

Tallaght University Hospital Foundation ("TUHF")

Schedule of Matters Reserved for the Board

With effect from 3/5/2018

Version	Approved by	Date
Schedule of Matters Reserved for the Board v1	Mason Hayes & Curran	12/4/2018
Schedule of Matters Reserved for the Board v1	Board	3/5/2018

Tallaght University Hospital Foundation ("TUHF")

Schedule of Matters Reserved for the Board

1. Strategy and Management

- 1.1 Responsibility for the overall direction of TUHF.
- 1.2 Extension of TUHF's activities into new business areas.
- 1.3 Approval of TUHF's long term objectives and strategy, policies and annual operating and capital budgets.
- 1.4 Sound planning,
- 1.5 Compliance with statutory and regulatory obligations.

2. Structure and Capital

- 2.1 Major changes to TUHF's corporate structure, subject to the receipt of the approval of the members of TUHF, as required.
- 2.2 Any changes to TUHF's listings or its status as a registered Charity or an entity holding a charitable tax exemption.

3. Financial Reporting and Controls

- 3.1 Ensure adequate accounting and other records,
- 3.2 Approval of:
 - the Annual Report and audited Accounts;
 - Periodic Reports and Management Accounts; and
 - Approval of any significant changes in accounting policies or practices.

4. Internal Controls

- 4.1 Ensuring an adequate system of internal control and risk management on the basis periodic reports from the FAIG.
- 4.2 Approving an appropriate statement for inclusion in the annual report.

5. Contracts

- 5.1 Approval of major capital projects, investments or contracts.
- 5.2 Lending or borrowing by TUHF in accordance with the Memorandum and Articles of Association of TUHF.
- 5.3 Approval of the fund's investment policy of the endowment fund, the oversight of which has been delegated to the FAIG to act as a committee of trustees.

6. Communication

- 6.1 Approval of resolutions and related documentation to be put forward to members at a general meeting.

7. Board Membership and other Appointments

- 7.2 The appointment of a number of directors to the Board, in accordance with the Articles of Association of TUHF.
- 7.3 Succession planning for the Board and CEO.

7.4 Selection of the chairperson of the Board and the CEO.

7.5 Membership of Board committees.

7.6 Appointment or removal of the Company Secretary.

8. Remuneration

8.1 The remuneration policy of the CEO is determined by the Board.

9. Corporate Governance Matters

9.1 Annual review of the CEO by the chairperson of the Board.

9.2 Annual review by the Board of the performance of the Board's committees and the chairperson of the Board.

9.3 Consider the balance of interests between members, employees, customers, beneficiaries and the community.

9.4 Ensure TUHF is registered with the Charities Regulatory Authority as a charity .

9.5 Ensure TUHF retains its charitable tax exemption from the Revenue Commissioners.

9.6 Delegation of powers to committees which shall consist of at least one Director.