

Schedule 2

Nursing Committee Constitution

INDEPENDENT NURSING HOME IRELAND LIMITED

Nursing Committee Constitution

DEFINITIONS

In this constitution the following expressions shall have the meanings following:-

"Chairman"	means any person appointed to act as chairman of the Committee pursuant to the provisions hereof and shall include any other person duly acting in place of such person as chairman (and whether in relation to any particular meeting or otherwise);
"Committee"	means the nursing committee established under the provisions of this Constitution;
"Company"	means Independent Nursing Home Ireland Limited; and
"Member", "Nurse", "Region", "Nursing Director"	shall have the meanings ascribed thereto in the Articles of Association.

1 Introduction

1.1 The Committee is the membership structure through which the Company obtains assistance and guidance on the provision of nursing and medical care to residents in Members' nursing homes. The Board shall from time to time provide the Committee with terms of reference for its activities.

2 Membership

2.1 Each Region shall appoint a member of the Committee, **each region shall also appoint a nominated alternate for the appointed member to attend only when the appointed member is not in a position to attend a meeting of the committee.** No person shall be appointed to the Committee unless they are a registered Nurse and a Person in Charge or a person senior in terms of nursing supervision to a Person in Charge. For the purposes of this clause a "Person in Charge" shall have the meaning ascribed thereto in regulations in that regard that may from time to time be introduced under the Health Act 2007. Such appointment by the Regions shall be carried out at the annual general meeting of the Regions and shall be implemented by simple majority vote.

2.2 The purpose of the Committee is to:-

(a) appoint a Nursing Director to the Board of Directors of the Company; and

(b) support, advise and give guidance in the delivery of best practise in nursing care of the patients of nursing homes. The said purpose shall be achieved through teaching, seminars, lecturing and the provision of notes and guidance to the Members on the subject of nursing. In addition the Committee shall promote professional awareness and development.

2. 3 The Practice Development Facilitator for the time being of the Company shall attend all Nursing committee meeting unless otherwise requested. He/She shall not be entitled to vote at meetings of the nursing committee.

3 Organisation

3.1 The chair and secretary of the Committee shall be elected annually at the Nursing Committee annual general meeting ("AGM"). Such meeting shall be held annually no later than the date of the annual general meeting of the Company. Any member of the Committee shall have the right to nominate themselves for such positions PROVIDED ALWAYS that no person shall serve on such positions for more than 3 consecutive years and there must be a 2 year gap before such person shall be entitled to be reappointed to such position. To be valid, each nomination must be lodged with the Secretary of the Committee at least 24 days before the date of the AGM. ~~Such appointments shall be put to the vote of the Committee at the AGM and passed by simple majority vote.~~

Also at each AGM (PROVIDED ALWAYS that no person shall be appointed to such position for more than 6 consecutive periods) a person from the Committee shall be nominated as the Nursing Director. Any member of the Committee shall be entitled to put themselves forward for such position but the person going forward for election will require to be seconded. Details of such nominated persons shall be lodged with the secretary at least 21 days before the scheduled date of the AGM. The Committee shall circulate to all the members of the Committee details of the all the candidates **nominated** for election at least 14 days prior to the date of the annual general meeting.

~~All such nominations -appointments- shall be put to the vote of the Committee at the AGM and passed by simple majority vote~~

In the event that any person so appointed as Nursing Director shall by reason of ill health, death or otherwise cease to hold such position the Committee shall immediately on being aware of the same seek candidates for nomination to such position. Any nominations duly proposed and seconded shall be returned no later than 14 days from the date the Committee shall seek such nominations. Any member of the Committee shall be entitled to put themselves forward for such position but the person going forward for election will require to be seconded. Notice of an extraordinary general meeting of the Committee to be held 21 days after the date of the notice shall be circulated on the 15th day following the date of the initial request for nominations. Such meeting shall have the sole purpose of appointing a new Nursing Director and the notice of the meeting shall contain full details of all nominations for such position. ~~Such nominationappointments shall be put to the vote of the Committee and passed by simple majority vote.~~

3.2 The quorum of a Committee meeting is five members of the Committee ~~present in person.~~ ~~The nursing committee shall monitor attendance at all nursing committee meetings by the elected members on an annual basis. and the~~ ~~The secretary of the committee shall subsequently provide a copy of this attendance record to notify the regional~~ Chair/ Secretary of each region.

3.3 The Committee should work in collaboration with the Nursing Director ensuring there is good communication and that issues concerning nursing and the medical care of the older person are reported to the Board in a prompt and timely manner.

4 Meetings

4.1 An extraordinary general meeting of the Committee will be convened on the written request of at least 20% of the Members of the Committee, provided notification of the date and venue goes to all Committee Members through Company communication channels, at least 21 clear days in advance of such meeting.

4.2 ~~Minutes of all meetings will be prepared and The secretary shall prepare minutes of all meetings of the Committee which will be~~ circulated to the Company and to all members of the Committee by the Company's head office central administration.

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5 Amendments to the constitution

5.1 The Committee shall not have the power to vary or amend this constitution or make other provisions for the conduct of the affairs of the Committee save with the prior approval in writing of the Board.

5.2 The Board will from time to time produce readily available guidance and protocols for the Committee on how to operate aspects of this constitution.

5.3 The Board shall have the right from time to time to make alterations to the terms hereof. Such alterations shall come into effect immediately but they shall be required to be ratified by the Members of the Company at the annual general meeting of the Company to be held next following such alterations.