

Code of Governance for Governors of the Rotunda Hospital

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1 Introduction and Overview

The Rotunda Hospital was granted a Royal Charter on 2nd December 1756 by His Majesty, King George II, outlining the constitution and setting out the roles and responsibilities of the Governors and Guardians of the Hospital.

Good Corporate Governance is essential in the not-for-profit charitable sector increasing public confidence and providing the organization with increased credibility, legitimacy and transparency. Best practice in governance is recognized as being evolutionary in nature and the Rotunda Hospital constantly reviews standards to ensure that it continues to develop and evolve.

The Board of the Hospital accepts the principles of Corporate Governance as outlined in the Code of Practice for State Bodies encompassing all statutory requirements of the Irish State. The Rotunda is a registered charity, and as such, the Board adheres to charity regulation ([Charities Act 2009](#)) and aligns itself with the [Charity Commission Charities Governance framework](#). In developing this Code, the Rotunda staff have referred to the HSE's [Framework for the Corporate and Financial Governance](#) and have also taken cognizance of requirements under the [Health Acts 1948 to present](#); [Ombudsman Act, 1980](#); [Freedom of Information Act 2014](#); [Data Protection Act 2018](#) [GDPR 2017 requirements](#); [Standards in Public Office Act 2001](#); [Ombudsman for Children's Act, 2002](#) and the [Comptroller and Auditor General \(Amendment\) Act 1993](#). In addition, the Board of Governors has taken cognizance of reports produced by other agencies including HIQA and the HSE where their recommendations are applicable to the Rotunda Hospital.

2 Responsibility of the Board of the Rotunda

The Governors and Guardians of the Rotunda Hospital (the Board) are responsible for promoting a collective vision that supports the Hospital's purpose, ethos, culture, values and the behaviours it wishes to promote in conducting business. In addition, the Board is responsible for providing leadership within a framework of prudent and effective controls that enable risk to be assessed and managed. In particular, it:

- Gives strategic direction to executive management
- Ensures the timely implementation of agreed strategy
- Ensures financial probity and viability
- Demonstrates ethical leadership in line with the hospital's culture and values
- Promotes behaviours consistent with the hospital's culture and values
- Ensures robust mechanisms are in place to monitor risk to the hospital, and especially the health and safety of patients and staff
- Makes well informed, high quality decisions based on clear information from management
- Monitors the activity and effectiveness of management

Board members encourage teamwork to achieve a collective objective and strategic direction. The Board speaks with authority when it passes an official motion at a properly constituted Board meeting. This demands that those who lose a vote respect the decision made. Board members are bound to uphold confidentiality in respect of any matters that are not in the public interest. To help avoid potential sanctions, the Board oversees compliance with all statutory obligations applicable to the hospital.

In addition, the Board is responsible for ensuring internal financial and other quality control systems are put in place: external auditors are engaged to review financial accounts annually and produce audited financial statements; and independent internal auditors are engaged to provide assurances to the Board on internal controls, processes and systems.

When required by law, the Board has a responsibility to ensure that systems are in place in the hospital to support protected disclosure of confidential information or possible irregularities in any area of the hospital.

The Board ensures that an Annual Report is produced, and reviews its own composition on an annual basis and also approves and agrees the selection of new Governors.

3 Schedule of matters reserved for Board approval

- Significant acquisitions, disposal and retirement of assets as per mandates
- Major investments and capital projects
- Delegated authority levels, treasury policy and risk management
- Approval of terms of major contracts (review the threshold level from time to time) will come under the remit of the Finance and Audit Committee; compliance with statutory and administrative requirements in relation to all matters of hospital business
- Approval of annual budgets and corporate plans
- Production of annual reports and accounts
- Appointment, remuneration and assessment of performance and succession planning for the Master

Without prejudice to the powers of the Board, the following matters are delegated by the Board to the Master/Chief Executive:

- Day to day management of the hospital
- Proposing strategy to the Board and delivering the agreed strategy
- Setting an example to the Rotunda's employees and communicating to them the Board's expectations on the Rotunda's culture, values and behaviours
- Supporting the Board to ensure that appropriate governance standards are spread throughout the hospital
- Making certain that there is a process in place for the Board to be made aware of the employees' views on relevant issues
- Responsibility for ensuring that high quality information and metrics are provided to the Board on the Rotunda's financial and strategic performance
- Ensuring that the Board is fully informed of all high risks, risk management and how risks are being addressed
- Ensuring that the Board knows the views of the executive management team on business issues, explaining any divergences of view before a final decision on an issue is taken

4 Board Structure and Committees

The Rotunda's Charter outlines the constitution along with the roles and responsibilities of the Board of Governors of the Hospital.

The Board has the authority to establish committees – either by appointment or election – from the members of the Board, that “shall have full power to direct, manage and transact all the Business, Affairs, Estates and Effects as shall be made and established from time to time by the General Board”.

The Charter requires that there shall be a minimum of four General Meetings of the Governors and Guardians held each year with powers to make decisions on estates and all matters for the “well-governing” of the hospital within the laws and statutes of Ireland.

5 Appointment of Chairman

The Chairman of the Board shall be appointed for a term of three years with an option to continue in office for a further two years by mutual agreement of the Chairman and the Board of Governors.

The outgoing Chairman of the Board establishes and chairs a subcommittee of Governors to select his/her replacement. Nominations – with permission of the nominee – or by self-nomination may be made for consideration by the subcommittee. The Chairman will bring the subcommittee's recommendation to the Board for approval.

6 Appointment of New Governors

The Charter allows for the majority of the General Board to “elect and nominate such fit and able Persons to be Governors and Guardians, as they shall think most likely to encourage and

promote the Charitable Designs” of the Hospital.

While the Charter allows for the appointment of up to 60 Governors, in line with current day governance standards, the Board agreed to reduce the number of Governors to a significantly lower number while retaining sufficient numbers as they determined would be required to fulfil the functions of the Board. The Charter allows for a number of Ex-officio appointments based on offices determined by the Charter. Nominations are initially assessed by the Governance Committee who vet the potential candidates and make recommendations to the Board based on the skill set requirements of the Board and its Committees. This also includes the recommendation to appoint Extern Member to sit on Board committees but not full Board membership.

7 Tenure of Appointment

Under the Charter, Governors were appointed for life. However, at its meeting on 7th May 2015, the Board agreed that, from then on, the length of tenure for new Governors would be restricted to three years with an opportunity to extend for a further period of three years to a maximum of nine years. No change for Governors appointed prior to May 2015.

Governors or who have a poor attendance record (see [Section 12](#) below), under perform or have a clear ongoing conflict of interest etc may be asked to resign.

8 Nomination Process

The Governance Committee (GC) is responsible for processing nominations to the Board. It will review the composition of the Board each year and determine who will be resigning based on the tenure protocol (see [Section 7](#) above). The GC will also review the Governors' skill sets to determine if there are deficits that need to be filled by the next appointee. Subsequently, the desired requirements will be brought to a General Meeting of the Board and Governors will be asked to nominate potential Governors to the chairman of the GC.

Nominations made to the chairman of the GC will be brought to the committee for consideration. If more than one nomination is received, a selection process will take place to choose the most appropriate appointee based on the skill set and other diversity requirements of the Board.

If no suitable nomination is brought forward, the GC may approach relevant representative bodies for a nomination and conduct a selection process if required.

It will be the duty of the chairman of the GC to contact the nominated individual and outline the duties, commitments, functions and legal requirements expected of a Governor of the Hospital. If the nominee is in agreement with these expectations, their name will be brought to the Board for approval.

The Chairman of the Board will write to newly appointed Governors advising them of the terms of their appointment.

External members (non Governors) may be appointed to Board Subcommittees to support the working of the subcommittees, and the nomination/approval process will be the same as described above.

Master

Unless provided for in legislation, the [HSE Public Sector Code of Governance](#) recommends that no employee of the hospital should serve as a member of the Board. However, although the Charter does not provide for the automatic appointment of outgoing Masters as Governors on completion of their terms of office, historically this has been the practice. Board has agreed continuation of this practice but in accordance with the recommended nine years maximum service – see [Tenure of Appointment](#).

Medical Governors

The Board has agreed that the number of registered practicing medical doctors serving as Governors should not exceed the number of non-medical Governors.

9 Skill Set of the Board

The skills required should be diverse enough to meet the oversight responsibilities of the Board of Governors. The following skill sets are agreed as appropriate for consideration when appointing a new Governor to the Rotunda Board:

- legal including procurement
- financial including audit
- property management
- engineering/architectural
- project management
- healthcare management
- quality management
- risk management
- human resources matters
- medical/midwifery/nursing
- patient/consumer interest
- strategic planning
- ICT knowledge
- academic component/research/teaching
- advocacy
- PR and communication

When there is a requirement for a new Governor, the chairman of the Governance Committee should recommend to the General Board the skill sets required for the next appointee before nominations are sought.

10 Induction of New Governors

In conjunction with the Chairman of the Board, the Secretary/General Manager will arrange an induction programme for each new Governor and provide them with appropriate documentation and information to support their role.

11 Remuneration for Governors

Governors elected to the Hospital's Board do not receive a monetary payment. However, legitimate expenses – vouched for by receipt – may be submitted to the Secretary/General Manager for reimbursement.

12 Attendance and Removal

In accordance with good governance practice, the GC recommended a minimum attendance of 60% aggregated across Board and Subcommittee meetings. Governors' attendance will be recorded. Should a Governor not meet the 60% attendance threshold, the Chairman of the Board will contact them to discuss the reason behind their poor attendance at meetings.

The Board is aware that, at times, some Governors may be unable to fulfil their duties for good reason. In such cases, a Governor should make contact with the Chairman of the Board to discuss the matter.

If a Governor does not meet the requirement in consecutive years, they will once again be contacted by the Chairman of the Board and, depending on the outcome of that meeting, may be asked to resign their position.

A Governor may opt not to renew a second/third term of office and, to allow for succession planning, should advise the chairman of the GC of this intent at least six months before the end of their current term.

13 Role of Honorary Officers

The Charter allows for the election of one Honorary Secretary, one Honorary Treasurer and six Vice Presidents. These honorary officers should avoid creating an “inner group” that excludes other Governors from decision making.

Unless honorary officers have explicit decision-making powers, they must act collectively with other trustees in making decisions.

Honorary Secretary

The Honorary Secretary’s role is different from that of the Hospital’s Secretary/General Manager. Nominated by the Chairman of the Board and elected to the role in accordance with the terms of the Charter, the Board has agreed that the Hon Secretary should be appointed for a period of three years which may be extended by a further three years by mutual agreement of the officer and the Board so long as the extension does not exceed the maximum tenure of nine years as a Governor.

Recording minutes and co-ordination of Board and committee meetings is the responsibility of the office of the Hospital’s Secretary/General Manager. The Honorary Secretary’s role is to take minutes of confidential sections of meetings where members of the executive are not present. It is recommended that the Honorary Secretary shall have a background/knowledge in oversight of compliance matters.

The Honorary Secretary may deputise for the Chairman of the Board of Governors in the event of an unforeseen absence or as agreed by the Board in other circumstances.

Honorary Treasurer

Nominated by the Chairman of the Board and elected to the role in accordance with the terms of the Charter, the Board has agreed that the Honorary Treasurer should be appointed for a period of three years which may be extended by a further three years by mutual agreement of the officer and the Board so long as the extension does not exceed the maximum tenure of nine years as a Governor.

The Hon Treasurer supports Governors in dealing with their financial responsibilities by:

- Assisting the Executive Head of Finance and Procurement in the presentation of financial reports and financial key performance indicators to the Board in a format that helps the Board understand the Hospital’s financial position
- Advising the Board on how to carry out its financial responsibilities
- Liaising with professional advisors
- Overseeing the preparation and scrutiny of the annual accounts

It is recommended that the Hon Treasurer shall have an up-to-date financial background. The Hon Treasurer may deputise for the Chairman of the Board of Governors in the event of an unforeseen absence or as agreed by the Board in other circumstances.

Vice Presidents

The Charter allows for six Vice Presidents. The Vice Presidents do not have explicit decision-making powers: they act collectively with other trustees in making decisions. The Vice Presidents are selected by the Chairman of the Board and may act to provide counsel to the Chairman.

14 Board Meetings

The General Board manages its commitments through a structure of committees. Working groups and committees can be established by the Board to consider agreed matters, bringing their proposals and recommendations directly to the Board. All committees are advisory and their role is laid out in a Terms of Reference document agreed by the Board, with the meeting frequency and times of meeting agreed by the members of the committee/working group. The chairman of each committee will report on the committee’s activity/considerations to the Board.

Agreed Board meetings may be deferred with the consent of the Chairman of the Board in particular circumstances and likewise the Chairman may call a meeting at any time if a particular matter requires urgent consideration, giving notice to all Governors of the date, time and venue of the meeting and the matter to be considered.

A Board pack will be issued to Governors at least five working days before each meeting and will include, at a minimum, the minutes of the previous meeting and the agenda for the current meeting.

15 Disclosure of Interest

Having considered the agenda for the meeting all Governors should determine if there is any area that causes a conflict of interest or loyalty and this should be disclosed at the meeting and the Governor should leave the meeting during the relevant discussion.

16 Resolutions/Voting

It is the Chairperson's duty to ensure that no individual Governor or interest has excessive influence on decision making and that all Governors have an equal opportunity to participate in debate and final decisions. Board decisions are made by consensus or by majority of the members present. The decisions of the Board shall be recorded in the minutes.

17 General Board Meetings

There will be a minimum of four Board Meetings per annum and as many as are necessary to conduct all oversight requirements of the Board. All Board Meetings will normally commence at 5.00pm and normally be held on the first Thursday of a month with the exception of November (Charter Board) when the meeting will be held on the first Friday of the month and commence at 12:00 noon.

As well as minutes from the previous meeting and an agenda for the forthcoming meeting, the Board pack (available on Decision Time) will also include the CEO's Report, a Financial Report and any other relevant material to be considered at the meeting. Governors are expected to have read the pack before the meeting.

18 Board Subcommittees/Working Groups

Each Sub Committee is appointed by the Board with agreed Terms of Reference (ToR). The chairman of each committee is appointed by the Chairman of the Board. There are three Board Subcommittees and one Working Group:

- Governance Committee
- Finance & Audit Committee
- Quality Safety Risk Committee
 - Estates Campus Development Committee
- Performance & Remuneration Working Group

Chair of Board Subcommittees

Introduction

The role of the chairman of a Board Subcommittee of the Rotunda is pivotal to the effective running of the committee to ensure that it promotes behaviour on the committee consistent with the values of the Hospital. The chairman must also ensure that all Governors and extern members abide by and uphold the constitution of the Hospital which is a Royal Charter.

Role of Chairman

- To chair all committee meetings
- To lead the committee in discussions on all proposals put forward by the executive management team
- To set an agenda for the committee which is:
 - focused on strategic matters
 - forward looking
 - decision making with recommendations to the Board

- To ensure that committee members receive accurate, timely and clear information to enable them to monitor performance, make sound decisions and give appropriate advice to promote the success of the Hospital
- To manage committee meetings so that sufficient time is allowed for the discussion of complex or contentious issues and that all members' contributions are encouraged and valued
- In conjunction with the Governance Committee, to ensure that the committee is adequately populated with members and with required skillsets to serve the Board and the committees' needs
- To encourage active engagement by all members of the committee
- To take the lead in identifying and meeting the development needs of individual Governors and to address the development needs of the committee as a whole with a view to enhancing its overall effectiveness as a team
- To be a sounding board and mentor to the Master

Functions of the Chairman of the Committee for Meetings

Prior to Meetings

The Chairman will agree the agenda and request specific information or papers in addition to regular reports to accompany the notice of the meeting. The Chair in determining matters for the agenda may consult the CEO/Master or Secretary Manager. Any Governor may contact the Chairman and include the Secretary General Manager in advance of the meeting agenda being circulated to request inclusion of a specific matter.

Matters not on the agenda which a Governor wishes to raise at the meeting should be discussed prior to the meeting commencing and the chairman will advise the meeting at the outset of items arising under "Any Other Business".

At Meetings

It is the role of the chairman to ensure that no individual member or interest dominates a discussion on any matter and that all Governors are given an opportunity to contribute to discussions. The chairman should ensure that each member has an opportunity to speak once if desired before anyone has an opportunity to contribute a second time unless the individual is responding to a question from the chairman or another Governor through the chairman. At each meeting, the chairman will sign the minutes of the previous meeting once they have been agreed and proposed by the committee.

Post Meetings

Draft minutes will be issued to the chairman to check for accuracy prior to being circulated to the full committee.

Vice-Chairman

All committees are to appoint a vice-chairman. The primary responsibility of the vice-chairman will be to deputise for the chairman when unavailable. The vice-chairman's role when deputising will mirror the responsibilities of the chairman prior to a meeting, for the conduct of meetings and for any post meeting issues.

The term of office for the committee chairman and vice-chairman shall be three years.

Governors participate in a number of fixed Hospital Committees and Board Working Groups as follows:

- **Performance & Remuneration Working Group**

The P&R Working Group is responsible for reviewing the performance and remuneration of the Master and the Executive Management Team taking cognizance of HSE Circulars along with Department of Health Guidelines and other statutory regulations. The P&R Working Group reports directly to the Board.

- **Hospital Research Ethics Committee**

The Hospital Research Ethics Committee meets every month from January to November. Two Governors are nominated to serve on this committee by the Chairman of the Board in consultation with the Executive Officers.

- Employee Engagement Forum

The forum will meet quarterly and create a space for conversations about what matters to staff in terms of engagement. It will collate and gather suggestions on how to improve staff engagement by building on existing approaches and continually looking for new ways to better engage staff. The Forum will give a sense of ownership and personal responsibility for engagement, building positive and effective communication between all people regardless of their position.

Other Board or Committee Working Groups will be convened as required with defined terms of reference and timeframe to complete workings.

- **Staff Forum**

The Forum meets quarterly. Two Governors are nominated to this committee by the Chairman of the Board in consultation with the Executive Officers.

- **Quality Walk-Round Committee**

The Board/QSR nominates three visiting Governors to attend Quality Walk-Rounds in the Hospital and to submit a written report and recommendations to the Master. The Quality Walk-Round Committee reports to the QSR. Visiting Governors rotate every two years.

- **Working Groups**

From time to time Working Groups are established by the Chairman of the Board to oversee significant matters. Terms of Reference for these Working Groups are agreed by the Board, and the meeting frequency and times are agreed by those appointed to serve on the group.

- **The Rotunda Foundation**

The Board supports the Rotunda Foundation activities in support of its objectives. The Foundation may submit reports on their activities from time to time through the Inter-Board Liaison Group which reports directly to the Board.

The Rotunda Foundation Inter-Board Liaison Committee meets once annually and is chaired by the Chairman of the Board.

19 Standard of Commitment for Elected Governors

Due to the extensive commitments required of Governors, the following points describe the minimum set of standards that each Governor shall meet unless otherwise agreed with the Chairman of the Board:

- Governors shall attend as many Board Meetings as possible each year
- In addition, if requested, each Governor shall commit to serve on a minimum of one Board Committee and attend as many meetings as possible of that committee each year
- Each Governor will adhere to the Code of Practice for Governors of the Rotunda Hospital adapted from the [Code of Practice for the Governance of State Bodies](#) and from [Guidance on Board Effectiveness issued by the Financial Reporting Council \(FRC\), March 2011](#). (Copies of these documents will be issued to new Governors on appointment, and may also be requested through the office of the Secretary/General Manager)
- Each Governor will comply with the requirements under the [Ethics in Public Office Act 1995](#) along with the [Standards in Public Office Act 2001](#), noting that an annual SIPO return is a requirement regardless of a “Nil” declaration
- Governors will adhere to governance code as issued by the Charities Regulator under section 14(1)(i) of the Charities Act 2009, to encourage and facilitate the better administration and management of charitable organisations
- To ensure compliance with today’s corporate governance standards, each Governor is expected to attend training and continuing professional development courses as may be organized from time to time by or on behalf of the Hospital
- While Governors may opt to take a period of leave in agreement with the Chairman of the Board, they must be mindful that their legal responsibilities as a Governor continue as long as they remain on the Board
- The Charter allows for the removal of Governors and the Governance Committee will make recommendations to the Chairman of the Board in this respect
- New Governors are required to attend an Induction Programme

20 Support to the Board

The Hospital Secretary/General Manager has responsibility to provide administrative support to the Board and to co-ordinate Board meetings in agreement with the Chairman of the Board. Board subcommittee and working group meetings are also supported and co-

ordinated by the office of the Secretary/General Manager in agreement with the chairman of the relevant committee/working group.

21 Review and Validation

The Board will commission an independent external review every 3 years to provide assurance that compliance is being achieved with Charity regulation and governance standards.

Annually, The Rotunda Executive will undertake a gap analysis review of compliance with charitable governance and ensure all required supporting documentation is in place. This will be reviewed by the Governance Committee and the Governance committee will report finding and recommendations to the Board.

Document History

Adopted by Board – Charter Board, February 2012

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