



CODE OF GOVERNANCE

Version 1.0 – Approved by the Board of Directors on 24th July 2018

Table of Contents

Page No.

1.0	INTRODUCTION AND BACKGROUND INFORMATION	3
1.1	Purpose	3
1.2	Background	3
1.2.1	Description of Services	3
1.2.2	Overview of clinical services	4
1.2.3	Specialist Palliative Care	4
1.2.4	Service for Older People	4
1.2.5	Other supporting departments include:	4
1.3	Legal and regulatory Compliance Requirements	4
2.0	GOVERNANCE FRAMEWORK	5
2.1	The Board	6
2.1.1	Roles and Responsibilities	6
2.1.2	Matters Reserved for Decision by the Board	7
2.1.3	Board Composition and Terms of Appointment	8
2.1.4	Board Sub-Committees	8
2.1.5	Chairperson and Vice-Chairperson	9
2.1.6	Board Meetings	10
2.1.7	Board Performance	10
2.1.8	Board Induction and Training	10
2.1.9	Risk Management	11
2.1.10	Code of Corporate Ethics and Business Conduct	11
2.1.11	The Company Secretary	11
2.1.12	Other Board Matters	12
3.0	APPENDICES	13
Appendix 1	Organograms	13
	Reporting Structure of Board of Directors and Sub-Committees	13
	Reporting Structure of Marymount University Hospital & Hospice	14

1.0 Introduction and Background Information

The Governance Code is a resource to assist Marymount University Hospital & Hospice (“Marymount”) evidence their overall capacity in terms of how they run their organisation. This code should enable positive practices of transparency and standardisation to ensure Marymount operates to the best of its ability. The Governance Code is for the Board of Directors, Managers, Staff, and Volunteers of Marymount.

This Code of Governance should be read in conjunction with the Legal Constitution of the Company.

1.1 Purpose

This Governance Code sets out structures and procedures to ensure that Marymount performs to the highest possible standard. The purpose of the code is to provide assurance that Marymount is run responsibly and that our reputation is maintained at all times and enhanced wherever possible.

Moreover the code supports the principles of transparency, efficiency, and effectiveness in conducting all business related to Marymount. The code outlines the roles, duties and regulations of Marymount’s Board of Directors and the Executive Management Team.

1.2 Background

1.2.1 Description of Services

Marymount provides specialist palliative care and older person services for Cork City and County. Marymount is a Section 39 hospital under Health Act 2004, however with access to Voluntary Hospitals Superannuation Scheme for certain current and former employees. Marymount is the only comprehensive specialist palliative care service across the entire southern region of Ireland. We admit patients not only from our immediate catchment area of Cork City and County, but also from Waterford, Wexford, Limerick, Tipperary, and Kilkenny.

1.2.2 Overview of clinical services

Clinical services are Consultant led with input from a range of interdisciplinary team members including allied health, nursing, catering, housekeeping, administration.

1.2.3 Specialist Palliative Care

- 24 hrs/7 days a week/52 weeks a year Community Palliative Care Services
- Provision of education/ research in specialist palliative care
- 44 in-patient specialist palliative care beds
- Daycare – 3 days a week
- Pain Clinic
- Bereavement services
- Consultant Led Acute Hospital Specialist Palliative Care Service.

1.2.4 Service for Older People

- Long term care
- Respite care
- Palliative care support

1.2.5 Other supporting departments include:

- Fundraising and communications
- Education and research

1.3 Legal and regulatory Compliance Requirements

The Board of Directors and the Executive Management Team are responsible for the governance and function of Marymount. The Board of Directors oversees adherence to the applicable legal and regulatory requirements. These include the following:

- Charity Law and the requirements of the Charity regulator (2009)
- Company Law and the requirements of the Company Registration Office (CRO)
- The requirements of the Revenue Commissioners relating to tax and tax exemption
- Health Acts 1947, 1953, 1970, and 2004.

- Freedom of Information Acts 1997, 2013, 2014
- Data Protection Acts 1988, 2003, 2018
- General Data Protection Regulation (EU) 2016-679
- E-Privacy Regulations SI 336 of 2011
- Health Safety and Welfare at Work Act 1998
- Fire and Safety Regulations
- Food and Hygiene Regulation 1950-1989
- Social Welfare Consolidation Act 1981
- Children’s Act 2001
- Coroners Act 1962, 2005
- Environmental Protection Legislation
- Protected Disclosures Act 2014.

**This list is not exhaustive*

In addition, the Board of Directors approves and ensures compliance with Marymount’s governing policies. A listing of Marymount’s Policies, Procedures and Guidelines is maintained in the Office of the Head of Nursing & Allied Health.

Marymount is also guided by the following standards:

- National Standards for Better Safer Healthcare (HIQA)
- National Residential Care Standards (HIQA)

2.0 Governance Framework

The key elements of Marymount’s Governance Structure are the Board of Directors (“Board”) and the Executive Committee. The Executive Committee is responsible for the effective and efficient management of Marymount’s business activities and for the implementation of the Hospital’s strategic and business plans. The Executive Committee is also responsible for accountability to the HSE.

2.1 The Board

The Board of Directors are responsible for providing overall effective leadership and setting the strategic direction for the Hospital.

2.1.1 Roles and Responsibilities

- Provide effective leadership within a framework of prudent and effective controls.
- Set the strategic direction and objectives of the hospital consistent with the mission, ethos, and values as established by the Religious Sisters of Charity.
- Review, approve and monitor the implementation of strategic and annual business plans.
- To ensure that adequate resources are put in place to enable the hospital to operate effectively and efficiently.
- Monitor and review the operating and financial performance of the hospital.
- Monitor compliance with legal, ethical, health and safety and environmental requirements.
- Ensure that sound risk management and internal control systems are in place.
- Monitor the performance of the Executive Committee.
- Select and recruit Board members ensuring an appropriate mix of skills and experience.
- Allocate responsibilities for tasks to specific Board members, develop terms of reference, and approve the membership of the Board Sub-Committees.
- Prepare for and attend Board Meetings and Committee Meetings as required.
- Approve a schedule of matters specifically reserved for Board approval.
- Ensure that annual financial statements, which give a true and fair view, are prepared in accordance with accepted accounting standards and related audit and filing requirements are dealt with.
- Approve the Annual Service Level Agreement with the HSE and review and approve the Annual Compliance Statement prior to submission to the HSE.
- Undertake regular evaluations of the Board's own performance, at least once every two years.
- Directors are required to act in the best interests of the Company and at all times have regard to their legal and fiduciary duties as codified in Company Law and any other statutory provisions of relevance to their role.

2.1.2 Matters Reserved for Decision by the Board.

The following matters are reserved for decision/approval by the Board:

- Annual operating and capital expenditure budgets.
- Corporate and strategic plans and their implementation.
- Significant acquisition and disposal of assets and other contractual arrangements – value in excess of €100,000.
- Annual service level arrangements and other contracts with HSE and NTPF (National Treatment Purchase Fund).
- Annual statutory financial statements.
- Annual compliance statement submitted to the HSE.
- Borrowings, investments, and changes to these arrangements.
- Use of the company seal.
- Appointment, remuneration and performance assessment of the Chief Executive Officer and related succession planning.
- Appointments to the Executive Management and Senior Clerical posts.
- Appointments to Board Sub-Committees.
- Delegated authority levels to Executive Committee.
- Corporate risk management policies.
- Codes of Corporate Governance, Mission Philosophy & Ethics, and Business Conduct.

Without prejudice to the powers of the Board, the following matters are delegated by the Board to the CEO:

- Day to day management of the Hospital.
- Proposing strategy to the Board and delivering strategy.
- Setting an example to all employees and communicating to employees based on the expectations of the Board on culture, mission, values and behaviours.
- Supporting the Board to ensure that appropriate governance standards are disseminated and adhered to within Marymount.
- Ensuring the employees views are communicated to the Board on relevant issues.
- Responsibility for ensuring that high quality information is provided to the Board on strategic performance.

- Ensuring the Board knows the views of the Executive Management Team on business issues and explaining any divergence of view/s before a final decision is taken.

2.1.3 Board Composition and Terms of Appointment

- There should be a minimum of six directors. The Board should comprise members with diverse but appropriate experience relevant to the business activities of the Hospital.
- Background and expertise should include the following: finance, capital development, education, research, clinical expertise, HR, health policy, law.
- The term of office of each Director will be four (4) years. A Director may, however, be invited to the Board to serve an additional period(s) in office subject to an overall maximum term of nine (9) successive years.
- The Governance and Nomination Committee will monitor, review and evaluate the composition of the Board and will make recommendations concerning appointments to the Board.
- The directors are appointed by the members.

*Also in attendance at Board meetings will be the CEO, the PA to the CEO and Executive Committee members.

2.1.4 Board Sub-Committees

The following Sub-Committees appointed in accordance with Section 60 of the Company's Legal Constitution support the Board in its governance of the Hospital. The Sub-Committees are chaired by Board members and their compositions are approved by the Board. Resolutions of the Sub-Committees require confirmation by the Board of Directors.

Arbitration & Remuneration – Addresses issues relating to personnel including remuneration, grievance and disciplinary matters.

Executive – regulate and review day to day administration of Marymount University Hospital & Hospice within the terms laid down by the Board.

Audit - monitors and ensures effective internal control (including financial) and financial risk management systems are in place.

Finance – monitors and oversees financial matters including financial planning and cash flow management.

Quality, Risk Management and Clinical Audit – supporting quality and best practice in patient care.

Mission – supports the application of the mission statement and core values of Marymount.

Development – Oversees major capital development and maintenance projects.

Governance and Nomination – provides oversight in respect of governance arrangements and support in connection with Board evaluation, and appointments and induction/training of Board members.

2.1.5 Chairperson and Vice-Chairperson

In accordance with Article 41 of the Articles of Association, the Board appoints the Chairperson and one or more Vice – Chairpersons and determines the periods for which they hold office. The role and responsibilities of the Chairperson shall include:

- Leadership of the Board and ensuring its effectiveness and orderly operation.
- Set and maintain high standards of integrity and probity, set clear expectations concerning mission and values, as well as the style and tone of Board discussions.
- Develop agendas for Board Meetings and chair all such meetings.
- Ensure decisions are reached in the best interests of the Hospital.
- Represent the Hospital to key external stakeholder groups.
- Take a leading role in reviewing the composition and performance of the Board.

- Ensure Board Committees are properly established and operate with appropriate terms of reference.
- Ensure appropriate risk management systems and processes are in place and reported against on a regular basis.
- Generally endeavour to ensure that the Hospital gets the maximum possible benefit from the Board.

2.1.6 Board Meetings

- Board meetings should be convened as required and generally on a bi monthly basis.
- Agenda and supporting documentation should be circulated in advance by the Secretary.
- Minutes of all Board meetings should be prepared by the Secretary and circulated to the Chairperson for review prior to circulation to other Board members.
- The required quorum for a meeting of directors shall be five.
- Questions arising at meetings of directors shall be determined by a majority of votes. In the event of a voting tie, the Chairperson shall have the casting vote.
- A director may appoint an alternate director to represent him/her and such an appointment will be in accordance with the Company's Articles of Association.

2.1.7 Board Performance

Performance appraisal of the Board and its Committees will be carried out on a regular basis, at least once every two years.

2.1.8 Board Induction and Training

New Directors should receive comprehensive induction on joining the Board to assist in clarifying their role and responsibilities as Board Members. This includes:

- Receiving documents that provide general information about the structure and operation of the organisation, including a copy of the Code of Governance.
- A meeting with the Chairperson, Chief Executive Officer and the organisations Executive to further clarify their role and responsibilities as Board members.

- A walk through the Hospital accompanied by the CEO and others as required

2.1.9 Risk Management

The Board is responsible for ensuring that risks to which the hospital may be exposed are identified and monitored so as to mitigate financial loss, the compromise of patient care and reputational damage. Risks are addressed at overall entity and operational levels. The Board is supported in evaluating and monitoring risks by the Board Sub-Committees and the Executive Committee. The responsibilities of the Committees are dealt with in the terms of reference for each.

2.1.10 Code of Corporate Ethics and Business Conduct

Board members are required to familiarise themselves with, and comply with, the Hospital's Code of Ethics and Business Conduct. This code addresses the following relevant issues;

- Confidentiality
- Conflicts of Interest
- Integrity
- Gifts and Benefits
- Loyalty
- Legality
- Fairness

2.1.11 The Company Secretary

The Chief Executive Officer will act as Secretary to the Board of Directors and responsibilities include all related secretarial support for Board meetings.

- Secretarial support for Board meetings;
- Circulation of Board papers in the timeframes outlined in the Articles of Association;
- Drafting meeting agenda for the approval of the Chairman
- Providing a CEO report to the Board
- Drafting the minutes of meetings for the approval of the Chairman.

2.1.12 Other Board Matters

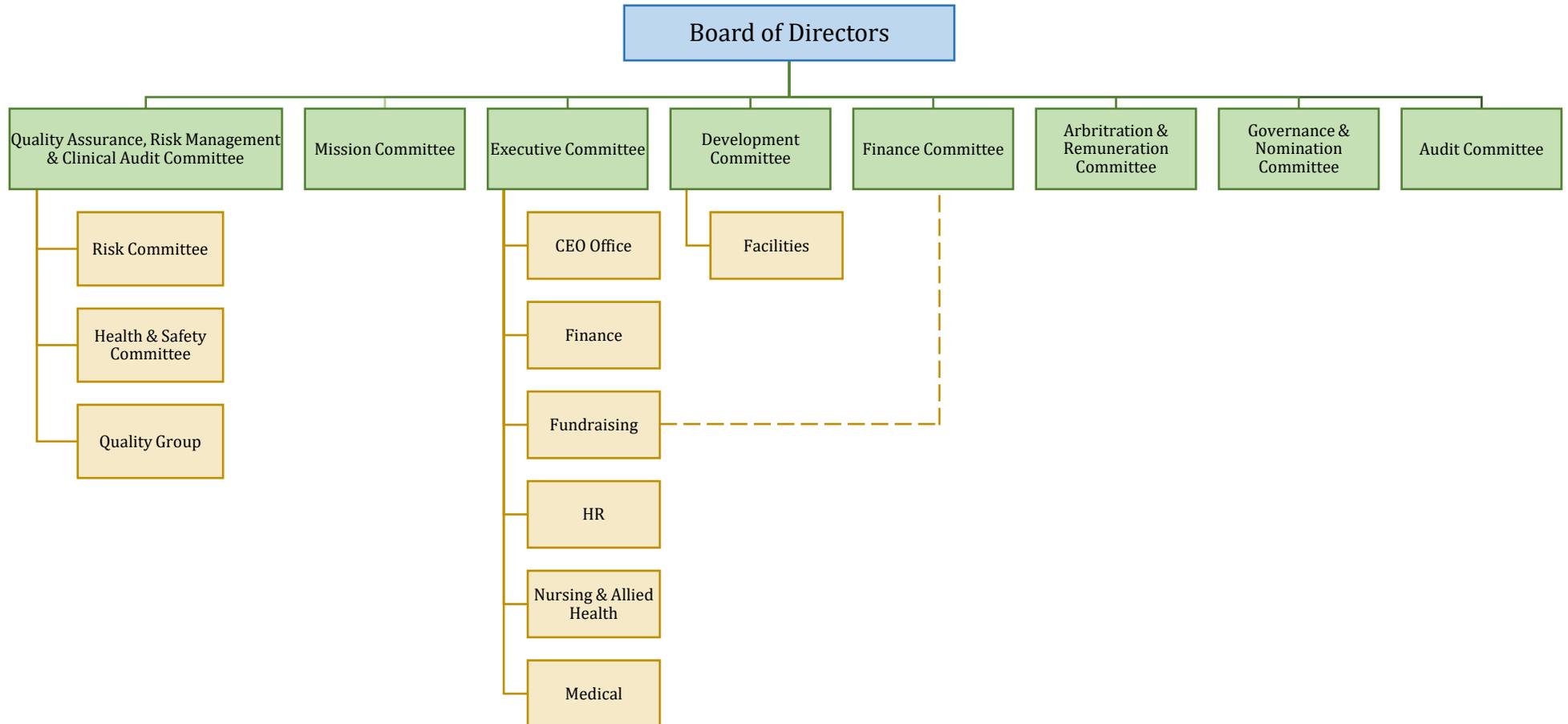
Personal Liability of Directors – The Hospital will maintain professional indemnity insurance to ensure Board Members who incur any personal or civil liability in carrying out their duties as Board members will not be liable for costs arising provided they have acted honestly and in good faith and in accordance with Company Law. In this regard directors are required to familiarise themselves with the requirements of Company Law and other statutory provisions of relevance to their function as director.

Process for Board Members to raise Concerns - A Board member who has a grievance concerning another member should raise the matter with the Chairperson. If the matter concerns the Chairperson it should be raised with the Vice – Chairperson or the Chairperson of the Governance and Nomination Committee.

3.0 Appendices

Appendix 1 – Organograms

Reporting Structure of Board of Directors and Sub-Committees



Reporting Structure of Marymount University Hospital & Hospice

