



THE ROYAL VICTORIA  
**EYE AND EAR**  
HOSPITAL DVBLIN  
LOOKING AFTER THE NATION'S EYES AND EARS SINCE 1897

**Royal Victoria Eye and Ear Hospital**

**Corporate Governance Manual**

**Approved by Council 4<sup>th</sup> October 2023**

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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 Council of the Royal Victoria Eye and Ear Hospital is required to observe.

Key functions of the 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 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 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/her election determine or until s/he resigns.
- (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 CEO or agreed designate 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 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 requirement

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 (Chair)**

The President, as Chair 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 CEO

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

### **1.8.1 Strategic**

The hospitals corporate strategy is formulated, adopted and reviewed every 3-5 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 CEO. 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 the Chair.
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 currently 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 Chair (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 CEO in attendance and acting as Secretary, as appropriate. Where the matter relates to the CEO'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 CEO to ensure that the Council is supplied with accurate and timely information which enables it and the Chair to fulfil their responsibilities, their legal obligations and responsibilities to the Members (see also Section 3.0 Devolved Functions of Council).

## **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 and Medical Research Committee
  - Quality and Safety Committee
  - Strategic Research Committee
  - Sustainable Restoration and Upgrade Works Committee
  - Sustainability 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.

*See separate document "Terms of Reference of the Finance Committee"*

## **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.

*See separate document "Terms of Reference of the Audit and Risk Committee"*

## **2.4 Nominations Committee**

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

*See separate document "Terms of Reference of the Nominations Committee"*

## **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.

*See separate document “Terms of Reference of the Medical Board”*

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

The purpose of the Ethics and Medical Research 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

*See separate document “Terms of Reference of the Ethics and Medical Research Committee”*

## **2.7 Quality and Safety Committee**

The Quality and Safety Committee is established as a Sub-Committee of the Council of the Hospital. The Committee will oversee the hospitals Quality and Safety Executive Committee and provide assurance to Council around:

- Quality and Safety within the Hospital,
- That appropriate processes are in place to identify gaps and manage them accordingly and
- That there are effective strategies in place to continually improve quality and safety.

*See separate document “Terms of Reference of the Quality and Safety Committee”*

## **2.8 Strategic Research Committee**

The Strategic Research Committee has been established to oversee the development and implementation of strategies to enhance high quality research outputs for the Royal Victoria Eye and Ear Hospital. It is to:

- Oversee the development and implementation a Strategic Plan for Research at the hospital.
- Work closely with the RVEEH Research Foundation and the Acuity Foundation in the delivery of the research programme.
- Support the RVEEH in becoming the national centre for inherited retinal conditions.
- Support and foster research partnerships with international centres of excellence.
- Deliver an Annual Report on research activities at the hospital.

*See separate document “Terms of Reference of the Strategic Research Committee”*

## **2.9 Sustainable Restoration and Upgrade Works Committee**

The Hospital Redevelopment Committee is established as a Sub-Committee of the Council of the Hospital. The Committee will oversee the hospitals redevelopment programme in addressing the under-capacity and quality of the hospital's infrastructure. It will do so by:

- Providing strategic oversight of the hospital redevelopment programme.
- Ensure that the RVEEH has appropriate structure, systems, controls and processes in place for the programme delivery.
- Review and approve the project delivery plan, including agreed key objectives and milestones, providing critical challenge and support.

- Ensure that the key programme risks are included in the Corporate Risk Register and are being effectively managed and mitigated.

*See separate document “Terms of Reference of the Sustainable Restoration and Upgrade Works Committee”*

## **2.10 Sustainability Committee**

The purpose of the Committee is to develop, oversee and monitor the RVEEH sustainability strategy. The goal is to achieve net zero carbon emissions for the hospital by mitigation. The committee's core responsibilities are to:

- To oversee the development a Sustainability Strategy (Green Plan) for the hospital that is approved by Council.
- To promote a sustainable healthcare environment and the delivery of greener models of healthcare for the benefit of staff, patients and other stakeholders.
- To embed a sustainability agenda into the Council agenda all aspects of the organisation's activities.
- To promote greater staff and public involvement in the environment and sustainability of the RVEEH.
- To provide a bi-annual reports on activities to the Council.
- To deliver an Annual Green Report for the hospital.

*See separate document “Terms of Reference of the Sustainability Committee”*

## **3.0 DEVOLVED FUNCTIONS OF 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 CEO.

3.1.3 The devolvement of power is through the CEO who chairs the the Hospital Management Group.

The Royal Victoria Eye and Ear Hospital Council shall evaluate the CEO 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 CEO 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 CEO is responsible for ensuring that all issues not referred to Council are raised at the Hospital Management Group Meeting.

### **3.2 Officers of the Council**

#### **3.2.1 CEO**

The CEO shall be appointed by the Council. The CEO role is currently a shared one, with the hospital moving to a mastership model in the medium term.

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

3.2.2 The CEO shall, inter alia:

- (a) The CEO 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 for the general administration of the Royal Victoria Eye and Ear Hospital under the direction of the Council or, as provided under these Articles, including:-
  - Delivery of the key strategic priorities as outlined in the 5-year Strategic Plan for the hospital.
  - Delivery of the Annual Operational Plan as per the Service Level Agreement with the HSE
  - Risk Management
  - Financial and Resource Management
  - Workforce Management
  - Communications Management
  - Information Management
  - Service design, improvement and innovation
  - Environment and Infrastructure Management
- (c) Act as the Secretary of 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.

## **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, harassment 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**

- (a) It is recognised that there is potential, on appointment and/ or during a Council Member's membership of Council, that potential conflict of interests may arise. Each Council Member shall be obliged to disclose to Council if circumstance exist or arise which may be a potential conflict. That Council Member shall declare the nature of his/ her interest , when it arises and in the case of a conflict relating to a contract or arrangement to which the Hospital may be party to ,at the first instance that that contract or arrangement is being considered by Council or, if it is an interest that arise after the contract or arrangement has been entered into by the Hospital, at the first Council meeting following that Council Member becoming so interested.
- (b) Where a conflict arises, that Council Member shall not attend at that part of the meeting where the matter comes for consideration and shall not vote at any meeting of Council ( or of any Committee of Council) on any resolution concerning such matter and he/ she shall not be counted in the quorum present at the meeting in relation to such a resolution on which he/ she is not entitled to vote. Where ,in the case of the President , any such potential conflict of interest may arise , the President shall be obliged to make the declaration and comply with the provisions as set out in paragraph A above and , in addition , the then Vice President ( if there is a Vice President so appointed) or the most senior Council Member ( based on longevity of tenure as a Council Member) so present at that meeting shall chair the meeting in respect of that topic for the duration of that meeting.
- (c) A note of any such interest shall be kept by the Council.

### **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 CEO 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

CEO, 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 CEO and incorporated into the strategic plan.



## **Bibliography**

Code of Practice for the Governance of State Bodies; *Dept. of Finance, 2002*

Dublin Eye and Ear Hospital Act 1897

On Board – guide to better practice for public sector governing and advisory boards; *State Library of New South Wales, 1998*

Model Code of Practice for Board Members of Advisory Non-Departmental Public Bodies; *Cabinet Office, Central Secretariat, London, 1998*

The Seven Principles of Public Life; *The Nolan Commission, UK, 1995*

Ethics in Public Office Act, 1995; *Stationary Office, Dublin*

Principles of Quality Customer Service for Customers and Clients of the Public Service (Revised); *Dept. of Finance, 2000*

*Guidelines For Implementing Controls Assurance in the NHS; Guidance For Directors. Nov 1999*

*The Management of Management - a practical guide to Corporate Governance, Prospectus 2004*

Charities Act, 2009 *Stationary Office, Dublin*

## **Appendices**

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

## RVEEH MASTERSHIP ORGANOGRAM

