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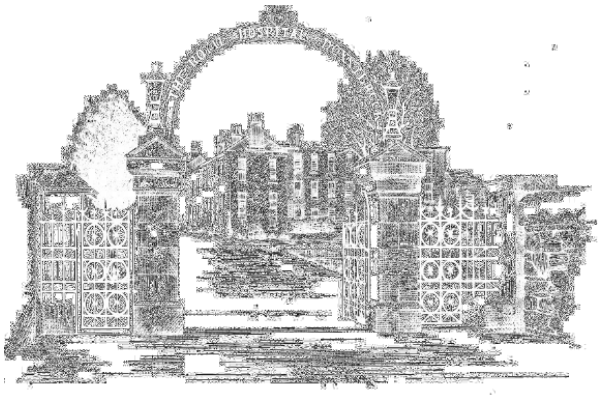

Royal Hospital Donnybrook

External Board Evaluation Report

May 2019

Governance Ireland
Governance, Risk and Compliance Advisors

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CONTENTS

Acknowledgements.

1.0 Executive Summary
2.0 Background and Scope
3.0 Approach
4.0 Summary Findings based on Survey and Other Sources
5.0 Recommended Action Points

APPENDICES

Appendix 1: Committee ToRs Schedule

Appendix 2: Survey Results

Appendix 3: Document Review List

ACKNOWLEDGEMENTS;

Governance Ireland were initially commissioned to conduct this Board evaluation by the Chairman, Mr Robin Simpson. During the course of the work we were deeply saddened to learn of the sudden passing of Robin.

We had come to know Robin through this and our previous evaluation process, we want to acknowledge Robin's drive and commitment for exemplary Governance standards for the Royal Hospital Donnybrook.

May we offer our sincere condolences to Robin's family and to his colleagues in the Royal Hospital.

May he rest in peace.

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We would like to thank all of those who engaged with the process, completed the surveys and who gave generously of their time for interviews.

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We would like to acknowledge and thank Ms Oonagh Ryan for her very professional support, the facilities and hospitality which was provided to us throughout the process.

1.0 EXECUTIVE SUMMARY:

1.1 Summary

This review was conducted during April-May 2019. It entailed three strands:

- online surveys involving members of the Board and Committees,
- interviews with all Board members, external Committee members, CEO and members of the Senior Management Team, and
- a critical review of relevant governance documents, including the governance manual, Board and Committee packs, terms of references for Committees, risk management documents, policy documents and other relevant governance documents.

Based on analysis of the above, our conclusion is that RHD has an effective governance framework already in place but that there is some scope for further refinement, in achieving full compliance with the relevant Codes. These are mainly concerned with strengthening of process in a number of areas and are detailed in Section 5. Board Members have noted the dilution of the 'patient and/or staff' perspective at Board level with changes in board membership. From a Clinical Governance viewpoint, we believe the board should consider adding further clinical strength in its composition and this is also addressed in Section 5.

From our engagement with Board Members and Management, it is clear that the Hospital has been going through a period of transition at Board and Executive levels and that the new arrangements are still in the process of bedding in. Some of the feedback we received would suggest that greater congruence could be achieved through a more inclusive and collaborative engagement between Board and SMT and we return to this in Section 5. While the evidence points to generally positive stakeholder relationships, Board Members recognise the imperative of constructive relationships with all key stakeholders in delivering the RHD mission.

The Board is planning the next phase of development on the RHD Campus, in the provision of a Primary Care Centre, with other possibilities at a later stage. This is likely to entail further development of services and a more demanding management regime throughout. Our recommendations to strengthen some aspects of governance are designed to complement this developmental pathway towards future role and positioning.

2.0 BACKGROUND AND SCOPE

The Royal Hospital Donnybrook engaged Governance Ireland to conduct an external review of Board effectiveness, in compliance with the HSE's Governance Framework requirements

The planned approach was outlined in the GI submission to the Board and confirmed at the initial project planning meeting. Work commenced in April 2019 and concluded in May 2019.

The review was to deliver a final report outlining:

- a summary of findings;
- Recommended action points to address any gaps or areas for improvement

3.0 APPROACH

Evidence gathering was conducted during April-May 2019 and comprised three strands, namely:

- Preparation and analysis of self-rating surveys addressing the effectiveness of the Board and Board Committees consistent with the performance review requirements under section 4.6 of the 2016 Governance Code.
- Review of relevant governance documents and (sample of) Board and Committee documents and records to verify or question the survey findings and validate the quality of Board processes (see Appendix 3)
- Interviews with Board Members, Chair, external Committee members, CEO, and Clinical Leads, to probe any issues arising and to validate preliminary conclusions from earlier stages.

In the following sections we present summary findings based on analysis of the survey results, document review and interviews *(Section 4)* and our recommended action points *(Section 5)*.

4.0 SUMMARY FINDINGS BASED ON SURVEY AND OTHER SOURCES

4.1 Governance Survey

Eight (8) self-evaluation questionnaires were circulated to (a) all members of the Board, (b) the SMT and (c) members of each Board Sub-Committees.

Survey Rating;

- Above 4.5 (green) is consistent with best practice
- From 3.5 to 4.5 (yellow) is broadly in line with best practice, with some scope for improvement
- Between 2.5 and 3.5 (orange) requires remedial attention
- Below 2.5 (red) is unacceptable and requires immediate corrective action.

The Board survey was designed to provoke critical self-evaluation and reflection on areas of potential improvement, set against the detailed requirements of each aspect of the HSE's SLA Governance Framework requirements. The Board survey focused on 9 themes:

1. Leadership & Strategy
2. Role of chair and Board Meetings
3. Board Secretariat Support
4. Structure and Composition of the Board
5. Management & Performance Oversight
6. Risk Management
7. Governance & Compliance
8. Stakeholder Management
9. Board Member – Evaluation

The average score of 4.4 reflects very positively on the Board's own assessment of its overall performance though it does reflect some variation across individual themes. There was general consistency between the survey output and matters raised in subsequent strands. In the following paragraphs we outline the high-level findings, based on survey scoring and our analysis of the documentation and interview strands.

4.2 Overview

There was almost full participation by Board, Senior Management and Sub-Committee members in their engagement with both the Survey and Interview strands.

The surveys were structured as follows;

- The Board survey had in total 9 themes and 80 questions
- Each Sub-Committee survey comprised of 7 themes and 25 Questions.
- The Senior Management survey comprised of 7 themes and 55 questions.
- Survey respondents were asked to score each statement on a scale of 1 (strong disagreement) to 5 (strong agreement).

We have analysed and presented the overall findings under the broader headings set out in Tables 1, 2 and 3 below. In the commentary, we have also drawn on the document review and interviews in forming our assessment on particular issues. For convenience, the relevant Board score is quoted in brackets for each theme.

Survey participants were also invited to add comments under each theme and the substantive points made were considered alongside the numerical results.

4.3 Summary Survey Scores

Summary scoring is set out in the following Tables 1, 2 and 3:

Theme	Board Survey – Overall	Overall Rating
Theme # 1	Leadership & Strategy	4.4
Theme # 2	Role of Chair and Meetings	4.7
Theme # 3	Board Secretariat Support	4.1
Theme # 4	Structure & Composition of the Board	4.6
Theme # 5	Management & Performance Oversight	4.3
Theme # 6	Risk Management	4.4
Theme # 7	Governance & Compliance	4.6
Theme # 8	Stakeholder Management	4.2
Theme # 9	Board Member Evaluation	4.6
Overall	Overall Summary Score	4.4

(Max possible score in each category = 5)

Table 1: Thematic Results of the Board Survey

Committee #	Committee Surveys	Overall Rating
1	Audit Committee	3.7
2	Executive Committee	3.7
3	Clinical Governance Committee	3.6
4	Nominations and Governance Committee	3.6
5	Remuneration Committee	3.6

(Max possible score in each category = 4)

Table 2: Results of Committee Surveys

Theme	Senior Management Survey - Overall	Overall Rating
Theme # 1	Leadership & Strategy	3.8
Theme # 2	Role of Chair and Meetings	3.8
Theme # 3	Structure & Composition of the Board	3.4
Theme # 4	Management & Performance Oversight	3.9
Theme # 5	Risk Management	4.1
Theme # 6	Governance & Compliance	3.5
Theme # 7	Stakeholder Management	4.1
Overall	Overall Summary Score	3.8

(Max possible score in each category = 5)

Table 3: Thematic Results of Senior Management Survey

4.4 Commentary based on Surveys, Document Review and Interviews

Theme 1: Leadership & Strategy (4.4)

Members of the Board believe the Board has an effective working relationship with the CEO and that there is a clear process for the selection of the Chair of the Board and Board Sub-committees. Board members indicate that they clearly understand the Hospital's strategic aims over the next 3 years.

Agreeing strategy is a primary responsibility of the Board. While there is general satisfaction expressed with the outcome to the 'December 18 Strategy Event', various comments pointed to a mismatch between the RHD formal strategy and the de-facto position as agreed at that event. Some worries were also expressed about a perceived gap between strategy as agreed and day-to-day action on the ground.

Our net conclusion from the feedback on strategy, is that there is not currently a fully shared common understanding of RHD's strategy for the coming period.

We believe this process now needs to be finished out by agreeing and publishing a revised strategy statement reflecting the newly agreed position and related action points. This should ensure that there is full alignment of thinking between Board and SMT and should be developed through a participative model, involving all RHD staff and engagement of external stakeholders. We pick this up in Section 5.

Theme 2: Role of Chair and Meetings (4.7)

There is broad consensus within the Board that overall, the Chair role has been and is being effectively discharged. Scoring on each of the 10 topics covered was particularly strong. However, two aspects of the conduct of board meetings have been raised. One concerns time management, with a disproportionate allocation to one specific issue at the expense of other important topics, and the other reflects a sense that not all board members are treated equally. In addition, there is a perception that in board deliberations, challenge is not always welcomed. The extent of Board time spent in private session also generated comment.

All of the above may simply reflect the various transitions that have been taking effect in positions of leadership and the need to allocate significant time to specific funding pressures and related matters. However, there is a need for the Board to resume normal operating mode at the earliest opportunity.

If the pressure to spend disproportionate time on a single topic persists, that cannot be allowed to distract board time from the normal run of business indefinitely. If significant additional time is needed, the Board should agree either to hold longer or additional meetings or to empower a Committee to deal with the particular matter, reporting back at board meetings. Either way, the Chair should ensure that the Board spends sufficient time on routine matters to deal meaningfully with them at each Board Meeting.

This should also obviate the need for the Board to spend a high proportion of time in private session. While providing for a short private period (10-15mins) at each meeting is best practice, anything further should only arise in exceptional circumstances.

The perceptions around uneven influence and challenge not always welcomed at Board Meetings, while out of alignment with the high scoring awarded by Board Members, do suggest a need to take stock and to ensure that the chairing style and group dynamic between Board Members visibly embraces inclusiveness and robust challenge as valuable attributes in Board sessions. We pick up both issues in Section 5.

Theme 3: Board Secretariat Support (4.1)

The Board is firmly of the view that it receives sufficient information and support from the Secretariat and is satisfied that Board members have easy access to all required internal and external sources of information, training and advice as required.

While scoring by the SMT was lower, no significant issues were raised at any stage to question the effectiveness with which the role is currently discharged. The case for some specialist training has been raised and this should be pursued.

A previous governance review did raise questions about the quality of some documentation and specifically, the minuting of Board Meetings. From our review of documentation for the current exercise, we are satisfied that both matters have been addressed and that governance documentation in general is of an appropriate standard.

Theme 4: Structure and Composition of the Board (4.6)

Key areas of strength identified by the Board include:

- appropriate competencies, commitment and enthusiasm to operate effectively.
- supported by the right number and mix of Board Sub-committees, which are appropriate, have formal terms of reference and whose members understand their roles and responsibilities.
- an independent Audit Committee that reports regularly to the Board.
- new Board members are perceived as a positive addition to the Board.
- There is an appropriate mix of diversity.
- governance framework makes adequate provision for all relevant clinical governance requirements.
- patient safety and quality requirements are addressed through the governance and management structure.

From our review of documentation, we are satisfied that the Board has an effective framework in place, under the Nominations and Governance Committee for selection of new board members based on competency requirements.

While it is a matter for the Board to determine its own needs in this regard, two comments offered in the context of ensuring diversity, concern the need to consider all dimensions of diversity and that former strength in patient/staff perspective has not been fully maintained. These views should be taken into the mix by the NGC in due course.

Given the essence of the RHD mission, with standards of service and care at its core, we believe there is a case for looking afresh at the clinical strength on the board and for devoting more board time to engagement with clinical governance and safety and quality issues, alongside financial and business aspects. This should complement the high standard of delivery by the Clinical Governance Committee and provide additional appreciation and assurance at Board level regarding management of all quality and safety issues. It should also facilitate board members in continuing to give appropriate weight to quality and safety considerations in their decision-making more broadly.

We pick this up in Section 5.

Theme 5: Management and Performance Oversight (4.3)

Key areas of strength identified through the survey and confirmed in meetings with Board members include:

- The Board and management have a clear understanding of their respective roles and open communication exists between both parties through the CEO.
- Submissions to the Board from management are professional, concise and are presented in an understandable format.
- Board members are appropriately consulted in the CEO selection process.
- The Board (supported by its Committees) provides effective oversight of performance and risk within the Hospital.
- The Board is actively engaged in the preparation and review of the annual budget and receives management accounts regularly.
- Our review of documentation identified good practice around each of the above and confirmed that quality submissions are presented to the Board at Board meetings.

Some comments suggested a need for stronger Board engagement with non-financial aspects of performance. Also, there is uncertainty as to what processes exist for formal review of CEO performance and succession planning regarding the CEO and other senior positions.
Ultimately, it is the Board's responsibility to ensure that it receives the appropriate information and reports to enable it to provide effective oversight of performance across all relevant headings.
Any perceived lacuna in performance reporting should be discussed by the Board and resolved through discussion between the Chair and CEO.

Theme 6: Risk Management (4.4)

There is a high level of risk awareness within the Board and the Senior Management Team. This is supported by a broad consensus among Board members that the Hospital has an effective Risk Management Framework and Risk Policy in operation, for both clinical and business risk management.

On the Business Risks, our review of relevant documentation and interviews with the Chair and other members of the Audit Committee provided evidence of an active oversight regime. The available evidence points to strong confidence in the integrity of financial systems, effectiveness of controls and quality of reporting. Similarly, the Risk Management Framework seems to be operating effectively and enjoys a high level of confidence among Board Members.

Our review of documentation confirms that the Hospital has developed and approved a formal and transparent risk management framework and risk policy and maintains a risk register which is reviewed regularly by the SMT and the Audit and Risk Committee. The Board's role in relation to the oversight of risk and internal control is clearly defined and specified within the Board's reserved powers
Risk is now a standing item on the agenda for all Board Meetings (as recommended in an earlier review) but some Board Members have commented that the discussion on the Risk Register tends to be brief and typically does not lead to any change. A further comment reflects concern about on-going non-compliance with fire safety requirements.
We recommend that the treatment of risk at Board Meetings be specifically considered by the Chair and CEO and that some new format which adequately addresses all Board and SMT concerns be formally agreed by the Board.

The Board is also supported by an independent Internal Audit function which reports to the Audit Committee. We reviewed the Internal Audit documentation and Audit Reports to the Audit Committee, which are in our view at a standard consistent with best practice. There is strong evidence of follow up on audit findings and recommendations on the part of the Audit Committee.

While there are currently a number of open recommendations, we were assured that this was due to pressure of other commitments and would be addressed within a defined time period. The Audit Committee and Board should actively monitor the processing to conclusion of these outstanding recommendations.

In relation to clinical safety and quality, we have seen evidence of an active clinical governance regime which is overseen by the Clinical Governance Committee. While not qualified to make judgements on clinical matters, we are satisfied that the structures and processes in place to support clinical governance in RHD are appropriate and in line with recommended best practice. While not a Board Member, the (external) Chair of the CGC is satisfied with the level of

commitment and engagement by the SMT and all relevant Clinical Leads. Scoring by both the Board and SMT reflects strong confidence in the current framework for Clinical Governance in RHD.

Similar to the comment on Business Risk earlier, we believe that the Board should reflect on the manner of its own engagement with the clinical aspects of the RHD mission. While clinical presentations are now a regular feature on the board agenda, the point has been made that while imparting valuable information, they do not allow for much reflection by the Board, for example, on the service user experience. This could be achieved by reviewing relevant survey outcomes or by consideration of letters of complaint or compliments. Again, we believe the Board should reflect on this and consider whether formal presentations might be interspersed with a more reflective discussion on the user experience or other topics at alternate board meetings.

We believe that an annual meeting of the Chairs of all risk-related Committees would be useful.

Theme 7: Governance & Compliance (4.6)

The survey scoring and interview strand reflected a broad consensus that members understand their financial compliance obligations and that there is full, transparent and accurate reporting within the financial statements and the annual report. The Board also believes that the processes for involving clinicians in governance and management within the Hospital are effective and that it has an effective working policy for managing conflicts of interest.

Management Accounts are presented regularly to the Audit Committee and are structured in line with standard practice, including variances against budget and against the prior reporting year.

From our review of relevant documentation and interviews we have not found any areas of concern under this theme.

Theme 8: Stakeholder Management (4.2)

Scoring on this theme asserts the Board's belief that RHD is aware of the identity of its key stakeholders and that it actively engages with them. The Board is also of the view that the Hospital's objectives and operations accurately reflect its statutory obligations and commitments to stakeholders. There is a relatively lower score for the quality of relationships with and discussion of unfiltered feedback from key stakeholders.

From our engagement with Board Members and Senior Management, the import of constructive relationships with all relevant stakeholders is already appreciated and reflected in current

management actions. There is also wide appreciation of the value of intensifying relationships with funders, partner institutions, referring clinicians, families and carers, community interests, internal stakeholders and other relevant groups in the planning and execution of the RHD mission and particularly in planning for the future.

While stakeholder relationships in general seem to be constructive and continuously improving, there is scope for further improvement, a current difficulty with one relationship was drawn to our attention. We have considered whether any specific governance risks arise around the current state of this relationship and we believe that the following are relevant:

- Displacement of time for routine governance business at Board Meetings
- On-going risk around compliance with fire safety requirements, pending a funding solution
- Need for proper handling of any conflict (of interest or loyalty) issues arising
- Potential for reputational damage

We are aware that all in RHD see the need to arrive at a solution as speedily as possible. From our evaluation we can only endorse the urgency already evident in arriving at a workable solution. From our experience elsewhere, we suggest that a mediated solution be considered as one of the options in bringing this matter to a speedy conclusion.

Theme 9: Board Member Evaluation (4.6)

The Board scores itself in the best practice range in terms of its own performance and that of individual Board members. This reflects a belief that board members have meaningful and constructive relationships with each other, with the CEO and with senior management. There is broad agreement that all Board members contribute constructively and effectively to Board discussions.

Most of the available evidence would corroborate this positive assessment of the quality of key relationships within the Board and between the Board and Executive/Clinical Leads. However, the comments earlier **(Theme 2)** about inclusiveness and challenge suggest a need for the Board to reflect further on the 'rules of engagement' at Board Meetings to ensure that they address the Board's collective expectations. A lead on this should be taken by the Chair.

The dynamic within the Board is characterised by a common value system which emphasises commitment, collaboration and shared responsibility. The strong commitment to RHD's Mission was immediately evident in all of our engagement with the Board and SMT in the Hospital.

The Board clearly takes evaluation of its own performance very seriously, as evidenced by the history of review over recent years but also by the obvious commitment to following up on recommendations already made. From our review of relevant documentation and interviews, no further matters of concern arose under this theme.

Board Committees

Self-evaluation surveys were also conducted for each of the Board's five Committees and each scored itself relatively strongly, with all Committees scoring at or within the best practice range.

One exception to this general comment relates to the assessment by the Executive Committee of its own size and composition. Given the key role played by this Committee there is a need to review its current composition and to augment it as necessary. This should be addressed by the Noms and Gov Committee and the Board at the earliest opportunity.

This apart, from our interviews with Committee members and review of Committee packs, we are satisfied that all are working to their Terms of Reference and no particular issues arise. All Committees award a relatively lower score regarding 'timely notice of external communications and meeting with external parties as needed' and our assumption is that the need to do so does not normally arise. Some are also self-critical on practice around 'consideration of emerging issues and proactive positioning in dealing with them'.

We do not see either as a serious impediment to effectiveness by each committee in delivering on its intended brief but recommend that each Committee should consider whether any change in their 'modus operandi' is called for.

We also believe that all Committees would benefit from applying a standard methodology and document format for minute recording and that each Committee should maintain an action tracker for monitoring progress of all outstanding actions from prior meetings, to be reviewed at each meeting.

We have noted that a recommendation from a previous review, for a common template for all Committee Terms of reference was actioned. Our review on this occasion shows a uniform approach across all committees Terms of Reference, (see Appendix 1)

4.5 Concluding Comment

As a general caution, survey scores can only provide a broad guide to relative performance as they are based on self-assessment and summary analysis of small numbers. However, they are useful in identifying trends and raising questions for further probing. Our assessment, based on all three strands, has confirmed that **there is an effective governance framework in place in RHD and that this can now be further strengthened, in line with SB Code 2016 requirements.**

In Section 5 we summarise the full set of issues identified and recommend action points in relation to each.

5.0 RECOMMENDED ACTION POINTS

1) Strategic Leadership

The Board and SMT have already given time to strategic positioning. This process should now be finished out by agreeing and publishing a new strategy statement reflecting current thinking on future services and related matters. The process employed should ensure full alignment between Board and SMT, including engagement with staff and external stakeholders

When completed, the Strategy document should provide a clear direction to all staff throughout RHD and stakeholders, as well as a framework for evaluation of performance at institutional, unit and individual levels over its operational period.

It should also be accompanied by an assessment of associated risks and these should be integrated with the mainstream Risk Management systems in RHD.

2) Conduct of Meetings

Notwithstanding current pressures, the Board should resume normal operating mode at the earliest opportunity.

If a particular item(s) continue to require disproportionate time, the Board should agree a different format which will ensure it can devote sufficient time to its normal governance agenda. That may involve longer or additional meetings or a dedicated committee empowered to deal with the specific matter and report back. This should obviate the need for the Board to spend long periods in private session.

The Board should reflect on its current group dynamic and assure itself that it sufficiently embraces inclusiveness and the value of robust debate, including challenge.

3) Secretariat Support

While there is evidence of significant strengthening of support, the case for some formal training for the incumbent should be positively considered.

4) Structure and Composition of the Board

While all of the evidence points to effective committees and good process for board selection and recruitment, there are two areas suggested where further improvement is possible.

In line with RHD's mission, the Board should consider including stronger 'clinical' and 'service user' perspective in future board composition.

Given the key role played by the Executive Committee, its size and composition should be strengthened.

5) Management and Performance Oversight

The Board should dedicate more time to consideration of non-financial performance, including time for questioning and discussion, apart from formal presentations.

Processes in relation to formal review of CEO performance should be clarified to the satisfaction of the entire board.

Processes in relation to succession planning for CEO and other senior positions should also be clarified.

6) Risk Oversight

The CEO and SMT take responsibility for risk management in RHD and we have found evidence of an effective Risk Management Framework in place.
Risk oversight is provided by the Audit (Financial and Business) and Clinical Governance (Clinical) Committees and by the Board itself.
While Risk is now a standing item at all Board Meetings, it is not clear that the Board gains full value from this, by adding something additional to what has already been covered by the SMT and the two Committees. In particular, the Board discussion should allow for some reflection on strategic risks.

In relation to Business Risks, there should be a planned approach to processing all open Internal Audit recommendations to conclusion at the earliest opportunity. This should be actively monitored by the Audit Committee and Board.
In relation to Clinical Risk, the Board should reflect on the manner of its own engagement with clinical aspects of the RHD mission. In particular, the Board should consider ways to reflect on the service-user experience.

We believe there is a strong case for the Chair and CEO to review the current approach to Risk Oversight at Board level, taking on board the comments above.
The Chair should also take the lead in convening an annual meeting of the Chairs of all Committees with a role in risk oversight to ensure full co-ordination and that there are no gaps in oversight at Board level.

7) Stakeholder Management

In its ongoing operations, RHD is brought into contact with a range of key stakeholders on a regular basis. This is supplemented by the regular contact at Executive/Clinical level with the HSE, HIQA and other hospitals, as well as daily contact with patients, residents and their families. In its approach to policy development and strategy, RHD includes engagement with key stakeholders as an intrinsic step in the process. Against this backdrop, there is already a strong framework in place for stakeholder engagement on relevant topics and particularly on developmental projects.

We have pointed to some governance risk issues regarding the relationship with a stakeholder at Section 4 and can only endorse the urgency already felt within RHD in finding an early resolution.

In the event that the matter drags on, we re-iterate our recommendation above that the Board should agree an alternative approach to its meetings which provides adequate time and oversight for all routine matters on an on-going basis.

APPENDICES

Appendix 1: Committee's Terms of Reference Schedule of 2019 Review

Appendix 2: Survey Results

Appendix 3: Documents Reviewed List

APPENDIX 1

Committee Terms of Reference - Schedule of 2019 Review

Terms of Reference Headings Committee Title	Clinical Governance Committee Terms of Reference	Audit Committee Terms of Reference	Executive Committee Terms of Reference	Noms & Gov Committee Terms of Reference	Estates Committee Terms of Reference
Purpose	Defined	Defined	Defined	Defined	Defined
Objectives	Defined	Defined	Defined	Defined	Defined
Role and Responsibilities / Duties	Defined	Defined	Defined	Defined	Defined
Authority	Defined	Defined	Defined	Defined	Defined
Access to External Advice	Defined	Defined	Not Defined	Defined	Not Defined
Accountability Reporting Relationships	Defined	Defined	Not Defined	Defined	Defined
Verbal & Written Reports	Defined	Defined	Defined	Defined	Defined
Frequency of Meetings	Defined	Defined	Defined	Defined	Defined
Minutes	Defined	Defined	Defined	Defined	Defined
Membership	Defined	Defined	Defined	Defined	Defined
ToR Approval and Next Review Date	Defined	Defined	Defined	Defined	Defined

Table 3: Terms of Reference - Schedule of 2019 Review

APPENDIX 2

Board Survey Results

2019 - Board Member Survey - Royal Hospital Donnybrook (RHD)

	Rating
Leadership and Strategy	4.42
Role of the Chair and Board Meetings	4.73
Board and Secretariat Support	4.12
Structure and Composition of the Board	4.57
Management and Performance Oversight	4.29
Risk Management	4.41
Governance and Compliance	4.55
Stakeholder Management	4.18
Board Member Evaluation	4.62
Overall Rating	4.43

(Max possible score per category = 5)

Table 1: Thematic Results of the Board Survey

Colour coding

From 0 to 2.5 is unacceptable and requires immediate corrective action.

From 2.5 to 3.5 requires remedial attention

From 3.5 to 4.5 is broadly in line with best practice, with some scope for improvement

Above 4.5 is consistent with best practice

	Rating
Leadership and Strategy	4.42
Q5. RHD has a formal process for its Strategic Plan, with defined timelines and content, which is jointly owned by the Board and management and is actively discussed by the Board before final approval.	3.82
Q3. Board members understand the organisation's Strategic Plan, in terms of where the Hospital wants to be in the next 3 years.	4.27
Q6. RHD's Strategic Plan is robust, delivering a clear plan of initiatives linked to RHD's Mission Statement and long term plans.	4.27
Q8. There is clear, well-understood and generally accepted process in place for the selection of the Chairman of each Sub Committee.	4.36
Q4. All Strategic and Policy Items are discussed by the Board within the framework of the Hospital's strategy / Strategic Plan?	4.45
Q2. Board members share a common understanding of the Hospital's's Mission Statement which has been discussed in detail by all Board members.	4.64
Q9. The Board has an effective working relationship with the Hospital's CEO.	4.73
Q7. There is a clear and definite process for the selection of the Chairman of the Board.	4.82

Table 2: Theme 1: Leadership & Strategy

Role of the Chair and Board Meetings	4.73
Q16. The Chairman ensures that all Board members actively contribute to issues and discussions. Meaningful discussions take place and conflicting opinions are welcomed and discussed.	4.55
Q17. A formal decision making process is in operation which enable the right decisions be made by the Board in a timely and effective manner.	4.55

Q13. The number of Board meetings per annum is the right number to enable the Board effectively fulfil its responsibilities and to conduct all of its business.	4.64
Q14. The Agenda for Board meetings fully reflects the business requiring Board time and meetings follow the Agenda with ample time being assigned to all Agenda items.	4.64
Q11. The Chair leads the Board in ensuring effective governance, with codes of practice formally adopted and fully implemented.	4.73
Q15. Board meetings are held at the right time and for the correct duration, allowing all Board members to actively participate in, and successfully conclude the business set out in the Agenda for each meeting.	4.73
Q19. Board members have a period of private time at meetings (where management are not present).	4.82
Q20. Board meetings are productive and participative and effectively connect the members of the Board.	4.82
Q12. Board meetings are well structured with a defined calender of meetings, supported with a clear Agenda and appropriate pre-reading is received in a timely manner, at least one week in advance of the Board meeting.	4.91
Q18. Board meetings are accurately documented and published Board Minutes accurately reflect the discussion at each Board meeting.	4.91

Table 3: Theme 2: Role of Chair and Board

Board and Secretariat Support	4.12
Q24. The Board regularly reviews the Secretary's performance.	3.11
Q22. The Board has approved the Secretary's Terms of Reference.	4.11
Q23. The Secretary ensures the Board has easy access to internal and external sources of information, training and advice, as required.	4.44
Q25. Board members receive sufficient information and support from the Board Secretary.	4.80

Table 4: Theme 3: Board Secretariat Support

Structure and Composition of the Board	4.57
Q35. There is a formal process in place for competency-based recruitment of new members.	4.09
Q28. Term limits for Board members are clearly defined and followed and are appropriate to ensure the balance of incorporating new skills while retaining experience.	4.18
Q32. Sub-committees are appropriate, have formal Terms of References, understand their roles and responsibilities and are aligned with RHD's strategic goals.	4.36
Q34. The governance framework for Royal Hospital Donnybrook (RHD) makes adequate provision for all relevant clinical governance requirements.	4.55
Q38. A formal letter of appointment and induction programme are provided to new Board members.	4.55
Q39. The Board has an appropriate mix of diversity.	4.55
Q31. The Board maintains a schedule of 'Matters Reserved for the Board' which is clearly understood by members and applied through the workings of the Board.	4.64
Q33. The Hospital has an Audit Committee with an independent brief that reports regularly to the Board.	4.64
Q27. The Board is of an appropriate size to operate effectively.	4.73
Q29. The Board is comprised of people with the appropriate competencies, commitment and enthusiasm to operate effectively in meeting RHD's strategic goals.	4.73
Q30. The Board is supported by the right number and mix of Board Sub-Committees, enabling the Board carry out its oversight role effectively and comprehensively.	4.73
Q36. Patient and Client safety and quality requirements are adequately addressed through the governance and management structure.	4.73
Q37. New Board members are perceived as a positive addition to the Board.	4.91

Table 5: Theme 4: Structure & Composition of the Board

Management and Performance Oversight	4.29
Q44. Evaluation of the CEO's performance is a formal process, occurs on a timely basis at least once annually, is linked to their remuneration and written feedback from the Board is provided.	3.36
Q46. The Board has a formal process in place for succession planning in relation to the CEO and any other senior positions, including identifying and developing potential internal candidates.	3.73
Q42. The Board has a formal set of concrete deliverables and KPIs which are aligned to RHD's Mission Statement and Strategic Plan and can be used to measure the Hospital's performance.	4.00
Q49. Board members are actively involved in the preparation and review of a 12-month budget and linked Business Plan which is discussed and challenged at Board level.	4.00
Q47. The Board provides effective oversight of Hospital Performance across all relevant parameters.	4.27
Q48. The Board provides effective oversight of Risk across all relevant categories.	4.45
Q41. The Board and staff have a clear understanding of their respective roles and open communication exists between both parties through the CEO and/or Board Secretary.	4.64
Q43. Presentations and document submissions from management to Board meetings are presented in a professional, concise and understandable format.	4.82
Q45. Board members are appropriately consulted in the CEO selection process.	4.82
Q50. Board members receive management accounts regularly which are discussed and reviewed at Board meetings.	4.82

Table 6: Theme 5: Management & Performance Oversight

Risk Management	4.41
Q53. The Hospital has a fit-for-purpose Risk Register which is regularly updated by Management and is reviewed on a periodic basis by the Audit Committee.	4.09
Q52. The Hospital has an effective Risk Management Framework and Risk Policy in operation across the Hospital and this Framework and Policy is reviewed at least annually by the Board.	4.27
Q55. The Board frequently (at least annually) reviews potential sources of financial risk and plans mitigating actions. Surprises are few within the organisation.	4.36
Q57. The risk framework and policy in relation to clinical and non-financial risk management are adequate and are working effectively.	4.45
Q54. The Board Agenda includes Risk (Top Strategic / Corporate Risks) as a standing item for all meetings.	4.64
Q56. Patient and Client safety and quality requirements are adequately addressed through the governance and management structure.	4.64

Table 7: Theme 6: Risk Management

Governance and Compliance	4.55
Q69. There is a formal process in place for evaluating the performance of individual Board members and addressing any issues.	3.64
Q64. The organisation has in place an Internal Audit function that is afforded senior status within the Hospital, that operates with full transparency and independence and that reports directly to the Audit Committee.	4.36
Q68. The Hospital has an effective working policy for managing conflicts of interests.	4.36
Q59. The processes for involving clinicians in governance and management are adequate and working effectively.	4.55

Q60. RHD's objectives and operations accurately reflect its statutory obligations and commitments to stakeholders.	4.64
Q65. The Board, through its management of risk, provides effective oversight of the Hospital's compliance with all relevant legal, statutory and regulatory requirements, including Service Level Agreements with funders / stakeholders and compliance with relevant governance codes.	4.64
Q61. Under its statutory reporting obligations and stakeholder commitments, there is full, transparent and accurate reporting on RHD's affairs within its annual financial statements and its annual report.	4.73
Q63. Board members are aware of their financial compliance obligations. Independent audits of the organisation's financial statements and controls are performed at least annually. Feedback from auditors is addressed by the Board with corrective actions being monitored.	4.73
Q66. The Hospital has an effective procedure in place for confidential reporting and there is a meaningful follow-up by the Board of matters raised.	4.73
Q67. The Hospital maintains an effective working policy for disclosure of interests on the part of Board members and Senior Managers.	4.73
Q62. The Board approves the annual financial statements and annual report.	4.91

Table 8: Theme 7: Governance & Compliance

Stakeholder Management	4.18
Q72. The Board has a formal process in place for receiving unfiltered feedback (i.e. not solely through management channels) from Stakeholders which is discussed at Board meetings.	3.73
Q73. The Board has developed a good working relationship with its key Stakeholders.	3.82

Q71. The Board is fully aware of who its key Stakeholders are and actively engages with these Stakeholders.	4.45
Q74. RHD's objectives and operations accurately reflect its statutory obligations and commitments to stakeholders.	4.73

Table 9: Theme 8: Stakeholder Management

Board Member Evaluation	4.62
Q80. All Board members contribute to the development of strategy and risk management.	4.27
Q78. All Board members demonstrate a willingness to devote sufficient time and effort to understand RHD and its operations and a readiness to participate in events outside the Boardroom.	4.45
Q87. I believe my performance engenders mutual trust and respect within the Board.	4.45
Q76. All Board members are well prepared and informed for Board meetings.	4.55
Q85. I actively and successfully refresh my knowledge and skills to ensure they are up to date with the latest developments in areas relevant to my role as a Director, including corporate governance, financial reporting and the healthcare sector.	4.55
Q79. All Board members actively participate and contribute quality and value at Board meetings.	4.64
Q86. Other Board members communicate well with fellow Board members, senior management and stakeholders, present their views convincingly yet diplomatically, and listen and take on board the views of others.	4.64
Q77. The attendance by Board members at Board meetings is satisfactory.	4.73
Q81. All Board members bring their knowledge and experience to bear in the consideration of strategy.	4.73

Q82. All Board members probe and test information and assumptions presented to the Board and are resolute in maintaining their own views and resisting pressure from others.	4.73
Q83. All Board members are effective and proactive in following up their areas of concern.	4.82
Q84. All Board members maintain good but constructive relationships with fellow Board members, the Board Secretary, the CEO and senior management.	4.82

Table 10: Theme 9: Board Member Evaluation

Committee Survey Results

2019 - **Audit Committee**
Assessment Survey

Themes	Rating
Formal Role and Responsibilities	4.0
Committee Composition	3.7
Meetings	4.0
Interaction with management	4.0
Risk, Control and Compliance	4.0
Evaluation and Anticipation	3.49
Overall Rating (max possible score = 4)	3.87

Table 11: Audit Committee Survey - Thematic Results

2019 - **Clinical Governance Committee**
Assessment Survey

Themes	Rating
Formal Role and Responsibilities	3.20
Committee Composition	3.13
Meetings	3.17
Interaction with management	3.25
Risk, Control and Compliance	2.92
Evaluation and Anticipation	3.63
Overall Rating (max possible score = 4)	3.21

Table 11: Clinical Governance Committee Survey - Thematic Results

2019 - **Executive Committee**
Assessment Survey

Themes	Rating
Formal Role and Responsibilities	3.87
Committee Composition	3.50
Meetings	4.00
Interaction with management	4.00
Risk, Control and Compliance	3.78
Evaluation and Anticipation	3.67
Overall Rating (max possible score = 4)	3.80

Table 12: Executive Committee Survey - Thematic Results

2019 - **Noms and Governance Committee**
Assessment Survey

Themes	Rating
Formal Role and Responsibilities	3.93
Committee Composition	3.67
Meetings	3.92
Interaction with management	3.75
Risk, Control and Compliance	3.56
Evaluation and Anticipation	3.33
Overall Rating (max possible score = 4)	3.69

Table 12: Executive Committee Survey - Thematic Results

2019 - **Remuneration Committee**
Assessment Survey

Themes	Rating
Formal Role and Responsibilities	4.00
Committee Composition	4.00
Meetings	4.00
Interaction with management	4.00
Risk, Control and Compliance	3.58
Evaluation and Anticipation	4.00
Overall Rating (max possible score = 4)	3.93

Table 12: Remuneration Committee Survey - Thematic Results

2019 - Senior Manager Survey Royal Hospital Donnybrook (RHD)	
Theme	Rating
Leadership and Strategy	3.75
Role of the Chair and Board Meetings	3.84
Structure and Composition of the Board	3.43
Management and Performance Oversight	3.94
Risk Management	4.13
Governance and Compliance	3.52
Stakeholder Management	4.07
Overall Rating (max possible per theme = 5)	3.81

Table 13: Senior Management Survey - Thematic Results

	Rating
Leadership and Strategy	3.75
Q6. RHD's Strategic Plan is robust, delivering a clear plan of initiatives linked to RHD's Mission Statement and long term plans.	3.00
Q2. Board members share a common understanding of the Hospital's Mission Statement which has been discussed in detail by all Board members.	3.50
Q5. RHD has a formal process for its Strategic Plan, with defined timelines and content, which is jointly owned by the Board and management and is actively discussed by the Board before final approval.	3.60
Q3. Board members understand the organisation's Strategic Plan, in terms of where the Hospital wants to be in the next 3 years.	3.80
Q4. All Strategic and Policy Items are discussed by the Board within the framework of the Hospital's strategy / Strategic Plan?	4.20
Q7. The Board has an effective working relationship with the Hospital's CEO.	4.40

Table 14: Senior Management Survey – Leadership and Strategy

Role of the Chair and Board Meetings	3.84
Q12. The Agenda for Board meetings fully reflects the business requiring Board time and meetings follow the Agenda with ample time being assigned to all Agenda items.	3.00
Q17. Board meetings are productive and participative and effectively connect the members of the Board.	3.40
Q11. The number of Board meetings per annum is the right number to enable the Board effectively to fulfil its responsibilities and to conduct all of its business.	3.60
Q13. Board meetings are held at the right time and for the correct duration, allowing all Board members to actively participate in, and successfully conclude the business set out in the Agenda for each meeting.	3.60
Q15. A formal decision making process is in operation which enable the right decisions to be made by the Board in a timely and effective manner.	3.80
Q14. The Chairman ensures that all Board members actively contribute to issues and discussions. Meaningful discussions take place and conflicting opinions are welcomed and discussed.	4.00
Q9. The Chair leads the Board in ensuring effective governance, with codes of practice formally adopted and fully implemented.	4.40
Q10. Board meetings are well structured with a defined calendar of meetings, supported with a clear Agenda and appropriate pre-reading is received in a timely manner, at least one week in advance of the Board meeting.	4.40
Q16. Board meetings are accurately documented and published Board Minutes accurately reflect the discussion at each Board meeting.	4.40

Table 15: Senior Management Survey – Role of the Chair and Board Meetings

Management and Performance Oversight	3.94
Q42. Board members are actively involved in the preparation and review of a 12 month budget and linked Business Plan which is discussed and challenged at Board level.	3.40
Q38. The Board has a formal set of concrete deliverables and KPIs which are aligned to RHD's Mission Statement and Strategic Plan and can be used to measure the Hospital's performance.	3.80
Q43. Board members receive management accounts regularly which are discussed and reviewed at Board meetings.	3.80
Q40. The Board provides effective oversight of Hospital Performance across all relevant parameters.	4.00
Q41. The Board provides effective oversight of Risk across all relevant categories.	4.00
Q37. The Board and staff have a clear understanding of their respective roles and open communication exists between both parties through the CEO and/or Board Secretary.	4.20
Q39. Presentations and document submissions from management to Board meetings are presented in a professional, concise and understandable format.	4.40

Table 16: Senior Management Survey – Management and Oversight

Risk Management	4.13
Q48. The Board frequently (at least annually) reviews potential sources of financial risk and plans mitigating actions. Surprises are few within the organisation.	3.80
Q49. Patient and Client safety and quality requirements are adequately addressed through the governance and management structure.	3.80
Q47. The Board Agenda includes Risk (Top Strategic / Corporate Risks) as a standing item for all meetings.	4.20
Q50. The risk framework and policy in relation to clinical and non-financial risk management are adequate and are working effectively.	4.20

Q45. The Hospital has an effective Risk Management Framework and Risk Policy in operation across the Hospital and this Framework and Policy is reviewed at least annually by the Board.	4.40
Q46. The Hospital has a fit-for-purpose Risk Register which is regularly updated by Management and is reviewed on a periodic basis by the Audit Committee.	4.40

Table 17: Senior Management Survey – Risk Management

Governance and Compliance	3.52
Q59. The Hospital has an effective procedure in place for confidential reporting and there is a meaningful follow-up by the Board of matters raised.	2.40
Q60. The Hospital has an effective working policy for managing conflicts of interests.	3.00
Q61. The Hospital maintains an effective working policy for disclosure of interests on the part of Board members and Senior Managers.	3.00
Q56. Board members are aware of their financial compliance obligations. Independent audits of the organisation's financial statements and controls are performed at least annually. Feedback from auditors is addressed by the Board with corrective actions being monitored.	3.20
Q53. RHD's objectives and operations accurately reflect its statutory obligations and commitments to stakeholders.	3.40
Q52. The processes for involving clinicians in governance and management are adequate and working effectively.	3.60
Q58. The Board, through its management of risk, provides effective oversight of the Hospital's compliance with all relevant legal, statutory and regulatory requirements, including Service Level Agreements with funders / stakeholders and compliance with relevant governance codes.	3.80

Q54. Under its statutory reporting obligations and stakeholder commitments, there is full, transparent and accurate reporting on RHD's affairs within its annual financial statements and its annual report.	4.00
Q57. The organisation has in place an Internal Audit function that is afforded senior status within the Hospital, that operates with full transparency and independence and that reports directly to the Audit Committee.	4.00
Q55. The Board approves the annual financial statements and annual report.	4.80

Table 18: Senior Management Survey – Governance and Compliance

Stakeholder Management	4.07
Q63. The Board is fully aware of who its key Stakeholders are and actively engages with these Stakeholders.	4.00
Q64. The Board has developed a good working relationship with its key Stakeholders.	4.00
Q65. RHD's objectives and operations accurately reflect its statutory obligations and commitments to stakeholders.	4.20

Table 19: Senior Management Survey – Stakeholder Management

Appendix 3

List of Reviewed Documents

- ANNUAL REPORT PROOF 3 WITH COMMENTS ...
- NEW RHD-Privacy-Statement GDPR FOR WEBS...
- 2019 SIGNED SLA HSE AND RHD PT 2 (1).pdf
- 5.3.1 Financial Procedures Overview.docx
- 5.4 Procurement Policy.pdf
- 5.5.2 Internal Audit Programme Overview Oct 2...
- 6.1 Board Nominations Procedures.docx
- 6.3 Induction Programme Oct 2018.doc
- 6.5 Procedure for Appointment of Governors.d...
- 7.2 Service Arrangement Compliance Procedur...
- 8.1 Code of Practice for Charities.docx
- 4.4 Conflict of Interest & Loyalty Letter Jan 201...
- 5.1 Risk Management Overview.docx
- 5.1.2 Risk Management Annual Report 2017.do...
- 1 Statutory Instruments & Bye Laws.pdf
- 3.1 Code of Conduct Nov 2018.doc
- Safeguarding Vulnerable Persons at Risk of Ab...
- 2016 Annual Report - FINAL (1).pdf
- Data Protection Policy (1).pdf
- Sample Board Pack .pdf
- T of R Board & all Committeess .pdf
- 2019 SIGNED SLA HSE AND RHD PT 2.pdf
- NEW PRIVACY POLICY IN COMPLIANCE WITH G...
- NEW PRIVACY POLICY IN COMPLIANCE WITH G...
- 2019 SIGNED SLA HSE AND RHD PT 1 (1).pdf
- 5.2.1 Clinical Governance Overview.doc
- 5.3.2 Financial Procedures Manual 2017.pdf
- 5.5.1 Internal Audit Charter Oct 2018.doc
- 5.5.3 Internal Audit Plan 2019 to 2020 - Final.pdf
- 6.2 Nomination Criteria for Board.docx
- 6.4 Re-election of Board Members.docx
- 7.1 Service Arrangement - Introduction (Amen...
- 7.5 S.19 Compliance with Code of Practice for ...
- 3.2 Protected Disclosure Policy 2018 (1).pdf
- 4.4a Conflict of Interest Loyalty Policy Jan 2018...
- 5.1.1 Risk Management Policy.pdf
- 0 Introduction.doc
- 2 Principal Duties of Board Members October ...
- Copy of Report on Corporate Risk Register for ...
- Safety Statement (1).pdf
- 2017 Annual Report (1).pdf
- RHD Board & Committee Minutes Combined.p...
- Sample Committee Pack.pdf
- 2019 SIGNED SLA HSE AND RHD PT 1.pdf
- ANNUAL REPORT PROOF 3 WITH COMMENTS ...
- NEW RHD-Privacy-Statement GDPR FOR WEBS...