUH's Mission and Values.
- MUH's staff are motivated and supported in reaching their full potential.
- MUH delivers service innovation through high standard education, training and research in an academic healthcare centre.
- MUH has the operational and financial capability to contribute to the future healthcare needs of the South/South West Hospital Group.

1.2.2 Mission Statement

In the spirit of the Sisters of Mercy we provide excellent patient services to maintain and improve the health and wellbeing of those we serve.

Mercy University Hospital's day to day operations and structures give the best possible concrete expression to its mission, values and ethos, all of which are held in trust for future generations. Examples of such engagement include the Hospice Friendly Hospitals programme and work in relation to End of Life Care, Patient Advocacy and ethical programmes. In 2013 the hospital revisited and reaffirmed its core values which have their roots in its Mercy heritage.

The hospital is committed to the ongoing development of a Mission Effectiveness programme and continually seeks opportunities to further expand and embed it throughout the organisation.

1.2.3 Core Values

The Core Values of the hospital were articulated by representative groups throughout the hospital and approved by the Board of Directors. They were identified in the context of revisiting the hospital's Mercy heritage and connecting with Catherine McAuley's rootedness in the Gospels. They guide staff in how they minister to the sick as well as being a reference place for decisions made.

Mercy University's Core Values

Respect – a recognition of the dignity of each person at all times

"Our mutual respect is to be cordial." (C. McAuley)

Justice – honouring the rights and responsibilities of each person in light of the common good

"The poor need help today, not next week." (C. McAuley)

Compassion – calling us to empathise with the other as we try to understand his/her suffering

"The kind word, the gentle compassionate look and the patient hearing of sorrows – these cost the giver nothing." (C. McAuley)

Excellence – giving of our very best within the resources available to us

"Take short, careful steps, not great strides." (C. McAuley)

Team Spirit – working together to achieve our common purpose

"The Spirit of Union is the greatest blessing on a community." (C. McAuley)

1.2.4 Pastoral Care

As a Catholic Healthcare organisation, Mercy University Hospital is a compassionate, healing community where Pastoral Care forms an integral part of the services provided for the sick. Pastoral Care seeks to meet the religious and pastoral needs of all those it serves. It encompasses the full range of spiritual services, including a listening presence; help in dealing with powerlessness, pain, and alienation; and assistance in recognising and responding to God's will with greater joy and peace. Appropriate pastoral services and/or referrals are available to all patients in keeping with their individual religious beliefs or affiliation. In addition, there are ordained priests assigned to the hospital to celebrate the Eucharist and provide the sacraments to patients and staff.

1.2.5 Corporate Social Responsibility

As part of its Corporate Social Responsibility Mercy University Hospital seeks at all times to promote the common good, in a spirit of mutual respect. Fundamental to this is a consciousness of the importance of protecting the basic rights of all individuals. This has particular significance in light of the vulnerability of people who are sick either in hospital or the community. Mercy University Hospital is committed to promoting equity of care and the good health of all. Its Mercy Ethos is a constant reminder of its responsibility to have a concern for the poor.

Section 2. Strategic Direction, Organisational Control and Compliance

2.1 Strategic Plan

The Board of Directors maintains an up to date Strategic Plan for the Mercy University Hospital which is reviewed as required.

Mercy University Hospital published its first Strategic Plan 2010 – 2014 in August 2009 and refreshed this plan in 2013/14. The *'Mercy University Hospital Delivering Better Outcomes for the South/South West Hospital Group 2014 – 2016'* business case was approved by the Board of Directors in April 2014. In 2016, the Board of Directors decided to await the publication of the SSWHG Strategic Plan before progressing to the next phase of the hospital's strategic planning process. The hospital has made submissions to the group in this respect and is awaiting the outcome. In the meantime, the Board and Executive are focussed on delivering a set of strategic objectives for 2017.

2.2 Resourcing

2.2.1 Human Resources

The responsibility for the day to day management and administration of the Mercy University Hospital, including management of Human Resources, is delegated by the Board of Directors to the CEO assisted by an Executive Management Board.

The Executive Management Board consists of the following:

- Chief Executive Officer
- Deputy Chief Executive Officer
- Chief Finance & Operational Services Manager
- Clinical Director
- Director of Nursing
- Quality and Risk Manager
- HR Director
- Technical Services Officer
- Clinical Representatives in line with the Regional Directorate Structures
- And such other persons as required by the CEO with the approval of the Board of Directors

The CEO manages Mercy University Hospital in accordance with the strategy, plans and delegations approved by the Board of Directors. The Board of Directors has also appointed a committee for Human Resources which oversees the hospital's HR functions.

There is a clear organisation structure with job descriptions for members of staff. An Employee Handbook outlines employment policy including diversity and equality standards, and standards of conduct.

2.2.2 Volunteers

Mercy University Hospital has a Volunteers Policy in place to demonstrate the role of volunteers and to highlight the standards expected of them. The purpose of the policy is to provide staff and volunteers with clear guidelines, to prescribe limits of behaviours, assign responsibilities and explain volunteer management systems and operating standards.

Voluntary participation is regarded as a complementary to the work of the hospital staff and in no way substitutes for same. Such service represents the commitment of time and energy for the benefit of patients and visitors; it is undertaken freely and by choice without concern for financial gain.

The Hospital is committed to ensuring that any volunteer's experience with Mercy University Hospital is both productive and rewarding.

2.2.3 Mercy University Hospital Foundation

The Mercy Foundation was established by the Congregation of the Sisters of Mercy in 2007 as a separate company from the hospital to undertake fund raising activities for the benefit of the hospital. It is a company limited by guarantee and not having a share capital. Its purpose is:

"to promote and support by the provision of facilities, equipment, personnel and otherwise, the general improvement of the treatment, care and welfare of patients at the Mercy University Hospital Cork; and to undertake new fundraising initiatives for the Mercy University Hospital Cork and co-ordinate all existing fundraising activities being carried out for and on behalf of the Mercy University Hospital Cork".

The Mercy Foundation is responsible for developing giving opportunities and encouraging charitable contributions from within the community towards the work being carried out in Mercy University Hospital. The Mercy Foundation is also responsible for ensuring that funds raised for the Mercy University Hospital are managed efficiently and allocated in a transparent manner in line with donors' wishes and in line with its Code of Ethics and Joint Fundraising Policy.

A Memorandum of Understanding between the Mercy University Hospital and the Mercy University Hospital Cork Foundation is in place which sets out clear and consistent policies in areas such as procedures for handling monies collected in the name of Mercy University Hospital, co-ordination of PR releases and events and communicating strategic priorities. A formal Liaison Group has been established with membership including the CEO and Chairman of each organisation. This Group meets at regular intervals.

Both the Hospital and the Foundation are committed to adhering to the provisions of the Charities Act 2009, The Statement of Guiding Principles for Fundraising and the Governance Code for the Voluntary and Community Sector.

2.3 Legal and Regulatory Compliance

The Board of Directors is responsible for the governance and functioning of Mercy University Hospital. The Board of Directors oversees adherence to any legal and regulatory requirements applicable to Mercy University Hospital's activities which include but are not limited to:

- Charity Law and the Requirements of the Charity Regulator (The Charities Act 2009)
- Company Law and the requirements of the Companies Registration Office
- The Requirements of the Revenue Commissioner related to tax exemption
- The Health Acts 1947, 1953, 1970 & 2004
- Freedom of Information Acts, 1997 and 2003
- Data Protection Act, 1988 & 2003
- Health, Safety and Welfare at Work Act, 1998
- Fire and Safety Regulations
- Food and Hygiene Regulations 1950 - 1989
- Social Welfare Consolidation Act 1981
- Children Act 2001
- Coroners Act 1962 (as amended 2005)
- Environmental Protection legislation
- Protected Disclosures Act 2014

In addition, the Board of Directors also approves, and ensures compliance with, Mercy University Hospital's governing policies which include but is not limited to the following policies:

- Health and Safety Statement
- Risk Management Policy
- Child Protection Policy
- Employee Handbook
- Data Protection Policy
- Open Disclosures Policy
- Protected Disclosures Policy
- Finance Policies and Procedures; and
- Code of Governance, Corporate Ethics and Business Conduct

Management prepares a schedule of policies, which is presented to the Board of Directors on an annual basis.

Mercy University Hospital adheres to the following:

- Code of Practice for Good Governance of Community, Voluntary and Charitable (CVC) Organisations in Ireland.
- Code of Practice for the Governance of State Bodies.

Since 2007, Mercy University Hospital has followed the following Health Information and Quality Assurance (HIQA) and HSE Standards:

HIQA Standards

- National Standards for Safer Better Healthcare (2012)
- National Standards for the prevention and control of healthcare-associated infections in acute healthcare services (2009 & 2017)
- National Hygiene Services Quality Review 2008: Standards and Criteria

HSE Standards/Policies & Guidelines

- Infection Prevention & Control Guidelines
- Code of Practice Integrated Discharge Planning
- HSE Standards and Recommended Practices for Central Decontamination Units (2011)
- HSE Standards and Recommended Practices for Endoscope Reprocessing Units (2012)
- HSE Standards and Recommended Practices for Healthcare Record Management
- Safety Incident Management Policy (2014)
- National Procedure for Safe Surgery (2013)
- Medical Devices/Equipment Management Policy (incorporating the Medical Devices Management Standard) 2009
- Advocacy & Customer Care Guidelines & Policies
- Quality, Risk & Patient Safety Guidelines & Policies

The Board requires management to report on an annual basis Mercy University Hospital's compliance with the above legal and regulatory requirements, either confirming compliance or identifying non-compliance and mitigating actions.

2.4 Company Secretary

The Company Secretary of the Mercy University Hospital is L&P Trustees Services, 2/3 Terminus Mills, Clonskeagh Road, Dublin 6. The Company Secretary is jointly responsible, with the Board of Directors, for compliance with the Companies Act 1963-2012 as well as the administration of all related matters. The Company Secretary undertakes the following:

- Compliance
 - Monitoring and advising on compliance with legal and regulatory requirements in accordance with the Companies Acts 1963 – 2012 and the Charities Act 2009.
 - Ensuring the Annual General Meeting (AGM) is held in accordance with legal requirements, and supporting the organisation of the event
 - Filing of all requisite documentation with the Companies Registration Office and Charity Regulator (when established)
- Supporting the Board of Directors
 - Providing induction for Directors and ongoing training to enable fulfilment of their obligations
 - Organisation of General Meetings – Agenda, supporting documentation and minutes
 - Provision of advice on procedural issues
- Safeguarding
 - Hold statutory registers, books and other relevant legal documentation
 - Ensure proper use of company seals

L&P Trustee Services provides written confirmation on an annual basis that the Mercy University Hospital complies with the legal and regulatory requirements in accordance with the Companies Acts 1963 – 2012 and in time the Charities Act 2009.

2.5 Company Reporting

Mercy University Hospital produces various reports as part of organisational governance best practice to ensure full transparency and accountability. These reports include, but are not limited to:

2.5.1 External Reporting

- Accounts including Directors' Report
- Annual Report
- Refer to Section 2.4

2.5.2 Internal Reporting

- Regular reports are received by the Board from the CEO and the CFO and the Clinical Directors
- Standing Committee reporting to the Board of Directors including:
 - Audit & Governance Committee
 - Clinical Ethics Committee
 - Clinical Oversight Committee
 - Finance Committee
 - Human Resources Committee
 - Nominations Committee
 - Any other ad hoc committees that are established from time to time.

2.6 Accountability to the Health Service Executive

2.6.1 Service Level Agreement with the Health Service Executive

Mercy University Hospital (the Provider) currently receives funding from the Health Service Executive ("HSE") under the terms of a Service Level Agreement (SLA). The SLA has been refined into a two volume document:

- Part 1 specifies the general terms and conditions relating to the provision of public health services. Part 1 currently covers the period 2015 - 2018; and
- Part 2 specifies in a series of schedules the volumes, quality measures etc which will apply to a named provider. Part 2 is revised and agreed annually.

It is a requirement of the SLA that performance data is provided as required. Data is required to measure quality and quantity of funded services and to track whether performance reflects service priorities within National, Regional and Local Service Plans.

Service levels are monitored at monthly Performance Assurance meetings with the South South/West Hospital Group Leadership Team. Service provision is measured against targets outlined in the Provider's Business Plan. Variances between levels of service provided, employment ceilings and/or financial status are actively monitored and the HSE may request the Provider to take such actions as necessary to bring activity, employment numbers and finances back in line with the agreed levels where variances have occurred.

Mercy University Hospital as the provider is also required to report against Performance Indicators on a monthly basis which includes activity targets, access targets, finance, employment control, quality and patient outcomes.

In addition to its statutory obligation under Section 38 of the Health Act, 2004 (as amended), Mercy University Hospital has the obligations to provide the following information to the HSE:

- Annual Plan which must include the following minimum information:
 - A general statement on the Services provided;
 - Governance arrangements;
 - Report on implementation of the Provider's Business Plan;
 - Report on implementation of capital projects (if any);
 - Report required by Part 9 of the Health Act 2004; and
 - The Annual Audited Accounts.
- Audits, Evaluations, etc
- Other Information which includes
 - Parliamentary Questions;
 - Freedom of Information Requests;
 - Responses to complaints from Service Users and/or advocates; and

- Other relevant information as requested.

Mercy University Hospital has an obligation to comply with statutory obligations to provide information to HIQA in accordance with the Health Act 2007 and to comply with all mandatory reporting to all relevant regulatory bodies (as outlined in the table below). These reports and information can also be sent to the HSE on request with an obligation to implement recommendations arising.

Academy of Medical Laboratory Science	Irish National Accreditation Board
Adoption Authority of Ireland	Labour Court
An Bord Pleánala	Labour Relations Commission
An Bord Altranais/Irish Nursing Board	Law Reform Commission
Child and Family Support Agency - Tusla	Medical Council
Commission for Public Service Appointments	Mental Health Commission
Companies Registration Office	National Cancer Registry
Competition Authority	National Consumer Agency
Dental Council	National Disability Authority
Governmental Departments	National Employment Rights Authority
Environmental Protection Agency	National Standards Authority of Ireland
Financial Regulator	Office of the Data Protection Commissioner
Food Safety Authority of Ireland	Office of the Director of Corporate Enforcement
Health and Safety Authority	Office of the Refugee Applications Commissioner
Health and Social Care Professionals Council	Opticians Board
Health Information Quality Authority (HIQA)	Pensions Board
Health Insurance Authority	Office of the Revenue Commissioners
Health Protection Surveillance Centre	Pharmaceutical Society of Ireland
Health Research Board	Pre-Hospital Emergency Care Council
Irish Auditing and Accounting Supervisory Authority (IAASA)	Radiological Protection Institute of Ireland
Irish Blood Transfusion Service	Standards in Public Office Commission
Irish Medicines Board	State Claims Agency

Mercy University Hospital is obliged to furnish the HSE with an Annual Compliance Statement for Section 38 Agencies.

Mercy University Hospital is also obligated to comply with the Code of Practice for the Governance of State Bodies, and by signing the SLA is deemed to have made a declaration to that effect.

Mercy University Hospital is also required to have a Code of Governance, Corporate Ethics and Business Conduct in place that is compliant with the *Framework for the Corporate and Financial Governance of the Health Service Executive* prepared by the Executive pursuant to Section 35 of the Health Act 2004.

The hospital has an obligation to meet the National Standards for Safer Better Healthcare. Performance against the standards will be by self-assessment through a process determined by the Quality and Patient Safety Directorate (QPS) of the HSE. The Regulatory Authority will carry out independent audit at its discretion.

In support of this framework there are a number of programmes and initiatives that Mercy University Hospital must comply with and which are ongoing:

- Implementation of the Executive's Directorate of Clinical Strategy and Programme outputs (the National Clinical Programmes)
- The Medication Safety Programme, including
- The Radiation Safety Programme
- The Decontamination of Reusable Invasive Medical Devices Programme
- The Medical Devices and Equipment Management Programme
- The Healthcare Acquired Infection Programme
- The Healthcare Records Management Programme
- The Integrated Care Programme
- National Consent Programme
- National Clinical Audit support Programme

- HSE Healthcare audits
- Patient Safety Culture Survey
- HSE Performance Indicator Initiative
- Integrated Risk Management processes such as HSE Incident Management and Risk Register processes.

2.7 Financial Oversight and Control

2.7.1 Financial Control

Mercy University Hospital employs a full-time Chief Finance & Operational Services Manager supported by a number of staff to manage and control all financial aspects of the organisation:

- Managing the annual budget process for operating and capital expenditure
- Producing interim and full year accounts in accordance with financial reporting standards (The Companies Act 2014, SORP 2005)
- Monitoring actual spend against plan and accounting for variances
- Forecasting and accruals

In addition, the Board of Directors has appointed two separate committees for Audit & Governance and Finance, which oversees the organisation's financial controls. [See Appendices 1 & 4 for these committee's Terms of Reference]. These committees fulfil a number of financial oversight obligations:

- Review of accounts and financial statements
- Review the annual budget and service plan
- Set policy and grant authority for expenditure authorisation
- Make recommendations to the Board concerning the setting of policies and grants authority for bank accounts and credit exposure limits
- Make recommendations to the Board concerning policy and grants authority for medium to long-term financing decisions linked to authorised expenditure or investments

The Board of Directors executes the following financial responsibilities:

- Approval of the annual operating and capital expenditure budgets
- Engagement of an external auditor to audit Mercy University Hospital's financial accounts. The current external auditor is Deloitte.
- Approval of unbudgeted expenditure in conjunction with the Finance Committee
- Setting the remuneration of the CEO and ensuring compliance with HSE guidelines for all management grades (Grade 8 and above)
- Approval of any incentive plans
- Approval of the Service Level Agreement with the HSE.

2.8 Quality and Risk Management

Risk Management is an integral part of Mercy University Hospital's approach to planning, decision making and accountability. It recognises that a sound system of internal control provides assurance that Mercy University Hospital will not be hindered in achieving its mission and objectives or in the orderly and legitimate conduct of its business by circumstances which may be reasonably foreseen.

A key role of the Board of Directors is to approve the Mercy University Hospital Risk Management Policy on an annual basis.

An annual review of the risk management policy takes place and the Board reviews the status of the risk register bi-annually.

2.8.1 Risk Policy

The Risk Policy identifies:

- Areas of risk which align to the strategic objectives and operational activities of the Mercy University Hospital
- Risk prioritisation
- Risk levels
- Risk probability
- Mitigating Actions

2.8.2 Risk Management Framework

In 2013, Mercy University Hospital revised its clinical governance strategy which was endorsed by the Quality & Patient Safety Directorate of the HSE. The objectives of this strategy are to create and embed robust structures, systems and processes that will minimise or eliminate risks to patients, staff, the organisation and stakeholders. The strategy is aimed at creating an awareness and responsibility for the identification, assessment and management of risk at all levels in the organisation, whether through individual practise or within management arrangements. This will enable the hospital to maintain a quality assurance framework and maintain Risk Registers that detail those risks that could prevent the achievement of the hospital's strategic objectives.

The hospital recognises that it must take an integrated approach to risk across the organisation embracing strategic, financial, organisational and clinical risk. This strategy applies equally to all members of staff, either permanent or temporary and to those working within, or for, the MUH under contract services. Both top-down and bottom-up approaches will be employed in the implementation of the strategy.

The hospital ensures that risks are being appropriately identified and managed through the following:

- Receipt by the Executive Management Board of an annual risk management report regarding progress against the Risk Management Strategy
- Compliance levels with the HIQA National Standards for Safer Better Healthcare
- Completion of annual Risk Audits
- Compliance with the requirements of the HSA (Health and Safety Authority) for example the HSA Auditing a Safety and Health Management System: A Safety and Health Audit tool for Healthcare sector (HSA 2006)
- Commissioning of specific Internal and External Audit reports and opinions for example, Hygiene Audits as required by the Health and Information Quality Authority
- Compliance with Quality and Risk Schedules outlined in Service Level Arrangement
- Compliance with HSE Safety Incident Management Policy including the Reporting of Serious Reportable Events (SREs)

2.8.3 Risk Register

Internally, each department in MUH is required to maintain a comprehensive risk register, which is formally reviewed at twelve monthly intervals. The Departmental risk registers will be collated to form the MUH's risk register, thus allowing for a bottom up approach to identifying the MUH's principal risks.

At Board Committee level, each committee notifies the relevant risks to the Quality and Risk Manager and a comprehensive corporate risk register is developed. This is reviewed by the Board of Directors twice a year.

The hospital also complies with its reporting and monitoring responsibilities to the HSE at Group level.

Section 3. Transparency and Accountability

3.1 Stakeholders/Interested Parties

Mercy University Hospital recognises the importance of communicating with its patients, staff, those who fund the Mercy University Hospital and those who have a legitimate interest in its work including:

- Staff of the Mercy University Hospital
- Service users and their families
- The Trustees / Mercy Care South
- Health Service Executive/South/South West Hospital Group
- Mercy University Hospital Cork Foundation
- Mercy University Hospital also networks with other Voluntary Hospitals.

3.2 Communication

3.2.1 General Communications

Mercy University Hospital undertakes to communicate with all the stakeholders/interested parties in an open, transparent and effective manner not just to inform, but also to solicit views and opinions as part of organisational planning and decision-making.

3.2.2 Governance Visibility

Mercy University Hospital makes a number of key governance documents available to all. These include, but are not limited to:

- Constitution of Mercy University Hospital, Cork CLG
- Annual Report & Accounts
- Strategic Plan
- Code of Governance, Corporate Ethics and Business Conduct

In addition, Mercy University Hospital also confirms subscription to relevant codes of governance, corporate ethics and business conduct in its materials and on its website.

3.2.3 Communication Channels

Mercy University Hospital utilises the full range of communications channels available:

- Registered Offices Mailing Address: Mercy Provincial Offices, Bishop Street, Cork
- Correspondence address: Mercy University Hospital, Grenville Place, Cork T12 WE28
- Tel: +353 021-4271971
- Fax: +353 021 4276341
- Website: www.muh.ie

3.2.4 Media Queries

The CEO is the only authorised spokesperson for the hospital.

All media and public relations queries are handled directly by the hospital's PR Advisor, contactable through the CEO's office at the Mercy University Hospital in line with the hospital's Communications Policy. A copy of this policy is available on the Hospital's Intranet.

Section 4. Effective Operations

4.1 The Leadership Role of the Board of Directors

The primary role of the Board of Directors is to set the organisation's strategic aims, in the best service of its Mission and Values and in accord with Catholic Social Teaching. It has regard to the financial and human resources available to Mercy University Hospital to meet its objectives, and to conduct oversight of management performance whilst upholding the Core Values of the hospital. It does so within a framework of prudent and effective controls which enables risk to be assessed, mitigated, and managed.

The Board of Directors is also responsible for overseeing Mercy University Hospital's corporate governance framework.

4.1.1 Responsibilities of the Board of Directors

The Board of Directors has clear responsibilities and functions, and is composed and organised to discharge these functions:

- To govern Mercy University Hospital effectively, ensuring compliance with all relevant legal and regulatory frameworks and with its governing document, striving for best practice and good corporate governance
- To determine the strategic direction of the organisation in line with its mission and values, ensuring adequate resources and funding are in place to effect this, and monitoring performance
- To maintain the fiduciary duty invested in the position, avoiding conflict of interest and acting at all times in accordance with the hospital's values
- To set and maintain a framework of delegation and internal control
- To seek appropriate professional advice in all matters of material risk to Mercy University Hospital
- To comply with its statutory duties
- To ensure that Mercy University Hospital upholds and promotes equal opportunities and diversity in all areas of its work including but not limited to resourcing, communications, Board and Committee Membership and procurement
- To ensure that the Mercy University Hospital is run in accordance with Mercy Care South's Governance Charter.

4.2 Directors' Induction

Directors are appointed pursuant to formal letters of appointment detailing key roles and responsibilities, and are required to sign a statement of acceptance of same. On appointment, Directors receive the necessary induction, training and ongoing support required to discharge their duties, facilitated by the Company Secretary.

4.3 Term of Appointment of Directors

The Board comprises of up to twelve non-executive Directors. The term of office for each Director is three years and a Director may be appointed for two further terms of three years (Chairman is limited to one further term). Directors are nominated and appointed annually at the AGM and typically remain in office for a six year period.

In the event of a Director retiring before the expiration of their tenure, a substitute may be appointed by the Board / Members and will be eligible for appointment. Directors may serve up to three terms consecutively.

4.4. Competencies and Characteristics of the Board of Directors

Membership of the Board of Directors is open to individuals who have the requisite corporate governance competencies such as:

- Directors should understand the Catholic identity of the hospital and respect its relationship with other faiths
- An appropriate range of skills, experience and expertise in the governance of Corporate entities
- A good understanding of, and competence to deal with, current and emerging issues relating to the mission and ethos of Mercy University Hospital
- An ability to effectively conduct oversight of the performance of management and exercise independent judgement

Directors are also required:

- To be independent of management
- To be free of any significant business or other relationship that could be detrimental to the exercise of their duties at Mercy University Hospital i.e. to act personally, and not as the representative of any group or organisation

Board renewal is based on skills, experience, knowledge, independence, availability and commitment supported by the recommendations of the Nominations Committee. The recruitment and nomination of new Directors to the Board is open and transparent and focused on creating a diverse, independent and objective team.

4.5 Review of Board Performance

The performance of the Board of Directors is self-evaluated annually, assisted by the Audit & Governance Committee. This process is supported by an external evaluation which takes place every three years. The evaluation involves a review of the Board of Directors' role, board processes and committees, board performance and the performance of the chairperson.

4.6 Delegation

The Board of Directors may delegate certain powers to Board Committees, the Chairperson or to the CEO subject to whichever restrictions or regulations it imposes with such delegation. All Committees have defined Terms of Reference which are set out in the attached Appendices. Mercy University Hospital's Board of Directors delegates written authorities to the CEO to ensure the orderly, efficient and effective day to day operation of the hospital. However, certain matters are reserved for decision and approval by the Board of Directors.

4.7 Schedule of Matters reserved to the Board

The schedule of matters reserved to the Board ensures, subject to the provisions of the Articles of Association that decisions of significance cannot be taken without Board approval.

4.7.1 Strategy and Management

- Responsibility for the oversight of the management of the organisation ensuring compliance with Mercy University Hospital's values framework and strategic objectives
- Approval of Mercy University Hospital's long term objectives and strategy
- Approval of the annual operating and capital expenditure budgets and any material changes to them
- Approval of the Annual Compliance Statement prior to submission to the HSE
- Oversight of the Mercy University Hospital's operations ensuring:
 - competent and prudent management
 - sound planning
 - an adequate system of internal control and risk management
 - adequate accounting and other records
 - compliance with statutory and regulatory obligations
- Review of operational performance in the light of Mercy University Hospital's strategy, objectives, business plans and budgets and ensuring that any necessary corrective action is taken
- Any decision to cease to operate all or any material part of Mercy University Hospital's functions
- Extension of Mercy University Hospital's activities into new operational areas
- Changes to Mercy University Hospital's corporate structure, management or control structure

4.7.2 Financial Reporting and Controls

- Approval of Mercy University Hospital's Annual Report and approval of the Directors Report and Financial Statements;
- Approval of any significant changes in accounting policies or practices
- Approval of any borrowing or financial undertaking for capital of other properties prior to seeking the necessary approval to same from the Members in accordance with the Articles of Association.
- Approve fundraising and income generation programmes. Subsequent associated projects not materially different from the programmes do not need to be individually approved by the Board

4.7.3 Contracts

- Approval of the annual Service Arrangements with the HSE and any conditions attaching thereto
- Clear specification of the schedule of devolved authority of expenditure levels between Board and Executive on an annual basis
- Approval is required for any projects of \geq €2m and below that level, authorisation is delegated to the Executive
- The hospital confirms that it is materially compliant with public procurement law, regulations and guidelines as set out in Part 1 of the HSE Service Arrangement.
- Approval of Liens & Grant agreements
- Approval of use of Company Seal

4.7.4 Communication

- Approval of motions and corresponding documentation to be put forward at a general meeting
- Approval of press releases concerning matters decided by the Board

4.7.5 Board Membership and other Appointments/Resourcing

- Recommend any changes to the structure, size and composition of the Board of Directors to the Members (following recommendation from the Governance Committee)
- Appointment and removal of membership and Chairperson of Board Committees
- Appointment and removal of the CEO in consultation with Mercy Care South
- Appointment and removal of the Director of Nursing in consultation with Mercy Care South
- Approval of the appointment of the members of the Executive Management Board
- Approval of the appointment of medical consultants
- Recommend the reappointment or removal of the external auditor
- Ensuring adequate succession planning for the Board and CEO

4.7.6 Performance Evaluation

- Based on recommendations of the HR Committee, determining the remuneration policy for, and performance evaluation of the CEO

4.7.7 Delegation of Authority

- The division of responsibilities between the Chairperson and the CEO
- Approve a scheme of delegation of powers from the Board of Directors to Committees and their terms of reference
- Authorise delegated powers and limitations to the CEO and other members of the Executive Management Board where appropriate
- Approval of all terms of reference for committees of the Board
- Receive and review such reports and minutes as the Board requires from the Committees and individuals with regard to the use of delegated powers
- Approve and ratify where necessary any recommendations and / or decisions made by or taken by a committee of the Board

4.7.8 Corporate Governance Matters

- Sections 2,3,4 & 5 of the Code of Governance, Corporate Ethics & Business Conduct
- Approval of the Conflicts of Interest Policy
- Undertaking a formal and rigorous review of its own performance and that of its Committees
- Determining the independence of Directors
- Review of Mercy University Hospital's overall corporate governance arrangements
- Establishing an effective mechanism for ensuring that the views of Mercy University Hospital's stakeholders / interested parties are taken into account.
- Establishing the values and standards of conduct for the organisation and its employees and operating a Code of Governance, Corporate Ethics and Business Conduct that builds on these values
- Approval of the Code of Governance, Corporate Ethics and Business Conduct for the Board of Directors and employees of Mercy University Hospital

4.7.9 Policies

- Approval of all Mercy University Hospital policies, including but not limited to:
 - Sections 2,3,4 & 5 of the Code of Governance, Corporate Ethics & Business Conduct
 - Health and safety Policy
 - Risk Management policy
 - Finance Policy and Procedures
 - Child Protection Policy
 - Employee Handbook
 - Data Protection Policy
 - Open Disclosure Policy
 - Protected Disclosure Policy
- Standing Orders for the Board of Directors (Approval, Suspension or Amendment)

4.7.10 Other

- Approval of any recommendation to the Members of Mercy University Hospital of any proposed disposal of property or asset of Mercy University Hospital
- Right to oversee the use and display of the "Mercy University Hospital Cork" name and logo and any derivation thereof that may be established by or under the control of the Company.
- This schedule of matters reserved for Board decisions.

4.8 Board Meetings

4.8.1 Procedures

- As provided by Mercy University Hospital's Constitution, the Directors may meet together to attend to business and adjourn and otherwise regulate their meetings as they decide. The Board typically meets not less than seven times annually though additional meetings may be scheduled as required.
- All requisite materials will be circulated five days in advance of a meeting by the Board Secretary.
- The agenda takes full account of the issues and concerns of Board Members.
- All meetings are minuted by the Board Secretary to reflect the agenda, presented information, decisions taken, action items and recorded attendance.
- Minutes are circulated to the Chairperson within seven business days of the meeting and are approved by the Board at its next meeting.
- Questions arising at any meeting of the Board of Directors shall be determined by a majority of votes. In case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.
- The Board Chairperson acts as convenor and presiding officer.
- The business of the Board shall be conducted in private and no disclosure of the business shall be made without the authority of the Chairperson.
- The Board's policies and proceedings shall be in accordance with the mission and philosophy of the company and in keeping with the Governance Charter.

4.8.2 Quorum

The quorum for a meeting of the Board is five members in attendance.

4.8.3 Standing Agenda

The Agenda for Board Meetings is formulated by the Chairperson together with the Board Secretary with input from the CEO. Items may also be proposed by individual Directors to the Board Secretary.

Standing Agenda items, which may be amended or added to at the discretion of the Chairperson, include:

ITEM 1 Calling meeting to order; Welcome, introductions, quorum and apologies

ITEM 2 Conflict of interest

ITEM 3 Minutes from previous meeting-proposed and seconded

ITEM 4 Matters Arising

- Committee Reporting
 - Audit
 - Clinical Ethics
 - Clinical Oversight
 - Finance
 - Governance
 - Human Resources
 - Nominations
- CEO's Report
- CFOSM's Report
- Clinical Directors Report
- Operational Reporting
- Strategic Plan Update

ITEM 5 Any Other Business

ITEM 6 Date of next meeting and closure

4.8.4 Access to Independent Advice

Directors have recourse to employees via the CEO at any time to request relevant and additional information or seek explanations. They also have access to internal and external auditors, without management present to seek explanations or additional information, and finally, are also entitled to seek independent professional advice with the Chairperson's prior consent, which will not be unreasonably withheld or delayed, and which will be at Mercy University Hospital's expense.

4.9 Board Committees

The Board of Directors may establish Committees of the Board in accordance with the Mercy University Hospital's Articles of Association and company law generally in order to delegate the consideration of certain issues and functions in more detail. Each Committee has responsibility to formulate policy and conduct oversight of its mandate as defined by its terms of reference approved by the Board of Directors. No decision or recommendation of any committee is deemed valid until approved by the Board of Directors as a whole.

The Board of Directors has established the following committees with defined terms of reference:

- Audit & Governance Committee
- Clinical Ethics Committee
- Clinical Oversight Committee
- Finance Committee
- Human Resources Committee
- Nominations Committee

Risk matters are dealt with at the full Board meeting and the Quality and Risk Manager attends at regular intervals.

The terms of reference of each committee are in the attached Appendices.

The terms of reference of each committee of the Board will be reviewed periodically by the Board of Directors and at least once in every two years.

Section 5. Probity

5.1 Code of Conduct of the Board of Directors

5.1.1 Introduction

Mercy University Hospital aspires to be honest and ethical in all of its operations and dealings and to adhere to the highest accepted standards of corporate governance in all its financial and management practices, and to behave responsibly in relation to the health, safety and welfare of its employees, patients, service users, and the environment. To maintain this high reputation it is incumbent on all Board Members to conduct their business and personal activities in a manner that does not adversely reflect on Mercy University Hospital.

This Code of Conduct ("the Code") applies to all the Board Members of Mercy University Hospital.

The Code outlines the responsibilities of each Board Member to Mercy University Hospital and amongst other things establishes procedures for dealing with any potential conflict of interest, which may arise between the responsibilities of a Board Member and any other outside interest, which he/she or a connected party (See 5.1.6 below) may have. The Code is not a full statement of the obligations of a Board Member arising from his/her relationship with the Mercy University Hospital.

Board Members should direct all queries regarding business conduct to the Chairperson.

5.1.2 General responsibilities

At all times it is the responsibility of each Board Member to ensure that he/she acts within the law in general and in particular in fulfilling his/her duties as a Board Member. It is the responsibility of each Board Member to satisfy him/herself as to what is lawful or otherwise. It is also the responsibility of each Board Member to ensure that all of these activities, whether covered specifically or otherwise in this document, are governed by the ethical considerations implicit in these procedures.

5.1.3 Principles of the Code

This Code of Conduct for Board Members addresses the following areas of content:

- Confidentiality;
- Conflict of Interest;
- Gifts and Benefits;
- Integrity;
- Loyalty;
- Legality; and
- Fairness.

5.1.4 Confidentiality

Each Board member is required to maintain confidentiality around all information, which they obtain in the course of duties, relating to the business of Mercy University Hospital.

The Board Members of Mercy University Hospital, in the course of their duties, have access to confidential information. Issues which must remain confidential to Board members should be clearly identified and members notified of the confidentiality requirements.

Board Members are prohibited, during and after their period of office, from:

- Using Mercy University Hospital information for personal benefit;
- Disclosing Mercy University Hospital information to unauthorised parties, including the media, without prior Mercy University Hospital approval;
- Acquiring confidential information or business secrets by improper means; and
- Disclosing any business of Mercy University Hospital.

5.1.5 Conflict of Interest

The duty of each Board Member is to act at all times in the interests of the Mercy University Hospital.

A conflict of interest exists in any situation where the personal or other interest of a Board Member or a connected party might in any way affect the discharge by a Board Member of his/her duties or his/her deliberations in a situation where a Board Member or a connected party could benefit. It makes no difference that Mercy University Hospital does not suffer by the conflict of interest. A Board Member, his/her relatives, friends or associates must not obtain any such benefit under any circumstances.

The following procedures should be observed:

5.1.6 Disclosure of Interests

Each member of the Board of Directors is required to furnish statements of interest on an annual basis to the Standards in Public Office Committee under the Ethics in Public Office Acts 1995 & 2001. This will be dealt with by the Company Secretary.

On appointment to the Board, each member should furnish to the Secretary of the body details relating to his/her employment and all other business interests including shareholdings, professional relationships etc., which could involve a conflict of interest or could materially influence the member in relation to the performance of his/her functions as a member of the Board. Any interests of a member's family of which he/she could be expected to be reasonably aware or a person or body connected with the member which could involve a conflict of interest or could materially influence the member in the performance of his/her functions should also be disclosed. For this purpose, persons and bodies connected with a member should include:

- a. A spouse, parent, brother, sister, child or step-child;
- b. A body corporate with which the member is associated;
- c. A person acting as the trustee of any trust, the beneficiaries of which include the member or the persons at (a) above or the body corporate at (b) above; and
- d. A person acting as a partner of the member or of any person or body who, by virtue of (a) - (c) above, is connected with the member.

Each member should furnish to the Company Secretary details of business interests on the lines above of which he/she becomes aware during the course of his/her board membership.

Where it is relevant in any matter, which arises, the member should be required to indicate to the Secretary the employment and any other business interests of all persons connected with him/her, as defined at above.

If a member has a doubt as to whether this Code requires the disclosure of an interest of his/her own or of a connected person, that member should consult the Chairperson.

5.1.7 Register of Interests

The Company Secretary should keep details of the above interests in a special confidential register and should update the register annually. Board Members should notify the Secretary of any changes as soon as possible. Only the Chairperson, Secretary and CEO of Mercy University Hospital should have access to the register.

5.1.8 Conflict of interest – procedures for meetings

Should a matter relating to the interests of the Chairperson arise, he/she should depute to another Board Member to chair the board meeting and should absent himself/herself when the Board is deliberating or deciding on a matter in which the Chairperson or a person or body connected with the Chairperson has an interest.

A Board Member should absent himself/herself when the Board is deliberating or deciding on matters in which that member (other than in his/her capacity as a member of the Board) or a person or body connected with the member has an interest. In such cases, Mercy University Hospital should maintain a 'restricted circulation minute'.

Where a question arises as to whether or not a case relates to the interests of a Board Member or a person or body connected with that Board Member, the Chairperson of the Board should determine the question.

5.1.9 Documentation relating to Conflict of Interests

Board or Mercy University Hospital documents on any case, which relate to any dealings with the above interests, should not be made available to the member concerned prior to a decision being taken. (Such documents should be taken to include those relating to cases involving competitors to the above interests). Decisions once taken should be notified to the member.

The interests of a Board Member and persons connected with him/her can change, 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 at the earliest opportunity.

5.1.10 Gifts and Benefits

A Board Member must not obtain personal advantage from their involvement with Mercy University Hospital.

In particular, a Board Member must not accept any gifts or inducements where the value of such could make it appear that the person giving is attempting to influence the Board Member to gain advantage. The Board Member should tactfully return any such gifts or inducements with the request that no gifts be forwarded in future.

Board Members should not seek or accept directly or indirectly any payments, fees, services or loans from any person or business entity that does or seeks to do business with, or in competition with Mercy University Hospital. To avoid both the reality and the appearance of improper relations with suppliers or potential suppliers, the following standards apply to the receipt of gifts and entertainment by Board Members:

Board Members cannot accept unsolicited non-monetary gifts unless:

- To do so would not affect or appear to affect the Board Member's ability to make independent judgment on business transactions;
- To do so would be consistent with good business practice within the relevant industries;
- Public disclosure of the transaction would not embarrass Mercy University Hospital;
- To do so would impose no obligation on either the Board Member or Mercy University Hospital;
- They are items of nominal intrinsic value and not more than one gift is accepted in any year; or
- They are advertising and promotional materials, not of substantial value, and clearly marked with the Mercy University Hospital or brand name.

Board Members may not encourage or solicit entertainment from any individual or organisation with whom Mercy University Hospital does business. From time to time Board Members may accept unsolicited entertainment, but only under the following conditions:

- The entertainment occurs infrequently;
- It arises out of the ordinary course of business;
- It involves reasonable, not lavish expenditure; and
- The entertainment takes place in settings that also are reasonable, appropriate and fitting to Board Members, their hosts and their business at hand.

5.1.11 Integrity

Mercy University Hospital conducts all business transactions in accordance with best business practice. The principle of integrity is that each Board Member should be open, truthful and honest in his or her dealings connected with or acting on behalf of Mercy University Hospital.

5.1.12 Loyalty

Board Members are required to be loyal and committed to Mercy University Hospital and should not engage in, or support an outside activity or organisation, which is competing with Mercy University Hospital.

5.1.13 Legality

It is the policy of Mercy University Hospital to comply with all relevant Statutory and Regulatory requirements governing its operations and Board Members should adhere to this policy when discharging their duties to Mercy University Hospital.

5.1.14 Fairness

Mercy University Hospital values and treats all employees, service users, customers, suppliers and associates equally and is at all times committed to fairness in its business dealings. All Board Members are therefore required to uphold Mercy University Hospital policy on fairness in their individual dealings in connection with their office as Board Members of Mercy University Hospital.

5.1.15 Failure to comply with the Code

Failure by a Board Member to comply with this code of conduct may result in his/her actions being referred to the Board.

5.1.16 Personal Liability of Members of the Board of Directors

Mercy University Hospital will maintain Directors and Officers Indemnity Insurance to ensure that Board Members who incur any personal civil liability in the course of carrying out their Board functions will not be liable for costs arising, provided they have acted honestly and in good faith. It should be noted, however, that this indemnity does not apply to Board Members who acted recklessly or in bad faith. In cases where Board Members act honestly but negligently they may be asked to retire from the Board.

In common law, which applies to all companies, a Board Member is deemed to have the following duties:

- To act bona fide for a proper purpose and for the benefit of Mercy University Hospital
- To disclose any personal interest or profit which may conflict with the interests of Mercy University Hospital and
- To use due care, skill and diligence in the exercise of his or her functions

In fulfilling the latter, a Board Member:

- Cannot be held liable for errors of judgment
- Is not required to give continuous attention to the affairs of Mercy University Hospital but to give reasonable attention and
- May delegate duties to the appropriate people in the organisation, having regard for Mercy University Hospital's governing rules

Specific responsibilities are imposed on Board Members of bodies which have been established under the Companies Acts and it is the responsibility of those Board Members to act in conformity with the applicable provisions of those Acts. The Companies Acts provides that actions by Board Members may be examined by a liquidator and may be brought to the attention of a court if they involve wrongdoing on the part of the Board Member.

Board Members should contact the Company Secretary to inform themselves as to their legal responsibilities and to familiarise themselves with the requirements of company law and such other statutory provisions that have relevance for them in the exercise of their functions.

5.1.17 Process for Board Members to raise Concerns

If any Board Member has a concern or a grievance in respect of another member or pertaining to Board process/business, the matter should be raised directly with the Chairman. In the case of the Chairman, the matter should be raised with the Vice Chair of the Board.

5.1.18 Document Retention

Board members should not retain documentation obtained during their terms as a Board member and should return such documentation to the Secretary of the Board or otherwise indicate to the Secretary of the Board that all such documentation in their possession has been disposed of in an appropriate manner. In the event that former Board members require access to Board papers from the time of their term on the Board, this can be facilitated by the Secretary of the Board.

Section 6. Corporate Code of Ethics and Business Conduct

6.1 Purpose & Policy

At the core of any organisation's ethics code is a set of values. The ethics code is a key mechanism for giving expression to these values through behaviours and decisions.

The Mercy University Hospital Corporate Code of Ethics and Business Conduct (the Code) is an agreed set of ethical principles and standards that aim to promote and maintain confidence and trust as well as the prevention of development or acceptance of unethical practices.

As a Catholic Healthcare Organisation, employees of MUH must respect and uphold the religious mission of the institution. They should also promote the hospital's commitment to human dignity and the common good.

The Code of Ethics and Business Conduct outlines ethical standards for all Mercy University Hospital Board Directors, management, consultants, staff and volunteers. The Code was developed to ensure that Mercy University Hospital conducts its business and patient care practices in an honest, ethical and lawful manner.

Patients have a fundamental right to considerate care that safeguards their personal dignity and respects their cultural, psychosocial, and spiritual values. These values often influence patients' perceptions of care and illnesses. Understanding and respecting these values guides the hospital in meeting patients' needs and preferences.

It is recognised that the hospital's conduct in the delivery of care and services to its patients and its business practices has a significant effect on each patient's response to its care.

MUH recognises its ethical responsibility to:

- Carefully consider patients' values and treatment preferences;
- Recognise its responsibilities under the law;
- Inform patients of their responsibilities in the care process; and
- Manage its relationships with patients and the public in an ethical manner.

Mercy University Hospital has integrated its ethical responsibilities into its day-to-day operations as reflected in its policies and procedures.

6.2. General Principles

The Mercy University Hospital's Corporate Code of Ethics and Business Conduct is guided by a number of fundamental issues of principle, as follows:

6.2.1 Integrity

- Management and employees should not be involved in outside employment and/or business interests in conflict or in potential conflict with the business of the hospital;
- Avoidance of the giving or receiving of corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make independent judgment on business transactions;
- Commitment to work vigorously and energetically but also ethically and honestly;
- Conduct of purchasing activities of goods/services in accordance with best business practice;
- Ensuring a culture of claiming expenses only as appropriate to business needs and in accordance with good practice in the public sector generally;
- Ensuring that the hospital's accounts/reports accurately reflect business performance and are not misleading or designed to be misleading;
- Avoidance of use of the hospital's resources or time for personal gain, for the benefit of persons/organisations unconnected with the hospital or its activities or for the benefit of competitors; and
- Commitment not to acquire information or business secrets by improper means.

6.2.2 Information

- Support by the Board of Directors, management and employees of Mercy University Hospital for the provision of access by the hospital to general information relating to the hospital's activities in a way that is open and enhances its accountability to the general public.
- Respect the confidentiality of sensitive information held by the hospital. This would constitute material such as:
 - Commercially sensitive information (including, but not limited to, future plans or details of major organisational or other changes such as restructuring);
 - Personal information; and
 - Information received in confidence by the hospital.
- Observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest.
- Comply with relevant statutory provisions (e.g. data protection legislation, the Freedom of Information Acts, 1997 and 2001).

6.2.3 Obligations

- Fulfill all regulatory and statutory obligations imposed on the hospital;
- Compliance with detailed tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure;
- Introduce controls to prevent fraud including adequate controls to ensure compliance with prescribed procedures in relation to claiming of expenses for business travel;
- Directors should use their reasonable endeavours to attend all Board meetings; and
- Conformity with procedures laid down by the Board in relation to conflict of interest situations, including in regard to acceptance of positions following employment and/or engagement by the hospital that may give rise to the potential for conflicts of interest and to confidentiality concerns;
- Acknowledge the duty of all to conform to highest standards of business ethics.

6.2.4 Loyalty

- Acknowledge the responsibility to be loyal to the hospital and fully committed in all its business activities while mindful that the hospital itself must at all times take into account the interests of Mercy Care South and the reasonable expectations of staff.

6.2.5 Fairness

- Compliance with employment equality and equal status legislation;
- Commitment to fairness in all business dealings; and
- Value customers and treat all clients and customers equally.

6.2.6 Work/External Environment

- Place highest priority on promoting and preserving the health and safety of employees;
- Ensure that community concerns are fully considered; and
- Minimise any detrimental impact of the operations on the environment.

6.2.7 Review

- Arrangements for and commitment to review the Mercy University Hospital's Corporate Code of Ethics and Business Conduct, as appropriate.

6.3. Standards of Ethical Behaviour for Employees

The purpose of this section of the Code of Ethics and Business Conduct is to express standards of ethical behaviour for Mercy University Hospital employees in their professional relationships. These relationships include patients or others served, the hospital, colleagues, the community and society as a whole.

The fundamental objectives of Mercy University Hospital employee staff are to enhance overall quality of life, dignity and well-being of every individual needing the hospital's services; and to provide accessible, effective

and efficient systems of patient care, in accordance with the Mercy University Hospital mission, vision and values, themselves rooted in the Catholic Christian faith tradition.

Mercy University Hospital staff have an obligation to act in ways that will merit the trust, confidence and respect of healthcare professionals and the general public.

In fulfilling their commitments and obligations to patients and others served, hospital employees function as advocates for the patients. Since every decision affects the health and well-being of individuals, hospital employees must evaluate the possible outcomes of their decisions and accept full responsibility for the consequences. They must safeguard and foster the rights, interests and prerogatives of patients or others served. The role of advocate requires that hospital employees speak out and take actions necessary to promote such rights, interests and prerogatives if they are threatened.

6.3.1 Employee responsibilities to Patients and Others served

The Mercy University Hospital employee shall:

- Participate in the hospital performance improvement process to evaluate the quality of care or service rendered;
- Not exploit relationships for personal advantage;
- Not practice or facilitate discrimination and institute safeguards to prevent discriminatory practices, as these relate to gender, marital status, family status, sexual orientation, religion, age, disability, race, and membership of the Traveller community;
- Participate in the hospital communication process that advises patients or others served of the rights, opportunities, responsibilities and risks regarding available healthcare services;
- Participate in the hospital process that assures the autonomy and self-determination of patients or others served;
- Safeguard the confidentiality and privacy of patients in the hospital; and
- Respect the customs and practices of patients or others served.

6.3.2 Employee Responsibilities to the Hospital

The Mercy University Hospital employee shall:

- Uphold the values, ethos and mission of Mercy University Hospital;
- Conduct all professional activities with honesty, integrity, respect, fairness and good faith in a manner that will reflect well upon the hospital and the healthcare profession;
- Comply with all laws in carrying out their role as a Mercy University Hospital employee;
- Maintain competence and proficiency as a healthcare practitioner by implementing a personal programme of assessment and continuing professional education;
- Avoid the exploitation of professional relationships for personal gain;
- Respect professional confidences;
- Refrain from participating in any endorsement or publicity that demeans the credibility and dignity of Mercy University Hospital and the healthcare profession;
- Provide healthcare services consistent with available resources and in a way that considers ethical ramifications;
- Be truthful and timely in all forms of professional and organisational communication and avoid information that is false, misleading, and deceptive or information that would create unreasonable expectations;
- Take an active role in creating a physical environment that is clean and safe;
- Challenge/report on ethical behaviours observed;
- Practice good stewardship of resources.

6.3.3 Directors and Managers' Responsibilities To Employees

The Mercy University Hospital Directors and Managers have an ethical and professional obligation to employees they manage that encompass but are not limited to:

- Creating a working environment conducive to valuing and encouraging employee ethical conduct and behaviour;
- Assuring that individuals may freely express ethical concerns and providing mechanisms for discussing and addressing such concerns;

- Assuring a working environment that is free from harassment, sexual and other coercion of any kind, especially to perform illegal or unethical acts; and discrimination on the basis of gender, marital status, family status, age, race, religion, disability, sexual orientation, and membership of the Traveller community;
- Assuring a working environment that is conducive to proper utilization of employees' skills and abilities;
- Communicate appropriately with all staff;
- Paying particular attention to the employee's work environment and job safety;
- Respecting the religious beliefs and practices of employees;
- Establishing appropriate grievance and appeals mechanisms;
- Lead the hospital in the use and improvement of standards of care and sound business practices; and
- Acknowledge the valuable contribution of staff.

6.3.4 Directors and Managers' Responsibilities to Community and Society

The Mercy University Hospital Directors and Managers shall:

- Work with the Health Service Executive and Department of Health to identify and meet the healthcare needs of the community;
- Participate in public dialogue on healthcare policy issues and advocate solutions that will improve health status and promote quality healthcare in the communities served by Mercy University Hospital;
- Consider the short-term and long-term impact of management decisions on both the local community and on society;
- Provide prospective patients with adequate and accurate information, enabling them to make enlightened judgments and decisions regarding services; and
- Engage in cooperative efforts which promote community health.

6.3.5 Conflict of Interest

A conflict of interest may be only a matter of degree, but exists when a hospital employee:

- Is in a position to benefit directly or indirectly by using authority or inside information, or allows a friend, relative or associate to benefit from such authority or information.
- Uses authority or information to make a decision to intentionally affect the hospital in an adverse manner.

The hospital employee shall:

- Conduct all professional relationships in such a way that all those affected are assured that management decisions are made in the best interests of the hospital and the individual served by it;
- Disclose to the appropriate authority any direct or indirect financial or personal interests that might pose potential conflicts of interest;
- Accept no gifts or benefits offered with the expectation of influencing a management decision; and
- Inform the appropriate authority and other involved parties of potential conflicts of interest related to appointments or elections to boards or committees inside or outside Mercy University Hospital.

6.3.6 Protected Disclosures of Information

Section 103 of the Health Act 2007, which came into operation on 1st March 2009, provides for the making of protected disclosures by health service employees. If an employee reports a workplace concern in good faith and on reasonable grounds in accordance with the procedures outlined in the legislation it will be treated as a "protected disclosure". This means that if an employee feels that they have been subjected to detrimental treatment in relation to any aspect of their employment as a result of reporting their concern they may seek redress. In addition, employees are not liable for damages as a consequence of making a protected disclosure. The exception is where an employee has made a report which s/he could reasonably have known to be false.

The Mercy University Hospital's Protected Disclosures Policy was initially approved by the Board of Directors in March 2016.

6.3.7 Open Disclosure

Mercy University Hospital is committed to the provision of safe quality health care, and affirms that its relationship with its patients and the communities it serves is based on the principles of trust, openness, honesty, transparency and respect.

There are occasions when patients suffer adverse/unanticipated effects during the provision of care. While this may occur notwithstanding the best efforts of clinical staff or may not be the result of clinical error, the MUH is

committed to fostering a culture which enables and encourages staff to report adverse or unanticipated consequences as they occur and which supports staff throughout the open disclosure process. This commitment is supported internally in the MUH by the Board of Directors, CEO, the EMB, and Clinical Governance Committee and externally by the, the Medical Council of Ireland, the Health Service Executive and the Patient Safety Commission of Ireland State Claims Agency (Ireland).

It is the policy of the MUH that incidents are identified, managed, disclosed and reported and that learning is derived from them. The service user must be informed in a timely manner of the facts relating to the incident and an apology provided, where appropriate.

The Mercy University Hospital's Open Disclosure Policy was approved by the Board of Directors in September 2015.

6.3.8 Employee's Duty to Report Violations of the Code

A Mercy University Hospital employee who has reasonable grounds to believe that a colleague or associate has violated this Code has a responsibility to communicate such facts to his/her immediate Line Manager/Supervisor.

6.4. Other Matters

6.4.1 Confidentiality

All Mercy University Hospital patients have the right to expect those affiliated with the Hospital (employees, consultants, volunteers, board members, students, contractors, and others) will safeguard their privacy at all times and in all situations.

Confidential information may only be reviewed, shared or discussed when it is necessary to provide patient care, to perform our jobs, or in approved research. Medical information may only be disclosed when patients authorise it or when it is required by law.

The hospital takes responsibility for safeguarding patients' personal and medical information. It is a legal and ethical responsibility, and it is vital to patients' well-being and to the hospital's continued success.

6.4.2 Medical Research Participation

Mercy University Hospital has an obligation to inform patients of research or educational activities that may affect their care. Patients have a right to decide whether to participate in any experimental, research or educational activity. Any research involving human participants must be granted ethical approval by the Clinical Research Ethics Committee of the Cork Teaching Hospitals. The Hospital's primary concern is the protection of the rights and welfare of those participants. In doing so, the Hospital approves the initiation of such research, monitors its conduct, and, when necessary, suspends or terminates the research.

6.4.3 Patient Complaint Policy

Mercy University Hospital welcomes comments from patients and their families regarding hospital services. Comments — both negative and positive — are used as opportunities to enhance services.

It is hospital policy to promptly resolve patient/family complaints (grievances), as well as to share positive comments about patient/family experiences. Lodging a complaint or grievance will not compromise a patient's access to care.

6.4.4 Medical Staff Responsibilities

The duties of Medical Staff include the responsibility "to take all reasonable steps to ensure professionally ethical conduct."

6.4.5 Ethics Considerations

Catholic health care services will encounter requests for medical procedures contrary to the moral teachings of the Church. The respect for human dignity extends to all persons who are served by Mercy University Hospital in

line with Catholic social teaching. When ethical issues in a patient's care arise, the staff involved with the patient may seek the involvement of the Clinical Ethics Committee to help resolve their concerns.

All requests for ethics considerations for acute, outpatient and emergency care at the hospital should be directed to the Chair of the Ethics Committee of the hospital or through the Office of the CEO.

6.4.6 Managing Staff Requests not to participate in an aspect of Patient Care Policy

Mercy University Hospital recognises that individual caregivers' personal cultural values, ethics and religious beliefs may, on occasion, be in conflict with the care or treatment to be provided to individual patients. To recognise these conflicts, a procedure has been established whereby individual employees may request an accommodation based on their personal cultural values, ethics, or religious beliefs to remove themselves from the specific care required, provided that alternative arrangements can be made and that negative outcomes for the care and treatment of the patient are not incurred.

6.4.7 Fundraising

The Mercy University Hospital Foundation raises funds for Mercy University Hospital and its services. The relationship between the Hospital and the Foundation is defined by a Memorandum of Understanding and a Joint Fundraising Policy was put in place in 2015.

The Hospital and the Foundation are committed to accounting for all funds raised on behalf of the Hospital in a transparent manner and in line with best practice disclosures for charities.

The Foundation recognises its responsibility to ensure that needed resources are vigorously and ethically sought and that the intent of the donor is honestly fulfilled. The Foundation has adopted a Code of Ethics and Donor Bill of Rights, which guide the solicitation and use of charitable funds in manners that comply with all applicable laws.

A Donations and Fundraising Policy is also effective within the hospital.

6.4.8 Public Relations

Mercy University Hospital's public relations service (outsourced) is designed to inform the public and interested parties about its services and to respond to media queries of public interest. The hospital is committed to promoting truthful and accurate information at all times to all audiences.

Appendices

- Appendix 1 - Governance Charter**
- Appendix 2 - Audit & Governance Committee**
- Appendix 3 - Clinical Ethics Committee**
- Appendix 4 - Clinical Oversight Committee**
- Appendix 5 - Finance Committee**
- Appendix 6 - Human Resources Committee**
- Appendix 7 - Nominations Committee**

Appendix 1

A MISSION IN HEALTHCARE

MERCY CARE SOUTH

GOVERNANCE CHARTER

17th June 2016



PREAMBLE

Canon Law defines Juridic Person as an aggregate of persons or things ordered for a purpose which is in keeping with the mission of the Church and which transcends the purpose of the individual. Arising from this, the purpose of the Mercy Care South Juridic Person is to promote and sustain the Healthcare Ministry of the Congregation of the Sisters of Mercy as an expression of Christ's healing ministry to people in need.

Change in leadership to a new Juridic Person is not merely the effect of the diminished number of Sisters of Mercy (although this is a factor). It is rather an affirmation of the call that all Christians share witness to the Gospel by deeds of love and service to others. The concept of faith based initiatives on behalf of the poor is as old as recorded history. Among such initiatives were the healthcare institutions established by the Sisters of Mercy in the nineteenth century. Over the decades since then, lay colleagues who worked alongside the Sisters, not only imbibed their ethos but strongly subscribed and committed themselves to it. It is this ethos which has inspired, influenced and guided their healthcare institutions since their establishment. It has continued to be reflected in their work up to the present and in the years to come those who will provide the service will continue to accompany the patients with compassion and excellence along their journey towards healing.

This Governance Charter will serve as a source and guide for those entrusted with the on-going governance role in our Healthcare Ministry. Governance will be conducted in accordance with the teachings of the Catholic Church, the principles of Catholic Healthcare and in the spirit of Catherine McAuley, Foundress of the Sisters of Mercy. In faithfulness to their tradition the Sisters of Mercy believe it is essential that the distinctive characteristics of that tradition should be as clear as possible for those taking on the onerous responsibility of the healing ministry of the Church.

This Charter sets out the Vision, Mission, Ethos and Core Values of Mercy Care South. It will remain an essential component of the governance function. While taking cognizance of the changing nature of healthcare, it is important to remember the foundational and enduring nature of the organisation's Core Purpose, Care for the Sick, and of its Core Values. Living the Mission, or Core Purpose, is shaped by the Core Values. These determine how the Mission is consistently expressed by a dedicated staff through their attitudes, behaviours and decisions. As a whole they create and sustain the ethos of the organisation.

VISION, MISSION AND ETHOS STATEMENTS

Vision

Our vision is of a just and caring society where 'life to the full' (John 10:10) as promised by Jesus Christ is enabled for all regardless of their circumstances. Central to this vision is a special concern for those who are most vulnerable and are struggling with sickness.

Mission

In our governance role we will exercise responsible stewardship of the Mission, Values and Ethos of our Healthcare Services. This will support staff as they continue to provide excellent patient services to maintain and improve the health and well-being of those they serve. Our stewardship will be exercised in accordance with Catholic teaching, Canon Law and Civil Law.

Ethos

Ethos is that which characterises the spirit and values of our Healthcare Services. It is an expression of the way we choose to live its identity, tradition, Mission and Values.

CORE VALUES

Core values enable all within the organisation to live the Core Purpose, Care for the Sick, more fully and faithfully. They help to identify what is important; how to respond and act; what to prioritise. They influence decisions in a way that promote the best outcome. They are timeless, transcultural and non-negotiable. They are the unifying centre for all regardless of role or status and will enhance the standards of excellence that are the hallmark of the service. Poor clarity around values can lead to ethical decision-making dilemmas; to the breakdown of communication and to organisational confusion.

While the internal culture of the organisation embodies the values and beliefs enshrined in this Charter the impact of the external culture with its many complexities cannot be underestimated. Achieving the correct balance between the two realities in the best interest of those we care for and our staff is a key area of management's responsibility.

The attitudes, behaviours and standards which are expected of all Mercy associates, whether Board members, staff, or volunteers, reflect the following values as identified by Management and Staff:

Our Core Values are:

Respect which we collectively understand as honouring the dignity of others by treating them as respectfully as we would like to be treated ourselves.

"Our mutual respect is to be cordial." (C. McAuley)

Justice which is honouring the rights and responsibilities of each person in light of the common good.

"The poor need help today, not next week." (C. McAuley)

Compassion calls us to empathise with the other as we try to understand his/her suffering

"The kind word, the gentle compassionate look and the patient hearing of sorrows – these cost the giver nothing." (C. McAuley)

Excellence derives from giving of our very best within the resources available to us.

"Take short, careful steps, not great strides." (C. McAuley)

Partnership/Team Spirit means co-operating and working together to achieve our common purpose.

"The spirit of Union is the greatest blessing on a community." (C. McAuley)

Acknowledging that the needs of the communities to be served are always likely to exceed available resources, situations may arise where the values aspired to could be in conflict. In these circumstances the challenge is to advocate consistently and strongly for those most vulnerable and in need of care.

LIVING THE MISSION AND CORE VALUES AT ALL TIMES

Articulation of the organisation's Vision, Mission and Core Values becomes a futile exercise unless they are clearly reflected in the attitudes, behaviours and decisions of all involved as they go about their work on a daily basis. Their implementation applies equally at individual and institutional levels.

This document illustrates and clarifies some of the practical ways in which the Core Values find daily expression in the healthcare environment. For example, in the case of the Mercy Hospital they will be supported by the Mission Effectiveness Leader.

Having Respect for Human Dignity

Recognition of the dignity of each person is central to the Christian faith. This dignity is innate from conception to natural death, and is based on the belief that all men and women have the right to life and are made in the image and likeness of God. In this context the person is both sacred and social.

Respect for human dignity is demonstrated by:

- ❖ Respecting the innate dignity of each person regardless of their behaviours
- ❖ Listening empathically and communicating appropriately while striving to be open and honest in all things at all times throughout the services.
- ❖ Being conscious that body language is as important as the words used
- ❖ Acknowledging each patient's right to be involved in making informed decisions about his/her health, to give consent to the extent that this is possible, to privacy and confidentiality
- ❖ Providing a caring and welcoming ambience that gives concrete expression to respect for others and contributes to the wellbeing of all
- ❖ Fostering a culture which responds to the physical, emotional and spiritual needs of others and ensuring that it is characterised by hospitality, trust and a sense of belonging for all
- ❖ Welcoming diversity and showing respect in all relationships and decisions
- ❖ Assuming ecological responsibility through practices which promote respect and care for the environment
- ❖ Demonstrating a passion for serving others.

Upholding Justice

Justice is upheld by:

- ❖ Acting with integrity, honesty and truthfulness at all times
- ❖ Managing resources fairly and prudently with particular attention to those in most need
- ❖ Advocating for a more equitable and accessible health service based on the principle of each person's universal right to healthcare

- ❖ Evaluating choices with sensitivity and compassion when the demands of a more complex external environment compete with our Vision, Mission and Core Values
- ❖ Promoting social inclusion through ensuring that services are accessible to all without discrimination and enabling those with disabilities to function as fully as their condition permits regardless of their starting point
- ❖ Creating an environment where forgiveness and reconciliation are possible
- ❖ Being accountable for the highest standard of performance.

Being Compassionate

Compassion calls us to recognise and empathise with people's individual suffering and needs.

Compassion is expressed by:

- ❖ Fostering an attitude of openness and sensitivity to the suffering of others and responding to them with tenderness and care
- ❖ Empathising with, listening to and trying to understand the individual's personal situation
- ❖ Standing in solidarity with those most in need, particularly those who are poor or marginalised and those whose voices are not always heard
- ❖ Being conscious of the impact our non-verbal communication can have on others
- ❖ Creating an environment for the patients and their families that is caring and conducive to a transforming, healing process, especially with reference to crisis moments and end of life
- ❖ Promoting a strong pastoral service which is authentic, sensitive and respectful.

Working for Excellence

This means that at all times we give of our very best within the resources available to us.

Excellence is sought by:

- ❖ Trying always to exceed and not just meet, the expectations of the patients who are the organisation's principal stakeholders
- ❖ Maintaining high standards of quality, excellence and performance in all aspects of the organisation's services which include patient care, education, training and research in accordance with the organisation's designation as an academic teaching healthcare institution
- ❖ Working with staff to ensure continuous quality improvement
- ❖ Evaluating safety improvements throughout the institution
- ❖ Implementing where necessary, improvement plans that are based on best practice, innovative technology, knowledge and skill
- ❖ Seeking to be reflective in practice as a means of identifying creative responses to the needs of those we serve

- ❖ Viewing challenges as opportunities for resourcefulness and creativity
- ❖ Affirming achievements and good practice
- ❖ Promoting research into possible solutions to illnesses for which there is no current remedy.

Developing Partnership/Team Spirit in all endeavours

This means working in partnership to foster a team spirit in the interests of our common purpose and enhanced job satisfaction for staff.

Partnership & Team Spirit are created by:

- ❖ Adopting a partnership approach
- ❖ Investing in team building to generate passion and commitment around the organisation's core purpose
- ❖ Creating a supportive environment
- ❖ Recognising and acknowledging each other's strengths and weaknesses
- ❖ Keeping a strong focus on the organisation's Core Purpose and Core Values
- ❖ Having clear, regular and purposeful communication
- ❖ Respecting and valuing the opinions of each person
- ❖ Working to achieve consensus
- ❖ Not allowing prejudice to cloud our judgement in the delivery of care.

Appendix 2

Audit & Governance Committee

Purpose

The purpose of the Audit and Governance Committee (“the Committee”) is (1) to assist the Board in fulfilling its responsibilities to ensure that effective internal controls (including financial controls) and financial risk management systems are in place and (2) to assist the Board in fulfilling its governance obligations by providing independent reviews of the company’s governance, legal and regulatory responsibilities to ensure that adequate policies and procedures are in place throughout the organization.

The Committee is to serve as a focal point for communication between other Board members, company secretary, management, external auditors and internal auditors, in relation to internal controls, financial risk management systems and general governance matters.

1. Membership

- 1.1 The Committee shall consist of at least three members, two of whom must be members of the Board of Directors of the Mercy University Hospital. The Committee may co-opt other individuals with the relevant skill and expertise required.
- 1.2 The term of a Committee member is for three years and a member may be reappointed to two consecutive terms in order to ensure transfer of knowledge and continuity amongst Committee members.
- 1.3 If a vacancy occurs on the Committee, the Board of Directors shall be responsible for having it filled in accordance with the provisions of the Governance Policy for the remainder of the three-year term.
- 1.4 The Board shall endeavour to ensure that at least one member of the Committee has recent and relevant financial expertise.

2. Secretary

- 2.1 The Secretary shall appoint a member of the Committee to be the Secretary of the said Committee.

3. Chairperson

- 3.1 The Board of Directors shall appoint a member of the Board, other than the Chairperson of the Board, to be the Chairperson of the Committee.
- 3.2 The Chairperson of the Committee shall report to the Board on behalf of the Committee.

4. Quorum

- 4.1 The quorum for meetings of the Committee shall be two, both of whom must be Board members.
- 4.2 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.

5. Resolution

- 5.1 No resolution passed at a meeting shall be deemed passed unless a simple majority of the Committee members present and voting at such meetings shall have voted in favor of such resolution.
- 5.2 Where there is an equality of votes, the Chairman shall have a second or casting vote.

6. Authority

- 6.1 Subject to any restrictions imposed by law, (and not requiring approval for a financial expenditure from the board) the Committee is authorised to seek any information it requires.
- 6.2 The Committee is authorised to investigate any activity within its terms of reference. It will have full access to all information and is authorised to seek any information it requires from any employee (both directly and indirectly employed) and all employees are directed to co-operate with any request made by the Committee. Representatives of the HSE may also be invited to co-operate with the Committee.
- 6.3 At the expense of the Mercy University Hospital, the Committee is authorised to obtain outside legal or other independent professional advice and to secure attendance of outsiders with relevant experience and expertise if it considers this necessary.

7. Frequency of Meetings

- 7.1 The Committee shall meet as required but not less than twice in the course of each year to coincide with key dates in the Mercy University Hospital's financial reporting year/meetings of the Board of Directors and at other such times as the Chairperson of the Committee shall require.

8. Notice of Meetings

- 8.1 The Secretary of the Committee shall convene meetings of the Committee at the request of the Chairperson and shall give members not less than three days' notice of forthcoming meetings and shall draw up the agenda in consultation with the Chairperson.
- 8.2 The Secretary of the Committee at the request of the Chairperson, shall convene Committee meetings
- 8.3 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 and any other person required to attend within a reasonable time prior to the date of the meeting.

9. Minutes of Meeting

- 9.1 The Secretary shall minute the proceedings and resolutions of all the meetings of the Committee including recording the name of those present and in attendance.
- 9.2 The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 9.3 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and all members of the Board.

10. Meeting Attendance

- 10.1 Only Members of the Committee have the right to attend Committee meetings. However, other individuals such as the CEO, CFO internal and external auditors and advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 10.2 The CEO and other Board Members shall attend if invited by the Committee

11. Annual General Meeting

- 11.1 The Chairman of the Committee shall attend the Annual General Meeting of the Company to answer any questions the Members might have on the Committee's activities.

12. The Responsibilities of the Committee

The responsibilities of the Committee are as follows:

12.1 Audit and Financial Reporting

Financial reporting

- 12.1.1 Monitoring the integrity of the financial statements required by legislation and the HSE by:
- Considering the significant accounting policies used in the preparation of the financial statements and any changes to them; and ensuring that these accounting policies are appropriate and in accordance with relevant financial reporting standards.
 - Reviewing the significant financial estimates and complex areas of judgment made in preparing the financial statements (having regard to any matters communicated by the external auditors) and considering whether these are appropriate.
 - Reviewing the clarity and completeness of the disclosures in the financial statements and accompanying reports (e.g. Chairman's Statement, Directors' Report etc) and considering whether these disclosures are set properly in context.
 - Generally supporting the Board in the approval process relating to the annual financial statements

Internal Controls

- 12.1.2 Reviewing on an annual basis the adequacy of the internal control and risk management systems and in particular those relating to financial matters. Reviewing adequacy and timeliness of the financial information provided by management.
- 12.1.3 Supporting the Board in ensuring that strong financial controls are in place and communicating a "control culture" throughout the organisation.
- 12.1.4 Reviewing compliance with laws and regulations and the risk management procedures in place to ensure compliance with the regulations.
- 12.1.5 If applicable, reviewing the activities of the internal audit function and considering its effectiveness.
- 12.1.6 Reviewing and requesting reports from management on the effectiveness of systems of control and for addressing financial and reputation implications of major business risks.

12.1.7 To ensure that regular audits are carried out in areas of financial risk including statutory annual audit, VAT, PAYE and to contribute to their events.

External Audit

12.1.8. The Committee should have primary responsibility for making recommendations to the Board on the appointment, reappointment and removal of the external auditors.

12.1.9. Oversee the selection process in the event of a proposed change of the external auditors.

12.1.10 Annually assess the performance of the external auditors and the effectiveness of the external audit process. Recommend to the Board as to whether to propose to the shareholders that the external auditors should be reappointed at the AGM.

12.1.11 Approve the annual terms of engagement and remuneration to be paid to the external auditors. Consider whether the level of fee is appropriate to ensure an effective quality audit.

12.1.12 At the start of each audit cycle consider the appropriateness of the overall work plan of the external auditors ensuring its consistency with the terms of engagement for the audit.

12.1.13. Review the findings of the annual audit of the financial statements with the external auditors including but not limited to:

- Major issues arising during the course of the audit and the extent of their resolution.
- Key accounting and audit judgements.
- The levels of errors identified during the audit process including decisions concerning the adjustment or not of such errors.

12.1.14 Review the audit representation letter before signature and in particular non standard issues included therein.

12.1.15 Review and make recommendations to the Board in relation to matters raised by the external auditors in their post audit report and monitor management's responsiveness to points raised by the external auditors.

12.1.16 Review the draft audited annual financial statements and accompanying reports and recommend their approval to the Board.

12.1.17 Annually assess the objectivity and independence of the external auditors, including obtaining from them confirmation of their independence. Develop and recommend to the Board the policy to be applied in respect of non-audit services provided by the external auditors. The Committee's objective should be to ensure that the provision of such services does not impair the objectivity and independence of the external auditors.

12.1.18 To perform any other oversight functions as requested by the Board of Directors.

12.1.19 Reviewing and requesting reports from management on the effectiveness of the internal control and risk management systems

Other

12.1.20 To perform any other oversight functions as requested by the Board of Directors.

12.2 Governance

Governance Policy

- 12.2.1 Examining and approving the Governance Policy of the Mercy University Hospital and undertaking of an annual audit to ensure governance arrangements are in accordance with best practice.
- 12.2.2 Monitoring the integrity of the statements of compliance with Codes of Practice for Good Governance of Community, Voluntary and Charitable Organisations required by legislation and regulatory authorities by:
- Reviewing the information included therein and, where necessary, challenging the policies used in the preparation of the Governance Policy.
 - Ensuring that the Governance Policy is prepared in accordance with the legal and regulatory requirements and paying particular attention to complex areas.
 - Assessing the Governance Policy as adopted by reference to the best standard and for consistency with recommended best practice guidelines.
 - Generally supporting the Board and Management in connection with the approval process relating to the Governance Policy.
 - Review of HSE Annual Compliance Statement prior to submission.

Internal governance control systems

- 12.2.3 Reviewing the adequacy of the internal governance controls and risk management systems and in particular those relating to governance matters.
- 12.2.4 Reviewing adequacy and timeliness of the governance information provided by management.
- 12.2.5 Supporting the Board in ensuring that strong governance controls are in place and communicating a "compliance culture" throughout the organisation.
- 12.2.6 Reviewing compliance with laws and regulations and the risk management procedures in place to ensure compliance with the regulations.

Board Training

- 12.2.7 Ensure that on appointment to the Board of Directors, new Directors receive a formal letter of appointment and induction pack.
- 12.2.8 In conjunction with the Company Secretary, ensure that newly appointed Directors receive adequate induction and training to enable them to exercise their responsibilities to maximum effectiveness.

Performance Appraisal

- 12.2.9 Develop and recommend to the Board a performance evaluation process for the Board and its committees.
- 12.2.10 Review and reassess the adequacy of the Governance Policy annually and recommend any proposed amendments to the Board for approval.

Other

- 12.2.11 Where and when there is a proposal to alter the Constitution of the Mercy University Hospital, the Committee will review the proposed changes and make recommendations to the Board before the Board makes a decision on the proposed amendments.
- 12.2.12 To perform any other oversight functions as requested by the Board of Directors.
- 12.2.13 To carry out such other reviews as requested by the Board of Directors.

13. Reporting Responsibilities

- 13.1 The Chairman of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 13.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 13.3 The Committee shall produce a report to be included in the Mercy University Hospital's annual report about its activities.
- 13.3.1 No decision or recommendation of the Committee shall be valid until approved by the Board of Directors as a whole.

14. Other Matters

The Committee shall:

- 14.1 review its performance and Terms of Reference, annually, to ensure it is operating at maximum effectiveness, and recommend to the Board any changes it considers necessary for approval; and
- 14.2 have access to sufficient resources in order to carry out its duties.

Appendix 3

Clinical Ethics Committee

Purpose

The Clinical Ethics Committee ("the Committee") is to assist the Board in fulfilling its responsibilities by ensuring the development of policies to be observed by Mercy University Hospital with respect to clinical ethics and to ensure the availability of assistance and guidelines for the staff involved in patient care. The Committee is to serve as a focal point for communication between other Board Members and Mercy University Hospital Management and staff in relation to issues which may arise as regards clinical ethics and any other matters the board deems necessary.

1. Membership

- 1.1 The Committee shall consist of at least three members, two of which must be members of the Board of Directors of the Mercy University Hospital. The Committee may co-opt other individuals with the relevant skill and expertise required.
- 1.2 The term of a Committee member is for three years and a member may be reappointed to two consecutive terms in order to ensure transfer of knowledge and continuity amongst Committee members.
- 1.3 If a vacancy occurs on the Committee, the Board of Directors shall be responsible for having it filled in accordance with the provisions of the Governance Policy for the remainder of the two year term.

2. Secretary

- 2.1 The Committee shall appoint a member of the Committee to be the Secretary of the said Committee.

3. Chairperson

- 3.1 The Board of Directors shall appoint a member of the Board, other than the Chairperson of the Board, to be the Chairperson of the Committee.
- 3.2 The Chairperson of the Committee shall report to the Board on behalf of the Committee.

4. Quorum

- 4.1 The quorum for meetings of the Committee shall be two, both of which must be Board members.
- 4.2 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.

5. Resolution

- 5.1 No resolution passed at a meeting shall be deemed passed unless a simple majority of the Committee present and voting at such meetings shall have voted in favour of such resolution.

5.2 Where there is an equality of votes, the Chairman shall have a second or casting vote.

6. Authority

6.1 Subject to any restrictions imposed by law, (and not requiring approval for a financial expenditure from the board) the Committee is authorised to seek any information it requires.

6.2 The Committee is authorised to investigate any activity within its terms of reference. It will have full access to all information and is authorised to seek any information it requires from any employee (both directly and indirectly employed) and all employees are directed to co-operate with any request made by the Committee. Representatives of the HSE and HIQA may also be invited to co-operate with the Committee.

6.3 At the expense of the Mercy University Hospital, the Committee is authorised to obtain outside legal or other independent professional advice and to secure attendance of outsiders with relevant experience and expertise if it considers this necessary.

7. Frequency of Meetings

7.1 The Committee shall meet as required but not less than twice in the course of each year to coincide with meetings of the Board of Directors of the Mercy University Hospital and at other such times as the Chairperson of the Committee shall require.

8. Notice of Meetings

8.1 The Secretary of the Committee shall convene meetings of the Committee at the request of the Chairperson and shall give members not less than three days' notice of forthcoming meetings and shall draw up the agenda in consultation with the Chairperson.

8.2 The Chairperson shall have discretionary power to call a special meeting. Not less than three days' notice shall be given to every member of such special meeting and the business to be transacted thereat shall be clearly stated.

8.3 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 and any other person required to attend within a reasonable time prior to the date of the meeting.

9. Minutes of Meeting

9.1 The Secretary shall minute the proceedings and resolutions of all the meetings of the Committee including recording the name of those present and in attendance.

9.2 The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

9.3 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and all members of the Board.

10. Meeting Attendance

10.1 Only Members of the Committee have the right to attend Committee meetings. However, other individuals such as the CEO, Clinical Director, Director of Nursing may be invited to attend for all or part of any meeting, as and when appropriate.

11. Annual General Meeting

- 11.1 The Chairman of the Committee shall attend the Annual General Meeting of the Company to answer any questions the Members might have on the Committee's activities.

12. The Responsibilities of the Committee

The function of the Committee is:

- 12.1 To reflect in its policies and practices the mission, ethos and values of Mercy University Hospital.
- 12.2 To promote the development of a Clinical Ethics Support Service (CESS) for Mercy University Hospital and pending the development of the CESS to provide a facility to secure the overview of the development of appropriate policies with respect to clinical ethics by the Executive Management Board (EMB) and to provide a referral facility and an information resource with respect to ethical principles for the staff of the Mercy University Hospital;
- 12.3 To overview of arrangements within the Mercy University Hospital for ongoing discussion, education and debate relating to ethical matters and in particular to ensure communication of all relevant policies and guidelines to appropriate staff members.
- 12.4 To provide or procure such assistance and guidelines as the Board considers appropriate in the development of guidelines and procedures to staff involved in patient care.

Other

- 12.6 To perform any other clinical ethics functions as requested by the Board of Directors.
- 12.7 To carry out such other reviews as requested by the Board of Directors.

13. Reporting Responsibilities

- 13.1 The Chairman of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 13.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 13.3 The Committee shall produce a report to be included in the Mercy University Hospital's annual report about its activities.
- 13.4 No decision or recommendation of the Committee shall be valid until approved by the Board of Directors as a whole.

14. Other Matters

The Committee shall:

- 14.1 Review its performance and Terms of Reference, as required to ensure it is operating at maximum effectiveness, and recommend to the Board any changes it considers necessary for approval; and
- 14.2 have access to sufficient resources in order to carry out its duties.

Appendix 4

Clinical Oversight Committee

Purpose

The Clinical Oversight Committee (“the Committee”) is responsible for assisting the Board in fulfilling its responsibilities by providing an independent review of the Clinical Structure and Function within the Mercy University Hospital, by satisfying itself as to the effectiveness of Mercy University Hospital’s internal and external clinical controls and ensuring that the proper clinical policies and procedures are in place.

The Committee is to serve as a focal point for communication between other Board Members and Mercy University Hospital management as their duties relate to clinical oversight, quality safety assurance, mission effectiveness and any other clinical matters the Board deems necessary.

Minutes of the in-house Clinical Governance Committee, chaired by the Clinical Director, are to be reviewed by this Committee

1. Membership

- 1.1 The Committee shall consist of at least three members, two of which must be members of the Board of Directors of the Mercy University Hospital. The Committee may co-opt other individuals with the relevant skill and expertise required.
- 1.2 The term of a Committee member is for three years and a member may be reappointed to two consecutive terms in order to ensure transfer of knowledge and continuity amongst Committee members.
- 1.3 If a vacancy occurs on the Committee, the Board of Directors shall be responsible for having it filled in accordance with the provisions of the Governance Policy for the remainder of the two-year term.

2. Secretary

- 2.1 The Committee shall appoint a member of the Committee to be the Secretary of the said Committee

3. Chairperson

- 3.1 The Board of Directors shall appoint a member of the Board, other than the Chairperson of the Board, to be the Chairperson of the Committee.
- 3.2 The Chairperson of the Committee shall report to the Board on behalf of the Committee.

4. Quorum

- 4.1 The quorum for meetings of the Committee shall be two, both of which must be Board members.
- 4.2 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.

5. Resolution

- 5.1 No resolution passed at a meeting shall be deemed passed unless a simple majority of the Committee present and voting at such meetings shall have voted in favor of such resolution.
- 5.2 Where there is an equality of votes, the Chairman shall have a second or casting vote.

6. Authority

- 6.1 Subject to any restrictions imposed by law, (and not requiring approval for a financial expenditure from the board) the Committee is authorised to seek any information it requires.
- 6.2 The Committee is authorised to investigate any activity within its terms of reference. It will have full access to all information and is authorised to seek any information it requires from any employee (both directly and indirectly employed) and all employees are directed to co-operate with any request made by the Committee. Representatives of the HSE may also be invited to co-operate with the Committee.
- 6.3 At the expense of the Mercy University Hospital, the Committee is authorised to obtain outside legal or other independent professional advice and to secure attendance of outsiders with relevant experience and expertise if it considers this necessary.

7. Frequency of Meetings

- 7.1 The Committee shall meet as required but not less than twice in the course of each year to coincide with meetings of the Board of Directors of the Mercy University Hospital and at other such times as the Chairperson of the Committee shall require.

8. Notice of Meetings

- 8.1 The Secretary of the Committee shall convene meetings of the Committee at the request of the Chairperson and shall give members not less than three days' notice of forthcoming meetings and shall draw up the agenda in consultation with the Chairperson.
- 8.2 The Chairperson shall have discretionary power to call a special meeting. Not less than three days' notice shall be given to every member of such special meeting and the business to be transacted thereat shall be clearly stated.
- 8.3 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 and any other person required to attend within a reasonable time prior to the date of the meeting.

9. Minutes of Meeting

- 9.1 The Secretary shall minute the proceedings and resolutions of all the meetings of the Committee including recording the name of those present and in attendance.
- 9.2 The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 9.3 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and all members of the Board.

10. Meeting Attendance

10.1 Only Members of the Committee have the right to attend Committee meetings. However, other individuals such as the CEO, Clinical Director, Director of Nursing and other advisers may be invited to attend for all or part of any meeting, as and when appropriate.

11. Annual General Meeting

11.1 The Chairman of the Committee shall attend the Annual General Meeting of the Company to answer any questions the Members might have on the Committee's activities.

12. The Responsibilities of the Committee

12.1 Oversight and Evaluation

The Committee has the following functions;

12.1.1 Oversight of all clinical matters;

12.1.2 Oversight and approval of development of the Mercy University Hospital quality, safety and risk management plan;

12.1.3 Ensure appropriate clinical policies and procedures are in place;

12.1.4 Evaluate the risk register in relation to clinical matters;

12.1.5 Monitor rates of mortality and other patient outcomes;

12.1.6 Monitor mission effectiveness;

12.1.7 Develop recommendations for improvement of patient outcomes;

12.2 Clinical Monitoring

12.2.1 Monitoring and overseeing all clinical matters required by legislation and the HSE / HIQA by:

- Reviewing the information included therein and, where necessary, challenging the clinical policies and procedures in place;
- Ensuring that the clinical policies are prepared in accordance with appropriate HSE / Health Information and Quality Assurance (HIQA) standards by paying particular attention to complex/judgmental areas; and determining if the clinical policies and procedures are correct and recommend their approval (or not).

12.3 Internal Control Systems

12.3.1 Reviewing the adequacy of internal clinical controls and clinical risk management systems.

12.3.2 Supporting the Board in ensuring that strong clinical controls are in place and communicating a "clinical control culture" throughout the organisation.

12.3.3 Reviewing compliance with laws and regulations and the risk management procedures in place to ensure compliance with the regulations.

12.3.4 Reviewing and requesting reports from management on the effectiveness of systems of clinical control and for addressing the implications of major clinical risks

12.4 External Reviewers

12.4.1 Meeting separately with the external reviewers to discuss any matters that the Committee believe should be discussed privately.

Other

12.5 To perform any other clinical oversight functions as requested by the Board of Directors.

13. Reporting Responsibilities

- 13.1 The Chairman of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 13.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 13.3 The Committee shall produce a report to be included in the Mercy University Hospital's annual report about its activities.
- 13.4 No decision or recommendation of the Committee shall be valid until approved by the Board of Directors as a whole.

14. Other Matters

The Committee shall:

- 14.1 review its performance and Terms of Reference, as required to ensure it is operating at maximum effectiveness, and recommend to the Board any changes it considers necessary for approval; and
- 14.2 have access to sufficient resources in order to carry out its duties.

Appendix 5

Finance Committee

Purpose

The Finance Committee (“the Committee”) is to assist the Board in fulfilling its responsibilities by providing an independent review of financial reporting, by satisfying themselves as to the effectiveness of the Mercy University Hospital’s internal financial controls.

The Committee is to serve as a focal point for communication between other Board members, and Mercy University Hospital management as their duties relate to financial and other reporting, controls and any other financial matters the Board deems necessary.

1. Membership

- 1.1 The Committee shall consist of at least three members, two of which must be members of the Board of Directors of the Mercy University Hospital. The Committee may co-opt other individuals with the relevant skill and expertise required.
- 1.2 The term of a Committee member is for three years and a member may be reappointed to two consecutive terms in order to ensure transfer of knowledge and continuity amongst Committee members.
- 1.3 If a vacancy occurs on the Committee, the Board of Directors shall be responsible for having it filled in accordance with the provisions of the Governance Policy for the remainder of the three-year term.

2. Secretary

- 2.1 The Committee shall appoint a member of the Committee to be the Secretary of the said Committee.

3. Chairperson

- 3.1 The Board of Directors shall appoint a member of the Board, other than the Chairperson of the Board, to be the Chairperson of the Committee.
- 3.2 The Chairperson of the Committee shall report to the Board on behalf of the Committee.

4. Quorum

- 4.1 The quorum for meetings of the Committee shall be two, both of which must be Board members.
- 4.2 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.

5. Resolution

- 5.1 No resolution passed at a meeting shall be deemed passed unless a simple majority of the Committee present and voting at such meetings shall have voted in favor of such resolution.
- 5.2 Where there is an equality of votes, the Chairman shall have a second or casting vote.

6. Authority

- 6.1 Subject to any restrictions imposed by law, (and not requiring approval for a financial expenditure from the board) the Committee is authorised to seek any information it requires.
- 6.2 The Committee is authorised to investigate any activity within its terms of reference. It will have full access to all information and is authorised to seek any information it requires from any employee (both directly and indirectly employed) and all employees are directed to co-operate with any request made by the Committee. Representatives of the HSE may also be invited to co-operate with the Committee.
- 6.3 At the expense of the Mercy University Hospital, the Committee is authorised to obtain outside legal or other independent professional advice and to secure attendance of outsiders with relevant experience and expertise if it considers this necessary.

7. Frequency of Meetings

- 7.1 The Committee shall meet as required but not less than twice in the course of each year to coincide with key dates in the Mercy University Hospital's financial reporting year and at other such times as the Chairperson of the Committee shall require.

8. Notice of Meetings

- 8.1 The Secretary of the Committee shall convene meetings of the Committee at the request of the Chairperson and shall give members not less than three days' notice of forthcoming meetings and shall draw up the agenda in consultation with the Chairperson.
- 8.2 The Chairperson shall have discretionary power to call a special meeting. Not less than three days' notice shall be given to every member of such special meeting and the business to be transacted thereat shall be clearly stated.
- 8.3 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 and any other person required to attend within a reasonable time prior to the date of the meeting.

9. Minutes of Meeting

- 9.1 The Secretary shall minute the proceedings and resolutions of all the meetings of the Committee including recording the name of those present and in attendance.
- 9.2 The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 9.3 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and all members of the Board.

10. Meeting Attendance

- 10.1 Only Members of the Committee have the right to attend Committee meetings. However, other individuals such as the CEO, CFO internal and external auditors and advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 10.2 The CEO and other Board Members shall attend if invited by the Committee

11. Annual General Meeting

- 11.1 The Chairman of the Committee shall attend the Annual General Meeting of the Company to answer any questions the Members might have on the Committee's activities.

12. The Responsibilities of the Committee

The responsibilities of the Committee are as follows:

- 12.1 To perform any other oversight functions as requested by the Board of Directors; and
- 12.2 To review the effectiveness and operation of accounting policies, financial management process and internal controls throughout the Mercy University Hospital.

12.3 Annual MUH Budget and Service plan

- 12.3.1 Assessing Management's proposed MUH annual budget covering revenue, operating costs and capital costs.

- 12.3.2 Assessing the annual HSE Service plan.

- 12.3.3 Recommending both the annual MUH budget and Service plan for approval of the Board of Directors.

12.4 Major Capital Project approval and monitoring

- 12.4.1 Approval and monitoring of all capital projects

- 12.4.2 Assessing the business case for such projects, including strategic fit, and their scope and budget.

- 12.4.3 Monitoring of progress including consideration of any projected overruns and corrective actions.

- 12.4.4 Recommending such projects for approval of the Board of Directors and ensuring appropriate reports on progress are made available to the Board.

12.5 Identification and monitoring of major financial and finance related risks

- 12.5.1 Review of financial and finance related risks as identified by Management

- 12.5.2 Identify in conjunction with management appropriate risk mitigation strategies and monitor progress in implementation of such strategies.

- 12.5.3 Ensure financial and finance related risks together with risk mitigation strategies are brought to the attention of the board as part of its review of overall enterprise –wide risk management.

Other

- 12.6 To carry out such other reviews as requested by the Board of Directors.

- 12.7 To approve any lien or charge on MUH assets.

13. Reporting Responsibilities

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

- 13.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 13.3 The Committee shall produce a report to be included in the Mercy University Hospital's annual report about its activities.
- 13.4 No decision or recommendation of the Committee shall be valid until approved by the Board of Directors as a whole.

14. Other Matters

The Committee shall:

- 14.1 review its performance and Terms of Reference, annually, to ensure it is operating at maximum effectiveness, and recommend to the Board any changes it considers necessary for approval; and
- 14.2 have access to sufficient resources in order to carry out its duties.

Appendix 6

Human Resources Committee

Purpose

The objectives of the Human Resources (HR) Committee shall be:

To assist the Board of Directors of Mercy University Hospital in fulfilling its responsibilities by advising the Board on the effective implementation and application of sound human resources policies and procedures that are aligned to the Mercy University Hospital's Values, Vision and Mission;

To guide the review of the annual objectives for the CEO and lead the annual evaluation thereof; and

To carry out any related initiatives as may be necessary or desirable to enhance Board performance including but not limited to Board Learning and Development.

1. Membership

- 1.1 The Committee shall consist of at least three members, two of which must be members of the Board of Directors of the Mercy University Hospital. The Committee may co-opt other individuals with the relevant skill and expertise required.
- 1.2 The term of a Committee member is for three years and a member may be reappointed to two consecutive terms in order to ensure transfer of knowledge and continuity amongst Committee members.
- 1.3 If a vacancy occurs on the Committee, the Board of Directors shall be responsible for having it filled in accordance with the provisions of the Governance Policy for the remainder of the two-year term.

2. Secretary

- 2.1 The Committee shall appoint a member of the Committee to be the Secretary of the said Committee.

3. Chairperson

- 3.1 The Board of Directors shall appoint a member of the Board, other than the Chairperson of the Board, to be the Chairperson of the Committee.
- 3.2 The Chairperson of the Committee shall report to the Board on behalf of the Committee.

4. Quorum

- 4.1 The quorum for meetings of the Committee shall be three, two of which must be Board members.
- 4.2 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.

5. Resolution

- 5.1 No resolution passed at a meeting shall be deemed passed unless a simple majority of the Committee present and voting at such meetings shall have voted in favor of such resolution.
- 5.2 Where there is an equality of votes, the Chairman shall have a second or casting vote.

6. Authority

- 6.1 Subject to any restrictions imposed by law, (and not requiring approval for a financial expenditure from the Board) the Committee is authorised to seek any information it requires.
- 6.2 The Committee is authorised to investigate any activity within its terms of reference. It will have full access to all information and is authorised to seek any information it requires from any employee (both directly and indirectly employed) and all employees are directed to co-operate with any request made by the Committee. Representatives of the HSE may also be invited to co-operate with the Committee.
- 6.3 At the expense of the Mercy University Hospital, the Committee is authorised to obtain outside legal or other independent professional advice and to secure attendance of outsiders with relevant experience and expertise if it considers this necessary.

7. Frequency of Meetings

- 7.1 The Committee shall meet at least twice in the course of each year to coincide with meetings of the Board of Directors of the Mercy University Hospital and at other such times as the Chairperson of the Committee shall require.

8. Notice of Meetings

- 8.1 The Secretary of the Committee shall convene meetings of the Committee at the request of the Chairperson and shall give members not less than three days' notice of forthcoming meetings and shall draw up the agenda in consultation with the Chairperson.
- 8.2 The Chairperson shall have discretionary power to call a special meeting. Not less than three days' notice shall be given to every member of such special meeting and the business to be transacted thereat shall be clearly stated.
- 8.3 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 and any other person required to attend within a reasonable time prior to the date of the meeting.

9. Minutes of Meeting

- 9.1 The Secretary shall minute the proceedings and resolutions of all the meetings of the Committee including recording the name of those present and in attendance.
- 9.2 The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 9.3 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and all members of the Board.

10. Meeting Attendance

- 10.1 Only Members of the Committee have the right to attend Committee meetings. However, other individuals such as the CEO, Head of HR, and advisers may be invited to attend for all or part of any meeting, as and when appropriate.

11. Annual General Meeting

- 11.1 The Chairman of the Committee shall attend the Annual General Meeting of the Company to answer any questions the Members might have on the Committee's activities.

12. The Responsibilities of the Committee

The Committee shall have the following responsibilities:

- 12.1 Ensure that appropriate HR strategies, policies and procedures are in place including remuneration and seek assurance from the CEO in relation to the application of these policies and procedures.
- 12.2 Oversee the implementation of the Hospital's strategy on Human Resources arising from the Hospital's Strategic Plan.
- 12.3 Ensure compliance with all statutory and administrative requirements re numbers, grading and terms and conditions for all employees of the Mercy University Hospital.
- 12.4 Ensure compliance with health sector pay policy.
- 12.5 Have oversight of senior management remuneration and compliance with public pay policy and the Department of Health Consolidated Payscales for the health sector and review on an annual basis.
- 12.6 Set annual performance targets for the CEO and annually guide the evaluation for the CEO's performance against agreed Mercy University Hospital and personal objectives.
- 12.7 Agree interview panels and partake as required in the selection for consultants post and positions reporting to the CEO.
- 12.8 Recommend for Board approval candidates for Consultant posts and for positions reporting to the CEO.
- 12.9 Review the Risk Register for HR.
- 12.10 Monitor staffing levels vis-à-vis approved WTE ceiling and compliance with the Pay and Numbers Strategy.
- 12.11 Access the Learning and development needs of the members of the Board of Directors.
- 12.12 Review its terms of reference on an annual basis and recommend any changes to the Board.

Other

- 12.13 To carry out such other HR requirements as requested by the Board of Directors.

13. Reporting Responsibilities

- 13.1 The Chairman of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 13.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

- 13.3 The Committee shall produce a report to be included in the Mercy University Hospital's annual report about its activities.
- 13.4 No decision or recommendation of the Committee shall be valid until approved by the Board of Directors as a whole.

14. Other Matters

The Committee shall:

- 14.1 review its performance and Terms of Reference, as required, to ensure it is operating at maximum effectiveness, and recommend to the Board any changes it considers necessary for approval; and
- 14.2 have access to sufficient resources in order to carry out its duties.

Appendix 7

Nominations Committee

Purpose

The appointment of new Directors to the Board of Directors is a function reserved to the Members of the Company.

Notwithstanding this, the Nominations Committee (“the Committee”) has been established by the Board of Directors to provide assistance to the Members in identifying suitable candidates with requisite skills for consideration by the Members for appointment to the Board of Directors.

The Committee will accordingly endeavour to identify suitable candidates, subject to the approval of the Members, it being acknowledged that the appointment of such new Directors is solely a function of the Members.

The Committee will recommend candidates to the Members.

1. Membership

- 1.1 The Nominations Committee shall include the following: -
- A representative of Mercy Care South;
 - The Chairperson of the Board; and
 - One other member of the Board.

2. Secretary

- 2.1 The Committee shall appoint a member of the Committee to be the Secretary of the said Committee.

3. Chairperson

- 3.1 The Committee shall appoint a member of the Committee to be the Chairperson of the Committee.
- 3.2 The Chairperson of the Committee shall report to the Board of Directors on behalf of the committee.

4. Quorum

- 4.1 The quorum necessary for the transaction of business shall be two; one of whom must be the representative of the Members of the Company.
- 4.2 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.

5. Resolution

- 5.1 No resolution passed at any meeting shall be deemed passed unless a simple majority of the Committee members present and voting at such meetings shall have voted in favour of such resolution.

5.2 Where there is an equality of votes, the Chairperson of the meeting shall have a second or casting vote.

6. Authority

6.1 Subject to any restrictions imposed by law, (and not requiring approval for a financial expenditure from the board) the Committee is authorised to seek any information it requires.

6.2 The Committee is authorised to investigate any activity within its terms of reference. It will have full access to all relevant information.

6.3 At the expense of the Mercy University Hospital, the Committee is authorised to obtain outside legal or other independent professional advice and to secure attendance of outsiders with relevant experience and expertise if it considers this necessary.

7. Frequency of Meetings

7.1 The Committee shall meet at such times as the Chairperson of the Committee shall require.

8. Notice of Meetings

8.1 The Secretary of the Committee shall convene meetings of the Committee at the request of the Chairperson and shall give members not less than three days' notice of forthcoming meetings and shall draw up the agenda in consultation with the Chairperson.

8.2 The Chairperson shall have discretionary power to call a special meeting. Not less than two days' notice shall be given to every member of such special meeting and the business to be transacted thereat shall be clearly stated.

8.3 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 and any other person required to attend no later than 7 working days prior to the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

9. Minutes of Meetings

9.1 The Secretary shall minute the proceedings and resolutions of all meetings of the committee including recording the names of those present and in attendance.

9.2 The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

9.3 Draft Minutes should be circulated promptly to all members of the committee. Once approved, Minutes should be circulated to all other members of the Board of Directors unless in the opinion of the Chairperson it would be inappropriate to do so.

10. Meeting Attendance

10.1 Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate.

11. Annual General Meeting

11.1 The Chairperson of the Committee shall attend the Annual General Meeting of the Company to answer any questions the Members might have on the Committee's activities.

12. The Responsibilities of the Committee

The responsibilities of the Committee are as follows:

- 12.1 Identify the necessary skills, experience and other attributes that are needed for an effective Board of Directors;
- 12.2 Assess the skill base available from within the members of the Board of Directors from time to time;
- 12.3 Keep up to date and fully informed about strategic issues and commercial changes affecting the company;
- 12.4 Seek to identify suitable candidates who might be recommended to the Members having regard to the selection criteria (annexed hereto in the appendix) and in order to:
 - ensure adequate succession planning for the Board of Directors;
 - ensure a balance of knowledge is retained with the Board of Directors.
- 12.5 Designate one or other members of the Nominations Committee to approach any one or more individuals short-listed.
- 12.6 The Nominations Committee will notify the Board of Directors of any pending appointments to the Board of Directors. Such notification will be made by the Nominations Committee on receipt of confirmation from the Members of such pending appointment and where practical prior to such appointment becoming effective.

13. Procedures for the operation of the Nominations Committee

- 13.1 When seeking to identify members, the Nominations Committee should focus on the Board of Directors as a whole. The Nominations Committee should identify the necessary skills, experience and other attributes (as outlined in the attached Appendix), that are missing from the current Board of Directors. Some of the skills and experience needed by Board of Directors members include:
 - General management;
 - Finance;
 - Legal matters;
 - Human Resources;
 - Health Sector;
 - Strategic aims of Mercy University Hospital Cork; and
 - Such other skills, experience, and competencies as may be identified by the Board of Directors having regard to the Governance Policy.
- 13.2 In addition to the above, the Nominations Committee needs to consider making recommendations having regard to the need to stagger appointments and renewals to ensure a balance of knowledge is retained with the Board of Directors.
- 13.3 Prior to the Nominations Committee recommending the appointment of a Director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest.
- 13.4 The Chairperson of the Nomination Committee shall ensure that the Members are notified of the identity of such suitably qualified individuals who have confirmed commitment and availability to serve as members of the Board of Directors for consideration by the Members.

14. Reporting Responsibilities

- 14.1 The Chairman of the Committee shall report to the Board of Directors on its proceedings after each meeting on all matters within its duties and responsibilities.
- 14.2 The Committee shall make whatever recommendations to the Board of Directors it deems appropriate on any area within its remit where action or improvement is needed.
- 14.3 The Committee shall produce a report to be included in the Mercy University Hospital's annual report about its activities.

15. Other Matters

The Committee shall:

- 15.1 Arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board of Directors for approval.
- 15.2 Have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required.
- 15.3 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- 15.4 Give due consideration to laws and regulations.

APPENDIX

CRITERIA FOR THE SELECTION OF DIRECTORS

1. Candidates should be chosen for their character, judgment, integrity and overall ability, for the special talents they will bring to the Board of Directors. In selecting and recommending suitable candidates for appointment to the Board of Directors, it must be borne in mind that the Board of Directors as a group determines the Company's strategic objectives and policies and are expected to bring to the Board of Directors a diversity of experience.
2. Candidates must have adequate time available to devote to the work of the Board of Directors and, ideally, to one of its standing committees. Candidates must also be free of any legal impediment, conflict of interest, or other consideration which might prevent them from discharging the responsibilities of a Director.
3. Candidates should understand and respect the relationship of Mercy University Hospital with Catholic and other faith traditions and communities.
4. The following standards and qualifications are to be considered in the selection of candidates for appointment to the Board of Directors. These standards and qualifications are designed to promote the continuity of an active, effective and balanced Board of Directors whose members collectively possess a diversity of experiences which will enable the Board of Directors to exercise skill and diligence in the discharge of its functions.

Standards and qualifications for consideration in the selection of candidates:

- 4.1 Possessed of tact, discretion and sensitivity to be a collaborative member of the Board of Directors coupled with an inquiring and independent mind willing to question assumptions when inquiry is appropriate and able to contribute to the totality of the discussions of the Board of Directors;
 - 4.2 An awareness of the mission, values, and Catholic identity along with the business and social environments in which the Company operates, involving recognition of the Company's interest in being a responsible corporation in the community and the Directors' obligations to protect the interests of the Company;
 - 4.3 Not already vested with so many Directorships, trusteeships or other commitments as to be unable to contribute effectively to the affairs of the Company.
5. The Committee will bear in mind that while a candidate's experience and background may give the individual a special insight into the needs of a particular area, a candidate should not be chosen as a representative or spokesman for any special cause or interest.