

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.