

PREAMBLE

The National Rehabilitation Hospital (NRH) is a charitable institution. It is a Catholic voluntary publicly funded hospital under the care of the Sisters of Mercy and jointly held in trust with the Minister for Health and Children.

The NRH espouses the values established by the Sisters of Mercy by providing high quality care and treatment to patients on the basis of need and irrespective of background, creed or status. Of paramount importance are the values of Christian compassion, of respect for the dignity of each person, and of a welcoming caring environment. The NRH, in partnership with the patients and families, endeavours to achieve health and social gain through the effective treatment and education of patients who, following illness or injury, require dedicated interdisciplinary rehabilitation services. The NRH aims to achieve this in a manner that is equitable and transparent in its service delivery, sensitive and responsive to those availing of its services, and supportive of the staff entrusted with its delivery.

The religious Congregation of the Sisters of Mercy was established in Dublin in 1831 by Catherine McAuley (1778 – 1841). The caring of the sick in their own homes was the forerunner of the establishment by the Sisters of many “Health Care” centres throughout the world, including that of the NRH. The Vision of The Sisters of Mercy, stated in July 2006, is: *“This is the time when, centred in the God of Mercy, we will engage with the questions and struggles of our time. Conscious of the interconnectedness of all life, together we will refocus our Mercy Mission, committing our lives and resources to the alleviation of extreme poverty in all its forms, acting collaboratively at local and global levels”*.

Initially, the hospital, known then as *Our Lady of Lourdes Hospital, the Cedars*, was devoted by the Sisters of Mercy to the treatment of tuberculosis. In 1935, following an agreement for the expansion of the hospital with the then relevant Minister, the hospital became vested in the Sisters of Mercy upon a charitable trust to treat persons suffering from tuberculosis. In 1961, when the treatment of tuberculosis was no longer a priority, the remit of the hospital became that of a Rehabilitation centre, and it became known as the *National Medical Rehabilitation Centre*. In 1994, the name of the hospital was changed to the *National Rehabilitation Hospital* with a new logo, incorporating the crest of the Sisters of Mercy.

The NRH is now the national centre for spinal cord injury rehabilitation, acquired brain injury rehabilitation, amputee and prosthetic rehabilitation, paediatric neuro rehabilitation and rehabilitation of the younger stroke.

The NRH is dedicated to Our Lady of Lourdes.

SECTION 1.

BOARD OF MANAGEMENT:

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THE BOARD OF MANAGEMENT

- (1) The affairs of the Hospital shall be managed on behalf of the Congregation by a Board of Management which shall be responsible to the Provincial Leader. In such management regard shall be had to the preservation of the character and associations of the Hospital.
- (2) The Board shall also have regard to the Deed dated 6th July 1961 made between Representatives of the Congregation of the First Part, The National Organisation for Rehabilitation (since abolished) of the Second Part and the Minister of Health of the Third Part, under which it was agreed and declared that the premises, known as the Hospital, is held upon a charitable trust to maintain and carry on the same as a Rehabilitation Centre.
- (3) The Board shall adopt in all its dealings the key principles of good governance eg
 - (a) it will set the strategic direction of the Hospital and will lead and control in a manner to ensure delivery of objects of the Hospital and the upholding of its values.
 - (b) it will be collectively responsible and accountable for ensuring and monitoring that the Hospital is performing well, is solvent, and complies with its obligations.
 - (c) it will have clear responsibilities and functions, and will compose and organise itself to discharge them effectively.
 - (d) it will periodically review its own and the Hospital's effectiveness, and take any necessary steps to ensure that both continue to work well.
 - (e) it will set out the functions of sub-committees, the Chief Executive Officer, and other staff in clear delegated authorities, and will monitor their performance.
 - (f) it will act in accordance with and uphold the high ethical standards and philosophy of the Hospital.
 - (g) it will comply with a code of conduct and ensure that conflicts of interest are properly dealt with and avoided.
 - (h) it will comply with best practice in corporate governance as is applicable to its particular environment.
 - (i) it will be open, responsive and accountable to its stakeholders ie to its clients, to its staff, to its funding authorities, and to the Congregation.
 - (j) it will protect the assets of the Congregation under its control.

1. The Archbishop shall be the Patron of the Hospital.
2. The Chairman of the Board shall be appointed by the Provincial Leader.
3. The Chairman of the Board may, by writing under his hand, nominate any other member of the Board to act as Chairman in his place during his absence, and the member thus nominated shall be known as the Deputy-Chairman.
4. The Chairman, or in his absence, the Deputy-Chairman shall be entitled to take the Chair at any meeting of the Board, subject only to the provision of Article 7 Section (4) of this Constitution.
5. The Chairman shall keep the Provincial Leader informed on a regular basis on developments in relation to the Hospital.

1. Save as provided in Article 5 the members of the Board shall be appointed, and may at any time be removed, by writing under her hand by the Provincial Leader and the presentation of such writing to a meeting of the Board shall be recorded in evidence of such appointment or removal.
2. A member of the Board shall take office for a period of three years to be computed from the Annual General Meeting of the Board immediately following the date of such member's appointment, unless such member is deemed to have vacated membership of the Board upon being disqualified. A member becomes disqualified if he is adjudged bankrupt, makes an arrangement or composition with his creditors generally, becomes of unsound mind, is subject to a restriction order under company law, or is absent for more than six months from Board meetings without the Board's consent. Each member shall be eligible for re-appointment if they so wish and provided they are not otherwise disqualified.
3. Subject to the provisions of Article 5, the Provincial Leader may appoint a member to the Board at any time.
4. Likewise, it belongs to the Provincial Leader to accept the resignation of any member of the Board, and her acceptance of any such resignation shall be conveyed in writing under her hand to a meeting of the Board and duly recorded by such meeting.

The Board shall consist of not more than sixteen and not fewer than seven members, of whom at least one shall be a “member of the staff” (other than the Medical Staff). The Director of Nursing and the Chairman of the Medical Board for the time being shall be ex-officio members of the Board. Where possible and practicable, the Board shall comprise within its members of persons who are users or former users of medical rehabilitation services.

The “member of the staff” shall be appointed to the Board for a maximum period of two terms of three years.

The Provincial Leader may designate, with the person’s agreement, a member of the Board with a “mission effectiveness” remit, that is, a remit to ensure that the workings of the Hospital are compatible with the ethos, purposes and founding intention of the Hospital. Such designated person shall be a member of the Executive Management Committee.

1. The powers of the Board shall be as granted by this Constitution or as otherwise delegated from time to time by the Provincial Leader in the name of the Congregation.
2. The Government, control, management and regulation of all the affairs of the Hospital are hereby vested in the Board, subject to such regulations as may from time to time be made by the Provincial Leader in the name of the Congregation.
3. The Board shall have power to make, vary, add to and repeal rules for the regulation of the affairs of the Hospital, its officers and servants.
4. The Board shall have power to appoint a full-time Chief Executive Officer, responsible to the Board, whose conditions of employment, jurisdiction, obligations and remuneration shall be as determined by the Board.
5. The Board shall have power to appoint such other administrative officers and staff as may from time to time be considered necessary for the effective administration of the Hospital, and shall determine the conditions of employment and remuneration of such officers and staff.
6. The Board shall appoint the Auditor of the Hospital.
7. The Board shall have power to make all appointments to the Consultant and other Medical Staff of the Hospital, without prejudice however, to the provisions of any existing written Agreement governing all or any such appointments.
8. The Board shall not have the power to change the ethos of the Hospital or to dispose of or lease the land of the Hospital or any buildings thereon, without the prior written approval of the Provincial Leader. In addition such prior written approval shall also be required for major financial transactions, whether of borrowing or distribution, in excess of ten per cent of the annual revenue allocation of the hospital from time to time, excluding statutory distributions or capital payments which are totally funded by the State, or payments to meet statutory prompt payments requirements.

Art. 7.

1. The Board shall meet at least 6 times per annum.
2. Subject to section 1. of this Article, the Board may meet, adjourn and otherwise regulate its meetings and proceedings as it shall think fit.
3. The Board may determine the quorum necessary for the transaction of business, but unless otherwise determined by the Board, seven members shall be a quorum, and a meeting at which a quorum is present shall be competent to exercise all or any of the powers for the time being vested in or exercisable by the Board generally.
4. If at any meeting of the Board, the Chairman, or the Deputy-Chairman is not present within fifteen minutes after the time appointed for the holding of the Meeting, the members of the Board present may choose one of their members to be Chairman of the particular meeting.
5. Questions arising at any meeting of the Board shall be decided by a majority of votes and in the event of the votes of the members present being equally divided on any question, the Chairman of the meeting shall have an additional casting vote. The Chairman shall be entitled not to exercise the right to use such casting vote if the Chairman does not wish or deem it fit to do so. If any two members of the Board request a secret vote on any issue the voting shall be secret.

1. The Board shall nominate a Secretary whose function it shall be to cause minutes of every meeting to be recorded in books provided for this purpose; unless otherwise directed by the Board, the Secretary shall also see to it that the Agenda for each meeting is made available to the members of the Board at least three days in advance of such a meeting.
2. In the absence from any meeting of the Secretary thus nominated, the Chairman of the meeting shall nominate a Secretary for that particular meeting.
3. The Minutes of any meeting of the Board, or of any Sub-Committee, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting shall be received as prima facie evidence of the matters stated in such Minutes.

1. The Board may set up and delegate specific powers to one or more Sub-Committees comprising such number of persons as the Board may think fit, composed either wholly of members of the Board or partly of such members and partly of other persons whom the Board may consider suitable for any particular purpose. Without prejudice to the generality of this power, the Board shall set up and delegate specific powers to separate committees dealing with Finance/Audit and Ethics.
2. The Board shall clearly define the authority and powers of any Sub-Committee so formed and any such Sub-Committee in the exercise of the specific powers and authority delegated to it shall conform to the terms of such delegation and to such regulations (if any) as may from time to time be prescribed by the Board.
3. The meeting and proceedings of any such Sub-Committee shall be governed by the provisions contained in this Constitution for regulating the meetings and proceedings of the Board, in so far as the same are applicable thereto and are not superseded by any regulation made by the Board.

1. In addition to such meetings of the Board as may be held in accordance with the Article 7 Section (2) there shall be an Annual General Meeting of the Board, to be held not later than thirteen months after the immediately preceding Annual General Meeting.
2. The date of the Annual General Meeting shall be conveyed to the members of the Board not later than one calendar month before the aforesaid meeting.
3. The first such Annual General Meeting of the Board shall be held at a date to be determined by the Board not later than fifteen months after the date of this Constitution.
4. The business of the Annual General Meeting of the Board shall be as follows namely: -
 - (a) to receive and consider the accounts, the balance sheet and the reports of the Auditor to the Hospital.
 - (b) to appoint an Auditor to the Hospital, and in this connection the relevant provisions of the Companies Acts and related legislation, or of any statutory modification thereof for the time being in force, relating to the appointment and/or removal of an Auditor to a Private Company, shall be deemed to be incorporated in this Article.
 - (c) to receive the report of the Chairman.
 - (d) to receive the report of the Chief Executive Officer.
 - (e) to receive the report of the Chairperson of the Medical Board.
 - (f) to receive such other report as determined by the Board.
 - (g) to transact any other business which under this Constitution ought to be transacted at an Annual General Meeting of the Board.
5. The persons entitled to attend and to be invited to attend the Annual General Meeting shall be the Archbishop (or his nominee), the Provincial Leader (or her nominee), the Auditor, and the members of the Board. The Board may also invite other persons to attend the Annual General Meeting.

- (1) The members of the Board shall not receive any remuneration in respect of their services as members.
- (2) The members of the board shall however, be reimbursed for any expenses which they shall have incurred either by direction or with approval of the Board.

SECTION 2.

EXECUTIVE MANAGEMENT COMMITTEE:

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THE EXECUTIVE MANAGEMENT COMMITTEE

There shall be an Executive Management Committee, directly responsible to the Board.

1. The members of the Executive Management Committee shall be:
The Chief Executive Officer, the Chairperson of the Medical Board, the Director of Nursing, the Secretary of the Medical Board, the Deputy CEO, the Financial Controller, the Human Resources Manager, and two representatives of Clinical Services, and such other persons from time to time appointed by the Board of Management. In addition, the Board member who has been designated as having the “mission effectiveness” remit shall be a member of the Executive Management Committee. A member of the Medical Board, selected by that Board, shall be entitled to attend as an alternate for, and in the absence of, the Chairperson or Secretary of the Medical Board. In addition, the term of office on the Committee of any representative of Clinical Services shall not exceed two terms of three years.
2. The Chief Executive Officer shall chair the Executive Management Committee or in his absence, a member of the Committee selected by the Committee.

Art.14

The function of the Executive Management Committee shall be to regulate and to keep under constant review the day-to-day administration of the Hospital within the terms laid down by the Board, and to deal with such other matters as may from time to time be deputed to it by the Board. In addition, the Executive Management Committee shall report fully to the Board on all matters of importance in the Hospital.

- (1) The Executive Management Committee shall meet as often as it thinks fit, but not less frequently than once every two weeks.
- (2) To any of its meetings the Executive Management Committee may invite for consultation, not only the heads of Departments, but also such other staff, whose views it may wish to receive.

In cases where it is sought from any Department or source in the Hospital to have a proposal or recommendation submitted to the Board, such proposal or recommendation shall first be submitted to the Executive Management Committee.

THE MEDICAL BOARD

1. There shall be a Medical Board responsible to the Board of Management for clinical care, standards and practice in the Hospital, including audit reviews. The Medical Board shall report to and advise the Board of Management on all matters relating to clinical practice and any changes to that practice.
2. The Medical Board shall be composed of all the members of the Consultant Medical Staff.
3. The Board of Management shall appoint the Nominee of the Medical Board to be Chairman of the said Medical Board. In the absence of a nominee when so requested, the Board of Management shall appoint the Chairman of the Medical Board. The Chairman shall hold office for three years and shall be eligible for re-appointment for a further term of three years. Where a person has served as Chairman for successive terms of three years, such person shall not be eligible to be appointed Chairman until the lapse of three years from the expiration of the last term of such office served by him.
4. The Medical Board shall elect from its members a Secretary, a simple majority sufficing. The election should be conducted by secret ballot in the manner prescribed by the Board. The term of office of the Secretary shall be three years. The Secretary shall be eligible to serve as such for two successive terms but on the expiration of such terms shall not be eligible for further election to such office until the lapse of three years from the expiration of the last term served by him.
5. In the event of the death or retirement or prolonged absence for whatever reason of the Chairman or the Secretary, the Board shall arrange for the appointment or election as the case may be of a person to such office to hold same until the expiration of the term of the resigned, deceased or retired holder.
6. The Medical Board shall be entitled to set up such sub committees as it may consider necessary to deal with the matters which come within its competence.
7. Any sub committee so formed shall, in the exercise of the powers delegated to it, conform to such regulations (if any) as may from time to time be prescribed by the Medical Board.
8. The Medical Board shall meet at such intervals as it may from time to time determine but not less frequently than once every three months.

9. The Medical Board shall consider and make recommendations to the Board of Management on inter alia the following matters:-
- (a) The long term planning of the medical policy and development of the Hospital.
 - (b) Matters concerning the structuring of Consultant appointments and any negotiations necessary with other Bodies which may be involved in sharing these appointments.
 - (c) Medical Education.
 - (d) Non Consultant Medical Staff.
 - (e) Medical Students.
 - (f) Supervision of Allied Health Professional and Clinical Support Staff in all medical matters.
 - (g) Such other matters as the Board may determine.
10. Questions or matters requiring resolution at any meeting of the Medical Board shall be decided by a majority of votes in the manner provided in Article 7 (5) hereof. The Chairman shall have a casting vote in addition to a deliberate vote. The Chairman shall be entitled not to exercise the right to use such casting vote if the Chairman does not wish or deem it fit to do so.

THE MEDICAL EXECUTIVE COMMITTEE

1. There shall be an Executive Committee of the Medical Board (herein referred to as “the Medical Executive Committee”) responsible to the Board through the Medical Board. The Medical Executive Committee shall consist of not less than four members of the Medical Board two of whom shall be the Chairman and Secretary of the said Board who shall be ex-officio members and shall also be the Chairman and Secretary respectively of the Medical Executive Committee. The remaining members shall be elected to the Medical Executive Committee by the Medical Board. The elections shall be held by secret ballot in the manner prescribed by the Chairman of the Medical Board.
2. The members shall hold office for three years and shall be eligible for re-election for one further such term of office. Thereafter, the members shall not be eligible for further election until after the lapse of three years from the expiration of the last term served by them.
3. Questions or matters requiring resolution at any meeting of the Medical Executive Committee shall be decided by a majority of votes in the manner provided in Article 7 (5) hereof. The Chairman will have a casting vote in addition to a deliberate vote. The Chairman shall be entitled not to exercise the right to use such casting vote if the Chairman does not wish or deem it fit to do so.
4. The Medical Executive Committee shall meet regularly but not less frequently than once a month.
5. The Medical Executive Committee shall have authority and responsibility for medical matters and shall represent and act as the executive of the Medical Board subject to any limitations imposed by the Board of Management.

- (1) It shall belong to the Provincial Leader, after consultation with the Board to repeal, revise or alter any Article or part of any Article of this Constitution.
- (2) Subject to the provision of Section (1) of this Article, no Article or part of any Article of this Constitution may be repealed, revised or in any way altered unless notice in writing of intention to seek such repeal, revision or alteration, signed by at least three members of the Board or by the Chief Executive Officer expressing the unanimous vote of the Executive Management Committee, be submitted to the Secretary of the Board not later than fourteen days before the date of the Annual General Meeting of the Board.
- (3) Such notice shall be circulated to the members of the Board not later than seven days before the date of the Annual General Meeting of the Board.
- (4) No resolution recommending any such repeal, revision or alteration shall be deemed to have been passed unless it shall have been supported by the votes of at least two-thirds of the members of the Board present at the Annual General Meeting of the Board.
- (5) No such resolution shall be of any effect whatsoever unless in addition to having been passed as aforesaid it shall have received the approval in writing of the Provincial Leader.

The within Constitution is enacted as of 1st January 2007

Sr. Helena O'Donoghue
Provincial Leader