

Registered Charity No 20000394



St. John's Hospital, Limerick

Hospital Constitution
(heretofore Scheme of Management)

and

Bye-Laws

Approved by the Charities Regulatory Authority on 25th October 2018

St. John's Hospital, Limerick

Hospital Constitution

Title:

1. The Charity, formerly known as “St. John’s or the Fever and Lock Hospital, Limerick”, founded by Act of the Irish Parliament in 1780, occupying a site formerly called St. John’s Barrack near St. John’s Gate shall be administered and managed in accordance with the provisions of this Constitution and shall be known as “St. John’s Hospital, Limerick”.

Definitions:

2. In this Constitution unless the context otherwise requires,
“The Hospital” means St. John’s Hospital, Limerick.
“The Authority” means the Charities Regulatory Authority.
“The Trustees” means the Trustees of the Charity.
“The Board” mean the Board of the Charity.
“Life Governors” means those persons deemed to be existing Life Governors under the Scheme of Management approved by the High Court (1988 No. 778SP).
“Chief Executive” means the Chief Executive of the Hospital appointed by the Board.
“Director of Nursing” means the Director of Nursing of the Hospital appointed by the Board.
“Corporate Governance” means the legal status, structures, systems, policies, processes and procedures that determine how the Hospital is controlled, directed, led and managed to ensure that it fulfils its responsibilities in line with its statutory, regulatory and contractual obligations.
“Corporate Governance Manual” means the manual of governance documents that detail and support the Hospital’s corporate governance responsibilities and activities.
3. The Hospital Constitution shall come into operation on the day when it is approved by order of the Charities Regulatory Authority.

Objects:

4. The object of the Charity is to provide the healthcare services of a Voluntary General Hospital in line with the hospital’s Mission Statement:
“Faithful to our tradition, we provide the highest possible standard of care and treatment in a professional and compassionate manner to every person who avails of our services”

Funds:

5. The property of the Charity consists of:
 - a. The lands, tenements, hereditaments described in the Schedule hereto, and
 - b. The plant, machinery, furniture and fittings of the Hospital, cash in hands, cash in Bank and such monies as may be due and owing thereto.

Board:

6. The Hospital shall be controlled and governed by the Board. The number of members on the Board will be not less than nine and not greater than twelve.
7. The Board shall consist of the following persons, who shall, subject to eligibility as set out below, be appointed each year, vis:-

(A) Six (6) Persons qualified by the holding of office:

- (i) The Catholic Bishop of Limerick.
- (ii) The Reverend Administrator of the Parish of St. John's.
- (iii) The Mayor of the Metropolitan District of Limerick.
- (iv) The Chairperson of the Medical Board or other such clinical governance committee established under the Bye-Laws of this Constitution.
- (v) The Secretary of the Medical Board or other such clinical governance committee established under the Bye-Laws of this Constitution.
- (vi) A Public representative as nominated by Limerick City and County Council.

(B) Between four (4) and six (6) persons who have been identified as suitable by the Nominations and Governance Committee and recommended by the Board and appointed by the Trustees

Appointments to the Board under this Clause shall include an appropriate mix of persons who are deemed to have the appropriate and required levels of skill, competence and experience in the following areas:

- Sectoral, nursing, professional and relevant technical competencies
- Legal, Corporate Governance, Audit
- Financial Management, Risk Management,
- Business / managerial, administrative type competencies and
- Strategic Planning / Innovation, Change Management

The Chairperson of the Board shall, ex officio, be the Catholic Bishop of Limerick

The Board shall elect a Deputy Chairperson from its own membership at each Annual General Meeting of the Board. A Board member may be re-elected as Deputy Chairperson for a maximum period of three years

The membership term for each Board Member, unless an ex-officio appointment, shall not exceed 3 years (excluding any part year between co-option and election to the Board). On completion of a term of office, a member shall be eligible for re-appointment but may not serve more than three consecutive terms of three years.

The existing Scheme of Management (The High Court 1988 No. 778 SP) shall continue in force until this Constitution is approved by the Charities Regulatory Authority. The existing Management Committee will be responsible for the introduction of the new Constitution

8. The Board shall make Bye-Laws for the administration of the Hospital. Until such Bye-Laws have been so made the Board shall act in accordance with the Bye-Laws of the Hospital in force under the above Scheme. The Board shall have the power to amend the Bye-laws from time to time as necessary.
9. The Board shall ensure that a comprehensive Corporate Governance Manual is developed, adopted, maintained and updated by the Chief Executive, subject to Board approval.
10. Reserved and Delegated Functions:

The Board shall determine and list the powers and functions which are reserved to the Board and shall include the following functions which may not be delegated to any other body or persons:

- The Board shall be responsible for the selection, appointment, assessment of the performance of, and succession planning for the Chief Executive who shall report to and be accountable to the Board. The Chief Executive will act as Secretary of the Board and will be supported by a Recording Secretary in this role.
- The Board will formally delegate executive and operational management responsibility for policy implementation and the executive management of the Hospital to the Chief Executive.
- The Board may take back some or all powers and functions delegated to the Chief Executive where, following review and detailed consideration, it concludes that it is in the best interest of the Hospital to do so.
- The Board will be responsible for the selection and appointment of the Director of Nursing.
- The powers of the Board shall include confirming the appointment and recommendation for the dismissal of all permanent employees, subject to compliance with all relevant statutory and employment legislation.
- The Board shall approve the annual audited accounts and will furnish the Trustees with the annual audited accounts for their review.
- The Board shall appoint the Auditors and Solicitors of the Hospital at the Annual General Meeting of the Board.
- The Board shall approve strategic plans developed by the Chief Executive for the Hospital.
- The Board shall be responsible for the selection of Trustees for submission for appointment by the Authority.

11. The Board shall monitor performance, including the Board's own performance and shall receive regular reports to assist it in doing so from the Board's Committees and from the Chief Executive.
12. The Board shall advise and support the Chairperson, Board Committees and the Chief Executive in the discharge of their roles and responsibilities.
13. The Board shall satisfy itself that robust and comprehensive financial controls and systems of risk management are in place and being complied with. The responsibility for this will be included in the list of functions delegated by the Board to the Chief Executive.
14. The Board shall keep itself up to date and fully informed about strategic issues and changes affecting the hospital and the environment in which it operates. The Board will do this through its interactions with the Chief Executive and the Board Committees.
15. The Board shall ensure that on appointment to the Board, members receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings.

The Board will ensure that a formal induction process will be carried out for all new Board members and that refresher induction takes place for the Board as a whole at least once in every two-year period.

16. The Board may, from time to time, establish such committees of the Board as are necessary to assist it in the performance of its duties. They may include members who are not members of the Board, if specialist skills are required. The Chairperson of each Board Committee shall be a Board member other than the Chairman.

The Board shall also ensure, through confirmation from the Chief Executive, that such other regulatory committees as required by statute, HSE and HIQA are in place and working to defined terms of reference.

Where a Board Committee is established:

- the terms of reference shall be specified in writing and approved by the Board and reviewed annually;
- the Board shall appoint the members of the Committee
- all protocols concerning the operation of the Board shall be applied to Board Committees
- Minutes of Committee meetings shall be circulated to all Board members and will form the basis for Board Committee reports at Board meetings.

The Board shall as a minimum, establish the following Board Committees, to meet best practice and good governance requirements:

- Audit
- Risk
- Nominations and Governance
- Quality and Safety

17. The Board shall keep under review corporate governance developments (including ethics-related matters) that might affect the Hospital, with the aim of ensuring that the Hospital's corporate governance policies and practices continue to be in line with best practice.
18. A Medical Board or other such clinical governance committee constituted in accordance with the Bye-Laws shall act as an advisory body to the Board and shall make reports to the Board on any matter or thing in connection therewith which should receive the consideration of the Board.

Trustees:

19. There shall be not less than four and not more than ten Trustees of the Hospital of whom one shall be the Catholic Bishop of Limerick. Those Life Governors under the current Scheme of Management who are eligible to be appointed as Trustees may be so proposed for nomination by the Board to the Authority to fill vacancies as they arise.

The following shall be Trustees:

- (i) Most Reverend Brendan Leahy. Bishop of Limerick,
 - (ii) Dr. Dermot Molony
 - (iii) Mrs. June Duggan
 - (iv) Mr. Ralph Keane.
 - (v) Dr. Brendan Conroy.
20. The Trustees shall elect a Chairperson from among their number. A Trustee may serve as Chairperson of the Trustees for a maximum period of five years.
 21. The Trustees shall comply with all codes of conduct and good governance which the Board shall draw up and update from time to time.
 22. The Trustees shall hold at least one meeting each year and the Board will outline the time frame for this meeting to take place before the Annual General Meeting of the Board. At this annual meeting, the Trustees will review the audited accounts and relay their views thereon to the Board AGM where the audited accounts will be considered for approval and adoption by the Board.

The Trustees shall also receive and consider recommendations from the Board as identified by the Nominations and Governance Committee for the appointment of members to the Board. The Trustees shall satisfy themselves that the persons recommended meet the appropriate mix and level of skill and competence requirements set out in the Constitution before confirming appointments to the Board for the following year.

Where the Trustees require further clarification that a person recommended has the appropriate level of skill and competence, the Chairperson of the Trustees shall consult with and seek the necessary clarification from the Chairman of the Board before putting the recommendation to the Trustees for confirmation of the appointment.

If circumstances should arise whereby a member of the Board, other than an ex-officio Board member, is to be removed from their position as a Board member, the Board shall follow the appropriate procedures laid down in the Boards codes of conduct and good governance in the investigation of the matter and reaching such a decision. The principles of fair procedures and natural justice shall be observed by the Board in reaching such a decision. In the event that the Board makes a decision that a Board member shall be removed from the Board then the Board Member shall be entitled to appeal this decision to the Trustees. The Trustees shall follow the appropriate procedures laid down in the applicable codes of conduct in relation to this appeal and shall reach a final decision in the matter. Once the Trustees have reached their decision this decision shall be communicated to the appellant and the Board as soon as is practicable.

23. The Trustees themselves may decide to hold further meetings and the Board, on request to the Chairperson of the Trustees, may request ad hoc meetings of the Trustees and specify the time frame for the holding of such meetings.
24. If any Trustee shall die or retire or be declared bankrupt or be deemed by the other Trustees to be incapable of acting or unfit to act, his or her Trusteeship shall ipso facto cease and the fact of such vacancy and the cause thereof shall be recorded in the minutes of the next Board meeting. If, by reason of any vacancy, the number of Trustees is reduced to fewer than four, such number of new Trustees shall be recommended for nomination by the Board to the Authority as will bring the numbers up to a minimum of four and a maximum of ten.

The property of the Charity shall be held by the Trustees on the following trusts-

- (a) To pay there out the costs by any order of the Court directed to be paid.
 - (b) To invest and hold the residue of the said property consisting of monies in and upon any investment in which monies belonging to a Charity may from time to time be invested under the Charities Acts, 1961 to 2009, or other Act of the Oireachtas and if so advised to vary from time to time such investments for others of like nature.
 - (c) To apply the income from time to time arising from such investments for the object of the Charity.
 - (d) The property of the Charity shall be vested in the Trustees and held by them in accordance with the provisions therein contained. The Trustees shall receive an update at their annual meeting or at such other times as appropriate / required on the state of the property and on any proposed or planned developments to the property
25. The Trustees shall have custody of all deeds and documents of title in relation to the said property and shall be responsible for the safe custody thereof.
 26. The Trustees shall have power to borrow monies for the purposes of the Hospital and to charge the Trust property with such loan or loans as directed by the Board subject to the approval of the Authority.
 27. The Trustees or Board may at any time receive and accept donations, subscriptions and bequests of property real and personal for all or any of the purposes of the said Charity and such funds or property shall be held by the Trustees in accordance with Clause 24 hereof.

28. There shall be a Chief Executive of the Hospital whose responsibilities shall include arranging the keeping of a Register of members of the Board and the recording of the minutes of the meetings thereof and such other duties the Board shall direct.
29. The Chief Executive shall cause to be kept accurate accounts of all receipts and payments on behalf of the Charity and such accounts shall be audited by the Auditors appointed by the Board. Copies of the accounts so audited shall be furnished by the Chief Executive to the Authority.
30. This Constitution and any bye-laws made thereunder shall be obtainable from the Chief Executive at such cost as the Board with the sanction of the Authority shall from time to time determine.
31. This Constitution may be altered, amended or modified as to its objects or otherwise should occasion so require on application to the Authority by the Board.

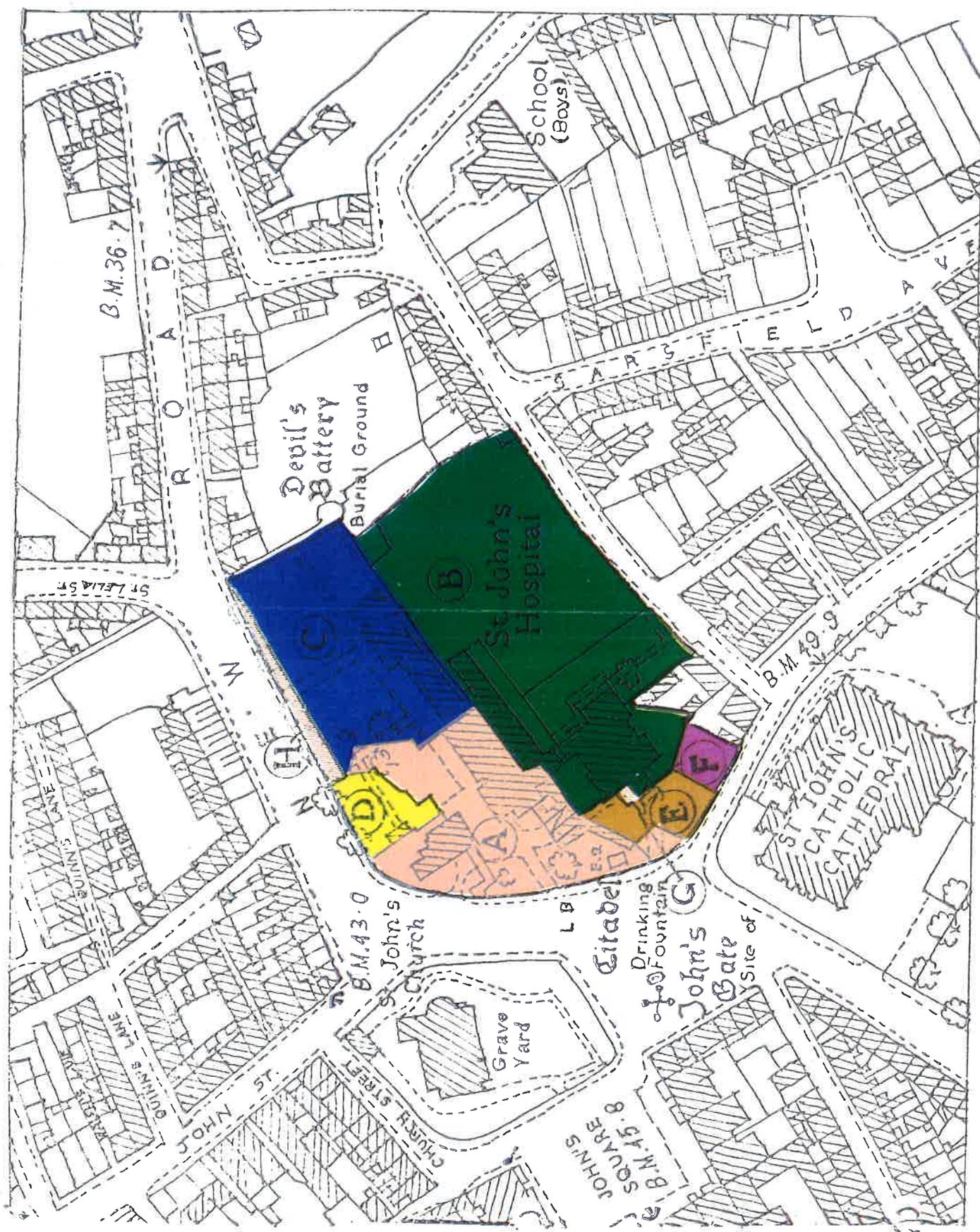
SCHEDULE

The lands, tenements and hereditaments of the Hospital occupy approximately two and a half acres situate at the site of Saint John's Gate in the City of Limerick as delineated on the map annexed hereto bounded by a red verge line.

They consist of the following parcels:-

1. The original hospital building. There are no documents of title extant but the property can be defined by reference to later acquisitions by the Hospital and is designated with the Letter "A" on the accompanying map and is thereon coloured pink.
2. The fee simple of this parcel was acquired by the Hospital by Conveyance dated 30th November, 1937 made between Margaret O'Shaughnessy and another to Most Reverend David Keane and Others. Portions of this property had formerly been held by the Hospital under other titles. The Conveyance bears a map and the area is designated "B" on the accompanying map and is thereon coloured green. The original conveyance is forthcoming.
3. This parcel was conveyed by John Fitzgibbon Sargent to the Governors and Governesses of Saint John's Hospital on 15th December, 1848. The property may be identified by reference to the Map endorsed on the said conveyance and is designated on the accompanying map with the letter "C" and is thereon coloured blue.
4. This parcel was conveyed by William John Petherick to Most Reverend Edward Thomas O'Dwyer and others as trustees for the Hospital on 16th August, 1904, in fee simple. The conveyance does not bear any map but the property may be identified by reference to maps endorsed on documents relating to leasehold interest in the same property which had previously been acquired by the Hospital. The original conveyance is forthcoming. The property is designated on the accompanying map with the letter "D" and is coloured yellow.

5. This parcel was conveyed by Mary Heffernan to Most Reverend Edward Thomas O'Dwyer and others in fee simple on the 17th August, 1900. The property may be identified by reference to a map endorsed thereon. The original conveyance is forthcoming. This property is designated with the letter "E" on the accompanying map and coloured brown.
6. This property was conveyed by Mary Deegan to Most Reverend Edward Thomas O'Dwyer and others in fee simple on the 17th August, 1900. The original conveyance is forthcoming. The property may be identified by reference to a map endorsed on the original of said conveyance. The property is designated with the letter "F" on the accompanying map and is thereon coloured purple.
7. There are also included in the hospital property two small portions which have been marked on the map annexed hereto with the letters "G" and "H". These portions are not included in the maps annexed to the hospital's documents of title above referred to but it is believed that this is due to inaccuracy in the maps. In any event, the hospital has been in possession of these portions of the property for very many years and a possessory title has been established thereto.



B.M. 36.7

R O C F O R D A V E N U E

Devil's Battery
Burial Ground

School
(Boys)

S A R S F I E L D A V E N U E

St John's Hospital

ST JOHN'S CATHOLIC CATHEDRAL

B.M. 49.9

H

John's Gate

Site of

John's Church

Grave Yard

Citadel

Drinking Fountain

C

JOHN'S SQUARE
B.M. 45.8

B.M. 43.0

JOHN'S LANE

CHURCH STREET

St

BYE-LAWS

1. The Board shall normally meet once a month
2. The quorum for the meetings of the Board shall be four members, personally present.
3. The quorum for the Annual General Meeting of the Board shall be six members, personally present
4. The quorum for the meetings of the Trustees shall be three members, personally present
5. A special meeting of the Board may be requisitioned by the Chairman or by three members of the Board by giving seven clear days written notice in advance to the Chief Executive specifying the purpose of the meeting
6. Both ordinary and special meetings of the Board shall be summoned by the Chief Executive by giving four clear days written notice to the members specifying the purpose for which the meeting is to be held
7. The Board meetings will be chaired by the Chairman of the Board
8. In the absence of the Chairman or Deputy Chairperson at a Board meeting, a Chair shall be chosen from among those members present
9. In the case of equality of votes on any question arising at a meeting of the Board the Chair of the meeting shall have a second or casting vote
10. If a vacancy shall occur on the Board among those members who are members by reason of holding office that vacancy shall be filled by the office holder in succession or the person acting in that office pending a permanent appointment.

If a vacancy shall occur on the Board among those members who are members by nomination that vacancy shall be filled by the properly nominated nominee of the Nominations and Governance Committee as recommended by the Board and approved by the Trustees.
11. The Board in place prior to enactment of this Constitution shall remain in place until a new Board is constituted.
12. The Board may set up and delegate specific powers to one or more Sub-Committees as the Board may think fit

MEDICAL BOARD/CLINICAL GOVERNANCE COMMITTEE

1. The Medical Board or other such clinical governance committee shall consist of all Consultant Staff who hold a contract of employment with the hospital or provide services to the hospital
2. The Medical Board or other such clinical governance committee shall appoint a Chairperson and a Secretary