



National
Cancer
Registry
Ireland

Governance Framework

THE NATIONAL CANCER REGISTRY

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1 INTRODUCTION: NCRI'S GOVERNANCE FRAMEWORK

1.1 PURPOSE OF THE GOVERNANCE FRAMEWORK

The National Cancer Registry Ireland (“NCRI”) is committed to operating to the highest standards of effective and efficient corporate governance.

This Governance Framework (the “**Framework**”) sets out the principal structures and processes by which the NCRI is directed, controlled and managed. These governance structures and processes, when coupled with the NCRI's values and behaviours, ensure that the NCRI operates effectively and efficiently and is in a prime position to deliver on its mission and strategic objectives.

The purpose of the Framework is to:

- ❖ serve as a comprehensive guide to the National Cancer Registry Board (the “**Board**”) and all NCRI staff on the NCRI's governance arrangements and to assist them in performing their duties in an effective, accountable, and ethical manner in the public interest; and
- ❖ provide external stakeholders with assurance that robust governance practices and policies are embedded in the NCRI.

The Framework is primarily focused on the NCRI's legislative obligations and the Code of Practice for the Governance of State Bodies (the “**Code of Practice**”). The NCRI's values and code of conduct are also reflected in the Framework.

The NCRI recognises that effective corporate governance is dynamic. The Framework is intended to be a living document and will be developed further over time as standards of best practice in corporate governance and the needs of the organisation and its stakeholders evolve.

1.2 GOVERNANCE PRINCIPLES

The NCRI acknowledges that effective corporate governance stems from shared principles and values as well as from structures and procedures.

The following core principles established in the Corporate Governance Standard for the Civil Service inform the NCRI's governance structures and procedures as set out in the Framework:

- ❖ **Integrity** - Good governance supports a culture and ethos, which ensures behaviour with integrity, a strong commitment to ethical values, and respect for the rule of law.
- ❖ **Responsibility** - Good governance helps to define priorities and outcomes in terms of sustainable economic and societal benefits and to determine the policies and interventions necessary to optimise the achievement of these priorities and outcomes. It means implementing good practices in transparency, reporting, communications, audit, and scrutiny to deliver effective accountability.
- ❖ **Developing Capacity** - Good governance means developing the NCRI's capacity, including the capability of the senior management team and staff.
- ❖ **Accountability** - Good governance means managing risks and performance through robust internal control systems and effective performance management practices.
- ❖ **Openness** – Good governance ensures openness, effective public consultation processes and comprehensive engagement with domestic and international stakeholders.

These principles support the NCRI to deliver on its mandate while acting in the public interest at all times.

2 OVERVIEW OF THE NCRI

2.1 LEGISLATIVE MANDATE

The Board was established by Statutory Instrument 19 of 1991, “The National Cancer Registry Board (Establishment) Order, 1991” (the “**Establishment Order**”) under the Health (Corporate Bodies) Act, 1961. The Board discharges all of its statutory responsibilities through the NCRI.

The statutory functions of the Board, as set out in the Establishment Order (as amended), are to:

- ❖ identify, collect, classify, record, store and analyse information relating to the incidence and prevalence of cancer and related tumours in Ireland;
- ❖ collect, classify, record and store information in relation to each newly diagnosed individual cancer patient and in relation to each tumour which occurs;
- ❖ promote and facilitate the use of the data thus collected in approved research projects and in the planning and management of services;
- ❖ publish an annual report based on the activities of the Registry; and
- ❖ furnish advice, information and assistance in relation to any aspect of such service to the Minister for Health.

2.2 VISION, MISSION & VALUES

The vision, mission and values of the NCRI are set out in our Strategic Plan 2024 - 2026.

2.2.1 OUR VISION

The strategic vision of the NCRI is to provide excellent data insights for better cancer outcomes.

2.2.2 OUR MISSION

NCRI’s mission is to collect, analyse and disseminate comprehensive information to improve cancer outcomes.

2.2.3 OUR VALUES

The NCRI has adopted the following core values:

- ❖ **Respect** - We treat everyone with dignity and respect.
- ❖ **Trust** - We honour our commitments.
- ❖ **Collaboration** - We work collaboratively with all our stakeholders.

- ❖ **Enthusiasm** - We are passionate about and take great pride in our work.
- ❖ **Quality** - We are committed to continuous quality improvement.
- ❖ **Confidentiality** - We treat all our patient information with the highest level of data security.

These core values underpin the work of the Board, senior management team and all NCRI staff and inform their dealings with colleagues, members of the public and other stakeholders.

2.3 ORGANISATIONAL STRUCTURE

The organisational structure within the NCRI may be summarised as follows:

[PLACEHOLDER - NEW STRUCTURE CHART TO BE INSERTED]

3 GOVERNANCE ROLES & RESPONSIBILITIES

The good governance of the NCRI is a joint and shared responsibility of the Board, Executive Leadership and all staff of the NCRI.

3.1 NCRI BOARD

3.1.1 ROLE OF THE BOARD

The Board is collectively responsible for leading and directing the NCRI's activities. While the Board may delegate particular functions to the Director, such delegation does not absolve the Board from the duty to supervise and be accountable for the discharge of any delegated functions. The Board is responsible for holding the Director and senior management team to account for the effective performance of their responsibilities.

The Board holds specific governance, management and ethical functions pursuant to the Establishment Order and the Code of Practice which include:

- ❖ reviewing and guiding strategic direction and major plans of action;
- ❖ risk management policies and procedures;
- ❖ annual budgets and business plans;
- ❖ overseeing major capital expenditure and investment decisions;
- ❖ setting organisational objectives; and
- ❖ monitoring performance on key areas.

The Board should also promote the development of the capacity of the NCRI including the capability of its leadership and staff.

In performing its role, the Board is required to act on a fully informed and ethical basis, in good faith, with due diligence and care, and in the best interests of the NCRI, having due regard to its legal responsibilities and the objectives set by Government.

3.1.1.1 LEADERSHIP

The Board's role is to provide strategic leadership and direction of the NCRI within a framework of prudent and effective controls which enables risk to be assessed and managed. The Board shall agree the NCRI's strategic aims with the Minister for Health and the Department of Health, to the extent relevant, and ensure optimal use of resources to meet the NCRI's objectives.

3.1.1.2 ETHICAL STANDARDS

The Board has a key role in setting the ethical standards within the NCRI, not only by its own actions but also in overseeing the Director, senior management team and staff.

High ethical standards are in the long term interests of the NCRI and are vital to sustain public trust and credibility. The Board therefore leads by example and sets the correct 'tone from the top' ensuring that ethical behaviours permeate all levels of the NCRI.

Members of the Board will comply with the NCRI's Code of Business Conduct in the performance of their duties.

3.1.1.3 COMPLIANCE

The Board will review the controls and procedures adopted by the NCRI to provide itself with reasonable assurance that such controls and procedures are adequate to ensure that the NCRI is in compliance with its statutory and governance obligations.

3.1.1.4 COLLECTIVE RESPONSIBILITY

The collective responsibility and authority of the Board must be safeguarded. All Board members will be afforded the opportunity to fully contribute to Board deliberations, and where necessary to provide constructive challenge, while excessive influence on Board decision-making by one or more individual members will be guarded against. Board members may raise any issues relating to participation in Board deliberations via the Board's self-assessment process on a confidential basis.

3.1.1.5 BOARD OVERSIGHT ROLE

The NCRI senior management team has a duty to provide the Board with all necessary information to enable the Board to perform its duties to a high standard. The Board must take all necessary steps to make itself aware of any relevant information and request all information necessary for the performance of its functions. The Board shall receive regular reports from the Director, senior management team and Board committees.

While the Board has established an Audit and Risk Committee to assist with its consideration of issues relating to audit, governance and risk management, the Board maintains responsibility for and makes the final decisions on all of these areas.

3.1.1.6 ADVICE TO MINISTER

The Board keeps the Minister for Health advised of matters arising in respect of the NCRI via the chairperson of the Board (the "**Chairperson**").

3.1.1.7 MATTERS FOR DECISION OF THE BOARD

In order to ensure effective oversight and control of the NCRI, there is a formal schedule of matters reserved for consideration and decision by the Board ("**Reserved Matters**"). Ministerial approval may also be required for certain Reserved Matters.

3.1.1.8 INTERNAL CONTROL

The Board is responsible for ensuring that effective systems of internal control are instituted and implemented. The Board confirms to the Minister for Health that the NCRI has an appropriate system of internal and financial control on an annual basis. This confirmation is provided via the Chairperson's Comprehensive Report to the Minister (discussed in further detail below).

3.1.1.9 EXPENDITURE & PERFORMANCE

Board approval is required for expenditure above the financial thresholds prescribed in the NCRI Corporate Procurement Plan and Financial Policies & Procedures Manual. Decisions on major items of expenditure are aligned with the NCRI's Strategic Plan 2024-2026.

The NCRI's financial performance compared to budget is monitored by the Audit & Risk Committee and reported to the Board on a regular basis.

3.1.1.10 POST RESIGNATION/RETIREMENT

On the resignation or retirement of a Board member, the Board is required to ensure that any relevant procedures are monitored and enforced to guard against conflicts of interest of Board members or inappropriate disclosure of information.

The NCRI's Code of Business Conduct specifies that the provisions regarding confidentiality and disclosure do not cease when Board membership has ended. On resignation/conclusion of their term, Board members are obliged to confirm to the NCRI the deletion or destruction of all materials of a confidential nature received as part of their Board membership.

3.1.1.11 CONFLICT OF INTEREST

The NCRI's Code of Business Conduct and Conflict of Interest Policy set out the standards and procedures for the management of conflicts of interest of Board members and staff. The Board records conflicts of interest as they arise in meeting minutes and in the Register of Interests which is managed by the Board Secretary.

3.1.1.12 COMPTROLLER & AUDITOR GENERAL

The Comptroller and Auditor General is responsible for the external audit of the NCRI.

The Audit & Risk Committee meets with representatives of the external auditors as necessary and at least once a year and reports to the Board on external audit matters.

3.1.1.13 COMMITTEES OF THE BOARD

The Board has established an Audit and Risk Committee. The Chairperson of the Audit & Risk Committee is available to report and answer any questions on the committee's proceedings at Board meetings. The written terms of reference for the Audit & Risk Committee are reviewed by the Board on an annual basis and updated as required.

Additional committees of the Board may be established from time to time to deal with specific matters as specified in written terms of reference.

There is also a written Internal Audit Charter.

3.1.1.14 STRATEGY

The preparation and adoption of a strategic plan is a primary responsibility of the Board. Each strategic plan is for a period of 3-5 years and states the purpose, mission and vision of the NCRI together with the goals, objectives and milestones to be achieved as well as the resources to be deployed to achieve them.

The implementation of each strategic plan is supported through an annual planning and budgeting cycle.

3.1.1.15 MINISTERIAL VIEWS

The development of the strategic plan involves engagement and consultation with the Department of Health to ensure that the views of the Minister for Health are reflected in the plan. The draft plan is then sent to the Minister for Health for review before finalisation.

While final responsibility for the content of the strategic plan rests with the Board, the views of the Minister for the Minister for Health and consideration of the public interest are carefully weighed by the Board.

3.1.1.16 IMPLEMENTATION

The NCRI's senior management team is responsible for the implementation of the strategic plan in accordance with an annual implementation plan approved by the Board.

The Board evaluates actual performance by reference to the implementation plan on a regular basis.

3.1.1.17 ANNUAL REPORT

In accordance with the Establishment Order, the NCRI is required to prepare an annual report outlining its activities during the year under review (the "**Annual Report**") and annual audited financial statements (the "**Financial Statements**").

The Annual Report and Financial Statements for the immediately preceding year must be submitted to the Minister for Health and published on the NCRI website no later than 30 June each year.

A fundamental duty of the Board is to ensure that a balanced, true and fair view of the NCRI's financial performance and financial position is made when preparing the Annual Report and Financial Statements for submission to the Minister for Health.

The Annual Report and Financial Statements are the primary means by which the Board reports on its activities to the Minister for Health, the Government and the public.

3.1.1.18 SECRETARY OF THE BOARD

Both the appointment and removal of the Board Secretary requires the approval of the Board as a whole.

The Board has a duty to ensure that the person appointed as Board Secretary has the skills necessary to discharge their statutory and legal duties and such other duties as may be delegated by the Board.

3.1.1.19 POLICY APPROVAL

In addition to the Reserved Matters, the Board may decide to review and approve certain policies which may have a material impact on the manner in which the NCRI performs its functions. The Director shall notify the Board of any proposed policy changes which are likely to have such a material impact on the NCRI's performance.

3.1.2 ROLE OF THE CHAIRPERSON

The Chairperson is responsible for leadership of the Board and ensuring its effectiveness in all aspects of its role. The Chairperson must display high standards of integrity and probity and set expectations regarding culture, values and behaviours for the NCRI and for the tone of discussions at Board level.

In addition to their general responsibilities as a Board member, the Chairperson has distinct duties as set out below.

3.1.2.1 BOARD'S AGENDA

The Chairperson and the Director are responsible for the effective management of the Board's agenda and ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues, and that each item of business reaches a conclusion.

The meeting agenda is coordinated by the Board Secretary in consultation with the Chairperson and the Director. The Chairperson and the Director meet in advance of each Board meeting to agree the agenda.

3.1.2.2 BOARD MEETINGS

The Chairperson has specific responsibility under section 13(1) of the Establishment Order to chair a meeting of the Board if present at such a meeting.

If the Chairperson is not present, the members of the Board who are present shall choose one of their number to chair the meeting in accordance with section 13(2) of the Establishment Order.

In accordance with section 17 of the Establishment Order, all acts of the Board and all questions arising at a meeting of the Board shall be determined by a majority of the votes of the Board members present. In the case of an equal division of votes, the chairperson of the meeting shall have a second or casting vote.

3.1.2.3 OPENNESS & DEBATE

Essential to the effective functioning of the Board is dialogue which is both constructive and challenging. The Chairperson should promote a culture of openness and debate at Board meetings by facilitating the effective contribution of key management and all Board members.

The Chairperson is responsible for ensuring that all Board members are given the opportunity to express their views before any important decision is taken, mediating where necessary. The Chairperson will ensure that a range of views are heard and that one voice or view does not dominate.

The Board will strive to reach a consensus, however where agreement is not possible, the Chairperson will facilitate the recording of dissenting views.

3.1.2.4 BOARD MINUTES

Minutes of the proceedings of each Board meeting shall be entered in a book kept for that purpose and shall be signed by the chairperson of the next ensuing meeting following approval by the Board.

3.1.2.5 TIMELY INFORMATION

The Chairperson is responsible for ensuring that the Board receive accurate, timely and clear information and will ensure effective communication with all relevant stakeholders.

The Chairperson will liaise with the Director and Board Secretary to ensure that Board members have all the necessary information in good time to make informed decisions on key matters.

3.1.2.6 BOARD SKILLS

The Chairperson will ensure that Board members understand their roles and responsibilities.

Where the Chairperson is of the view that specific skills are required on the Board, the Chairperson should advise the Minister for Health of this view for their consideration sufficiently in advance of a time when Board vacancies are due to arise. This is in order to seek to ensure that the process undertaken under the Guidelines for Appointments to State Boards identifies candidates with those skills and so that the Minister may take the Chairperson's views into consideration when making appointments from qualified candidates from the stateboards.ie process.

3.1.2.7 INFORMATION FLOWS

The Chairperson shall provide direction to the Board Secretary to ensure effective flow of information within the Board and its committees, and between the senior management team and Board members. The Chairperson shall also provide direction to the Board Secretary regarding induction, mentoring and ongoing professional development of Board members as required.

3.1.2.8 COMPREHENSIVE REPORT TO THE MINISTER

The Chairperson will furnish, in conjunction with the Annual Report and Financial Statements, a comprehensive report on the NCRI to the Minister for Health including assurances on areas of compliance as well as systems of internal control and risk management (the "Chairperson's Comprehensive Report").

3.1.2.9 STATEMENT ON INTERNAL CONTROL

A statement on the system of internal control is included in the Chairperson's Comprehensive Report and in the Annual Report. This statement is reviewed by the external auditors as part of the audit process and their findings included in their audit report on the financial statements.

3.1.2.10 OIREACTHAS COMMITTEE

Persons being proposed by Ministers for appointment as Chairperson must make themselves available to the appropriate Oireachtas Committee to discuss how they will approach their role as Chairperson and their views about the future direction of the NCRI and the contribution of the Board.

3.1.2.11 DELEGATION OF AUTHORITY

The Chairperson will ensure that the Board delegates sufficient authority to its committees and to the Director to enable the business of the body to be carried on effectively between board meetings.

3.1.2.12 MEASUREMENT OF EXECUTIVE PERFORMANCE

The Chairperson will maintain regular contact with the Director in order to ensure that the Board is in a position to adequately assess executive performance.

The Chairperson will ensure that the Board is in a position to adequately assess executive performance by:

- ❖ developing an effective working relationship with the Director and other senior staff;
- ❖ overseeing the implementation of board decisions; and
- ❖ ensuring that arrangements are in place for the performance assessment of the Director.

3.1.2.13 CONTACT WITH THE MINISTER

The Chairperson will ensure that the Minister for Health is kept advised of significant matters arising at the NCRI including but not limited to any issues of non-compliance with the NCRI's statutory obligations and will lead any delegation and/or issue any correspondence in formal representations by the Board to the Minister.

The Chairperson will take the lead in representing the NCRI in meetings with Oireachtas Committees where required.

3.1.2.14 INDEPENDENT ADVICE

The Chairperson will ensure that the Board receives professional advice when necessary.

Where a member of the Board feels that professional independent advice is required in the furtherance of their duties they should bring this requirement to the Chairperson for consideration. Where the Chairperson is satisfied that such advice is not already available from amongst the membership of the Board and relates to a matter which is within the role of the Board, he/she will charge the Board Secretary to procure such advice on behalf of the Board. No decision will be made regarding the matter on which advice is being sought until the advice has been received.

3.1.3 ROLE OF BOARD MEMBERS

While the Board is collectively responsible for leading and directing the NCRI's activities, each individual Board member has distinct duties to the NCRI as set out below.

3.1.3.1 FIDUCIARY DUTIES OF BOARD MEMBERS

All Board members have a fiduciary duty to the NCRI (i.e. the duty to act in good faith and in the best interests of the NCRI). This fiduciary duty requires Board members to do the following:

- ❖ to act in good faith in what the Board member considers to be the interest of the NCRI;
- ❖ to act honestly and responsibly in relation to the conduct of the affairs of the NCRI;
- ❖ to act in accordance with the Establishment Order and to exercise his or her powers only for the purposes allowed by law;
- ❖ not to benefit from or use the NCRI's property, information or opportunities for his/her own or anyone else's benefit;
- ❖ not to agree to restrict the Board member's power to exercise an independent judgement;
- ❖ to avoid any conflict between the Board member's duties to the NCRI and the Board member's other interests unless the Board member is released from his or her duty to the NCRI in relation to the matter concerned; and
- ❖ to exercise the care, skill and diligence which would be reasonably expected of a person in the same position with similar knowledge and experience as a Board member.

3.1.3.2 STATUTORY DUTIES OF BOARD MEMBERS

All Board members have a duty to act in accordance with the Establishment Order, and to perform their functions in accordance with such other obligations as may be conferred on the Board by any other enactment.

3.1.3.3 COMPLIANCE

The Board is responsible for compliance with all statutory obligations applicable to the NCRI. If a Board member finds evidence of non-compliance with any statutory obligations that apply to the NCRI, he/she should immediately bring this to the attention of their fellow Board members with a view to having the matter rectified.

The Chairperson should also bring the matter to the attention of the Minister for Health indicating the consequences of such non-compliance and the steps that have been and/or will be taken to rectify the matter.

3.1.3.4 INDEPENDENT JUDGEMENT

Board members must exercise their own independent judgement on issues of strategy, performance, resources, key appointments, and standards of conduct within the NCRI.

3.1.3.5 ATTENDANCE REQUIREMENTS

Board members are expected to attend all Board meetings. Board members are appointed as they bring specific knowledge, skills, experiences and expertise to the

deliberations of the Board and its committees and this is only possible if members attend all Board meetings and contribute as appropriate.

A Board member's attendance shall be evaluated when considering whether to re-appoint said member to the Board.

3.1.3.6 ACCESS TO BOARD SECRETARY

All Board members have access to the advice and services of the Board Secretary, who is responsible to the Board for ensuring that Board procedures are complied with.

The Board Secretary provides new Board members with a formal induction and is responsible for organising training for Board members where required.

3.1.3.7 EXTERNAL ADVICE

Board members are authorised to obtain, at the reasonable expense of the NCRI, outside legal or other professional advice where they consider it necessary to discharge their responsibilities as Board members.

Where a Board member feels that professional independent advice is required in the furtherance of their duties they should bring this requirement to the Chairperson for consideration. If the Chairperson is satisfied that such advice is not already available from amongst the membership of the Board and relates to a matter which is within the role of the Board, he/she will charge the Board Secretary to procure such advice on behalf of the Board.

No decision will be made regarding the matter on which advice is being sought until the advice has been received.

3.1.3.8 FEES TO BOARD MEMBERS

A person shall not receive any remuneration for acting as a member of the Board.

Travel and subsistence allowances may be paid to Board members in accordance with Government policy. Details of travel and subsistence allowances paid to Board members are included in the Annual Report and Financial Statements.

3.1.4 ROLE OF BOARD SECRETARY

The Board Secretary acts as a support to the Board in the performance of its functions.

3.1.4.1 DUTIES OF BOARD SECRETARY

The Board Secretary may be assigned such functions and duties as may be delegated by the Board. The duties can be classified as follows:

- ❖ statutory duties;

- ❖ duty of disclosure;
- ❖ duty to exercise due care, skill and diligence; and
- ❖ administrative duties.

The Board must ensure that the person appointed as Board Secretary has the skills required to discharge these duties.

3.1.4.2 GOVERNANCE MATTERS

The Board Secretary reports to the Chairperson on all Board governance matters and assists the Chairperson in ensuring relevant information is made available to the Board and its committees.

The Board Secretary is responsible for advising the Board through the Chairperson on all governance matters. The Board should have a list of statutory obligations and regulations that are required to be complied with and the execution of which depends on the Board Secretary.

3.1.4.3 INFORMATION

The Board Secretary assists the Chairperson in ensuring accurate and timely information is available to the Board and its committees to enable full and proper consideration of relevant matters.

3.1.4.4 ACCESS

All members have direct access to the Board Secretary for advice and services in relation to Board business.

3.1.4.5 INDUCTION

The Board Secretary is responsible for the formal induction of new members of the Board and organising mentoring for Board members where required.

3.1.5 DELEGATIONS BY THE BOARD & RESERVED MATTERS

The Board should ensure that there is a clear division between its role in leading and directing the NCRI and management's role in the day-to-day running of the NCRI.

3.1.5.1 MATTERS RESERVED TO THE BOARD FOR DECISION

In order to ensure that the direction and control of the NCRI remains firmly in its hands, the Board has a formal schedule of matters specifically reserved to it for decision which is attached at Appendix 1.

3.1.5.2 DELEGATIONS OF AUTHORITY

The Board may delegate particular functions to committees of the Board or to the Director and the senior management team. The Board must supervise the discharge of any delegated functions and the Board retains ultimate accountability to the

Minister for Health for the performance of all its functions, whether delegated or reserved.

3.1.5.3 DELEGATION OF AUTHORITY TO MANAGEMENT

Section 23(4) of the Establishment Order permits the Board to assign duties to staff from time to time as it considers appropriate.

For practical purposes, the Board has delegated operational responsibility for the day-to-day running of the NCRI to the Director who in turn may specify any of these functions to be performed by a member of staff.

The Director is accountable to the Board for the performance of operations at the NCRI and the Board monitors and reviews the work of the Director and the senior management team who report to the Board at its meetings.

The Board may make new delegations or vary, revoke or add to existing delegations to the Director and the senior management team by resolutions of the Board which shall be recorded in the meeting minutes.

3.1.5.4 DELEGATION OF AUTHORITY TO COMMITTEES OF THE BOARD

There is delegated from the Board to each committee of the Board the discharge of those functions, which fall within their respective terms of reference, other than any matter reserved to the Board.

The Board may make new delegations or vary, revoke or add to existing delegations to any committee of the Board by amending the terms of reference of said committee.

3.1.6 ROLE OF COMMITTEES OF THE BOARD

The Board is empowered under section 18 of the Establishment Order to establish committees for specified purposes to assist and advise the Board in relation to the performance of any of its functions.

The membership of such committees may consist of members of the Board and persons who are not members of the Board but have special knowledge and experience related to the purpose of the committee. The Board, on the nomination of the Chairperson, shall appoint committee members.

Any committee so appointed shall act subject to such directives as may be given by the Board, and any expenditure of monies by such committee shall be subject to the approval of the Board. The terms of reference of committees shall be specified in writing, approved by the Board, and reviewed annually.

In order to maintain oversight over its functions, the Board shall receive reports from the committee as set out in the committee's terms of reference and minutes of committee meetings shall be circulated to all Board members.

The Board has established an Audit & Risk Committee and may, from time to time, establish further committees of the Board as it deems necessary to assist it in the performance of its functions.

3.1.6.1 AUDIT & RISK COMMITTEE

The role of the Audit and Risk Committee is to support the Board in relation to its responsibilities for issues of risk, internal control and governance and associated assurance. The Audit & Risk Committee's programme of work and terms of reference are informed by the Audit and Risk Committee Guidance issued under the Code of Practice.

In accordance with its terms of reference, the Audit & Risk Committee will advise the Board on:

- ❖ the strategic processes for risk, internal control and governance;
- ❖ the accounting policies, the financial statements, and the annual report of the organisation, including the process for review of the financial statements prior to submission for audit, levels of error identified, and management's letter of representation to the external auditors;
- ❖ the planned activity and results of both internal and external audit;
- ❖ adequacy of management response to issues identified by audit activity, including external audit's management letter of representation;
- ❖ assurances relating to the management of risk and corporate governance requirements for the NCRI;
- ❖ proposals for tendering for either internal or external audit services or for purchase of non-audit services from contractors who provide audit services;
- ❖ anti-fraud policies, protected disclosure processes, and arrangements for special investigations where necessary;
- ❖ overarching governance policies (including but not limited to risk management, procurement, treasury matters, and conflicts of interest); and
- ❖ the status of data protection matters as reported by the Data Protection Officer.

The Audit & Risk Committee will also:

- ❖ identify, assess and manage the risks to achieving the organisation's objectives;
- ❖ ensure the economical, effective and efficient use of resources;

- ❖ ensure the integrity and reliability of information, accounts and data, including internal and external reporting and accountability processes;
- ❖ communicate any internal audit/audit items that relate to the Board's areas of responsibilities to the Board as soon as they are identified;
- ❖ have a discussion with the external auditors (Comptroller and Auditor General) at least once a year, without executive members of the Board or employees of the NCRI present, to ensure that there are no unresolved issues of concern; and
- ❖ periodically review its own effectiveness and report the results of that review to the Board.

The Audit and Risk Committee comprises three Board members and one external member with the requisite financial experience.

3.2 EXECUTIVE LEADERSHIP

The regular day-to-day management of the NCRI is the responsibility of the Director and the senior management team.

The Director and the senior management team must follow the broad strategic direction set by the Board and must ensure that all Board members have a clear understanding of the key activities and decisions related to the NCRI, and of any significant risks likely to arise.

The Director and the senior management team are responsible for ensuring that the Board is provided with all necessary information to enable it to perform its functions.

3.2.1 ROLE OF DIRECTOR

The Director is responsible for pursuing the strategic objectives and achieving the targets set by the Board in accordance with plans and policies approved by the Board. The Director is accountable to the Board and will advise and assist the Board in the discharge of its statutory duties.

The Board has delegated operational responsibility for the day-to-day running of the NCRI to the Director. The Director may in turn specify any of these functions to be performed by a member of staff however s/he will remain ultimately responsible to the Board for all executive actions and decisions. The Director must provide assurance to the Board that the functions which it has delegated to him or her are being appropriately discharged.

The Director acts as a direct liaison between the Board and the senior management team.

3.2.2 ROLE OF SENIOR MANAGEMENT TEAM

The Director is supported in the day-to-day operational management of the NCRI by the senior management team, comprising of function leads and such other staff members as may be nominated by the Director from time to time.

Members of the senior management team are individually responsible for assigned areas of delivery and control and are directly accountable to the Director. Members of the senior management team may be required to report periodically to the Board at the Director's request.

3.3 ALL STAFF

All staff in the NCRI have an important role to play in collectively committing to the good governance of the NCRI by adhering to the requirements of this Framework, policies, procedures and Government circulars in the performance of their duties.

4 BOARD OPERATIONS

4.1 MEMBERSHIP & TENURE

The Establishment Order provides for a seven member Board, all of whom shall be independent non-executive Board members. Members of the Board are appointed by the Minister for Health for a period of up to five years which may be extended for one further term of five years (i.e. a maximum of 10 years in total). The exact term of office of any particular Board member will be specified in writing by the Minister for Health on their appointment.

The Chairperson will recommend to the Minister for Health that he/she should vary the length of terms of appointment as required to ensure that the Board does not have to be replaced en masse and to ensure that the Board has the necessary experience to discharge their responsibilities effectively.

A Board member shall cease to be a member of the Board upon the expiration of his/her term of office or upon his/her resignation (either at their own behest or at the request of the Minister for Health).

Consistent with best corporate governance practice it is recommended that no Board member should hold appointments to more than two state boards.

4.2 INDUCTION FOR NEW BOARD MEMBERS

Each Board member must receive a comprehensive induction upon appointment to the Board. The formal induction will be delivered by the Board Secretary and should ideally be held before new Board members attend their first board meeting.

The Board Secretary will brief new members of the Board on NCRI's activities, mission and strategy, their responsibilities and duties as Board members, Board and committee memberships and procedures, and financial processes at the NCRI. New Board members will also receive an induction pack with key documentation relating to the operation of the Board and its committees.

4.3 TERMS OF REFERENCE

The Board follows its terms of reference, which is reviewed by the Board annually, or as required, to ensure it is operating at maximum effectiveness and to implement any changes it considers necessary.

4.4 FREQUENCY OF BOARD MEETINGS

The Board shall meet at least four times a year, and as otherwise deemed necessary for the performance of its functions. The number of meetings held and the attendance record of members at Board and committee meetings are published in the Annual Report. The Board meets at least twice a year without the Director or senior management team present to discuss any matters deemed relevant.

4.5 ATTENDANCE

Board members are appointed as they bring specific knowledge, skills, experiences and expertise to the deliberations of the Board and its committees and this is only possible if members attend all Board meetings and contribute as appropriate.

Board members are expected to attend all Board meetings. A Board member's attendance shall be evaluated when considering whether to re-appoint said member to the Board.

4.6 CONDUCT OF BOARD MEETINGS

4.6.1 NOTICE

The Chairperson may, at any time, upon giving not less than four days' notice call a meeting of the Board.

In accordance with the Establishment Order, if the Chairperson fails, neglects or refuses to call a meeting of the Board after a requisition for that purpose signed by three members of the Board has been presented to him or her, any three members of the Board may, on that refusal, call a meeting of the Board, such meeting not to be held until a period of four days commencing on the day of such refusal has expired.

In practice, the Board Secretary shall co-ordinate meetings of the Board at the request of the Chairperson. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Board and any other person required to attend no later than four days before the date of the meeting. Supporting papers shall be sent to Board members and to other attendees as appropriate, at the same time. Supporting papers shall include the minutes of committee meetings that have been held since the previous Board meeting or, if final minutes are not available at the time the papers are circulated, a verbal update is provided at the Board meeting.

4.6.2 QUORUM

The quorum necessary for the transaction of business of the Board shall be four members. A duly convened meeting of the Board at which a quorum is present shall

be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Board.

4.6.3 CHAIR OF MEETING

In accordance with the Establishment Order, the Chairperson shall be chairperson of a meeting of the Board at which he or she is present. If and so long as the Chairperson is not present at a meeting of the Board, the members of the Board who are present shall choose one of their number to be chairperson of that meeting.

4.6.4 DECISIONS OF THE BOARD

All acts of the Board and all questions coming or arising before the Board may be done and decided by a majority of such members of the Board as are present and vote at a meeting of the Board. In the case of equality of votes on any question arising at a meeting of the Board, the chairperson of the meeting shall have a second or casting vote.

A memorandum signed by all the members of the Board shall be effective for all purposes as a resolution of the Board passed at a meeting duly convened, held and constituted.

4.6.5 MINUTES

The Board Secretary shall minute the proceedings and resolutions of all meetings of the Board, including recording the names of those present and in attendance.

Following review and approval by the Board, the minutes of each Board meeting shall be signed by the chairperson of the subsequent meeting and entered in a book kept for that purpose.

The minutes of Board meetings are available to view on the NCRI website once approved by the Board.

4.7 URGENT DECISIONS BETWEEN BOARD MEETINGS

Where urgent board approval is required, every effort will be made to convene a meeting of the Board to consider the matter. In exceptional circumstances and only where it is not possible to attain a quorum to convene a Board meeting, the Board may take a decision by written procedure.

The Chairperson shall decide whether an issue is of a sufficiently urgent nature to warrant the taking of a decision by the Board by written request between Board meetings. If the Chairperson sees fit, the Board Secretary shall email the request for a decision to Board members and shall:

- ❖ confirm the Chairperson's agreement that the decision be taken by written procedure;
- ❖ state the nature of the decision requested;
- ❖ provide information on the urgent nature of the decision;
- ❖ provide detailed information to enable the members of the Board to take the decision;
- ❖ set out a final deadline for members of the Board to seek additional information or clarification on the issue to be decided; and
- ❖ set out a final deadline and procedures for members of the Board to inform the Board Secretary of their decisions.

In the event that any member of the Board seeks additional clarification or information on the issue to be decided, a copy of such additional clarification or information will be sent to all members of the Board.

A decision will be deemed to be taken by the Board when four or more members of the Board are in agreement on the issue to be decided. The Board Secretary will communicate the decision of the Board to Board members by email as soon as practicable after the decision has been taken.

Decisions taken by written procedure between meetings of the Board will be formally ratified by the Board at the subsequent Board meeting and recorded in the minutes of that meeting.

4.8 SEAL OF THE BOARD

The Board Secretary is responsible for the use of the seal of the Board. The seal of the Board must be authenticated by the signature of the Chairperson or some other member of the Board duly authorised by the Board to act in that behalf and the signature of an officer of the Board duly authorised by the Board to act in that behalf.

5 BOARD EFFECTIVENESS

The Board and its committees should have the appropriate balance of skills and knowledge to enable them to discharge their respective roles and responsibilities effectively. Board members receive formal induction on joining the Board and should regularly update and refresh their skills and knowledge.

The Board is supplied in a timely manner with information in a form and of a quality appropriate to enable it to discharge its duties.

Board members need to be able to allocate sufficient time to discharge their responsibilities effectively.

5.1 BOARD APPOINTMENTS

In appointing members of the Board, the Minister for Health shall appoint persons who:

- ❖ have knowledge or experience of the collection, recording and analysis of information or the use of such information in research projects and the management and planning of services; or
- ❖ have any other relevant competency which would assist the Board in the performance of its functions.

These appointments follow a public call for applications and an assessment process managed by the Public Appointments Service and set down in the Guidelines on Appointments to State Boards published by the Department of Public Expenditure, NDP Delivery & Reform.

The Minister for Health shall appoint from amongst the members of the Board the Chairperson who shall hold office until he/she ceases to be a member of the Board or until the Minister appoints another person to be Chairperson.

5.2 SKILLS & KNOWLEDGE

Board members should have the appropriate skills and knowledge, updated as required, appropriate to the activities of the NCRI, to enable them to discharge their respective duties and responsibilities effectively. This should include the identification by the Board of any gaps in competencies and ways these gaps could be addressed through future appointments.

The Chairperson will bring any skill gaps identified on the Board to the attention of the Minister for Health sufficiently in advance of a time when Board vacancies are due to arise.

5.3 SPECIFIC SKILLS

In compliance with the Guidelines on Appointments to State Boards, in preparing a specification for a role on the Board the Minister for Health will consult with the Chairperson to seek his or her view on the specific skills that are required on the Board.

5.4 DIVERSITY

Appointments to the Board should be made against objective criteria with due regard for the benefits of diversity on the Board. The Chairperson, in assisting the Minister for Health in drawing up the specification for any Board appointment should have due regard for the benefits of diversity on the Board including gender.

The Annual Report of the NCRI will give an account of the approach being adopted in regard to the promotion of diversity and inclusion including progress and achievements in this regard. The Annual Report will also note the gender balance on the Board and where the Board stands vis-à-vis the Government target of a minimum of 40% representation of each gender in the membership of state boards.

5.5 PERFORMANCE REVIEW

The Board should undertake a self-assessment annual evaluation of its own performance and that of its committees. Evaluation of the Board should consider the balance of skills, experience, independence and knowledge of the NCRI on the Board, its diversity, including gender, how the Board works together as a unit, and other factors relevant to its effectiveness.

The Chairperson should act on the results of the performance evaluation by addressing any weaknesses identified through the Board self-assessment evaluation. Attendance of, and contributions made by, Board members should be considered as part of such a review or as part of any renewal process.

In line with best practice, an external evaluation of the Board proportionate to the size and requirements of the NCRI should be carried out every three years. This external evaluation of the Board is distinct from the periodic critical review of the NCRI which, in accordance with the Code of Practice, should be carried out every five years and is co-ordinated by the Department of Health.

6 CONDUCT, ETHICS & DISCLOSURES

To ensure continued integrity and transparency, and to avoid public concern or loss of confidence, the Board must ensure that appropriate policies are in place so that members and staff take decisions objectively and steps are taken to avoid or deal with any potential conflicts of interest, whether actual or perceived. These policies should ensure that any potential or actual conflicts of interest arising in the case of decision-making by Board members and employees of the NCRI are addressed. The Ethics in Public Office Act 1995 and the Standards in Public Office Act 2001 (together the “**Ethics Acts**”) set out statutory obligations which apply to Board members and employees in this regard.

6.1 CODE OF CONDUCT

The NCRI has a Code of Business Conduct which is approved by the Board and applies to Board members and staff of the NCRI.

The objectives of the Code of Business Conduct are to:

- ❖ establish an agreed set of ethical principles;
- ❖ promote and maintain confidence and trust;
- ❖ prevent the development or acceptance of unethical practices.

The Code of Business Conduct is brought to the attention of all Board members and employees upon their appointment and is available on the NCRI’s website.

6.2 CONFLICTS OF INTEREST

Principles and procedures for minimising and managing potential conflicts of interest are set out in the Code of Business Conduct and the NCRI’s Conflict of Interest Policy.

6.3 DISCLOSURE OF INTERESTS

6.3.1 PERIODIC DISCLOSURE OF INTERESTS

On appointment and annually thereafter, each Board member must furnish to the Board Secretary or other nominated person a statement in writing of:

- ❖ the interests of the Board member; and
- ❖ the interests, of which the Board member has actual knowledge, of his or her spouse or civil partner, child, or child of his/her spouse or civil partner,

- ❖ which could materially influence the Board member in, or in relation to, the performance of his/her official functions by reason of the fact that such performance could so affect those interests as to confer on, or withhold from, the Board member, or the spouse or civil partner or child, a substantial benefit.

For the purposes of this disclosure, “interests” has the same meaning as that contained in the Ethics Acts. The statement of interests’ form used for annual statements under the Ethics Acts may be utilised for this purpose on an administrative basis. As Board members are also “designated directors” for the purposes of the Ethics Acts, the annual statement of interests furnished in January each year under section 17 of the Ethics in Public Office Act 1995 will suffice for the purposes of the annual disclosure of interests under this Framework.

6.3.2 DISCLOSURE OF INTEREST RELEVANT TO A MATTER WHICH ARISES

In addition to the periodic statements of interest required above, Board members are required to furnish a statement of interest at the time where an official function falls to be performed by the Board member and he/she has actual knowledge that he/she, or a connected person as defined in the Ethics Acts, has a material interest in a matter to which the function relates. For the purposes of this disclosure, “material interests” has the same meaning as that contained in the Ethics in Public Office Act 1995.

6.3.3 DOUBT

If a Board member has a doubt as to whether an interest should be disclosed, he/she should consult with the Chairperson and/or the nominated person in the NCRI for dealing with such queries.

6.3.4 CONFIDENTIAL REGISTER

Details of interests disclosed by Board members are kept by the Board Secretary or other nominated person in a special confidential register. Access to the register is restricted to the Chairperson, Director and Board Secretary and other members of the NCRI on a strictly need-to-know basis.

6.3.5 CHAIRPERSON’S INTERESTS

Where a matter relating to the interests of the Chairperson arises, the other Board members attending the meeting shall choose one of the members present at the meeting to chair the meeting. The Chairperson should absent himself/herself when the Board is deliberating or deciding on a matter in which the Chairperson or his/her connected person has an interest.

6.3.6 DOCUMENTS WITHHELD

Board or NCRI documents on any deliberations regarding any matter in which a member of the Board has disclosed a material interest will not be made available to the Board member concerned.

6.3.7 EARLY RETURN OF DOCUMENTS

As it is recognised that the interests of a Board member and persons connected with him/her can change at short notice, a Board member should, in cases where he/she receives documents relating to his/her interests or of those connected with him/her, return the documents to the Board Secretary at the earliest opportunity.

6.3.8 ABSENT

A Board member should absent himself/herself when the Board is deliberating or deciding on matters in which that Board member (other than in his/her capacity as a member of the Board) has declared a material interest. In such cases consideration should be given as to whether a separate record (to which the Board member would not have access) should be maintained.

6.3.9 UNCERTAINTY

Where a question arises as to whether or not an interest declared by a Board member is a material interest, the Chairperson of the Board will determine the question as to whether the provisions of this Framework apply. Where a Board member is in doubt as to whether he or she has an obligation under the Ethics Acts, he or she should seek advice from the Standards in Public Office Commission under section 25 of the Ethics in Public Office Act 1995.

6.4 ETHICS ACTS

Holders of “Designated Directorships” and each person occupying a “Designated Position of Employment” at the NCRI must comply with the relevant provisions of the Ethics Acts including the annual submission of a statement of interest.

Board members (including the Chairperson) are Designated Directors for the purpose of the Ethics Acts and a Designated Employee includes every position of employment in respect of which the maximum salary is not less than the maximum salary of a Principal Officer (General Service Grade) in the civil service.

A statement of interest must disclose:

- ❖ the interests of the person; and
- ❖ the interests, of which the person has actual knowledge, of his or her spouse or civil partner or a child of the person or of his or her spouse,

which could materially influence the person in, or in relation to, the performance of the person's official functions by reason of the fact that such performance could so affect those interests as to confer on, or withhold from, the person, or the spouse or civil partner or child, a substantial benefit.

Where the interest could not materially influence the person in, or in relation to, the performance of his or her official functions, the interest is not required to be disclosed and a “nil” statement should be submitted.

Annual statements should cover the period from 1 January to 31 December (or from the date of appointment if appointed after 1 January) and should be submitted no later than 31 January in the following year. If the appointment of a Board member or of a Designated Employee ends during a year he or she must complete a statement covering the period from 1 January in that year up to the date the appointment ended and the statement must be submitted no later than 31 January of the following year.

The relevant forms to be completed are available from the Board Secretary. Board members should submit the completed form to the Standards in Public Office Commission with a copy of the completed form to be provided to the Chairperson and the Director. Designated Employees should submit the completed form to the Chairperson.

An annual notification to Board members and Designated Employees is issued in relation to the submission of statements of interests and an up-to-date register is maintained by the Board Secretary.

6.5 PROTECTED DISCLOSURES

The Protected Disclosures Act 2014 (as amended) (the “**Protected Disclosures Act**”) provides statutory protections for workers who raise concerns about wrongdoing in the workplace.

Section 21 of the Protected Disclosures Act requires public bodies to establish and maintain procedures for the making of protected disclosures by workers who are or were employed by the public body and for dealing with such disclosures. Written information in relation to those procedures must be provided to workers employed by the public body.

The NCRI's Protected Disclosures Policy details the procedures in respect of protected disclosures at the NCRI and is informed by the guidance issued by the Department of Public Expenditure, NDP Delivery & Reform in this regard.

In accordance with section 22 of the Protected Disclosures Act 2014, the NCRI publishes an annual report no later than 31 March each year relating to the number of protected disclosures made to it in the immediately preceding calendar year and any actions taken in response to such disclosures.

The NCRI is also required to submit statistics on any protected disclosures received to the Minister for Public Expenditure, NDP Delivery & Reform by 1 March each year in respect of the immediately preceding calendar year. In practice, the NCRI submits these statistics to the Department of Health to enable it to compile statistics for all the bodies under the aegis of the Department.

6.6 CONFIDENTIALITY

Board members and staff are prohibited from making use of, or disclosing, any confidential information gained as a result of membership of the Board or employment with the NCRI. The requirement for confidentiality continues to apply even after a Board or staff member have ceased their appointment to the Board, or employment with the NCRI.

6.7 DATA PROTECTION

The NCRI treats patient information with the highest level of data security. The Data Protection Officer (DPO) provides information and advice to the staff of the NCRI on their obligations pursuant to data protection legislation. The DPO monitors compliance and policies of the NCRI in relation to the protection of personal data, provides advice in respect of data protection impact assessments, and acts as a point of contact for data subjects. Information about the ways in which the NCRI collects, stores and uses personal data relating to individuals is available on the NCRI website. The NCRI's IT systems are updated regularly to ensure the most up-to-date level of protection against malicious intrusion.

6.8 DOCUMENT RETENTION

Board members must not retain documentation obtained during their term(s) as a Board member and must return such documentation to the Board Secretary or otherwise indicate to the Board Secretary that all such documentation in their possession has been disposed of in an appropriate manner. In the event that former Board members require access to Board papers from the time of their term on the Board, this can be facilitated by the Board Secretary.

6.9 GIFTS/HOSPITALITY

6.9.1 GIFTS TO THE ORGANISATION

Subject to the approval of the Minister for Health and the consent of the Minister for Public Expenditure, NDP Delivery & Reform, the Board may accept gifts of money, land and other property on behalf of the NCRI upon such trusts and conditions, if any, as may be specified by the donor. The Board may not accept a gift if the conditions attached by the donor to its acceptance are not consistent with the functions of the NCRI.

6.9.2 GIFTS/HOSPITALITY TO BOARD MEMBERS/EMPLOYEES FROM THIRD PARTIES

In accordance with the NCRI's Hospitality Policy, all gifts (including hospitality, entertainment, travel, payments, services or benefits-in kind irrespective of value) from third parties must be declined by Board members, staff and anyone representing the NCRI.

Where staff receive invitations to events run by related organisations or stakeholders and:

- ❖ attendance at the event is considered an integral element in building and maintaining relationships; and
- ❖ any hospitality received is likely to be reasonable and proportionate,

then it is acceptable for staff to accept such hospitality provided that it does not affect or appear to affect the ability of recipient to make independent judgement on any business transactions.

7 BUSINESS, FINANCIAL & RELATED REPORTING

The NCRI is required to prepare audited Financial Statements and an Annual Report in accordance with sections 21 and 22 respectively of the Establishment Order. The publication of the Annual Report and Financial Statements is a primary expression of public accountability for the NCRI and it is a fundamental duty of the Board to ensure that a balanced, true and fair view of the NCRI's financial performance and financial position is made when preparing the Annual Report and Financial Statements.

The Annual Report and Financial Statements, taken as a whole, must be fair, balanced and understandable and provide the information necessary for an assessment of the NCRI's financial performance, business model and strategy.

7.1 AUDITED FINANCIAL STATEMENTS

The NCRI publishes audited financial statements which serve as a formal record of its financial performance and financial position.

The Board is responsible for the preparation of the Annual Report and Financial Statements in accordance with relevant accounting standards. The Board is required to:

- ❖ ensure consistent application of accounting policies;
- ❖ make judgements and estimates that are reasonable and prudent; and
- ❖ ensure the preparation of the Financial Statements on a going concern basis unless it is inappropriate to presume that the entity will continue in existence for the foreseeable future.

The Financial Statements are subject to audit by the Comptroller & Auditor General before inclusion in the Annual Report. The NCRI is required to complete its Annual Report within six months after its financial year end (being 31 December) or within one month of completion of the Comptroller & Auditor General audit (whichever is earlier).

7.2 ANNUAL REPORT & FINANCIAL STATEMENTS

In addition to the requirements of the Establishment Order, applicable accounting standards and other relevant legislation, the Code of Practice requires that the following disclosures be made in the Annual Report and Financial Statements:

- ❖ a statement of how the Board operates, including a statement of types of decisions to be taken by the Board and which are to be delegated to management;
- ❖ the names of the Chairperson, the Director and members of the Board and Board committees;
- ❖ details of termination/severance payments and agreements with an aggregate value in excess of €10,000. This includes severance/termination payments, granting of added years for pension purposes or early retirement without normal actuarial reductions;
- ❖ the total costs incurred in relation to travel and subsistence analysed between national and international travel;
- ❖ the aggregate total expenditure incurred in relation to hospitality in the period; and
- ❖ in cases where cumulative legal costs incurred in the year of account exceed €50,000, a breakdown of the total costs as between legal fees and compensation paid.

7.3 REPORTING REQUIREMENTS

Reporting requirements are adhered to as follows:

7.3.1 DRAFT UNAUDITED FINANCIAL STATEMENTS

Draft unaudited Financial Statements are furnished to the Department of Health not later than two months after the end of the relevant financial year.

7.3.2 PUBLICATION OF ANNUAL REPORT AND FINANCIAL STATEMENTS

The Annual Report and Financial Statements are published on the NCRI website not later than one month following completion of the audit of the financial statements by the Comptroller and Auditor General or six months from the end of the NCRI's financial year end (being 31 December) whichever is the earlier.

7.3.3 BOARD FEES

No fees are paid to Board members and a statement to this effect is included in the Annual Report and Financial Statements. In the interests of transparency, the salary of the Director is disclosed in the Annual Report and Financial Statements.

7.3.4 BOARD MEETINGS AND ATTENDANCE

The number of meetings of the Board and its committees and the attendance of each Board member at Board meetings are reported in the Annual Report and Financial Statements.

7.3.5 DISCLOSURE OF KEY MANAGEMENT PERSONNEL COMPENSATION

The Annual Report and Financial Statements disclose the aggregate details of the compensation of the NCRI's key management in total and analysed by the following categories:

- ❖ salaries and short term employee benefits;
- ❖ post-employment benefits; and
- ❖ termination benefits.

The Annual Report and Financial Statements also disclose the following:

- ❖ the aggregate amount of total compensation paid to employees including employee numbers in whole time equivalent format;
- ❖ the aggregate total compensation paid to employees split between salary, overtime and allowances;
- ❖ a separate note on Director salary and benefits (and termination payment if relevant); and
- ❖ a separate note on termination benefits to all staff (excluding any Director termination benefits).

7.3.6 EMPLOYEE BENEFITS

The Annual Report and Financial Statements should include details of the number of employees whose total employee benefits (excluding employer pension costs) for the reporting period fell within each pay band of €10,000 from €60,000 upwards. An overall figure for total employer pension contributions should also be disclosed in the Annual Report and Financial Statements.

7.3.7 PENSION LIABILITIES

The NCRI follows the standard conventions on how public service superannuation liabilities are reflected.

7.4 CONSULTANCY COSTS

The NCRI discloses details of expenditure on external consultancy/adviser fees in the Annual Report and Financial Statements for each accounting year.

For this purpose, consultancy fees mean fees paid to external parties providing advisory services of any nature. Such fees are itemised by category as follows:

- ❖ legal;
- ❖ tax and financial advisory;
- ❖ public relations/marketing;
- ❖ pensions and human resources; and
- ❖ other.

In procuring the services of external consultants, the NCRI should comply with all applicable laws and guidelines regarding competitive tendering.

7.5 STATEMENT ON INTERNAL CONTROL

The Chairperson's report to the Minister for Health regarding the system of internal control is included in the Annual Report. This statement is reviewed by the Comptroller & Auditor General to confirm that it reflects the NCRI's compliance with the requirements of Code of Practice and is consistent with the information of which they are aware from their audit work on the Financial Statements. The external auditors include their report on this matter in their audit report on the Financial Statements.

7.6 DEADLINES

Where the audit has been unavoidably delayed and fulfilling the requirements in relation to the submission of draft unaudited financial statements and the publication of the Annual Report and Financial Statements as set above would cause unjustifiable difficulties, the relevant deadline can be extended, subject to the consent of the Minister for Health.

7.7 WEB PUBLICATION

Annual Reports are published on the NCRI's website following approval by the Board and submission to the Minister for Health. The Annual Reports are published in English and Irish.

7.8 CHAIRPERSON'S COMPREHENSIVE REPORT TO THE MINISTER

The Chairperson provides the Chairperson's Comprehensive Report to the Minister for Health each year in accordance with the specific reporting requirements set out in the Code of Practice. The Chairperson's Comprehensive Report is a confidential letter from the Chairperson to the Minister for Health. It includes matters such as affirmation that Government policy is being complied with, significant post balance sheet events,

a statement on the system of internal control and an outline of all commercially significant developments affecting the NCRI in the preceding year.

The Chairperson's Comprehensive Report is reviewed and approved by the Board prior to submission to the Minister for Health in conjunction with the Annual Report and Financial Statements.

7.9 PROCUREMENT

It is the responsibility of the Board, with the assistance of the Audit and Risk Committee, to satisfy itself that the requirements for public procurement are adhered to and to be fully conversant with the current value thresholds for the application of EU and national procurement rules.

The Board should satisfy itself that procurement policies and procedures have been developed and published to all staff. It should also ensure that procedures are in place to detect non-compliance with procurement procedures. The NCRI maintains a contracts database/listing for all contracts/payments in excess of €25,000 with monitoring systems in place to flag non-competitive procurement. Non-competitive procurement is reported in the Chairperson's Comprehensive Report.

7.9.1 PROCEDURES

The Board will ensure that competitive tendering should be standard procedure in the procurement process of the NCRI. The senior management team, and ultimately the Board, will ensure that there is an appropriate focus on good practice in purchasing and that procedures are in place to ensure compliance with procurement policy and guidelines.

7.9.2 LEGAL OBLIGATIONS

EU Directives and national regulations impose legal obligations on public bodies in regard to advertising and the use of objective tendering procedures for awarding contracts above certain value thresholds. Even in the case of procurement which might not be subject to the full scope of EU Directives, such as certain 'non-priority' services or service concessions, the EU Commission and the Court of Justice of the European Union has determined that EU Treaty principles must be observed. The essential EU Treaty principles include non-discrimination, equal treatment, transparency, mutual recognition, proportionality, freedom to provide service and freedom of establishment.

7.9.3 CORPORATE PROCUREMENT PLAN

The NCRI has a Corporate Procurement Plan as required by the National Public Procurement Policy framework. This Corporate Procurement Plan is underpinned by

analysis of expenditure on procurement and the procurement and purchasing structures in the NCRI. The Corporate Procurement Plan sets out practical and strategic aims, objectives for improved procurement outcomes and appropriate measures to achieve these aims should be implemented.

The Corporate Procurement Plan complies with EU procurement legislation and Irish Procurement Guidelines published by the Office of Government Procurement.

The Chairperson will affirm adherence to relevant procurement policy and procedures and the development and implementation of the Corporate Procurement Plan in the Chairperson's Comprehensive Report.

7.10 ACQUISITION OR DISPOSAL OF ASSETS

The Chairperson should seek the approval of the Minister for Health and the Minister for Public Expenditure, NDP Delivery & Reform in advance of any material acquisition or disposal of land, buildings or other material assets proposed by the NCRI. This also includes long term leases or purchase of right to use (rather than own) an asset.

All acquisitions, disposals or proposals to share property should be conducted in accordance with current Department of Public Expenditure, NDP Delivery & Reform circulars and guidelines. The following procedures should also apply:

- ❖ **Independent Valuation** - Where land or property is being considered for acquisition, an independent valuation must be obtained. This valuation should be obtained before any decision is taken by the Board to purchase or sell lands. The valuation should be obtained from professional property valuation surveyors.
- ❖ **Listing of Parties to Transaction** - All parties to land and property transactions should be clearly reported to the Board when transactions are being considered. Any Board resolution related to the purchase of land or property should state the party or parties the asset is being purchased from.
- ❖ **Options by Others to Purchase** - Where a third party developer has obtained an option to purchase land and is selling this option to the NCRI, any profit margin, where it can be determined, being charged by the developer should be reported to the Board.
- ❖ **Board Resolutions** - Any Board resolutions regarding the purchase or sale of an asset should state the price the asset has been purchased or sold for.
- ❖ **Transparency** - Purchase of land or property should be conducted in as transparent a manner as possible without compromising the negotiating position of the NCRI.

- ❖ **Due Diligence** - A full due diligence report should be prepared for land or property that is being considered for acquisition.
- ❖ **Nominated Staff Member** - A staff member should be nominated to have responsibility for the acquisition, management and sale of land or property. This staff member should report directly to the Director regarding property issues.
- ❖ **Legal Matters** - When dealing with the acquisition or sale of land or property there should be an active engagement with the solicitors involved and the nominated staff member shall ensure that the commercial and technical aspects of the transaction are fully addressed.
- ❖ **Title Registration** - There should be a planned follow up with the solicitors involved to ensure that the title to any land or property acquired are properly registered with the Property Registration Authority.
- ❖ **Legal Obligations** - There should be a planned follow up to ensure that any undertakings, obligations and other matters are completed following the acquisition or sale of land or property. The NCRI should instigate periodic (depending on the size of the property portfolio) reviews with their solicitors, and any internal staff dealing with property management, to audit the current status of title registration, way leave agreements, leases, bonds, planning permissions and any other matters which affect their property portfolios.
- ❖ **Recording on State Property Register** - All land and property should be recorded on the online State Property Register managed by the Office of Public Works.

7.11 CAPITAL INVESTMENT APPRAISAL

The Board will ensure that robust and effective systems and procedures are in place in the NCRI to ensure compliance with the Public Spending Code and the Chairperson will confirm same in the Chairperson's Comprehensive Report.

The Board seeks to apply the best practice financial and economic appraisal principles contained in the Public Spending Code for the appraisal and management of all investment proposals.

7.12 DIVERSIFICATION

In accordance with the Code of Practice, the Chairperson must seek the approval of the Minister for Health, together with the consent of the Minister for Public Expenditure and Reform for any intended action which would extend or significantly change the nature, scope or scale of the activities in which it engages. This provision requires Ministerial consent for any significant change in the (agreed) scope or function of a state body. The financial consequences of such actions and their

consistency with the existing remit of the NCRI, notably its statutory remit, should be clearly set out by the Board.

7.13 DISPOSAL OF STATE ASSETS, ACCESS TO ASSETS BY THIRD PARTIES AND PLEDGING OF ASSETS AS CONTINGENT ASSETS IN PENSION SCHEME FUNDING PROPOSALS

The Board should ensure that arrangements are in place such that the disposal of assets of the NCRI or the granting of access to property or infrastructure for commercial arrangements, e.g. joint ventures with third parties, are at a fair market-related price.

Disposals or grants of access with an anticipated value at or above a threshold level of €150,000 should be by auction or competitive tendering process, other than in exceptional circumstances. The method used should be both transparent and likely to achieve a fair market-related price. The anticipated value may be determined either by a reserve price recorded in advance in the NCRI's records or by a formal sign-off by the Board on the advice of the Corporate Operations Manager, that, in its view, the anticipated value is likely to be less or greater than €150,000. Valuations should be carried out by a qualified unconnected valuer.

A decision by the Board that the assets of the NCRI are to be used as contingent assets, in the context of a Pension Scheme Funding Proposal designed to address a Minimum Funding Standard Reserve deficit or to meet the requirements of the Funding Standard Reserve, must only be done as a last resort and where a real and unavoidable obligation on the sponsoring body exists to help the relevant scheme to meet the Minimum Funding Standard (MFS) or other funding deficit.

The Guidance Note issued by the Department of Public Expenditure and Reform Circular 12/2014 – Assessment of Pension Scheme Funding Proposals must be complied with in such circumstances.

7.14 COMPLIANCE WITH USE OF AUCTION OR TENDERING REQUIREMENTS

7.14.1 BOARD APPROVAL - USE OF COMPETITIVE PROCESS

If an auction or competitive tendering process takes place and the highest bid is not the bid accepted, then specific Board approval is required before the disposal of the asset or granting of access to property or infrastructure for commercial arrangements with third parties can be completed.

The Board must ensure that the provisions of the EU Commission Communication on State Aid elements in sales of land and buildings by public authorities are complied with fully. Any such approvals together with an explanation as to why a lower bid was permitted to be accepted should be noted in the minutes of the Board.

7.14.2 BOARD APPROVAL – NON-USE OF COMPETITIVE PROCESS

Where an auction or competitive tendering process is not used and the agreed price is €150,000 or more, then specific Board approval is required before negotiations start and also before the disposal of the asset or granting of access to property or infrastructure for commercial joint venture arrangements with third parties can be completed.

7.14.3 FORMAL CERTIFICATION

No disposal of an asset or grant of access to property or infrastructure for commercial arrangements with third parties should be completed until the officer authorising the disposal or grant of access has certified formally that: (i) Board approval is not necessary, with the reasons, or (ii) Board approval, where necessary, has been obtained.

7.14.4 DISPOSAL OF ASSETS TO BOARD MEMBERS, EMPLOYEES OR THEIR FAMILIES

Disposal of assets to Board members, employees or their families or connected persons should, as with all disposals, be at a fair market-related price. Where the Board is considering a proposal for any such disposal, the Board member connected to the potential purchase should absent him or herself from the Board deliberations on the issue. A record of all such disposals to such persons (to include details of the asset disposed of, price paid and name of the buyer) should be noted in a register kept for this purpose (minor disposals below €5,000, may be omitted from the register). This register should be available for inspection, if requested, by the Board or by any Board member. The Board may specify that any disposal above an approved threshold should be formally endorsed by the Board who may impose specific restrictions with regard to any such disposal.

7.14.5 REPORTING DISPOSALS TO THE BOARD

Details of all disposals of assets or grants of access to property or infrastructure for commercial arrangements with third parties (save for connected third parties addressed above) below the threshold value of €150,000 without auction or competitive tendering process should be formally reported to the Board, including the paid price and the name of the buyer, on an annual basis.

7.14.6 REPORTING DISPOSALS TO THE MINISTER

Details of and explanations for the disposals of assets or grants of access to property or infrastructure for commercial arrangements with third parties above the threshold of €150,000 which have not been subject to auction or competitive tendering process should be included in the Chairperson's Comprehensive Report.

7.14.7 COMPLIANCE

The Chairperson, in the Chairperson's Comprehensive Report, should affirm that the disposal procedures, as outlined, have been complied with.

7.15 REMUNERATION & SUPERANNUATION

The Board will adhere to and implement Government policy on remuneration and superannuation with regard to the Director and staff as appropriate. The NCRI reports on the salary of the Director in the Annual Report.

No fees are paid to Board members and a statement to this effect is included in the Annual Report and Financial Statements.

7.16 TAX COMPLIANCE

The NCRI must be exemplary in their compliance with taxation laws and should ensure that all tax liabilities are paid on or before the relevant due dates.

A report on the NCRI's compliance with tax laws is furnished each year to the Department of Health. This is included as part of the Chairperson's Comprehensive Report.

7.17 TRAVEL & OFFICIAL ENTERTAINMENT

The NCRI is cognisant of the need to achieve economy and efficiency in relation to expenditure on travel and official entertainment.

The NCRI adopts, and complies with, the Department of Public Expenditure, NDP Delivery & Reform circulars and office notices, as amended from time to time, regarding travel and subsistence and official entertainment.

8 RISK MANAGEMENT

NCRI has a formal risk management framework in place to ensure transparency of its arrangements for managing key risks and to minimise the impact on performance and achievement of outcomes.

The Board should advise on key risks and is supported in this role by the Audit and Risk Committee.

8.1 RISK MANAGEMENT POLICY

The NCRI has developed a Risk Management Policy and a Risk Appetite Statement which have been approved by the Board.

The Risk Management Policy and Risk Appetite Statement set out NCRI's risk appetite, the risk management processes in place, and the roles and responsibilities of staff in relation to risk. The policy has been issued to all staff who are expected to work within the NCRI's risk management policies, to alert management on emerging risks and control weaknesses and assume responsibility for risks and controls within their own area of work.

The Board monitors the effectiveness of the NCRI's risk management framework with the support of the Audit & Risk Committee, reviewing material risk incidents and noting or approving management's actions, as appropriate.

8.2 RISK MANAGEMENT FRAMEWORK

The NCRI has implemented a risk management framework which identifies and reports key risks and the management actions being taken to address and, to the extent possible, to mitigate those risks.

A corporate risk register is in place which identifies the key risks facing the NCRI and these are identified, evaluated, and graded according to their significance. The corporate risk register details the controls and actions needed to mitigate risks and responsibility for operation of controls assigned to specific staff. The risks are regularly reviewed, as appropriate, by various levels within the organisation including the senior management team, the Audit & Risk Committee, and the Board. The Board focuses primarily on those risks capable of impacting the NCRI's strategy, or risks that could adversely affect the long-term viability or reputation of the NCRI.

Key elements of the Board's oversight of risk management in the NCRI include:

- ❖ establishing an Audit and Risk Committee to give an independent view in relation to risks and risk management systems;

- ❖ making risk management a standing item on the Board meeting agenda;
- ❖ advising the Minister for Health of the need to include risk management experience/expertise in the competencies of at least one Board member. Where the composition of the Board does not allow for this, expert advice should be sought externally;
- ❖ appointing a Chief Risk Officer, and providing for a direct reporting line to the Board to identify, measure and manage risk and promote a risk management culture in the organisation;
- ❖ set the NCRI's risk appetite, and approve the risk management policy and risk register at least annually;
- ❖ review management reporting on risk management and note/approve actions as appropriate;
- ❖ require external review of effectiveness of risk management framework on a periodic basis; and
- ❖ confirmation in the Annual Report that the Board has carried out an assessment of the NCRI's principal risks, including a description of these risks, where appropriate, and associated mitigation measures or strategies.

In addition to the strategic risk assessments referred to above, local risk assessments are carried out on a department-by-department basis and departmental risk registers are maintained by the head of each department in the NCRI.

8.3 INTERNAL CONTROL

In conjunction with risk management, internal control is regarded as a key element of the NCRI's performance management systems and may impact planned objectives and outcomes.

The Board is responsible for ensuring that effective systems of internal control are instituted and implemented in the NCRI including financial, operational and compliance controls and risk management and the Board should review the effectiveness of these systems annually.

The key internal control procedures in the NCRI designed to provide effective internal control include but are not limited to the following:

- ❖ a schedule of matters reserved to the Board for decision;
- ❖ procedures for all key business processes have been documented;
- ❖ financial responsibilities have been assigned at management level with corresponding accountability;

- ❖ an appropriate budgeting system is in place and an annual budget is kept under review by the senior management team, the Audit & Risk Committee and the Board as appropriate;
- ❖ established procedures to identify, control and report on key risks impacting the organisation;
- ❖ systems aimed at ensuring the security of the information and communication technology systems;
- ❖ systems in place to safeguard the assets;
- ❖ a Code of Business Conduct for Board members and staff to prevent the development or acceptance of unethical practices; and
- ❖ a Protected Disclosures Policy to allow staff to report any concerns of wrongdoing in the NCRI confidentially.

8.4 EFFECTIVENESS OF INTERNAL CONTROL

The existence of risk management policies and internal control systems do not on their own constitute effective risk management. Effective and on-going monitoring and review are essential elements of sound systems of risk management and internal control. Reviewing the effectiveness of internal control is an essential part of the Board's responsibilities. The Board is required to form its own view on effectiveness of internal control systems based on the information and assurances provided.

The Board's monitoring and review of the effectiveness of the system of internal control is informed by the work of the internal and external auditors, the Audit & Risk Committee which oversees their work and senior management within NCRI who are responsible for the development and maintenance of the internal control framework.

Formal procedures have been established for monitoring control processes and control deficiencies are communicated to those responsible for taking corrective action, to the senior management team and to the Board, where relevant, in a timely way. The following ongoing monitoring systems are in place:

- ❖ key risks and related controls have been identified and processes have been put in place to monitor the operation of those key controls and report any identified deficiencies;
- ❖ reporting arrangements have been established at all levels where responsibility for financial management has been assigned; and
- ❖ there are regular reviews by the senior management team of periodic and annual performance and financial reports which indicate performance against budgets/forecasts.

8.5 ANNUAL REVIEW OF EFFECTIVENESS OF INTERNAL CONTROL

The Board undertakes an annual review of the effectiveness of internal control systems to ensure that it has considered all aspects of risk management and internal control for the year under review and up to the date of approval of the Annual Report and Financial Statements.

The annual review of effectiveness will include but is not limited to:

- ❖ changes since the last review in the nature and extent of significant risks and the ability of the NCRI to respond effectively to changes in its business and external environment;
- ❖ the scope and quality of management's ongoing monitoring of risks and the system of internal control and the work of its internal audit unit and other providers of assurance;
- ❖ the extent and frequency of the communication of the results of the monitoring to the Board, or Board committees, which enables it to build up a cumulative assessment of the state of control in the NCRI and the effectiveness with which risk is being managed;
- ❖ the incidence of significant control failings or weaknesses that have been identified at any time during the period and the extent to which they have resulted in unforeseen outcomes or contingencies that have had, could have had, or may in the future have, a material impact on the NCRI's financial performance or condition; and
- ❖ the effectiveness of the NCRI's public reporting process.

The annual review of effectiveness will conclude on the extent to which controls are adequate and were operating and outline actions required to address any deficiencies arising and will take place within three months of the NCRI's financial year end. A statement to this effect is included in the Annual Report and Financial Statements.

8.6 INTERNAL AUDIT

The internal audit function of the NCRI is an independent, objective assurance and consulting activity designed to add value and improve the NCRI's operations by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control, and governance processes.

The NCRI's internal audit function is provided by a senior representative of an audit firm appointed by competitive tender by the Board and the content of all internal audit reports is entirely at his/her discretion. The head of internal audit reports directly

to the Audit & Risk Committee and has access to the Chairperson and the chairperson of the Audit & Risk Committee. Functionally, the head of internal audit reports to the Director.

The internal audit function:

- ❖ is independent from the activities which it audits;
- ❖ has the right to review all management and control systems both financial and operational;
- ❖ has access to all functional areas, records (both manual and electronic), property and personnel for audit purposes;
- ❖ is responsible for review of risk management and internal control systems;
- ❖ develops an annual audit programme based on strategic and risk priorities, in consultation with the Audit and Risk Committee;
- ❖ functions professionally, adhering to the Code of Ethics and International Standards for the Professional Practice of Internal Auditing (Chartered Institute of Internal Auditors) or equivalent professional standards;
- ❖ has a formal charter approved by the Board;
- ❖ liaises with the external auditors as required so that the potential for co-operation between the two is maximised;
- ❖ in planning, executing and reporting its work, ensures that value-for-money auditing receives adequate attention based on the principles and provisions of the Public Spending Code, where relevant; and
- ❖ reviews compliance with procurement and disposal procedures as required by the Audit and Risk Committee, from time to time, and reports to the Audit and Risk Committee on these matters.

The existence of the internal audit function does not relieve senior management of its responsibility for effective control of the activities for which it is responsible.

8.7 AUDIT & RISK COMMITTEE

The Audit and Risk Committee comprises three Board members and one external member with the requisite financial experience. In accordance with its terms of reference, the Audit and Risk Committee supports the Board in relation to its responsibilities for issues of risk, control and governance and associated assurance. The Audit & Risk Committee is independent from the financial management of the NCRI. The Audit & Risk Committee ensures that the internal control systems including audit activities are monitored actively and independently. The Audit & Risk Committee report to the Board after each meeting includes their appraisal of risk management systems. The Audit & Risk Committee presents its opinion on the adequacy of internal control systems to the Board annually.

The Audit and Risk Committee is empowered to co-opt members to provide specialist skills at a particular time and to procure specialist advice at reasonable and approved expense to the organisation to assist the Audit & Risk Committee with specific areas of committee business.

9 OVERSIGHT BY THE DEPARTMENT OF HEALTH

The relationship between the NCRI, the Minister for Health and the Department of Health is defined primarily by:

- ❖ the Establishment Order;
- ❖ the Code of Practice;
- ❖ the oversight agreement between the NCRI and the Department of Health;
- ❖ the performance delivery agreement between the NCRI and the Department of Health;
- ❖ the service agreement between the NCRI and the Department of Health; and
- ❖ Department of Health Circulars and/or Circulars from the Department of Public Expenditure, NDP Delivery & Reform.

9.1 CODE OF PRACTICE

The Code of Practice envisages a formal oversight relationship between the Department of Health and the NCRI as body under its aegis, while not impacting on the functional independence of the NCRI as may be required. This includes a written oversight agreement, ongoing dialogue and a common understanding of objectives between the Department of Health and the NCRI, and effective procedures in NCRI for responsibility, accountability, budget allocation, defining outputs and outcomes, and performance monitoring.

The NCRI is required to confirm to the Minister for Health on an annual basis that it complies with the Code of Practice in its governance practices and procedures. The Code of Practice makes provision for certain requirements to be applied proportionately, subject to the written agreement of the relevant Minister/Parent Department.

Where the NCRI proposes to deviate from the Code of Practice it is required to reach an agreement with the Minister for Health/Department of Health on the extent to which the compliance requirement might be suitably adapted. The NCRI will then note the agreement reached in the Annual Report and explain whether the requirements are to be phased-in over a longer period of time, or otherwise varied in some way.

9.2 OVERSIGHT AGREEMENT

The onus is on Department of Health to implement a written oversight agreement with the NCRI which clearly defines the terms of the NCRI's relationship with the Department of Health (the "**Oversight Agreement**"). The Oversight Agreement should be reviewed annually and updated as required.

The Oversight Agreement should include the following in respect of the NCRI:

- ❖ its legal framework;
- ❖ the environment within which it operates (e.g. commercial/non-commercial);
- ❖ its purpose and responsibilities;
- ❖ its level of compliance with the Code of Practice, including the agreement reached on any variations/derogations;
- ❖ details of the performance delivery agreement;
- ❖ oversight, monitoring and reporting arrangements; and
- ❖ areas of expenditure where prior department/Ministerial sanction is required.

9.3 PERFORMANCE DELIVERY AGREEMENT

The NCRI should agree a performance delivery agreement with the Department of Health (the "**Performance Delivery Agreement**") and report to the Department on progress against targets. The Performance Delivery Agreement will act as a performance contract between the Department of Health and the NCRI in which an agreed level of performance/service is formalised and will be reviewed annually. The Performance Delivery Agreement allows for the adoption of both annual and multi-annual targets, and the development of output and outcome indicators, including milestones to measure performance against targets.

The Performance Delivery Agreement must be aligned to the Department of Health's Statement of Strategy, government policies on reform and modernisation, and the NCRI's legal mandate. The Board should ensure that the Performance Delivery Agreement is communicated to all employees and that they have a clear understanding of their role in achieving the stated objectives.

The Performance Delivery Agreement should:

- ❖ include high level goals and objectives with relevant, quantitative metrics of impacts and/or results that will support examination of the effectiveness of the programme;
- ❖ identify the key programmes of activity for the NCRI including for each individual expenditure programme;
- ❖ set out the key outputs specified in quantitative, measurable terms;
- ❖ identify the targets for that output in annual and multi annual targets with clear milestones;

- ❖ identify the cost of delivery of that programme; and
- ❖ set out the process for the formal review of the Performance Delivery Agreement.

There should be at least one formal meeting per annum between senior Department of Health officials and representatives of the Board and senior management of the NCRI to review the Performance Delivery Agreement and to strengthen the relationship between the two organisations.

9.4 SERVICE AGREEMENT

As a body under the aegis of the Department of Health, the NCRI produces an annual Service Agreement which is approved by the Board and provides an overview of the ongoing operational workload, special projects and strategic initiatives scheduled within the NCRI for the specified year. It also sets out the basis for the selection and prioritisation of the workload for the year using the resources and budget allocated to the NCRI for the year by the Department.

Along with the Strategic Plan this Service Agreement is underpinned by the following key strategic and policy drivers:

- ❖ the legal and regulatory framework underpinning the NCRI's functions and activity;
- ❖ the National Cancer Strategy 2017-2026; and
- ❖ the Report of the Scoping Inquiry into the CervicalCheck Programme.

All of the work is carried out according to our operational plans, and reported to the Board by the Director, and subsequently to the Department of Health.

9.5 GOVERNANCE MEETINGS WITH THE DEPARTMENT OF HEALTH

The Department of Health hosts quarterly governance meetings with NCRI representatives to monitor the NCRI's performance pursuant to the Performance Delivery Agreement and to discuss priority operational matters.

The Chairperson also remains in ongoing dialogue with the Minister for Health and officials from the Department on a range of key issues relating to the management of the organisation.

9.6 PARLIAMENTARY QUESTIONS

The NCRI provides information to the Minister for Health, via the Department of Health, to assist with his/her responsibility to Dáil Éireann to answer Parliamentary Questions.

9.7 PERIODIC CRITICAL REVIEW

The Code of Practice provides that non-commercial State bodies such as the NCRI shall be subject to Periodic Critical Review (“PCR”) no later than every 5 years.

9.7.1 PURPOSE OF PCR

The overarching objective of the review process is primarily to secure improvements in accountability, efficiency and effectiveness but also to scrutinise objectively the case for rationalisation and consolidation of public bodies in light of changing requirements, demands and priorities. The review process should also assess the extent to which the governance structure of the NCRI and the Department of Health’s oversight of the NCRI is consistent with its legislative underpinning and is strongly aligned to the business needs of the NCRI.

The review should include the external environment (economic, political, legislative, stakeholder, and technological), organisational capacity (governance, financial management, process management, other organisational linkages, HR management) and organisational performance (relevance, financial viability, economy, efficiency, effectiveness). The review should be evidence based and where possible compare actual performance against targets and/or external benchmarks.

9.7.2 CONDUCT OF PCR

To conduct the PCR, the Department of Health should establish a Working Group comprised of officials from the Department of Health, the NCRI and the relevant Vote Sections of the Department of Public Expenditure, NDP Delivery & Reform. A representative from the Board should also be considered however the final composition of the group is a matter for the Department of Health. The Working Group should be chaired by an official at Principal Officer level in the Department of Health.

10 ENVIRONMENT & SOCIAL MATTERS

10.1 CLIMATE

The Climate Action Plan 2021 envisages the public sector leading by example on climate action to reach the target of reducing Ireland's greenhouse gas emissions by 51% by 2030 and becoming climate neutral no later than 2050.

The Climate Action and Low Carbon Development (Amendment) Act 2021 gives legal underpinning to climate action by the public sector. It requires all public bodies to perform their functions in a manner consistent with national climate ambitions.

To support public sector bodies in leading by example, a Public Sector Climate Action Mandate was introduced. In accordance with the Public Sector Climate Action Mandate, the NCRI has developed a Climate Action Roadmap to ensure the inclusion, integration, and realisation of the climate action goals and obligations of the NCRI. The NCRI reports energy use annually to the Sustainable Energy Authority of Ireland ("SEAI") and publishes progress achieved on energy reduction in the Annual Report.

10.2 PUBLIC SECTOR DUTY

Section 42 of the Irish Human Rights and Equality Commission Act 2014 requires a public body, in the performance of its functions, to have regard to the need to eliminate discrimination, promote equality of opportunity and treatment of its staff and the persons to whom it provides services, and protect the human rights of its members, staff and the persons to whom it provides services.

The NCRI is committed to meeting this requirement by continually assessing and identifying the human rights and equality issues that relate to its functions and developing policies and practices to address these issues. Developments and achievements in this regard are presented in the Annual Report.

10.3 GENDER BALANCE, DIVERSITY & INCLUSION

Equality, Diversity and Inclusion is an organisational priority for the NCRI, reflected in all its culture, actions and behaviours. The NCRI has implemented a range of policies and practices to promote diversity and inclusion and equal opportunities at the NCRI. The Annual Report gives an account of progress and achievements in this regard.

The Annual Report also notes the gender balance on the Board and where the Board stands vis-à-vis the Government target of a minimum of 40% representation of each gender in the membership of state boards.

10.4 IRISH LANGUAGE

The NCRI continues its work in fulfilling its obligations under the Official Languages Act 2003 (as amended) (the “OLA”). In accordance with the OLA, the NCRI publishes the Annual Report and Financial Statements in both English and Irish on its website.

11 ACCOUNTABILITY TO STAKEHOLDERS

11.1 STAKEHOLDER ENGAGEMENT

As a public body, the NCRI is required to act in the public interest at all times in the performance of its functions. The NCRI recognises that acting in the public interest requires open and comprehensive stakeholder engagement so that stakeholder needs may inform operational and strategic decisions at the NCRI.

A primary strategic objective of the NCRI is to enhance its role as the independent, expert and trusted resource on cancer data and trends in Ireland, for the public, those affected by cancer, clinicians, researchers, policy makers and other key stakeholders. In order to do so, the NCRI is working to increase communication with its stakeholders and improve how it engages with stakeholders, showcasing its work and providing information and materials for use by academics, clinicians, researchers, media, and the public. The data processed and stored by the NCRI is of a highly sensitive nature and the NCRI endeavours to assure all stakeholders that it safeguards and secures this data with the highest of standards in data protection and security protocols.

11.2 ADVISORY COUNCIL

The NCRI has established an Advisory Council to offer advice and to bring challenge to the NCRI in delivering on its strategic plan, the implementation of the recommendations of the Scoping Inquiry into CervicalCheck report and the National Cancer Strategy.

The Advisory Council shall have up to 13 members and should represent the broad spectrum of those involved with or impacted by cancer registration such as;

- ❖ people living with cancer;
- ❖ carers of those living with cancer;
- ❖ clinicians in the multidisciplinary teams that deliver cancer care;
- ❖ public health professionals; and
- ❖ the wider healthcare data community.

The Advisory Council provides key links to groups and communities who are implicit to the optimal delivery of the NCRI's activities.

The NCRI will work with the Advisory Council to make sure that the data it collects is used in ways that are aligned with the expectations of all stakeholders including patients, those providing cancer services and the public.

11.3 FREEDOM OF INFORMATION

The Freedom of Information Act 2014 (the “**FOI Act**”) governs access to information held by public bodies. The FOI Act gives a person the right to:

- ❖ access records held by the NCRI to which the FOI Act applies;
- ❖ correct personal information relating to himself/herself held by the NCRI where it is inaccurate, incomplete or misleading; and
- ❖ access reasons for decisions made by the NCRI directly affecting himself/herself.

Access to information under the FOI Act is subject to certain exemptions and involves specific procedures and time limits. Information on the NCRI’s FOI procedures is outlined on the NCRI website. All FOI requests are dealt with in a timely manner and to the extent possible and practicable within the provisions of the FOI Act and its statutory exemptions.

In accordance with Section 8 of the FOI Act, the NCRI regularly publishes a range of information on its website in an open and accessible format outside of the legislation.

12 REVIEW OF EFFECTIVENESS OF GOVERNANCE FRAMEWORK

The Board will review this Framework at least every three years to ensure that it is effective and up to date. Notwithstanding such period of review, the Board Secretary will keep the Framework under constant review to ensure it is at all times consistent with legislation and best practice guidelines and make recommendations to the Board as appropriate.

APPENDIX 1: SCHEDULE OF MATTERS RESERVED TO THE BOARD FOR DECISION

STRATEGY

1. Preparation and adoption of a strategic plan for a 3-5 year period and the issuance of related directives to the Executive.

STAFFING

2. Appointment, remuneration and assessment of the performance of, and succession planning for, the Director.
3. Appointment and removal of the Board Secretary (in their position as Board Secretary only).
4. Approval of delegated authority levels.
5. Assurances of compliance with statutory and administrative requirements in relation to the approval of the appointment, number, grading, and conditions of all staff, including remuneration and superannuation.
6. Approval of significant amendments to the pension benefits of the Director and staff.
7. Determination of ethical procedures to be put in place to deal with post resignation/retirement employment, appointment and/or consultancy of the Director and employees by the private sector and to ensure these are monitored and enforced.
8. Annual declaration to the Minister that the Registry has a system of internal financial control in place.

LEGAL & FINANCIAL

9. Approval of treasury policy.
10. Approval of and opening/closing of bank accounts.
11. Approval of any borrowing of money subject to the approval of the Minister for Health and the consent of the Minister for Public Expenditure & Reform.
12. Purchase, lease and disposal of land or property subject to the approval of the Minister for Health and the Minister for Public Expenditure & Reform.
13. Acceptance of gifts subject to the approval of the Minister for Health and the consent of the Minister for Public Expenditure & Reform as per S.I. No. 19/1991 - The National Cancer Registry Board (Establishment) Order,

1991.

14. Approval of proposals and terms and conditions for all major investments and capital projects including purchases of services, equipment and materials over €50,000 in value exclusive of VAT, ensuring alignment with medium to long term goals.
15. Approval of terms of major contracts at or above the value of €50,000.
16. Approval for the disposal and retirement of assets, including related terms and conditions, at or above the value of €50,000.
17. Approval of a Corporate Procurement Policy Plan and oversight to ensure that the Authority is adhering to EU and national procurement rules.
18. Determination and approval of procedures to monitor, report, and enforce the relevant rules and requirements as set by the Departments of Health, Public Expenditure & Report, and the Finance.
19. Oversight of compliance by the Board with its legal and financial compliance requirements.
20. Approval of Legal Representation and/or initiation of Legal Proceedings.
21. Response to 3rd Party Legal Proceedings/Settlement of Legal Action to be brought to the attention of Board but should not necessarily require advance Board approval as such responses may be required urgently.
22. Approval of data protection policies.

RISK MANAGEMENT & AUDIT

23. Approval of the risk management policy and framework for the Registry and oversight and monitoring of its effectiveness.
24. Annual determination of the effectiveness of the Registry's system of internal control, including financial, operational and compliance controls and risk management.
25. Determination of procedures for maintaining an appropriate relationship with the external auditor.
26. Approval of the formal charter for the internal audit of the Registry.

PLANNING, BUDGETS, REPORTING & APPROVALS

27. Approval of Annual Work Plan, Corporate Plans, Annual budgets and Annual Reports and Accounts/Financial Statements.

CONDUCT, CONFLICT & DISCLOSURES MANAGEMENT

28. Approval of the Code of Business Conduct.
29. Carry out annual process of evaluation of the Board and the skills of its members.

30. Appointment of and approval of terms of reference for the Audit & Risk Committee and any other Board Committees, including agreed timeframes for review and update.
31. Regulate the procedures to monitor and manage the potential conflicts of interest of management and Board members.
32. Determination of procedures for employees to make a protected disclosure or raise concerns, in confidence, about possible irregularities in financial reporting, or other matters, and for ensuring proper follow-up of matters raised.
33. Determination of compliance with all statutory obligations, which will involve all such obligations being identified and made known to the Board.

DELEGATIONS TO DIRECTOR

34. The Board delegates to the Director, the discharge of all functions of the Board other than:
 - (a) any matter reserved to the Board; and
 - (b) any matter delegated to a Committee of the Board.



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