

Minute of the meeting of the  
**Board of the Health Service Executive**  
 on  
**Thursday, 23rd July 2009**

**Members present:** L. Downey (Chairman), N. Brennan, D. de Buitleur, P. Farrell, M. Gaffney, J. Mooney and W. O'Reilly

**Apologies:** B. Drumm (CEO), PJ Fitzpatrick, E. McCague, D. Power and A. Scott.

**Attendees:** L. Woods (Deputy CEO) B. Gilroy and D. Purcell, Secretary.

**Time & Location:** Meeting held by teleconference call at 6.30p.m.

Item	Discussion / Comments	Action
<b>1</b>	<b>Delegation of Authority under Co location agreements</b>	
	<p>At the start of the meeting the Chairman outlined the reason for holding the meeting at short notice. He confirmed that the purpose of the meeting was to clarify certain matters arising under the delegated authority provided to B. Gilroy in the Board resolution on 4<sup>th</sup> October 2007 (HSE Board Decision 04/10(18)/2007) in relation to the execution of project agreements signed between the HSE and the successful bidders for the co-located hospitals projects.</p> <p>Under the terms of the project agreements there is a requirement for the consent of the HSE in respect of a change in controlling ownership in any of the successful companies. The Beacon Medical Group has requested such a change as UPMC (Ireland) Ltd is taking a 40% stake in the company.</p> <p>The delegation to B. Gilroy under the prior Board resolution only delegated authority for clarifications and minor amendments to be made to the project agreements. A further express delegation of authority is required to authorise B. Gilroy to give HSE consent to the change in ownership in accordance with the project agreement.</p> <p>B. Gilroy then spoke to the briefing document on this issue which was circulated prior to the meeting. He outlined the due diligence that had been undertaken by the HSE's legal and technical advisors on the underlying technical and financial status of UPMC Ltd. The technical and legal advisors to the HSE have confirmed that there appears to be no obvious adverse risk to the project by granting a change in ownership control and no procurement law issues arise. He confirmed that the change of ownership control will not adversely impact on the ability of the project to be financed.</p> <p>The Board noted that the proposal to grant a change in ownership had been discussed with the Department of Health and Children and with the Minister for Health and Children.</p> <p>Following discussion on the briefing document it was proposed by D. de Buitleur, seconded by W. O'Reilly and agreed by the Board that the original delegation order of 4<sup>th</sup> October 2007 would be extended to authorise B. Gilroy to approve the change in ownership control under clause 25 of the project agreement. <i>HSE Board Decision No. (23.07 (18)/2009</i></p>	

The meeting concluded at 7.00pm

Signed: \_\_\_\_\_  
Liam Downey  
Chairman

Date: \_\_\_\_\_