



# THE ROYAL VICTORIA EYE AND EAR HOSPITAL DUBLIN

LOOKING AFTER THE NATION'S EYES AND EARS SINCE 1897

**Royal Victoria Eye and Ear Hospital**

**Corporate Governance Manual**

**Approved by Council 6<sup>th</sup> March 2020**

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## **1. GENERAL CORPORATE GOVERNANCE PROVISIONS**

### **1.1 Introduction**

- 1.1.1 The Royal Victoria Eye and Ear Hospital is a body corporate with functions and responsibilities as set out by the Dublin Eye and Ear Hospital Act 1897. The Schedule to the 1897 Act sets out the rules and regulations for the management and direction of the affairs of the hospital (Dublin Eye and Ear Hospital Act 1897- Appendix 1).
- 1.1.2 This Corporate Governance Manual sets out the standards of conduct and probity that the Executive Council of the Royal Victoria Eye and Ear Hospital is required to observe.

Key functions of the Executive Council are:

1. The main object of the hospital is to provide quality, safe, effective person-centred care and support through effective leadership, governance and management.
2. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above.
  - (a) Complying with laws and regulation, and meeting the hospital's responsibilities to the patient population served.
  - (b) Defining the hospital's mission and creating the policies and procedures to fulfil the mission.
  - (c) Clear accountability arrangements to achieve the delivery of high quality safe healthcare.
  - (d) Formalised governance arrangements which clearly define roles, accountability and responsibilities throughout the organisation.
  - (e) Systematic monitoring arrangements for identifying, managing, reducing and eliminating risks including clinical, financial and viability risks to safeguard service users.

### **1.2 Mission, Vision and Core Values**

The Royal Victoria Eye and Ear Hospital's Mission, Vision and Values are at the core of its identity. They serve as the key elements that guide the organisation in developing practical yet innovative methods that have the potential to improve healthcare safety and quality.

The Royal Victoria Eye and Ear Hospital mission statement is:

"In partnership with the Department of Health and Children, the Health Service Executive and in co-operation with other statutory and non-statutory bodies - "to maintain the Hospital as a national centre of excellence for the treatment of adults and children with ophthalmic or otolaryngological diseases, through providing a first class, caring, efficient and cost effective service, while fostering and recognising the contribution of staff and developing and promoting the Hospital's reputation in Research and as a teaching Hospital"

The Royal Victoria Eye and Ear Hospital vision is:

Improved quality of life through comprehensive care of the eye, ear, nose and throat.

The hospital vision is defined by the following values:

- **Quality health care**  
To provide a quality, safe, effective patient centered service to patients.
- **Integrity and leadership**  
To promote integrity, effective leadership and teamwork within the organisation to continuously improve the standards of care delivered.
- **Responsiveness**  
Understanding and meeting the needs of the patients.
- **Achieving together**  
Collaborating for improvement through ongoing consultation, partnerships and teamwork.

### 1.3 Organisational Structure

To ensure the effective governance of the Royal Victoria Eye and Ear Hospital, a clearly defined organisational and governance structure shall be defined and communicated (Appendix 2). The organisational governance structure is demonstrated via the Executive Council, Council Committees and the Medical Board. The roles and responsibilities of the Council Committees and the Medical Board are defined in Section 2.0 Committees.

### 1.4 Council Composition and Election

The 1897 Act sets out the composition of a Council established for the government and management of the hospital and it allows for a maximum of 20 members of Council, some of the roles are specified in the Act. The Council have the superintendence management, direction and regulation of all matters relating to the organisation and are responsible for setting out the Strategic Goals for the hospital. The Council have taken the view that 20 members is unwieldy and have agreed that a membership 15 subscribed members (subscription is €5 per annum) is currently an appropriate Council size.

#### 1.4.1 Composition of the Executive Council

The 1897 Act sets out the composition of the Council as follows:

- Ex-Officio Members: 3 members in total comprising (1) The Lord Mayor of Dublin, (2) a nominee of the Corporation of Dublin and (3) the President of Council of the Hospital.
- Medical Members: 3 from the Royal Victoria Eye and Ear Hospital staff.
- Additional Members, also known as Lay Members (Life and Ordinary) - 14.

The following provisions shall apply to the election of the Council.

- (a) The President shall be elected by the members for such period as the Council may on his election determine or until he resigns (within the Act 1897, all reference to gender is inclusive of all genders).
- (b) Council members will be elected for a period of three (3) years and at any time may serve no more than three (3) consecutive terms of three (3) years. To ensure continuity, only one-third of the members of the Council may go forward for election at any one time, this number should be made up of those longest in office.
- (c) Secretary to Council of the Hospital  
The Act allows for the appointment of a registrar or secretary, who shall be appointed in writing by the Council. The Secretary is responsible to the Council for ensuring that a code of Corporate Governance is in place and that Council procedures are complied with.
- (d) The Master/CEO/Accountable Officer will act as secretary to the Council at the Royal Victoria Eye and Ear Hospital.

#### 1.4.2 Nomination of Council Members

Having regards to the requirements of the Hospital Charter, the Nominations Committee regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Council compared to its current position and make recommendations to Council with regard to any changes.

### 1.5 **Council Members Core Competencies**

The following competencies, grouped under six headings, have been identified which enable the performance of the Council governance function (*Prospectus 2004*). These are:

#### 1.5.1 Administrative Capacity

(a) Preparedness:

Leads to the efficient and effective use of time and resources. This competency supports pre-Council/committee meeting preparation.

(b) Responsiveness:

Leads to efficient and effective use of time and resources. This competency involves timely and appropriately considered response when required from other Council members or staff.

#### 1.5.2 Human Relations Capacity

(a) Participative:

Contributes to sharing of ideas, problems and potential directions amongst both Council members and staff.

(e) Teamwork:

Contributes to group work willingly; doing a fair share of the necessary tasks and supporting the decisions made by the Council.

#### 1.5.3 Credibility/Knowledge/Commitment

(a) Broad knowledge of current issues, trends and concerns in healthcare.

(b) Knowledge and understanding of governance:

Knows the key responsibilities and activities of a Council; appreciation of the distinctions between governance and management and the roles of each.

#### 1.5.4 Personal Attributes

(a) Ability to be visionary:

Able to consider trends, both general and healthcare specific and relate these to future directions of the Royal Victoria Eye and Ear Hospital.

#### 1.5.5 Analytical Capacity

(a) Ability to synthesize:

Able to receive, interpret and synthesize information/materials from a wide variety of sources.

#### 1.5.6 Communication

(a) Presentations:

Able to prepare and present information at Council/Committee meetings.

### 1.6 **Key Roles of the Executive Council**

The Council Members of the Royal Victoria Eye and Ear Hospital shall:

(a) maximise value for money, through ensuring that services are delivered in the most economical, efficient and effective way, within available resources

(b) shall demonstrate adherence to, or development towards, the Council Members Core Competencies

- (c) fully engage in impartial and balanced consideration of all issues
- (d) determine the strategic direction of the hospital, in line with its mission and values, and the resources allocated to it
- (e) ensure that the hospital complies with all statutory and administrative requirements

In addition, each Council Member is individually responsible to:

- (f) comply with all aspects of this Corporate Governance Manual, which includes the declaration of all relevant interests
- (g) inform the Council, via the President, of any new appointments they accept which may impinge on, or conflict with, their duties as a Council Member of the Royal Victoria Eye and Ear Hospital
- (h) act in good faith and in the best interests of the Royal Victoria Eye and Ear Hospital

### **1.7 Key Roles of the President (Chairperson)**

The President, as Chairperson of the Council, is expected to observe the duties and responsibilities of the Council Members but also has particular responsibility for:

- (a) giving strategic direction to the Royal Victoria Eye and Ear Hospital
- (b) providing an effective leadership to the Council
- (c) ensuring that the Council meets not less than ten times annually, chairing the meetings and ensuring that the minutes of the meeting accurately record the decisions taken and, where appropriate, the views of individual Council Members
- (d) ensuring that the Council, in reaching decisions, takes proper account of best practice, and the values of the Royal Victoria Eye and Ear Hospital
- (e) establishing all relevant Council committees with the appropriate membership and terms of reference
- (f) directing, supporting and evaluating the Master/CEO/ Accountable Officer

### **1.8 Key Functions of the Council**

#### **1.8.1 Strategic**

The hospitals corporate strategy is formulated, adopted and reviewed every 3 years.

#### **1.8.2 Statutory obligations**

The Council holds and retains overall responsibility for discharge of its key functions. It complies with all statutory regulations and legal obligations which apply to the Royal Victoria Eye and Ear Hospital.

#### **1.8.3 Fiduciary & Reporting**

The Council approves financial and accounting policies and supervises the production and submission of Annual Accounts on the recommendations of the Financial Committee and the Audit and Risk Committee.

The Council shall ensure annual accounts are audited.

#### **1.8.4 Appointments**

The Council selects and appoints the Master/CEO/ Accountable Officer. It approves the related contract of employment, including remuneration and institutes a process of annual performance appraisal.

The Council approves procedures for the making of all senior appointments, to ensure objectivity and the quality of these appointments.

#### 1.8.5 General

The Council ensures that a robust management structure is in place.

The Council appoints Council committees and determines their terms of reference (see also Section 2.0 Committees and Groups).

Matters Reserved for the Council

#### 1.8.6 Human Resources

- Approval of staffing complement.
- Approval of new consultant posts.
- Approval of Interview Boards for consultants' posts and Council nominee.
- Approval of new posts at Grade VIII, and equivalent, or above.
- Disciplinary procedures involving consultants and senior staff.
- Formal approval for the appointment and dismissal of staff in the following categories:
  - Consultants
  - Grade VIII, and equivalent, or above
  - Department Heads
  - Review all Disciplinary Procedures at least every three years.

#### 1.8.6 Financial

- Approval for any loan agreement (s) exceeding €50,000.
- Approval for any property / premises lease agreements exceeding annual outlay exceeding €50,000.
- Approval for any capital expenditure which exceeds €100,000 (relating to buildings, equipment, plant or refurbishment).
- Approval of individual non-medical contracts exceeding €250,000.
- Approval of Significant / Material reductions in service levels due to budgetary constraints.
- Approval of Significant / Material increases in service levels due to demand.

#### 1.8.7 Agreements

- Approval of Service Level Agreement and any draft thereof to be submitted to the relevant funding authority.
- Approval of any new agreement / contract (or renewal of existing agreement / contract) which has strategic importance for the hospital (e.g. UCD Teaching Agreement).

#### 1.8.8 Risk Management

Decisions to be made resulting from the potential impact of adverse risk management reports (e.g. Closure of facilities or portion of facilities due to fire risk).

Strategic Planning

- Approval of strategic plan for hospital.
- All decisions relating to material alterations in policy.
- Approval of any conjoint working and / or shared.
- Services agreements.

#### 1.8.9 Reports to Council

Review Reports in relation to all of the following issues:

1. Patient Care (half yearly).
2. Ethics (ongoing).

3. Quality and Safety Management (ongoing).
4. Regulatory and Accreditation Compliance (yearly).
5. Performance Indicators (high level) (ongoing).
6. Risk Management and Risk Transfer by way of insurance (yearly).
7. Human Resources, including medical staff (quarterly).
8. Provider Plan Monitoring (including budgets) (monthly).
9. Hospital Development Programme (quarterly).
10. Joint / Shared Services (quarterly).
11. Internal Audit / Internal Controls (half yearly).
12. Any special salary arrangements to be reported to Council.
13. Dismissals of any permanent staff affected to be reported to Chairperson.
14. Minutes Of Medical Board.
15. Minutes of HMG.

Other issues decided upon from time to time as appropriate for reservation for Board.

## **1.9 Meetings of the Council**

- 1.9.1 Meetings are normally scheduled for every month and take place not less than ten times annually.
- 1.9.2 The President and the Ordinary Members meet at least once a year without the Chief Executive present.
- 1.9.3 It is the President's duty to ensure that no individual member, or interest, has excessive influence on the decision making, and that all members have an equal opportunity to participate in debate and final decisions.
- 1.9.4 Council decisions are made by consensus or by a majority of the members present. Decisions are recorded in the minutes.
- 1.9.5 Regular agenda items include:
  - Business Arising
  - President's Report
  - CEO's Report
  - Hospital Management Group Report
  - Quality and Safety Management
  - Finance
  - Any Other Business

## **1.10 The Council Secretariat**

- 1.10.1 The Council Secretary is responsible for ensuring that Council procedures are followed and applicable rules and regulations are complied with.
- 1.10.2 All members of the Council have access to the Secretary for advice and services.
- 1.10.3 The Secretary assures induction, training and maintenance of Governance currency for Council Members.
- 1.10.4 The Secretary ensures that an objective procedure for a review of the performance of the Council is in place and is affected regularly.



## **1.11 Briefing for new Council members**

1.11.1 The Council shall undergo orientation through a planned induction programme to ensure that they understand their responsibilities and duties, including the requirement to keep information confidential and to avoid undue external influence.

1.11.2 The Council Secretary, supplies new Council members with the following induction material:

- Details of Council members' specific roles and responsibilities (see also 1.6).
- An up-to-date copy of this Corporate Governance Manual and related appendices.
- A schedule of committees appointed by the Council, their terms of reference and membership.
- A formal schedule of matters reserved for Council decision.
- A copy of the most recent President's Report.
- The Royal Victoria Eye and Ear Hospital information Pack.

1.11.3 All new Council members shall acknowledge that they understand, and will comply with, their responsibilities as Council members.

## **1.12 Disclosure of Interests and Confidentiality**

1.12.1 In addition to the requirements of the Ethics in Public Office Acts 1995 & 2001, all Council Members are required to comply with the Hospital's policy on the Disclosures of Member's Interests, which might conflict with those of the Royal Victoria Eye and Ear Hospital (see also Section 4.0 Code of Corporate Ethics and Business Conduct).

1.12.2 All Council members shall undertake to:

- (a) not to disclose, without the consent of the Council, save in accordance with law, any information obtained by him while performing duties as a member of the Council.
- (b) refer any information requests made directly to him, relating to the activities of the Royal Victoria Eye and Ear Hospital, to the Chairperson (or the Secretariat on his behalf) for appropriate processing.
- (c) not misuse information gained in the course of their Council term for personal gain or political purpose.
- (d) treat papers marked for non-disclosure as confidential to themselves, not discuss them with others outside the Royal Victoria Eye and Ear Hospital, not leave them unattended and where others may obtain access to them, and dispose of them appropriately.

## **1.13 Remuneration and Fees**

1.13.1 Matters reserved for the Council relating to remuneration issues shall be delegated to a committee comprising the President, and two lay Council Members, with the Master/CEO/Accountable Officer in attendance and acting as Secretary, as appropriate. Where the matter relates to the Master/CEO/Accountable Officer's own remuneration, he shall not be present.

A person shall not receive remuneration for acting as a member of the Council, or as a member of any committee or group appointed by the Council.

## **1.14 Reporting responsibilities**

1.14.1 It is the responsibility of the Master/CEO/Accountable Officer to ensure that the Council is supplied with accurate and timely information which enables it and the Chairperson to fulfil their responsibilities, their legal obligations and responsibilities to the members

(see also Section 3.0 Devolved Functions of Executive Management).

## **1.15 Evaluation**

1.15.1 Members of the Council shall review the effectiveness of their performance on an annual basis.

## **2.0 COMMITTEES**

### **2.1 Overview**

2.1.1 The Council establishes committees and a Medical Board for specified purposes.

2.1.2 Terms of Reference of committees and the Medical Board are determined by the Council. They act, and furnish reports, as directed by the Council.

2.1.3 All committees and the Medical Board established by the Council shall be evaluated and reviewed by the Council on an annual basis.

2.1.4 The Council committees include (but are not limited to):

- Finance Committee
- Audit and Risk Committee
- Nominations Committee
- Medical Board
- Ethics Committee

### **2.2 Finance Committee**

The purpose of the Finance Committee is to exercise oversight responsibility with respect to the hospital's material and strategic financial matters and to advise, and make recommendations to the Council with respect to such matters.

The committee will review:

- the annual service/provider plan
- the management/financial accounts
- financial strategy including remedial action in relation to budget difficulties
- meet with Auditors to discuss annual financial statements (with Audit and Risk Committee)

The Committee shall also:

- Review the annual budget following the allocation from the HSE.
- Review the monthly management accounts, comparing actual expenditure against budget and projected year end out-turn.
- Review monthly and forecast cashflows plus financial KPI's, for example debtor days.
- Consider Capital Expenditure requests both minor and major.
- Consider any developments which may have financial or other implications for the hospital.
- Liaise with other Committees of Council as required and where appropriate advise Council, the Audit and Risk Committee and other Committees of the Royal Victoria Eye and Ear Hospital.
- Ensure that the strategic planning of the hospital finances are in line with corporate strategy.

The Chairman of the committee, or their nominee, shall attend the Annual General Meeting and respond to any questions on the Committee's activities.

#### Membership:

- Will be made up of a minimum of 4 members of Council including the President of Council.
- The members of the Hospital Management Group and the Hospital accountant shall attend the Finance Committee meeting.
- The Chairman of the Medical Board shall be entitled to attend the Finance Committee Membership of the Committee shall be appointed by Council.
- Other individuals such as other Council members or other staff may be invited to attend all or part of any meeting, as and when requested.

#### Chairperson

- The President of Council shall be chairperson of the Finance Committee. In the absence of the President the members shall elect a chairperson from the members present.

#### Secretary

- The Head of Finance or his nominee shall act as the Secretary to the committee.

#### Frequency of Meetings

- The Committee shall meet 9 times per year or otherwise as requested.

#### Reporting Responsibilities

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

#### Other Matters

- To ensure it is operating at maximum effectiveness the Committee shall, on an annual basis, review its own performance and terms of reference. The Committee shall forward and recommend proposed improvements to Council for approval.

### **2.3 Audit and Risk Committee**

The purpose of the Audit and Risk Committee is to provide assurances to the Council that the hospital has adequate financial, operational, and strategic controls in place to minimise patient risk, financial risk, and reputational risk to the hospital.

The committee shall assist Council in providing oversight on:

- risk management
- IT Security
- internal and external audit
- compliance with statutory requirements
- major adverse events including high profile events and ad-hoc investigations
- financial controls and accountability issues
- nomination of the financial auditors

The Committee shall also:

- Review the overall financial control environment in the Hospital and to ensure that management has adequate and appropriate control policies, processes and practices in place.
- Assess the adequacy of controls in ensuring protection of the Hospital's reputation and safeguarding its assets.
- Review risk management policies and approach.

- Review the risk register twice yearly.
- Review and recommend to Council the statement to be included in the Annual Report concerning risk management.
- Meet with auditors to discuss annual audit plan and half-yearly review.
- Review whistleblowing, complaints and grievance procedures and follow up.

The Chairman reports to the Council on the committee's work.

#### Accountability

As a Council committee this committee is:

- Responsible and accountable to the Council.
- Is not a decision-making body, although the committee may make interim operational decisions that will lead to final decisions by Council.

#### Authority

- The Committee is authorised by Council to investigate any activity within its terms of reference.
- The Committee is authorised to obtain outside independent professional advice and to secure attendance at meetings of outsiders with relevant expertise as required.
- The Audit and Risk Committee works alongside the Finance Committee.
- The Committee is authorised by Council to approve any new or changes to existing Hospital bank mandates.

#### Membership

- Members of the committee and the Chair are appointed by Council. The committee will have a minimum of three members and a quorum shall be two.

#### Meetings

- The Chairperson of the Audit and Risk Committee shall be nominated by the Council. In the absence of the Chairperson the members shall elect a chairperson from the members present.
- The Secretary to the Council or his nominee shall act as the Secretary to the committee.
- The Committee will meet jointly with the Finance Committee once a year in order to receive the report of the external auditors.
- There will be four meetings a year. Additional meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Chairman of the Committee.

#### Reporting Responsibilities

- The Chair reports to the Council on the committee's work.
- Approved minutes of the Audit and Risk Committee meetings shall be included in papers circulated to Council Members.

#### Other Matters

- To ensure it is operating at maximum effectiveness the Committee shall, on an annual basis, review its own performance and terms of reference. The Committee shall forward and recommend proposed improvements to Council for approval.

## 2.4 Nominations Committee

The purpose of the Nominations Committee is to nominate candidates for office to the Council.

The Committee shall:

- Having regard to the requirements of the Hospital Charter, regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Council compared to its current position and make recommendations to Council with regard to any changes.
- Give full consideration to succession planning for the Council, the CEO and other appropriate Senior Executive positions in the course of its work. A Senior Executive position is one which reports directly to the CEO.
- Be responsible for identifying and nominating for the approval of Council, candidates to fill Council vacancies as and when they arise.
- Keep under review the leadership needs of the organisation with a view to ensuring continued ability of the organisation to compete effectively in appropriate areas of endeavour.
- Ensure that on appointment to Council, Members receive a formal letter of appointment indicating the term of the appointment and the associated commitment in terms of time.

The Committee shall also make recommendations to Council concerning:

- The formulation of plans for succession for Council Members and in particular the key roles of President and Master/CEO/ Accountable Officer.
- Membership of the Audit, Ethics and Finance Committees, in consultation with the Chairpersons of those committees.
- Re-appointment or otherwise of Council Members at the conclusion of their terms of office.
- The appointment (permanent or temporary) of any person to a Senior Executive position

Membership

- Members of the Committee shall be appointed by the Council and shall be made up of at least 3 members, the majority of whom shall be lay members of Council.
- Only members of the Committee have the right to attend Committee meetings. Other individuals may be invited to attend as and when appropriate.
- Appointments to the Committee initially shall be for a period of up to three years, which may be extended for two further three year periods.
- The President shall be the Committee Chairperson. In the absence of the President the remaining members present shall elect one of their number to chair the meeting. The President shall not chair the Committee when it is dealing with the matter of succession to the Presidency.
- A quorum of two members is required.

Frequency of Meetings

- The Committee shall meet at least once a year in January or February and at such other times as the Chairperson shall require.

Annual General Meeting

- The Chairperson of the Committee shall attend the Annual General Meeting prepared to respond to any appropriate questions on the Committees activities.

#### Reporting Responsibilities

- The Committee Chairperson shall report formally to the Council on its proceedings after each meeting on all appropriate issues.
- The Committee shall make whatever recommendations to the Council it deems appropriate on any area within its remit where it believes action is needed.

#### Other

- The Committee shall, at least annually, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to Council for approval.
- The Committee is authorised to seek any information it requires from any employee of the Hospital in order to perform its duties.
- The Committee is authorised to obtain, at the Hospital's expense, outside legal or other professional advice on any matters within its remit.

## **2.5 Medical Board**

The Medical Board is the name given to the committee established by the Council of the hospital comprising all of the consultant staff appointed to hold permanent positions at the Royal Victoria Eye and Ear Hospital.

#### Purpose

The purpose of the Medical Board (hereinafter referred as "The Board") is to be an advisory Board to the Council in relation to medical issues at the hospital. The Board provides a forum for discussion amongst consultants appointed to permanent positions at the hospital.

#### Objects

All issues of concern to medical staff at the hospital, which properly come before the Board, will be discussed. If necessary, the Board will decide to make recommendations on issues of concern, to the Council of the hospital

At all times, the Board will strive to ensure that any recommendations made by it, will improve the quality of care and service available to patients who attend the hospital. The Board is further committed to maintain the high standards in all departments of the Hospital and in particular, those of the department of Ophthalmology which is a designated national Centre, and in the department of Otolaryngology, Head and Neck Surgery, in respect of which the Hospital is a regional Centre.

In carrying on its work, the Board will have regard to the following values:

- Patient's welfare is the foremost consideration.
- Members of the Board will practice in accordance with the highest standards set out for their specialisms.
- Ethics principles will inform all discussions and recommendations of the Board.
- There is an on-going commitment to research, education and training.

#### The Board and the Council

- For the avoidance of doubt, a reference to the masculine gender is deemed to include a reference to the feminine gender.
- The authority for taking all decisions in relation to the Hospital, is vested in the Council. The Board may, from time to time, submit to the Council, recommendations on areas of concern to its membership. The Chairman of the Board will attend Council meetings.

#### Membership

There are two categories of membership of the Board:

- a) Full members  
Full membership is reserved for Consultants who have been appointed to, and hold permanent positions at the hospital.
- b) Temporary Membership  
Temporary Membership will be for a specified term which, with the approval of the Council of the Hospital, may be conferred by the Board on any of the following, on the invitation of the Honorary Secretary and with the consent of a majority of the Medical Executive Board:
  - A Consultant on the staff of the Hospital but not holding a permanent appointment at the Hospital.
  - A former full member on retirement; while that member continues as a locum in his previous post.
  - A Non-Consultant Hospital doctor.

#### Officers

The Officers of the Board are the Chairman, the Vice-Chairman, the Honorary Secretary, and the deputy honorary Secretary. Each of these officers shall be rotated at the Annual General Meeting. The officers shall hold office until the next Annual General Meeting when they shall retire.

#### Dissolution

The Board can only be dissolved by a decision of the Council of the Hospital.

#### Other Matters

To ensure it is operating at maximum effectiveness the Board shall, on an annual basis, review its own performance and terms of reference. The Board shall forward and recommend proposed improvements to Council for approval.

## **2.6 Ethics and Medical Research Committee**

The purpose of the Ethics Committee is to provide clinical ethics consultation, developing and/or revising policies pertaining to clinical ethics and hospital policy (e.g., organ procurement), and facilitating education about topical issues in clinical ethics

The committee shall:

- Promote the rights of patients
- Promote shared decision making between patients and their clinicians
- Promote policies and procedures that maximise the likelihood of achieving best patient centred outcomes and to enhance the ethical environment for the staff in the hospital
- Ensure that systems and processes contribute to/do not interfere with ethical practices and
- Promote ethical leadership behaviours and promote transparency in decision making

#### Membership

- Members of the Committee shall be appointed by the Council and shall be made up of at least 5 members.
- Only members of the Committee have the right to attend Committee meetings. Other individuals may be invited to attend as and when appropriate.
- Appointments to the Committee initially shall be for a period of up to three years, which may be extended for two further three year periods.

- The Chairman of the Medical Board shall be the Committee Chairperson. In the absence of the Chairman the remaining members present shall elect one of their number to chair the meeting.

#### Frequency of Meetings

- The Committee shall meet at least once a year and at such other times as the Chairperson shall require.

#### Reporting Responsibilities

- The Committee Chairperson shall report formally to the Council on its proceedings after each meeting on all appropriate issues
- The Committee shall make whatever recommendations it deems appropriate on any area within its remit where it believes action is needed.

### **3.0 DEVOLVED FUNCTIONS OF EXECUTIVE COUNCIL**

#### **3.1 Overview**

3.1.1 There shall be a defined interface of governance with the Royal Victoria Eye and Ear Hospital Council in order to achieve the goals and objectives of the organisation. This shall be achieved through the devolved power of the Council.

3.1.2 Responsibility for implementation of Council policy, strategy, management and operation of the Royal Victoria Eye and Ear Hospital shall reside with the Hospital Management Group, effected through the Master/CEO/ Accountable Officer.

3.1.3 The devolvement of power is through the Master/CEO/ Accountable Officer who chairs the the Hospital Management Group.

The Royal Victoria Eye and Ear Hospital Council shall evaluate the Master/CEO/ Accountable Officer performance against defined policies and criteria to ensure that the the Hospital Management Group effectively delivers its strategies, goals and objectives.

3.1.4 The Master/CEO/Accountable Officer shall have appropriate operational and management systems in place to effectively deliver the strategies, goals and objectives, to manage performance, and to continuously improve the services provided to service users.

3.1.5 The Master/CEO/Accountable Officer is responsible for ensuring that all issues not referred to Council are raised at the Hospital Management Group Meeting.

#### **3.2 Offices of the Council**

3.2.1 Master/CEO/Accountable Officer

The Master/CEO/Accountable Officer shall be appointed by the Council.

The Board delegates authority to the Master/CEO/Accountable Office concomitant with the responsibilities of the office, overall responsibility for the hospital and in particular all clinical areas,

3.2.2 The Master/CEO/Accountable Officer shall, inter alia:

- (a) The Master/CEO/Accountable Officer shall be an ordinary member of the Council, and shall attend all council meetings with the exception of the annual Council meeting between the President and the ordinary Council Members (see 1.9.2).



- (b) Be responsible though delegating responsibility to the Secretary Manager/or agreed delegate for the general administration including the development of strategic and business plans and financial management of the Royal Victoria Eye and Ear Hospital under the direction of the Council or, as provided under these Articles, the President.
- (c) Act as the Secretary of the Council.
- (d) Be responsible for maintaining the Statutory Registers of Royal Victoria Eye and Ear Hospital.
- (e) Be responsible for minuting all meetings of the Council, ensuring that Minutes are signed and maintaining the Minute Book.
- (f) Be responsible for the conduct of elections for Members of the Council.
- (g) Chair the Hospital Management Group.

### 3.2.2 Secretary Manager/Agreed Delegate

- (a) The Secretary Manager shall be appointed by Council.
- (b) The Council approves the delegation of agreed authority to the Secretary Manager, working directly for and in conjunction with the Master/CEO/Accountable Officer, for the administration and operation of the organisation including:
  - Operations Management
  - Risk Management
  - Financial and Resource Management
  - Workforce Management
  - Communications Management
  - Information Management
  - Service design, improvement and innovation
  - Environment and Infrastructure Management

## 4.0 CODE OF CORPORATE ETHICS AND BUSINESS CONDUCT

### 4.1 Corporate Ethic Values

The Royal Victoria Eye and Ear Hospital upholds the following corporate ethic values:

- The inherent dignity of each and every human being.
- The practice of justice, fairness, honesty and integrity.
- The proper stewardship of resources.
- The striving for excellence.

### 4.2 Principles

These values will be guided by the following principles:

- (a) All individuals of whatever culture, class or belief will be treated with respect including and especially those who are intellectually or physically impaired or disabled, incompetent or deceased.
- (b) The principle of justice will be observed in the avoidance of all discriminatory practices, bullying, harrasment and the provision of equal opportunity.
- (c) Organisational activity, including administration, will be conducted in a fair, open and collaborative manner.
- (d) Responsibility and accountability will be exercised in all decisions and actions at every level to ensure that the best use of resources is achieved.
- (e) The pursuit of excellence will be encouraged in every field of activity with the aim of improving standards of service to service users.

#### **4.3 Conflict Of Interest**

The Council recognises that by nature, Council Membership embraces potential for conflict of interest. The principal circumstances giving rise to such possibilities in the Royal Victoria Eye and Ear Hospital case are as follows:

- (a) Instances where a Council Member can influence procurements and awarding of contracts for which groupings or enterprises with which he is associated directly or indirectly are competing.
- (b) In the former case, Council Members are required to declare such an interest to the President (Chairperson) of the Council.
- (c) In the latter case, Council Members are required to similarly declare such an interest and step aside from the related procurement / contract review, selection and awarding process.

#### **4.4 Confidentiality**

Having regard to the nature of their position, all Council Members are privy to information and material which is confidential to the organisation and its service users. All Council Members are required to maintain confidentiality in such matters.

Former Council and staff Members are required to maintain confidentiality in regard to the business of the Council.

#### **5.0 DISCLOSURE OF INTERESTS/ AVOIDANCE OF CONFLICT OF INTEREST**

- 5.1 To avoid conflicts of interest and the possibility of unjust enrichments each Council member furnishes to the organisation's Secretary details of their employment and all other business interests which could involve a conflict of interest or could materially influence their functions as a member of the Council. Interests of family and other connected persons or bodies are also declared. This information is held in a Register of Board member interests held in trust with the Master/CEO/Accountable Officer and accessible only by the President.
- 5.2 When a matter arises which might involve a conflict of interest the Council member is required to inform the President.
- 5.3 Where doubt arises about the need for disclosure the member consults the President.
- 5.4 The Hospital Secretary maintains a confidential register of Council members interests which is updated annually.
- 5.5 Documents relating to dealings with interests of a member of the Council are not made available to the member concerned. Where such documents are received, they should be returned. A member absents himself from discussions relating to such dealings.
- 5.6 Where a question arises as to whether or not a case relates to a member's interests the President adjudicates.

#### **6.0 OBLIGATIONS**

- 6.1 The Royal Victoria Eye and Ear Hospital Council and staff are committed to the Corporate Governance and related Code of Corporate Ethics and Business Conducted

Practice adopted by the Council.

- 6.2 An obligation of loyalty to the Royal Victoria Eye and Ear Hospital is recognised together with a commitment to the highest standards of business ethics.
- 6.3 Council members use their best endeavours to attend all Council meetings.

## **7.0 QUALITY OF SERVICE AND CONTROLS**

- 7.1 The Royal Victoria Eye and Ear Hospital values emphasises quality improvement in all its endeavours.
- 7.2 To achieve the foregoing objectives the Council is fully committed to continuous quality improvement principles and pursues a comprehensive and continuously reviewed quality improvement programme.
- 7.3 A formal reporting structure is in place so that the Council receives, through the Master/CEO/Accountable Officer, regular updates on the quality and safety management programmes.
- 7.4 The Royal Victoria Eye and Ear Hospital upholds the values of equality and diversity in all of its activities.
- 7.5 The Royal Victoria Eye and Ear Hospital provides clean, accessibility which, where appropriate, comply with occupational and safety standards and as part of this, facilitates access for people with disabilities and others with special needs.
- 7.6 The staff of the Royal Victoria Eye and Ear Hospital deliver quality services with courtesy and sensitivity.
- 7.7 The Council is committed to a strategy which minimises risks to all service users through a comprehensive system of internal controls, whilst maximising potential for flexibility, innovation and best practice in delivery of its services.
- 7.8 An effective programme of internal controls, incorporated into the overall quality and safety management system, will inform the Council in relation to significant risks for which they are responsible. Internal controls shall also assist in the development and review of the hospital's services.
- 7.9 The internal controls include defined performance indicators, written policies and procedures, clearly defined lines of accountability, and the delegation of authority. It makes provision for comprehensive reporting and analysis of the performance indicators on a regular basis, against defined standards and budgets, as well as compliance with legal requirements.
- 7.10 Specific controls are to be developed in relation to the following areas:
  - 1. Financial performance (including internal audit)
  - 2. Client services provision
  - 3. Research and development
  - 4. Human resources
  - 5. Buildings, equipment and contractor control
  - 6. Environmental management
  - 7. Quality and safety management

8. Information management and technology
  9. Insurance and legal
- 7.11 The Royal Victoria Eye and Ear Hospital will carry out internal operational evaluations on an annual basis. The findings of these evaluations shall be presented to the council by the Master/CEO/Accountable Officer and incorporated into the strategic plan.

## **Bibliography**

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## **Appendices**

1. Hospital Charter, Dublin Eye and Ear Hospital Act 1897.
2. RVEEH Organogram

# RVEEH MASTERSHIP ORGANOGRAM

