

**NATIONAL PAEDIATRIC HOSPITAL DEVELOPMENT BOARD
("NPHDB" or the "Board")**

**Minutes of the NPHDB Board Meeting held on Wednesday, 13 January 2021
from 14.30 to 16.30
Via electronic means**

Attendance (Board)

Fred Barry (Chairperson)
Tim Bouchier-Hayes (Vice-Chair)
John Cole
Karl Kent
Anne Butler
Michael Shelly
John McGowan

Attendance (Other)

David Gunning, Chief Officer
Phelim Devine, Project Director
Tom Concannon, Construction Director
Tom Morris, Commercial Director
Richard Fitzpatrick, Director of Project Controls
Jim Farragher, Finance Officer
Elaine O'Rourke, Executive Support
Bridget Gallagher, On behalf of HMP Secretarial
Limited – Board Secretary
Anthony Irvine, On behalf of HMP Secretarial
Limited – Board Secretary

Apologies

Liam Woods

1.0	Quorum & Chairperson
	<p>The Chairperson noted that a quorum, being five Board Members, was present and the meeting proceeded to business.</p> <p>It was noted that all Board members and attendees at the meeting were participating electronically in order to comply with guidelines in response to the COVID-19 pandemic, associated travel restrictions and work from home recommendations.</p>
2.0	Declarations of Interest or Conflicts of Interest
	<p>Mr Bouchier-Hayes noted that legal and dispute fees involving McCannFitzGerald were due to be considered by the Board later in the meeting. Mr Bouchier-Hayes indicated that he would not partake in any Board discussion/decision on that matter and would leave the meeting when this was being considered.</p> <p>In accordance with Section 19 of Statutory Instrument 246/2017, the remaining Board members confirmed that there were no declarations of interest or conflicts of interest to be disclosed.</p>
3.0	Previous Minutes
	<p>The Board reviewed the minutes of the Board Meeting held on 9 December 2020 (the "Minutes"). IT WAS RESOLVED THAT the Minutes were approved for signature by the Chairperson, subject to noting therein the retirement of Norman Craig, Commercial Advisor, and in particular the gratitude of the Board and Executive for his service, as had been communicated at that meeting.</p>
3.1	Action Items Arising From Minutes
	<p>It was noted that all open actions had been closed.</p>
4.0	Chief Officer Report
	<p>The Chief Officer Report was taken as read and the priority items discussed in detail by reference to a Project Director update; commercial update; risk update; communications update and stakeholder update. The enhanced reporting format was noted, including the integrated reporting dashboard.</p> <p>The Board welcomed confirmation that the Project had been exempted from the closure of construction sites as referred to in the COVID-19 Government announcement.</p> <p>The Board was advised that the ER has directed BAM to issue a programme compliant with the Contract by 15 January 2021. The Board received and discussed updates on an adjudication, the number of 10.3 notifications received relating to contractor claims, conciliation, litigation and issues being discussed with residents.</p> <p>A Board Member queried if there had been any further developments in reference to phenolic insulation testing. It was advised that arrangements for the full test were being finalised.</p>
5.0	Executive Update to the Board - Project Update Report to Stakeholders

	<p>[REDACTED]</p> <p>The Board discussed the stakeholder meetings due to take place, including the PAC on 28 January 2021, [REDACTED]. The Board noted that the volume and value of current contactor claims would be communicated, along with those that had been determined as payable by the ER.</p>
6.0	2021 Business and Operational Plan
	<p>It was confirmed that the 2021 Business and Operational Plan had been circulated to the Board for comment following the previous Board meeting and now all comments provided by both the Board and the Finance, Audit & Risk Committee (“FARC”) had been incorporated into the tabled version. It was noted that the 2021 Budget had been approved at the previous Board meeting.</p> <p>In relation to the 2021 Budget, a Board member queried the difference in figures recorded in respect of construction for 2020 and 2021. It was explained that 2021 figures were based on the Main Contractor’s plan and that 2020 figures also reflected the period the site had been closed as a result of COVID-19. The Board discussed the level of resourcing on site and the resourcing levels needed to support timelines.</p> <p>It was advised that a meeting and workshop had taken place with the Extended Leadership Team and they were satisfied that the 2021 Business and Operational Plan adequately captured the priorities, which was supported by a more detailed plan. It was noted that the 2021 Business and Operational Plan was a dynamic document and may require adjustment as matters progressed. It was agreed that progress against the 2021 Business and Operational Plan would be reviewed by the Executive on a monthly basis and reviewed by the Board on a quarterly basis.</p> <p>A Board Member raised a query in relation to the headcount, and the classification and scope of roles were explained.</p> <p>Following consideration, IT WAS RESOLVED that the 2021 Business and Operational Plan was approved.</p>
7.0	Finance
7.1	Financial Results December 2020
	<p>The Board received a commentary of expenditure, payments, POs and Year to Date HSE cash receipts.</p> <p>The Board noted the Financial Results for December 2020.</p>
8.0	Governance Matters
8.1	NPHDB Board Vacancies
	<p>The Board discussed current Board vacancies, noting the cause for delay with having the process completed previously and the benefits to having a gender diverse board. The Board reviewed and discussed suggested competencies for the appointments that would be forwarded ultimately to the Public Appointments Service (“PAS”) by reference to a Person Specification for NPHDB Board Vacancies PAS Competition document.</p>

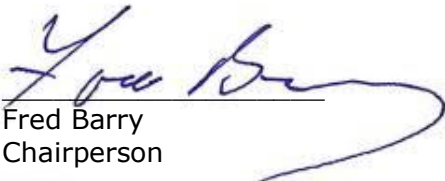
	<p>It was noted that the Board would discuss the Board’s skillset later in the meeting as part of the findings from a Board Self-Evaluation exercise. It was noted that such findings should inform the content of the Person Specification for NPHDB Board Vacancies PAS Competition document, where they did not already do so.</p> <p>Following consideration, IT WAS RESOLVED that the Person Specification for NPHDB Board Vacancies PAS Competition document be approved, subject to the foregoing and to amendment to one competency therein.</p>
<p>8.2</p>	<p>Findings of Internal Board Self Evaluation</p>
	<p>The Board reviewed and discussed the findings of the internal Board self-evaluation report which was completed in December 2020 in accordance with the Code of Practice for the Governance of State Bodies (2016)(“the State Code”) and the NPHDB Governance Manual.</p> <p>The Chairman led a discussion in relation to the key matters arising from the self-evaluation and focused the discussion on considering areas where improvement may potentially be required or where there was a wider variation in responses to the issues raised in the questionnaire.</p> <p>It was noted that Board members had expressed a high level of satisfaction with the Board’s performance and processes, where 45% of questions had received a “Very Satisfied” response and 40% had received a “Satisfied” response. It was noted that a dissatisfied response had been provided in response to four questions and these were discussed by the Board, along with the additional comments provided.</p> <p>In relation to the Schedule of Matters reserved for the Board, it was noted that this document formed part of the NPHDB Governance Manual and its annual review had been completed by the FARC in September 2020. It was noted that all Board members would typically receive a copy of the NPHDB Governance Manual as part of their induction and the document was available on the Decision Time site. It was agreed that a copy would be circulated to the Board and that the NPHDB Governance Manual, including a Schedule of Matters reserved for the Board, would be included in a Board pack for the Board’s review in the coming months. (AP120)</p> <p>In relation to the Board agreeing the State body’s strategic aims with the Minister and parent department to the extent relevant and ensuring optimal use of resources to meet its objective, it was noted that this document did not typically exist for wholly owned State bodies.</p> <p>The Board discussed the results presented in relation to Board expertise and referred to its earlier discussion in relation to the competencies of new Board members. It was agreed that the Person Specification for NPHDB Board Vacancies PAS Competition document would be reviewed against the findings of the internal Board self-evaluation to ensure all required competencies were captured. (AP121)</p> <p>In relation to having a robust written oversight agreement with the relevant Minister/parent Department which clearly defined the terms of the State body’s relationship with the relevant Minister/parent Department, it was requested that a copy of this document be re-circulated to the Board. (AP122) It was noted that this document typically formed part of Board member’s induction pack.</p> <p>In relation to Board members being provided with appropriate inductions, mentoring and assistance with on-going professional development by the Secretarial Function, it was noted that challenges had been encountered with this as a result of issues with accessing the Decision Time site, which had since been resolved. Mr Gunning undertook to discuss with</p>

	<p>Ms O'Rourke possible ways of new and current Board members accessing documents on Decision Time. (AP123)</p> <p>In relation to the Board members having the time, appropriate skills and knowledge updated as required and appropriate to the activities of the State body to enable them discharge their respective duties and responsibilities effectively, it was noted that the Institute of Public Administration ("IPA") ran a series of monthly seminars and educational sessions for Board members and that NPHDB was a member. Mr Farragher agreed to circulate the schedule of training courses run by the IPA to all Board members and requested that individuals make contact with him where there was any course they wanted to attend. (AP124)</p> <p>The Board discussed and considered if they were satisfied with the actions agreed and if all findings had been dealt with satisfactorily. Confirmation was provided that this was the case.</p> <p>A Board Member queried if it was expected for any new actions to be added by the FARC as part of their consideration of the findings and it was advised that whilst this was possible, this was an opportune time for any Board member to put forward any actions.</p> <p>It was noted that, in accordance with the State Code and the NPHDB Governance Manual, an External Board Evaluation was due to be completed in Q1 2021 and the findings from the internal self-evaluation would feed into that exercise, which would also include conducting individual interviews with Board members.</p>
8.3	Finance, Audit and Risk Sub-Committee ("FARC")
	<p>The minutes of the previous FARC meeting held on 9 December 2020 were noted and it was confirmed there were no queries or comments to raise.</p>
8.4	CQV Sub-Committee
	<p>It was noted that the CQV Sub-Committee meeting had convened in advance of the Board meeting and a summary of items discussed was provided.</p>
8.5	Design Sub-Committee
	<p>The Board noted that the Design Sub-Committee had not convened since the time of the last Board meeting and that it was next due to meet in February 2021.</p>
8.6	Dispute Resolution Sub-Committee
	<p>The minutes of the previous Dispute Resolution Sub-Committee meeting held on 11 January 2021 were noted and it was confirmed there were no queries or comments to raise where most items had been discussed earlier in the meeting.</p>
9.0	Any Other Business
9.1	Communication Services Tender Evaluation – Preferred Tenderer
	<p>The Board took as read the Financial & Quality Evaluation Report in respect of the Community Internal External Stakeholder Engagement and Media Relations Services Tender 2020.</p> <p>In particular, it was noted that the Executive had endorsed the outcome from the tender evaluation process and, in line with the NPHDB Governance Manual, had recommended approval be sought from the Board to award the contract to Q4PR Communications.</p>

	<p>It was explained that the contract with Q4PR Communications had come to an end in December 2020 and this had necessitated the undertaking of a tender process, the detail of which was noted as set out in the paper. It was noted that Q4PR Communications had met the criteria.</p> <p>Following consideration, IT WAS RESOLVED to approve awarding the contract to Q4PR Communications.</p> <p><i>Mr Bouchier-Hayes left the meeting.</i></p>
9.2	McCannFitzGerald ("MCF") Legal & Dispute Fees
	<p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>Following consideration, IT WAS RESOLVED that the total litigation fee requested be approved, as set out in the paper.</p>
	<p>There being no other business, the meeting concluded.</p>

Next Meeting:

It was agreed by the Board that the next Board meeting be convened via electronic means on 10 February 2021 at 14.30hrs.


Fred Barry
Chairperson