

MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICES, HAROLD'S CROSS, DUBLIN 6W, HELD IN THE BOARDROOM, BLACKROCK HOSPICE, AT 5.00pm, ON MONDAY FEBRUARY 25th 2019

PRESENT: Mr. Brian Murray, (Interim Chairperson)
Ms. Helen Nolan
Ms. Kay Connolly
Mr. Sean Dorgan
Mr. Stephen Walsh
Mr. Eugene Murray
Ms. Carole Pollard
Dr. Brendan Clune
Ms. Mary Rose Gearty

APOLOGIES: Mr. Pat Costello
Dr. Terry McWade

IN ATTENDANCE: Ms. Audrey Houlihan, CEO
Mr. Simon Costello, A/Financial Controller
Ms. Mary Flanagan, Director of Nursing

Ms. Eleanor Flew, Director of Fundraising & Communications
(*present for CRA briefing only*)

Charities Governance Code Update (EF)

EF briefed on the changes to the Charities Governance Code and requirements for compliance with same. This will be progressed throughout 2019 and aim for full compliance by year-end. Implementation progress will be provided to the Board at intervals during the process.

1. Minutes

The minutes of the meetings of 26.11.18 were approved.

2. Conflict of Interest

EM and SD advised that they would step out of the room for any discussions on Wicklow Hospice to avoid any potential conflict of interest.

3. Matters Arising

BM advised that the Director of the AIIHPC will present at the March Board meeting.

AH advised that the estimated cost associated with staff payment for Storm Emma attendance is €140k. The HSE have requested OLHCS to submit these costs, and have advised that there is no funding available for the peer to peer 'flu vaccination.

MRG acknowledged that there was discussion at the last Board meeting around the reappointment of Deloitte, but felt it important to highlight that OLHCS could be heavily criticised for this decision, considering they failed to pick up errors which were discovered on a HSE audit. She

recommended that Deloitte be reappointed for a one-year period to allow for exploration of other Auditor services.

HN noted that MRG's concerns are valid and advised that the Audit Committee's disposition was to change Auditors prior to going to tender. She briefed on the three Companies shortlisted and advised that Deloitte were much more familiar with healthcare systems and requirements than the other two Companies and scored highest, therefore were appointed under the tendering process.

SW concurred that the Audit Committee had strong views on change, but were in full agreement following presentations that Deloitte were clearly superior to the others.

BM noted that OLHCS has to comply with public procurement process, and thanked MRG for raising the matter.

AH noted that, though the Board had requested a listing of all properties on Fundraising reports, Reuben Street was not included in the update report. She advised that all properties will be included in future reports.

In relation to the Reuben Street property, AH advised that the occupier continues to live in the house independently.

BM advised that both he and HN signed release for sale of a property in Leixlip today.

4. CEO Report

AH updated on meeting with HSE Compliance Unit, attended by AH and BM. They were advised that, as Fundraising was under the same legal entity as OLHCS, then they were subject to the audit, but they have allowed OLHCS to include rationale for applying own policies prior to this outcome. AH advised that OLHCS will revise the Procurement Policy to include procurement with fundraising monies.

BM advised that our written policy needs to be specific in inclusion of support for volunteers, giving details of what this covers such as acknowledgment for Volunteers / BOD, along with presentation of flowers to staff as part of Long Service Awards presentations. All Directors were in agreement to support token gestures of acknowledgement.

A Procurement Action Plan to address all internal audit and compliance review recommendations will be presented at the next Board meeting.

AH briefed on the HSE Service Level Agreement (SLA). Details on allocation has only recently been issued, which include an €800k reduction in funding for Older Persons services. €170k of this has been reinstated. The HSE and OLHCS were to meet to discuss a model review of older persons services, and this has now been scheduled as an urgent meeting. OLHCS provides a complex model of care, and there is no fast way of reducing expenditure to meet costs. The turnover of patients is very slow, and pay costs still have to be met.

Part 1 of the SLA (legal agreement) was in place for 3 years but has now been rolled over to allow time for consultation. There was to be consultation with organisations on the changes which include legal compliance requirements and additional compliance matters have been included and these include new branding guidelines which require further consideration. The Part 1 SLA has now been rolled over for a further year to allow for discussions.

The SLA has been extended to March 31st for sign-off. AH noted that the implications for non-sign off are huge, but there is scope to attach a letter of objection to the branding proposal.

BM noted that the report on the review of Voluntary organisations is still outstanding, which may influence the branding proposal.

EM recognises the HSE's requirement for acknowledgement of 90% funding, but agrees that there should be some compromise.

BM concurred that OLHCS would be happy to acknowledge the funding, but there is a need to protect the identity of the Hospice for fundraising purposes. He recommended that a review of the potential impact on Fundraising should be conducted.

AH noted that the Support your local Hospice Group is developing an umbrella brand for fundraising for the national events.

AH advised that S39 organisations did not receive funding to meet the pay reform and are currently reviewing the 2001 policy and making an argument around equity for new Hospices receiving 100% funding. All are now looking for S38 status and a meeting of Board Chairs and CEOs is scheduled for March to discuss.

AH briefed on a complaint around access to EDS service. BM noted that OLHCS would like to have been able to offer an EDS service, but, following rejection of the business case by the HSE, the organisation is unable to provide the service.

AH noted that the Strategic Plan Implementation Plans have been approved by the Board following their session on February 20th 2019.

AH advised that a Board Review is scheduled for Q1 2019 and a questionnaire will be circulated shortly. The results of this, along with feedback on 2018 Action Plan will be included in the next Board meeting agenda.

Agreed/Action:

Procurement Policy to be revised to include procurement with fundraising monies

Procurement Action Plan for review at the next Board meeting.

Strategic Plan Implementation Plans have been approved by the Board (20.02.19)

2019 Board Review / 2018 Action Plan Review for inclusion on next Agenda.

5. Finance & Quality

Balanced Scorecard (January 2019) -

MF noted that it was a quiet month in terms of quality issues. There was one complaint, which was discussed under CEO Report.

HR – Absenteeism noted at 4.34%.

Finances – SC advised that OLHCS received an additional pay allocation to meet pay restoration costs. He advised that the budget reduction of €630k is the main difference from last year's allocation. An additional allocation of €200k was received in December 2018, which helped with the overall deficit.

BM noted that OLHCS is carrying forward a deficit of €350k.

AH advised that, along with the €630k funding deficit, this will have a major impact on the budget for 2019, noting that there will be no support provided from Fundraising. AH discussed the overdraft requirements and SC has arrangements in place with the HSE for accelerated cash drawdowns during the year.

SC briefed on HSE funded activity budget and Fundraising budget.

SW requested a simpler way of presenting the figures, and MRG concurred, requesting that narrative on the figures would be useful.

BM requested that the accounts be presented in a simple format, with anything out of the ordinary being flagged for attention.

SW noted that the past two years have been very strong for legacies.

SC noted a recommendation from Audit Committee around the utilisation of €2.5M through transfer to a deposit account for a greater return of interest.

A discussion followed on the necessity to segregate accounts and it was agreed that SW/SC/SD would discuss this separately and clarify the requirements.

EM queried if there was a review of fundraising activities to estimate income ratios against expenditure. AH confirmed that this does take place, citing Open Gardens as an example. The direct involvement of OLHCS in the event is being dropped due to the declining income.

SW noted the executive summary of fundraising accounts for 2018 reflects a very good year, with cost to income ratio of 22% which is reasonable. Legacies brought in €2.7M in 2018, and hopefully this will continue.

BM requested that the Fixed Assets register should include listing of properties bequeathed to OLHCS and pending sale.

Both Healthcare and Fundraising budgets will formally be presented to the Board at the March meeting for approval.

Agreed/Action:

SC to review accounts presentation format.

SW/SD/SC to review utilisation of separate fundraising accounts.

Both Healthcare and Fundraising budgets will formally be presented to the Board at the March meeting for approval.

6. Board Committee Reports

6.1 Audit Committee (07.02.19)

HN briefed on the Audit Committee report. She advised that the gap on private income is increasing and the Audit Committee have recommended that a contingency plan be drafted. She noted that savings in 2018 had reduced the deficit substantially, but this cannot be continued. She noted that AH had suggested that a proposal to eliminate private beds in Blackrock Hospice should be presented to the HSE, though this would require additional funding allocation. The Audit Committee recommend this proposal, along with the development of a contingency plan.

AH advised that cost containment was required over the past few years to address a funding reduction from €33M to €26M, along with a reduction in the Board funding by €1M annually. She noted that there is no scope for cost savings through pay, and the only option for a contingency plan is with bed closures.

SD queried if patients presented as private / public and MF advised that admissions are only based on clinical need and the question around cover is only asked post admission.

EM noted that the HSE have covered private income for Wicklow Hospice, which is an all-public facility.

BM thought that the HSE should agree to Blackrock Hospice being on a parity with Wicklow Hospice.

SW queried a Plan B if the HSE refuse and AH advised that the only option would be service cuts.

MF noted that the total income deficit for 2018 was €900k.

A discussion followed on the rationale for patients not signing insurance forms and this was recognised as resulting from pressure from Insurance Companies, along with a worry that patient's may require their cover for bed days in an acute service. It was also noted that there is no difference between the public and private services.

EM suggested that professional communication advice should be sought to maximise patients' sign up, as the engagement process with patients does impact on the outcome.

MF advised that internal communications have worked on a letter, advising that the private income is part of the budget and not additional funds, and the Patient Services staff follow up on a number of occasions to encourage sign-off.

HN noted that the two most recent Internal Audit reports were circulated. She noted that the Financial Controls audit was very positive, achieving reasonable assurance. However, she noted that there is still an issue in the area of Procurement. She acknowledged that work has been done, coming from where the organisation was, but there is additional work to bring to full compliance.

HN advised that the Audit committee recommend that an additional member is required as technical accounting skillset is not represented. She requested that she be contacted if anyone is aware of somebody with this skillset who may be willing to come on the Committee.

The Board approved the appointment of an additional member to the Audit Committee, and BM requested that consideration of patients should be prioritised by the Committee at all times.

HN advised that the Committee reviewed the Internal Audit Plan, and the ICT Security audit is next in line. She noted that this will help identify gaps to be addressed.

SW briefed on the €2M overdraft proposal. BM queried if there was a method of addressing this in the annual audited accounts, and HN/SW advised that the document contains the recommendation of the Auditors. SW also noted that the recording in the Directors Report has also been agreed. AH advised that she will alert the HSE to this matter in the event of queries following the publication of the annual report.

Agreed/Action:

MT to present a contingency plan to address the income deficit at the Board at the March meeting. The Directors approved the proposal to address the €2M overdraft.

6.2 Education & Research Committee (04.09.18)

No Update.

6.3 Mission Committee (14.11.18)

No Update.

6.4 Fundraising Committee (15.01.19)

No Update.

6.5 Governance Committee (14.01.19)

BC advised that the Committee met on November 19th and briefed on the reports reviewed. He noted that the Risk Register had a number of ICT issues listed, but these are being addressed.

He advised that, following concerns around potential conflict of interests of public representatives at Board Sub-Committees and internal Committees, a policy will be drafted on actions to be taken should external members not comply with the organisations code of ethics.

MF noted that it is very difficult to get user representation on the Committees, but recognises that there is a need to ensure clarity around the role of the appointee.

EM noted that the bigger issue into the future is on how to respond to queries on the right to die. He recommended that the Board should have a considered response to queries and ensure that all are in agreement with same.

AH noted that Dr. Stephen Higgins will be attending the Board meetings from next month, as Medical Director, and he would be capable of giving advice on this.

CP recommended a one-page Code of Conduct for Committees.

Agreed/Action:

SH to give advice on response to queries on right to die.

Draft Code of Conduct for Board Sub-Committees, and internal Committees.

6.6 Capital Committee (22.10.18)

CP advised that the Committee agreed to formalise plans for BH renovation work, inclusive of costs. She noted that the scope of work is expanding and she will meet with TB to discuss the appointment of an overseeing team to ensure cost containment. She also noted that the Chapel and front wall will come under conservation works and may be eligible for grants. CP will liaise with contacts to get a free report to support grant application.

BM noted the cost of €1M on refurbishment of rooms as large enough to require oversight, and the Directors agreed. E-tender process will be required for service.

BM queried if the scope of work required is clear and AH advised that consultation with clinical teams took place, and the work required will be to bring the facility on par with Harold's Cross standards. CP noted that now is the time to include any additional items. CP queried if there is a specification document for the rooms in Wicklow Hospice and EM confirmed that these are in compliance with HSE standard. BM advised that the Board should agree the specifications for the Blackrock renovation works and then go to tender for contractors.

Agreed/Action:

The Board to agree the specification for BH renovation works, and go to tender for Project Manager and Contractor.

6.7 Nominations Committee (20.02.19)

BM advised that the Directors discussed the nomination of a Chair to the Board of Directors. BM has taken on the role of Interim Chair following the resignation of Mr. Sean Benton. Mr. Brian Murray was nominated as Chair and agreed to take on the role for this was approved by all of the Directors.

The Nominations Committee also reviewed and approved the reappointment of the CEO, Ms. Audrey Houlihan with the same terms and conditions for a further term of five years. All noted the limitations of revised CEO salary scales in attracting a replacement. Succession planning for both roles will be a priority action.

Agreed:

BM appointed as Board Chair.

AH was approved for reappointment as CEO for a further five-year term.

8. Away-Day Report

EM / SD absented as potential conflict of interest.

BM advised that the Board discussed the proposal of full integration with Wicklow Hospice including taking on all liabilities and one Board governance, along with the transfer of the property and premises in whole to OHLCS. There were concerns from the Directors following the initial proposal at the December Board meeting. However, all Directors have now agreed to proceed.

9. Prospectus Compliance Review & Response

Refer to CEO Report above.

10. AOB

None.

A closed session followed, at which the restructure of the Management Team was reviewed and approved by the Directors.

Signed : _____
Chairperson

Date : _____

**The next Board meeting is scheduled for
5.00pm on Monday, March 25th 2019**

**MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF OUR LADY'S HOSPICE
& CARE SERVICES, HAROLD'S CROSS, DUBLIN 6W, HELD IN THE BOARDROOM,
HAROLD'S CROSS, AT 5.00pm, ON MONDAY MARCH 25th 2019**

PRESENT: Mr. Brian Murray, (Chairperson)
Ms. Helen Nolan
Ms. Kay Connolly
Mr. Sean Dorgan
Mr. Stephen Walsh
Ms. Carole Pollard
Dr. Brendan Clune
Ms. Mary Rose Gearty
Mr. Pat Costello
Dr. Terry McWade

APOLOGIES: Mr. Eugene Murray

IN ATTENDANCE: Ms. Audrey Houlihan, CEO
Mr. Simon Costello, A/Financial Controller
Ms. Mary Flanagan, Director of Nursing
Dr. Stephen Higgins, Medical Director

Ms. Karen Charnley, Director of AIIHPC
(present for AIIHPC briefing only)

All Ireland Institute for Hospice & Palliative Care (AIIHPC) (KC)
KC briefed the Directors on the AIIHPC, and on the activities to date

PC queried if OLHCS has access to information on the best practice internationally through the AIIHPC, and AH confirmed that we do and that it is a brilliant resource to have on-site. She noted that Ireland is rated highly internationally in terms of palliative care development, but the benefits of information exchange is valuable.

KC noted the upcoming European Association of Palliative Care (EAPC) upcoming conference, and the AIIHPC along with Partners confirmed that they will also attend.

1. Minutes

The minutes of the meetings of 25.02.19 were approved.

2. Conflict of Interest

BM noted that all signed a statement of Conflict of Interest when joining the Board. In the event of any changes the form will be circulated again for all to complete and return.

3. Matters Arising

SH was welcomed as attendant at Board meetings in his role as Medical Director.

PC advised that the Restructure of the Management Team, discussed at the last Board meeting, should be recorded as having been approved.

AH advised that a Cost Containment plan will be drafted, as requested by the HSE to reflect recent cut in social care budget and this will be reviewed at the next Audit Committee.

Following discussion on the participation of external members on OLHCS Committees who may have conflicting opinions with the organisation ethos, it was agreed that SH would draft a paper on the organisations position on the Right to Die, for review at the July Board meeting.

CP submitted a Code of Conduct document which will also be reviewed also in terms of Committee membership.

Specifications for work on Blackrock Hospice to be reviewed/approved by the Board at the May meeting, but there should be no delay to progressing the work.

Agreed/Action:

Mins of February Board meeting to record Directors approval of the Management Team restructure.

SH to draft document on OLHCS's stance on Right to Die for July Board meeting.

CP's documentation on Committee membership conduct to be adapted for OLHCS and Board approval at May meeting.

Specifications for Blackrock Hospice capital work for review at May Board meeting.

4. CEO Report

A report was circulated in advance of the meeting and AH briefed the Directors on the content.

AH advised that the Prospectus Governance Review report has now been finalised. SD noted that this is a historical document at this stage.

BM noted that there are changes required to the Memorandum & Articles of Association, and the Code of Governance also needs to be updated.

AH updated the Directors on the HIQA Dementia-themed inspection in February 2019. The use of multi-occupancy rooms was not raised as an issue, though the occupancy of these rooms has been reduced from 4 to 3 residents. However, OLHCS will continue to submit the remedial plans as the HSE have provided funding to HSE organisations, and it remains as an outstanding action from previous HIQA inspections.

AH updated on the Report of the Independent Group on Voluntary organisations, noting that the Chairs of Voluntary organisations are meeting with Catherine Day next week. Some key actions from the report need to be adopted and the Code of Ethics will need to be updated.

AH noted the Slaintecare Report, which was posted on the shared drive. She noted the particular reference to palliative care within the report.

5. HSE Service Level Agreements (Part 1 and Part 2 PC / Part 2 OP)

A 10% budget cut penalty was applied to some healthcare organisations in 2018 for failure to return signed Service Level Agreements (SLAs) before the deadline, and advised that OLHCS needs to sign and return SLAs promptly.

Part 1 SLA additional requirement is for inclusion of HSE Logo on any new branding. This will be considered under the branding project in 2019.

Part 2 Older Persons budget cut is an issue, as OLHCS are required to commit to the same activity levels as last year. A discussion on the qualifying wording took place, suggesting that OLHCS would proceed on the principle that bed numbers would not be cut, but will require the HSE to

partner with the organisation on achieving this. A cost containment plan will be put in place to achieve some efficiencies.

BM recommended that the SLAs be signed with a caveat on maintaining service levels and advised that the Board should review the cost containment plan at the May meeting.

HN proposed that the wording should reflect that OLHCS cannot give any assurances on service levels and achieving a year-end break-even position without engagement from the HSE.

This was approved by the Directors.

Agreed/Action:

The Directors approved the caveat inclusion on SLAs that OLHCS cannot give any assurances on service levels and achieving a year-end break-even position, but would seek engagement from the HSE.

6. Finance & Quality

Balanced Scorecard (January 2019) -

SC briefed on the budget for 2019 and this was approved by the Directors.

AH advised that there was nothing out of the ordinary to note on the Balanced Scorecard. There were 3 medium grade incidents (2 relating to staff and 1 relating to a resident).

Activity varies from the norm due to the industrial action, which incurred loss of bed days in RMDU and CRU.

HR statistics reflect stable absenteeism.

In finances, the year-to-date reflects a deficit of €225k, comprised of €40k pensions and €185k income deficit. Both pay and non-pay are close to budget.

Agreed/Action:

The Board approved the 2019 budget.

6. Board Committee Reports

6.1 Audit Committee (07.02.19)

SC briefed on budget for 2019.

PC complimented SC on getting the budget summary on one page.

SW queried the figure on fundraising payroll costs for 12 staff members, but SC clarified that this reflects 31 WTE across the organisation.

HN advised that Internal Audit review reports on Financial Controls and Procurement were reviewed at the Committee. Reassurance was given on the Financial Controls, with no high priority; 3 medium priority; 4 low priority recommendations, and noted improvement since the last audit.

Limited assurance was issued on Procurement compliance based on the audit, with 1 high priority; 1 medium priority; a number of low priority recommendations.

A high level Procurement Plan has been drafted and this will include actions on recommendations from all reviews (Mazars, Prospectus and Compliance review). An action tracker will accompany the Procurement Plan.

HN noted that the biggest issue is the inclusion of Fundraising under the Procurement review.

HN advised that the Committee have been advised that the title should include Finance, and requested Board approval to rename the Committee - The Audit and Finance Committee.

Agreed/Action:

The Board approved renaming the Committee to the Audit and Finance Committee.

6.2 Education & Research Committee (12.03.19)

TMC advised that the minutes of the Committee meeting are posted on the shared drive. He noted that the Committee discussed the E&R Annual Report, budget, the change to the organisational and E&R structure and the impact of Data Protection and the Health Research Regulations, differentiating the role of audit and research. A sub-group has been requested to review this area and feedback to the Committee with recommendations.

AH updated on the Joint Professor in Palliative Medicine post, which has been signed-off by both TCD and UCD and is currently with the CAU for approval.

6.3 Mission Committee (12.02.19)

A report on the last Mission Committee meeting was posted on the shared drive. There were no queries. A first report evaluating the Schwartz Rounds was also included for information, and AH briefed on this.

6.4 Fundraising Committee (15.01.19)

No update from the last Committee meeting.

Two bequeathed properties are on the market. A property in Leixlip has an offer in for €298k and a property in Ballsbridge, on which the proceeds are divided with the Anne Sullivan Foundation, has an offer in for €350k.

Notification of a bequest has been received, from a lady who passed away in 2015. The will is being contested and OLHCS will have legal representation at the court. It was agreed to follow the will of the High Court.

PC queried if there are ethical challenges to patients making bequests to OLHCS and AH advised that processes are in place to ensure that no influence can be exerted on patients. SH also advised that medics can note on the chart, if aware, that a patient's mental status is sound in advance of making a will.

AH advised that Fundraising are at the discussion stages on getting an external company to advise on branding review for OLHCS. The cost is estimated at €20k - €30k, and therefore will require tender process.

HN queried if a cost benefit analysis had been conducted in relation to risks for fundraising. AH advised that many staff/volunteers are attached to the current brand, as it is well proven to work but are happy to engage in a scoping exercise.

SD advised that it is good to review the branding as there are real questions to be looked at, and BM concurred, noting that the process can be stopped if OLHCS is not satisfied.

Agreed/Action:

The Board approved acceptance of the offers on both properties.

It was agreed that two Board Directors sign off on property sale documentation.

6.5 Governance Committee (14.01.19)

No update from the last Committee meeting.

6.6 Capital Committee (27.03.19)

CP advised that she has obtained the services of a Conservation architect to review proposed works at BH, in particular the Chapel and part of the administration building. Mr. O'Boyle of Bluett O'Donoghue Architects has kindly waived his fees for this review, and has indicated that he will provide full architectural service for the duration of the remedial works required to the Chapel roof and windows at no cost. He will also advise on conservation grants available from Dun Laoghaire Rathdown Council and will negotiate on behalf of OLHCS in relation to these.

A full set of drawings for BH has been obtained from OMS Architects and a draft brief will be discussed at the next Capital Committee meeting on April 8th with a view to advertising for procurement of design team services. Both OMS and Bluett O'Donoghue have expressed interest in tendering for architectural services for the proposed refurbishment works.

Agreed/Action:

Review Draft brief on works required at BH and advertise for tender of design team services.

6.7 Nominations Committee (20.02.19)

No update from the last Committee meeting.

6.8 Remuneration Committee (14.03.19)

SD advised that the Committee had its first meeting on March 14th. The meeting was primarily focused on reviewing the Terms of Reference, and, when drafted, these will be circulated to the Board for approval.

Agreed/Action:

Draft TOR's to be submitted to the Board for review/approval.

7. Report Report Review

- **Report of the Independent Review Group on Voluntary Organisations/**
- **Sláinte Care implementation plan**

Refer to CEO Report above.

8. Wicklow Hospice update/MOU and Governance

SD advised that a draft update of the MOU was discussed with the Wicklow Hospice Board and they have agreed to integrate fully with OLHCS, and recognise that the land needs to be transferred also, but will hold until the year end for transfer and register OLHCS as owners. OLHCS has set up a meeting with Bank of Ireland to jointly secure a loan to cover the remaining capital costs.

AH advised that OLHCS has been engaging with the HSE on revenue discussions, but advised that the Wicklow Hospice Foundation will need to issue a letter authorising OLHCS to negotiate in this respect.

The MOU will be reviewed at the next Board meeting with a view to sign-off. AH will have an update on manpower planning at that time, and there should be clarity around the proposed move of BH to WW for the duration of remedial works.

9. Board Performance Review

Following discussion it was agreed that Matters Reserved for the Board need to be included in the Code of Governance review.

An external review of the board is scheduled for every 3 years, and one is due in 2019.

PC asked if there is any feedback from staff on how the Board perform, and AH noted that this is something that can be included in a review.

Agreed/Action:

Include Matters Reserved for the Board in Code of Governance Review

External Board review to be scheduled for 2019.

Include staff feedback on Board performance in staff survey.

10. AOB

AH noted that the HSE Service Level Agreement include a requirement for a Patient Safety Committee. She proposed that the Terms of Reference for the Governance Committee be adapted to include this remit at their next meeting.

Signed : _____
Chairperson

Date : _____

**The next Board meeting is scheduled for
5.00pm on Monday, May 27th 2019**

MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICES, HAROLD'S CROSS, DUBLIN 6W, HELD IN THE BOARDROOM, HAROLD'S CROSS, AT 5.00pm, ON MONDAY MAY 27th 2019

PRESENT: Mr. Brian Murray, (Chairperson)
Ms. Kay Connolly
Mr. Sean Dorgan
Mr. Stephen Walsh
Dr. Brendan Clune
Ms. Mary Rose Gearty
Mr. Pat Costello

APOLOGIES: Mr. Eugene Murray
Ms. Carole Pollard
Dr. Terry McWade
Ms. Helen Nolan

IN ATTENDANCE: Ms. Audrey Houlihan, CEO
Mr. Simon Costello, Head of Finance
Ms. Mary Flanagan, Director of Nursing
Dr. Stephen Higgins, Medical Director

1. Minutes

The minutes of the meetings of 25.03.19 were approved.

2. Conflict of Interest

BM requested that all who have yet to return a signed Conflict of Interest form should do so as soon as possible. A reminder notice will be issued to those with outstanding forms.
No conflicts were noted for the meeting agenda.

3. Matters Arising

BM noted that a revised Code of Conduct, which will reference protocol for external Committee members, and revised Code of Ethics is currently being drafted and will be presented to the Board at the July meeting.

BM noted that specification report for capital works planned for Blackrock Hospice will be reviewed at the July Board meeting and that it will take place in Blackrock to facilitate a review of the plans on-site.

BM advised that the Board is due for an external performance review in 2019 and this will go to tender for end of year review.

Agreed/Action:

Progress Code of Conduct/Ethics for July Board meeting review.

Progress specification report for Blackrock Hospice capital works

July Board meeting venue to be changed to Blackrock Hospice.

Progress tender for external Board performance review at year end.

4. CEO Report

AH briefed on the CEO Report circulated to the Directors –

She noted that the ‘Break-Even’ plan requested by the HSE was submitted as a Cost Containment Plan, as there is very little scope for break even. Continuing Private Income deficits, a budget reduction of €600k from Older Persons services, and a carry-over deficit from 2018 would require extensive service cuts to achieve a break-even position.

Further to correspondence from the new HSE Director General, the HSE have directed that they will only accept a break-even position from all healthcare providers at year end, and have advised that they will accept service cuts if necessary. It is difficult to cut Older Persons service, where the budget reduction has been applied, as the turnover of patients in this service is very slow, and there is no discharge pathway from the service.

KC confirmed that this is being taken very seriously from a HSE perspective.

AH advised that the Management Team are very focused on the Cost Containment Plan and all potential savings will be pursued with a target of 900k. Staff sessions will be facilitated by the Staff Council to promote ideas on cost savings.

BM queried the progress on the Private Income project and SC advised that this yielded an increase in income for a time, encouraging more patients to consent on using their Insurance, but a recent fall off in income is attributable to less patients having insurance cover and we have no control over this aspect.

BM noted that the HSE have to take responsibility for reducing the Older Persons budget allocation pending agreement on service model change. We will write to request a meeting to progress this as we have not achieved any engagement from HSE to date.

BM queried use of existing CRU site following their move to the old PC Unit. AH advised that CRU may be used for overflow of patients for the period of the Blackrock Hospice capital development, and further down the line if funding is made available for Anna Gaynor House conversion to single rooms.

The Directors discussed the issue of a contested will, and legal advice provided by Woodcock Solicitors. The Directors were in agreement to progress with mediation in the first instance, and to revert to the Board for further discussion if this is refused. Mr. Brian Murray and Ms. Mary Rose Gearty were mandated to make a decision should the other parties not proceed with mediation.

Directors were advised to express interest in attending the Charities Institute Awards dinner on June 20th if available.

Agreed/Action:

AH to write to HSE Social Care requesting a meeting regarding model review.

5. Finance & Quality Reports

Finances –

SC briefed on Finances, reflecting a €176k deficit to date. He noted that on the Operational side (excl pension) the negative variance €229k is primarily driven by Income. Whilst consent from patients with insurance is up on prior year, there has been a below average occupancy due to nursing strike and fewer patients with insurance, resulting in a negative impact on variance.

Balanced Scorecard (April 2019) -

BM noted CPCT waiting times are not achieving KPI targets. SH briefed on the HSE target, which is set for all referrals, and it is not necessary to see all patients within this target time. OIHCS

breaks down referrals to urgent, medium and not urgent and the KPI is 100% compliant for urgent referrals. BM requested that the OLHCS KPI figures be included on the Balanced Scorecard.

BM queried low attendance figures at Day Hospice. AH advised that a national review of Day Hospice services is currently underway, with two OLHCS staff involved. The outcome of this will inform the best model of service for Day Hospice. She advised that feedback from service users support the value of the service. MF also noted that the inclusion of Advanced Nurse Practitioners (ANPs) and Clinical Nurse Specialists (CNSs) will add value to the service. PC queried the content of the written complaint and MF briefed on same and advised of actions and progress to date. He queried if the Complaints stats included staff complaints and was advised that these are included in HR figures.

KC expressed that initially she was surprise at the low level of complaints, but has since noted on Mission Walkabouts that there is a very good interaction between staff and patients and all team members are very familiar with residents and can cater to their individual preferences.

MF briefed on the feedback forms, currently being updated and the service user forums, which allow patients and residents to voice any concerns or requests.

SW queried the absenteeism figure of 4.3% and MF confirmed that it is higher than the HSE target of 3.5%, noting that the figure fluctuates, but HR focus on maintaining low absenteeism figures with various initiatives in place.

Agreed/Action:

Balanced Scorecard – include OLHCS CPCT Waiting time stats as well as HSE KPI target compliance.

6. Board Committee Reports

6.1 Audit Committee (16.05.19)

The annual Audit Report from Deloitte was approved by the Board, following recommendation from the Audit & Finance Committee.

HN had submitted a report and PC briefed in her absence, noting that Deloitte confirmed that it was a very clean audit and they provided full assurance. They were complimentary of the support received from SC and AH during the process. Deloitte requested that they be kept updated on progress with Wicklow Hospice in advance of next year's Audit.

Deloitte recommendations around OLHCS role with AIIHPC as discussed. This matter cannot be fixed retrospectively. BM requested any potential risks/impact be highlighted and the Board can make a decision on whether or not the risk will be absorbed.

Agreed/Action:

AH to explore options to address Deloitte recommendation and revert to BOD with options for decision.

6.2 Education & Research Committee (14.05.19)

Minutes were reviewed and there were no queries. The Directors acknowledged the request to pause activity pending an in-depth review and approved same. This may include a temporary reduction in income.

Agreed/Action:

The Directors approved the pause in E&R activity to allow for in-depth analysis of activity.

6.3 Mission Committee (12.02.19)

No update.

6.4 Fundraising Committee (15.01.19)

SW briefed on reports circulated

AH advised that the report included update on properties bequeathed to OLHCS, but the Reuben Street property was accidentally omitted. It was confirmed for the Directors that this is the only property currently owned by OLHCS.

SW noted that OLHCS should get a breakdown on the bequest if OLHCS is a part-beneficiary, along with a copy of the Will. AH advised that the breakdowns are provided, but the Will is not.

MRG agreed to review the legality of providing a copy of the Will to the beneficiaries, as this is the only way of confirming that the organisation is getting its full entitlement. Following confirmation, this will be included in the Bequests Policy.

Agreed/Action:

MRG to seek clarification on entitlement to copy of Wills and Bequests Policy to be adjusted accordingly.

6.5 Governance Committee (15.04.19)

BC briefed on the last meeting of the Committee, and also briefed on the Boards responsibility further to the Radiation Protection legislation update, now under the remit of HIQA.

MF advised that the HIQA inspection report is now published on the HIQA website.

BM acknowledged that, on behalf of AON, Mary Connolly will attend 3 Governance Committee meetings per annum in an advisory capacity.

6.6 Capital Committee (08.04.19)

An update on the Blackrock Hospice capital project will be discussed at the July BOD meeting.

6.7 Nominations Committee (27.05.19)

Meeting scheduled post Board meeting.

6.8 Remuneration Committee (14.03.19)

No update.

7. Wicklow Hospice Progress Update

BM updated on the current requirements – the loan agreement; MOU to be signed; opening date; property handover to OLHCS.

AH advised that there has been progress on the joint borrowing for project completion, but the bank want overview of MOU terms on the property transfer. A draft MOU has been issued to the bank for review by their legal team. It has been agreed that the bank Developmental loan will remain with the Wicklow Hospice Foundation (WHF) and the Term loan will be progressed as joint borrowing by OLHCS and WHF, and this has been postponed to September 2019.

A draft of MOU will be circulated to the Directors following review by the bank legal team.

SD advised that there is outstanding due diligence to be resolved around future bequests to WHF if they no longer exist.

The HSE are to be approached to provide fit-out costs in advance of purchase, as it would be a financial challenge for WHF to purchase and await funding on vouched basis.

BM noted the huge effort of the WHF on raising €5.5M and proposed the Board take the opportunity to meet with the WHF and acknowledge their effort, possibly at the signing of the MOU. Full integration with OLHCS is covered in the revised MOU with a view to WHF coming under OLHCS Board.

8. Corporate Risk Register

BC confirmed that the Governance Committee had reviewed the Risk Register at their last meeting. There were no queries on the content.

PC queried if OLHCS has a Risk Officer in place and AH advised that the Risk Officer is managed by Mary Flanagan. The appointment of a Quality Manager will be progressed when Wicklow Hospice comes on board.

The Risk Register was approved by the Board.

Agreed/Action:

The Directors approved the Corporate Risk Register.

9. CRA Code of Governance Update

1. Advancing its charitable purpose
2. Behaving with integrity
3. Leading people
4. Exercising control
5. Working effectively
6. Being accountable and transparent

Principles 1 / 2 / 3 to BOD for feedback/approval at July 29th BOD Meeting. SMT to close out on.

Principles 4 / 5 / 6 to BOD for feedback/approval at Sept 30th BOD Meeting.

Final and minuted BOD approval of entire code at Nov 25th BOD Meeting.

10. AOB

AH briefed on an upcoming appeal to a third party the Labour Court following dismissal of a staff member in 2018.

SC briefed the Directors on the circulation of the Directors Compliance Statement in 2018.

Approval of same was not minuted at the time.

All acknowledged receipt of the Directors Compliance Statement and approved same.

Agreed/Action:

The Directors acknowledged and approved the Directors Compliance Statement.

Signed : _____
Chairperson

Date : _____

**The next Board meeting is scheduled for
5.00pm on Monday, July 29th 2019 @
Blackrock Hospice**

MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICES, HAROLD'S CROSS, DUBLIN 6W, HELD IN THE BOARDROOM, BLACKROCK HOSPICE, AT 5.00pm, ON MONDAY JULY 29th 2019

PRESENT: Mr. Brian Murray, (Chairperson)
Ms. Kay Connolly
Mr. Sean Dorgan
Mr. Stephen Walsh
Dr. Brendan Clune
Mr. Pat Costello
Mr. Eugene Murray
Ms. Carole Pollard
Dr. Terry McWade
Ms. Helen Nolan

APOLOGIES: Ms. Mary Rose Gearty

IN ATTENDANCE: Ms. Audrey Houlihan, CEO
Mr. Simon Costello, Head of Finance
Ms. Mary Flanagan, Director of Nursing
Dr. Stephen Higgins, Medical Director

1. Minutes

The minutes of the meetings of 27.05.19 were approved.

2. Conflict of Interest

No conflicts were noted for the meeting agenda.

3. Matters Arising

The Directors acknowledged the passing of Mr. Derek Staveley, a member of the Audit & Finance Committee. May he rest in peace.

AH advised that an invitation to tender for the Board of Directors performance review will be issued. Three Companies have been included for invitation to tender and if any of the Directors would like to recommend a Company, then they should contact AH with the details.

Agreed/Action:

Progress tender for external Board performance review at year end. Recommendations to AH for inclusion.

4. CEO Report

AH briefed on the Cost Containment Plan, advising that an end of year break-even position is not achievable. The HSE require a report on service closures to meet a break-even position, but with pay being the majority of service costs, closures would not yield sufficient savings by year end to reach a break-even position. A subsequent meeting with the HSE was positive, acknowledging the cost saving achievements, and they have accepted a three-year plan to meet the cut applied to the Fair Deal funding. The HSE acknowledge that this will require a reduction in quality of care, but there is also a requirement on OLHCS to comply with contracts of care agreed with residents. A dedicated session on Services for Older Persons will be presented by Dr. Roisin Purcell at the September board meeting.

Ongoing challenges remain with private income deficit which cannot be fully recouped. The private patient income target is based on 2014 figures, which does not reflect current trends, and the HSE have agreed to review this at national level. The issue was also raised at a meeting with the Dept of Health, and their response was that the matter would be resolved with the introduction of Slaintecare.

The provision of an all-public service would impact on current consultant contractual arrangements. There has been engagement at national level with the Insurance providers.

SC briefed on income deficit rationale. Use of Fundraising monies to address the deficit was discussed, but, based on the upcoming capital requirements and current commitments, it was agreed that this would not be feasible.

AH briefed on the HSE requirement for a lien on the fit-out costs for the new Palliative Care Unit and a retrospective lien for the capital grant towards Anna Gaynor House ten years ago.

The Chair concurred that OLHCS should follow legal advice on this matter.

OLHCS will link with the AIIHPC around Palliative Care Week in September, and will host a number of events. The Coffee Morning (19.09.19) will also be aligned with Palliative Care week.

A map outlining the new borders for Regional Health Areas (RHA) in Ireland was circulated. Again, it is noted that OLHCS remains under two RHAs.

Agreed/Action:

All agreed that Fundraising existing commitments and future Capital development plans prohibit the use of fundraising monies to address service funding deficits.

Agreed to follow legal advice on putting HSE lien in place.

5. Finance & Quality Reports

Finances –

The figures were reviewed and noted that savings of €300k to date is a very good achievement. Pension surplus will achieve break-even at year end as this is funded by HSE on a regular basis throughout the year.

Though €633 budget reduction for Older Persons in 2019, the HSE has now been informed that this will be divided over three years in order to deliver current service demands, with €270k reduction to be met in 2019.

Balanced Scorecard (June 2019) –

Increased level of absenteeism noted.

Efforts to stabilise Board-funded posts continues

Q&S reports noted.

CPCT waiting time KPIs noted as not meeting targets, and SH briefed on 'local' KPI, based on need urgency, which OLHCS is meeting. These stats are also submitted to the HSE and have been recommended to the HSE for adoption by the National Working Group.

Fundraising Accounts –

SC briefed on figures. Legacies are €1M over budget, with a further €0.5M legacy recently received. E&R funding remains close to budget.

6. Board Committee Reports

6.1 Audit & Finance Committee (16.05.19)

HN advised that the Committee reviewed the CV for Ms. Hillary Coates and recommended to the Board that she be approved for appointment to the A&F Committee, and the Committee will discuss a replacement for Mr. Derek Staveley.

Agreed/Action:

The Board approved the appointment of Ms. Hillary Coates to the A&F Committee.

6.2 Education & Research Committee (14.05.19)

TMcW advised that the Committee were updated on the review of all activities. A stop and pause remains in place until all activity is reviewed. The recruitment for a Chair in Palliative Medicine, joined with the Universities, is going through formalities, with probable appointment in 2020.

6.3 Mission Committee (28.05.19)

KC circulated a report and advised that a formal event to celebrate the 140th anniversary will be held around Foundation Day (09.12.19). Currently waiting for confirmation of President Higgins to open the event and then details of the event and invites will be circulated.

The Chair advised that he took part in the Pride Parade with OLHCS on its first year of participation, which was a great event.

6.4 Capital Committee (10.06.19)

CP briefed on presentation on Blackrock Hospice renovation work, noting the following:

Q2 2020 estimated as commencement of construction, with BH patients being accommodated in Hx. A sub-group to organise the operational side of the project will be formed.

If HSE haven't drafted a list of recommended Design Teams, then OLHCS will proceed with tendering for appointment. A facilitator will be appointed to manage staff briefings and to assist scoping next phase of master development plan.

AH advised that the HSE have given no feedback on capital funding to address the HIQA non-compliance around multi-occupancy rooms in Anna Gaynor House. A design team needs to be appointed, and, irrelevant to the direction of the model of care, all single rooms will be a HIQA requirement under Social Care and infection control guidelines. The estimated capital cost is €12M, with a Design Team cost of €400k - €500k. CP recommended proceeding with appointment of Design Team.

BM proposed that clarification of proposed model of care be obtained in advance.

Agreed/Action:

It was agreed that, as any further works would not be undertaken in BH for some years, costings for full requirements would be obtained to facilitate the Board on making a decision as to whether or not it would be feasible to adjust the building design.

Fundraising Committee (15.01.19)

A financial report to end of June 2019 was circulated and reviewed.
Andrea Corr confirmed for Light up a Life 2019.
Donor Recognition boards have been posted in Hx and BH.
SW advised that notification was received today of a €1.5M legacy, due in Q4 2019.

6.5 Governance Committee (15.04.19)

AH advised that Dr. Brendan Clune has agreed to chair the Committee, pending appointment of a Director to the Chair.

The Committee reviewed the Code of Ethics and Behaviour and were satisfied with same.

The Corporate Risk Register was reviewed, and nothing of concern noted. The Chief Risk Advisor with AON, Mary Connolly, has agreed to sit in on the Governance Committee meetings as an extern. BC advised that he has linked in with another GP with a view to joining the Board.

6.7 Nominations Committee (27.05.19)

Chair following up on nominations to replace Dr. Brendan Clune. We are seeking a clinical background/expertise. CP shared a potential nominee and will follow-up with BM.

6.8 Remuneration Committee (14.03.19)

No update.

7. Documentation for Review

a) Draft Discussion Document on Euthanasia

SH briefed on the document circulated and noted that this is a very emotive argument in the UK and Ireland. However, OLHCS is aligned with all the National Palliative Care Providers and are happy with the stance of the law at present.

BM thanked SH for an excellent paper and references and noted that OLH&CS will not take a unilateral position on this matter.

Agreed/Action:

The Board agreed to SH's recommended response in the event of any queries – "OLHCS is aligned with all the National Palliative Care Providers and are happy with the stance of the law at present."

b) Code of Ethics, Standards & Behaviour

The Board of Directors require a Code of Standards & Behaviour and this should be clear cut document, but it should be separate to a staff Code of Standards & Behaviour.

The Code of Ethics should acknowledge the Sisters of Charity's influence and note that the organisation continues to abide by the principles of care as laid down by the RSC at the end of the document. The code should also acknowledge the influence of the modern Hospice movement.

Agreed/Action:

The Board recommended a separate Codes for Staff and Directors, and both coming under the overarching Code of Ethics.

Wicklow Hospice Progress Update

The building work is progressing as planned, though there are some issues around connectivity. Issue around connection with the water mains has now been resolved.

The MOU is with both legal teams at present (WHF / OLHCS), and AH has requested that HSE issue formal recognition for proceeding with engagement on the fit-out and commitment to fund full costs.

OLHCS has requested that the HSE issue fit-out funding up-front and in the event that this is not provided that assurances given to OLHCS to provide for same and to be reimbursed retrospectively. Staffing matters are progressing without any issues, and the Consultant application will be advanced with SVUH for submission at September meeting. AH will liaise with KC on advancing the application.

8. Corporate Risk Register

Reviewed and no queries.

9. CRA Code of Governance Update

EF briefed on the Charities Regulatory Authority on Code Principles 1, 2 and 3. The Directors were satisfied with same and gave approval

Agreed/Action:

The Board approved CRA Principles 1, 2 and 3.

10. AOB

The Legacy Bequest document circulated was reviewed and approved by the Directors.

Agreed/Action:

The Legacy Bequest document circulated was reviewed and approved by the Directors.

Signed : _____

Chairperson

Date : _____

**The next Board meeting is scheduled for
5.00pm on Monday, September 30th 2019 @
St. Joseph's Conference Room, Harold's Cross**

MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICES, HAROLD'S CROSS, DUBLIN 6W, HELD IN THE BOARDROOM, BLACKROCK HOSPICE, AT 5.00pm, ON MONDAY SEPTEMBER 30th 2019

PRESENT: Mr. Brian Murray, (Chairperson)
Ms. Kay Connolly
Mr. Sean Dorgan
Mr. Stephen Walsh
Dr. Brendan Clune
Mr. Eugene Murray
Dr. Terry McWade
Ms. Helen Nolan
Ms. Mary Rose Gearty

APOLOGIES: Ms. Carole Pollard
Mr. Pat Costello

IN ATTENDANCE: Ms. Audrey Houlihan, CEO
Mr. Simon Costello, Head of Finance
Ms. Mary Flanagan, Director of Nursing
Dr. Stephen Higgins, Medical Director
Dr. Roisin Purcell, Consultant Gerontologist (Presentation only)

Nominations Committee:

The Nominations Committee approved a new director Dr. Philip Wiehe, proposed by Dr. Brendan Clune. Dr. Wiehe is a local GP with a huge interest in primary care and education. AH to arrange meeting with Dr. Wiehe and Board Chair for a brief on OLHCS.

Mr. Lorcan Birthistle, current CEO of St. James's Hospital, was proposed as Director and BM agreed to approach him. The Board also want to continue succession planning via externs on Board Sub-committees, in conjunction with use of skills matrix.

An open competition for Sub-committee membership will be considered following Board review.

BM recommended 2 Directors and 2 Externs on each Board Sub-Committee, and TMcW recommended scheduling a public process for recruitment of externs, based on skills and interest in OLHCS, and this was approved by all.

Agreed/Action:

OLHCS to arrange a public process for recruitment of externs to BOD Sub-Committees, using skills matrix to match requirements.

Strategic Plan Medical Lead for Older Persons / CRU

Dr. Roisin Purcell delivered a presentation on the Older Persons and CRU services, briefing on current service models and the vision for the future as part of strategic plan update. Refer to attached summary. CRU/Older Persons SP Report.

1. Minutes

The minutes of the Board meeting on September 30th 2019 were approved.

2. Conflict of Interest

No conflicts were noted for the meeting agenda.

3. Matters Arising / Action Tracker

Updates on outstanding actions were provided.

4. CEO Report

AH updated on the issue of a contested bequest, advising that 13 members of the deceased's family have now expressed interest, but, following mediation have agreed to a 50/50 settlement. OLHCS's solicitors advise that a 60/40 settlement in favour of OLHCS is achievable.

MRG advised that OLHCS should argue for higher settlement without reverting to the Courts.

The remainder of the report contained update information and was taken as read.

Agreed/Action:

AH to advise legal team to negotiate contested bequest for a 60/40 settlement in favour of OLHCS, without reverting to the Courts.

5. Finance & Quality Reports

Balanced Scorecard (August 2019) –

The Balanced Scorecard was taken as read by all.

SD noted that absenteeism is higher than normal and AH advised that, though some is genuine, there is a review of patterns as some is suspected of being related to school holidays.

AH briefed on two current complaints.

Finances –

Summary reports of all accounts, along with commentary were circulated in advance of the meeting.

Private Income deficit continues to challenge. However, major savings have been achieved through cost saving initiatives on pay and non pay areas. A Cash Advance has been requested from the HSE for October/November, and the rationale is due to the 2018 carry-over and private income deficits.

HN noted that the finances would be in good position if the Income issue could be resolved, and KC agreed, noting that the acute hospitals have been funded for this deficit at the end of the year.

EM queried if the medicines were only provided to the in-patient units, or if provided also to Community services. SH confirmed that there was some medicines allocation to the community (1% - 2%) for urgent medication administration, but most community patients are issued with a prescription.

Fundraising Accounts –

SC advised that there is €1.3M reserve accumulated year to date, bringing account total to €3M. SC confirmed that the reserve funding approved by the Board is €800k in and €1.5M reserved for Pay.

EM queried the cause for non-payroll costs being 20% ahead of budget, and AH explained that a number of events have frontloaded costs, and this is a matter of timing rather than overspend.

6. Board Committee Reports

6.1 *Audit & Finance Committee (17.09.19)*

The minutes of the Committee meeting were circulated in advance of the meeting.

HN advised that the Internal Audit function is due for tender, but noted that the current service allows for 15 days per annum, which is insufficient for detailed audit. She recommends that the contract be upgraded to 45 days per week, though recognises that the organisation may not be ready for this. AH concurred, advising that there is a lot of work for staff in servicing the audits, and a gradual increase would be more feasible. It was agreed to double the funding for 2020 and treble by 2021, and in the interim OLHCS will look at staffing and getting a good balance to manage the process.

EM queried the delay in implementation of SAP, and SC advised that this is a HSE project and OLHCS has no control over the pace of implementation.

Agreed/Action:

Internal Audit budget to be doubled for 2020 and trebled by 2021.

AH to review staffing levels to facilitate increased workload.

6.2 *Education & Research Committee (10.09.19)*

The minutes of the Committee meeting were circulated in advance of the meeting.

TMcW updated on the Department restructuring work and change of personnel. Following a broad-scope review and alignment of services with the OLHCS Strategic Plan, there has been a change to some of the buildings tenants, and this will be a financial challenge for a temporary period. He also noted that there is a large delivery of education and training internally, which does not bring in an income, and this has to be taken into consideration for future funding models.

6.3 *Mission Committee (17.09.19)*

The minutes of the Committee meeting were circulated in advance of the meeting.

KC updated on the 140th Anniversary plans.

6.4 *Capital Committee (09.09.19)*

The minutes of the Committee meeting were circulated in advance of the meeting.

AH updated on CP's written report.

BM noted that the Blackrock Hospice refurbishment is progressing pending the appointment of a Design Team, and this is now going to tender. The Design Team can make recommendations on the extent of the renovations and a decision will then be made.

AH updated on the Capital Committee's visit to the Wicklow Hospice site.

6.5 *Fundraising Committee (No meeting since last BOD report)*

Fundraising Report circulated in advance of the meeting.

SW advised that the meeting in September was rescheduled to November, but a report was circulated, reflecting an income increase of 14% from same period last year. The only property remaining on OLHCS's books is the Reuben Street house, still occupied.

A history exhibition is planned for the 140th Anniversary celebrations, with date to be confirmed pending availability of the President.

CRA Principles 5, 6 and 7 were delayed due to capacity, but will be presented at the November meeting for review.

6.6 Governance Committee (No meeting since last BOD report)

No update.

6.7 Nominations Committee (No meeting since last BOD report)

As above.

6.8 Remuneration Committee (No meeting since last BOD report)

No update.

6.9 Review of all Board Sub-Committee Terms of Reference

The Board and all Board Sub-Committees Terms of Reference were circulated for review, and, with addition of MRG to membership of the Fundraising Committee, and elaboration on the Audit & Finance Committee's role around finance, all were approved. The TOR's will be reviewed every two years going forward. Also, membership includes names and this should be changed to roles as opposed to names.

AH noted that there is an agenda duplication between the Capital and the Fundraising Committee and it was agreed that this needs to be reviewed.

Agreed/Action:

Names to be removed from all TORs and replaced with individual's roles.

Minor amendments to the Fundraising Committee and Audit & Finance Committee Terms of Reference, and Board approved all Terms of Reference subject to these amendments/additions.

Review overlap of Fundraising and Capital Committees.

7. Wicklow Hospice Progress Update

A Wicklow Hospice Foundation Board meeting is scheduled for tomorrow and it is expected that the MOU will be progressed. This will allow discussions and progression of deadlines for fit-out and the progression of the joint term loan.

AH advised that the Consultant application was not signed off by the HSE as the Department of Health did not specifically state that this would require recurring costs. This delays the Manpower Planning as services cannot commence without a Consultant in place.

The HSE have confirmed non-recurring funding of €300k for non-pay use, and have also requested confirmation that any of the €800k for fit-out costs will not be spent on pay.

8. Strategic Plan

A summary report of Strategic Plan implementation was circulated in advance of the meeting.

AH briefed on the document, noting that, apart from the Branding matter, which impacts on fundraising. The only initiatives not in progress are those outside the control of OLHCS, i.e. National decision making / requiring HSE funding.

The Clinical Leads, commenced today with Dr. Roisin Purcell, will give Board presentations on their application of the plan to the delivery of services. Professor Doug Veale will present at the November Board meeting, and the relevant section of the Strategic Plan will be circulated in advance of the meeting.

KC proposed that, in relation to the presentation by Dr. Roisin Purcell and the proposed pilot for services to Older Persons, that a business case be submitted to the HSE. AH confirmed that this was agreed with the HSE at a meeting this morning and will be progressed.

9. Draft OLHCS Code of Ethics, Standards & Behaviour

A draft document was circulated to the Board in advance of the meeting.

BM recommended that four separate documents are required:

1. Code of Ethics
2. Code of Practice for the Board of Directors, (using template contained in Code for State Bodies)
3. Code of Standards and Behaviour for Staff
4. Code of Governance (subject to recommendations following BOD Performance Review).

MRG advised that she would assist with the drafting of a Code of Ethics.

Agreed/Action:

Progress with four separate documents.

10. AOB

The Directors complimented the Hospice Herald.

A complimentary letter for a Transition Year student on a placement at OLHCS was noted, and a number of the Directors had met him at the Coffee Morning.

As the next meeting will be the last for the year, it was agreed to provide some catering for after the meeting.

Signed : _____
Chairperson

Date : _____

**The next Board meeting is scheduled for
5.00pm on Monday, November 25th 2019 @
St. Joseph's Conference Room, Harold's Cross**

MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICES, HAROLD'S CROSS, DUBLIN 6W, HELD IN THE BOARDROOM, AT 5.00pm, ON MONDAY NOVEMBER 25th 2019

PRESENT: Mr. Brian Murray, (Chairperson)
Mr. Sean Dorgan
Mr. Stephen Walsh
Mr. Eugene Murray
Ms. Helen Nolan
Ms. Mary Rose Gearty
Ms. Carole Pollard
Mr. Pat Costello
Dr. Philip Wiehe
Mr. Lorcan Birthistle

APOLOGIES: Dr. Terry McWade
Ms. Kay Connolly

IN ATTENDANCE: Ms. Audrey Houlihan, CEO
Mr. Simon Costello, Head of Finance
Ms. Mary Flanagan, Director of Nursing
Dr. Stephen Higgins, Medical Director
Dr. Roisin Purcell, Consultant Gerontologist (Presentation only)

Strategic Plan Medical Lead for Rheumatic & Musculoskeletal Disease Service

Professor Doug Veale delivered a presentation on the Rheumatic & Musculoskeletal Disease services, briefing on current service models and the vision for the future as part of strategic plan update. RMD services are delivered at OLHCS due to historical and evolutionary process, but patients are under the Chronic Disease profile, and, as such, do not come under the category of acute care. Some patients are more suitable to the Day Care model and the multidisciplinary expertise for delivery of this care is in OLHCS, which is a unique centre in Ireland and recognised in Europe as a Centre of Excellence. The model of care is also recognised by the HSE, and they see OLHCS as a regional centre. The number of in-patient beds has now reduced from 46 to 40, and further reduction is based on the timescale required to increase the capacity for Day Care and Out-patient care. Though the throughput of patients has increased year on year, OLHCS has the highest waiting list in the country for RMD services, and need to review the model to meet the demand.

A shared OPD area for all services is in progress and the future vision is for the integration of all existing services.

BM welcomed Dr. Philip Wiehe and Mr. Lorcan Birthistle as new Directors
BM expressed the Board's sympathy to MF on the recent passing of her mother.

1. Minutes

The minutes of the Board meeting on September 30th 2019 were approved.

2. Matters Arising / Action Tracker

Further to Deloitte's recommendations on the Company status of AIIHPC, AH has been reviewing options with input from AIIHPC subgroup and Mayes Hayes Curran have been commissioned to look at the legal implications. The matter will be deferred to the Board meeting in January 2020 for update/decision.

The updated Legacy Policy was circulated to the Board and all have approved content. Revised Terms of Reference for Committees have been circulated and approved. The overlap between Fundraising and Capital Committees will be discussed at the next Fundraising Committee.

AH briefed on the contested Will, and advised that the family have agreed to a 60:40 allocation in favour of OLHCS (estimated at approx. €300k).

Agreed/Action:

Update report on AIIHPC legal status for January Board meeting.

Updated Legacy Policy and Board Sub-Committee revised Terms of Reference were approved.

3. Conflict of Interest

No conflicts were noted for the meeting agenda.

4. CEO Report

AH briefed on the report which was circulated.

OLHCS's legal team are not happy with the application of a retro lien on Anna Gaynor House, as there is no account for depreciation included. The matter is under discussion with OLHCS/HSE legal teams.

Further media reports have been published on the Spanish Property and alleged Protected Disclosure.

PC raised the issue of the staff survey and recommended that an external company to conduct the survey, giving staff the assurance of confidentiality and independence in report compilation. AH advised that the Staff Council will have control, with no involvement from Management, but can consider external input for further assurance.

Agreed/Action:

The Board approved the appointment of external company for collation of staff survey returns and compilation of report.

5. Finance & Quality Reports

Balanced Scorecard (October 2019) –

The Balanced Scorecard was taken as read by all.

Finances –

SC advised that there is a deficit of €200k year to date. Income for October continues to be a problem, but the deficit is being offset by significant savings in pay and non-pay budgets. SC advised that he estimates a deficit of €0.5M at year end (€300k related to Fair Deal). However, we has received a cash acceleration of €500k today, but will require a further €1.2M in December. BM noted that OLHCS has to be escalate the Private Income deficit estimate and emphasise that this has to be addressed. We are also carrying a 400k deficit carried over from 2019.

AH advised that the HSE have notified of top-slice sector wide cut in funding for 2020, but the HSE have been instructed that service cuts are the only means of addressing any further funding cuts. BM agreed that full discussion around the funding of services can be held at the January 2020 meeting, when the allocation is known.

Fundraising Accounts –

SC briefed on same, reflecting a very good year for Fundraising and an increase on previous year. 55.5% of income was attributable to Legacies, which is unpredictable, but all events were on target or above on previous year.

Quality & Safety –

MF noted nothing of significance to report, apart from one Grade 2 Clinical Incident that is being investigated.

A brief summary report on Governance was circulated.

Action:

AH to escalate private insurance deficit with HSE

6. Board Committee Reports

6.1 Audit & Finance Committee (21.10.19)

HN advised that the Committee met last week, and Mazars presented on the Internal Audit of Financial Controls. The report gave reasonable assurance. She briefed on the Report findings:

Still no consistency on the issuing of Purchase Order Numbers;

Procurement remains decentralised.

The A&F Committee recommended the procurement of external expertise to address some of the issues to bring Procurement in line with compliance regulations, and AH briefed on the scope of the six-month proposed project.

HN pointed out that the Board need to schedule an annual session to review the Corporate Risk Appetite;

The A&F Committee are scheduling a session on Risk Registers in February 2020.

The Directors Compliance Statement is due for review in Q1 2020.

Register of Conflict of Interest – documentation for sign-off should be circulated in Q4 2019.

Agreed/Action:

The Directors approved the appointment of external expertise (6-months project) to progress Procurement requirements.

Board review of Corporate Risk Register to be scheduled.

Directors Compliance Statement for review in Q1 2020.

Register of Conflict of Interest for completion in Q4 2019.

6.2 Education & Research Committee (10.09.19)

No meeting update.

6.3 Mission Committee (17.09.19)

No meeting update.

6.4 Capital Committee (09.09.19)

CP advised that the tenders for Design Team will be opened this week, and this should progress the Blackrock Hospice refurbishment plan.

CP advised that a property on Parnell Road is available for sale and proposed that this be given consideration in terms of purchase for a further entrance/exit to the campus. The proposal was discussed and it was agreed that BM and AH discuss with the Religious Sisters of Charity (RSC), as any roadway would require use of RSC lands.

CP emphasised the time limitations on a decision and proposed that the meeting with the RSC be scheduled as soon as possible and she be advised of a decision in the next 1 – 2 weeks.

6.5 Fundraising Committee (No meeting since last BOD report)

The updated Legacy Policy was circulated and approved by all.

6.6 Governance Committee (No meeting since last BOD report)

No meeting update – but a Governance Report was circulated.

BM proposed that EM be appointed Chair of the Governance Committee and PW was invited to join, and this was approved by all.

6.7 Nominations Committee (30.09.19)

No update.

6.8 Remuneration Committee (15.10.19)

SD briefed on documentation circulated to the Board and advised that the Committee recommend pension contribution of Board-funded post holders should be mandatory, and matched by the organisation up to an agreed amount. This was approved by the Board Directors.

SD advised that the next Remuneration Committee meeting would focus on succession planning for critical posts.

7. Wicklow Hospice Progress Update

Both EM and SD stepped out of the Board meeting for this discussion.

A draft MOU was circulated to the Directors, along with a draft Deed of Transfer.

BM updated the Directors, advising that the building works are due for completion in December 2019 with a proposed hand-over date to OLHCS by late December. The WHF are responsible for the build, but they have now become aware of an additional €700k - €1M additional charges. The additional charges are currently being scrutinised against the QS report as €200k of the charges have already been identified as also being included in the fit-out.

The WHF are currently short €350k on their fundraising target of €600k. Delay in payment could incur additional costs if the Construction Company have to remain on site.

Following discussion it was agreed that OLHCS would loan the outstanding amount. AH/SC will draft a legal document ensuring that the release of funds to cover the deficit will include OLHCS's right to control/input at the final stages of the development.

OLHCS will also have input into the resolution of the overspend charges with the Construction Company.

The Directors noted that it was extremely disappointing and surprising to be advised of funding shortfall so late in the development.

8. Strategic Plan

Refer to presentation by Prof Doug Veale at start of meeting.

9. Charities Regulatory Authority Governance Code Principles

The document was circulated in advance of the meeting. HN advised that she had some comments, but she will submit these directly to Eleanor Flew and, pending these changes, all were in approval of the document.

10. 140th Anniversary Celebrations

AH updated on the opening of the History Exhibition (09.12.19) at 11am. She also noted that the Wicklow Hospice Foundation will be holding their Board meeting in OLHCS on the same day, and, any Directors available can join them for lunch.

An afternoon tea is scheduled for the RSC in the Coffee Dock at 3pm and BM advised that, if Directors have time constraints, the tea with the RSC should be prioritised.

11. AOB

AH briefed on the proposed closure of the Anna Gaynor House smoking room, advising that there may be negative media attention raised by the families. The room has been closed due to potentially serious incidents and ongoing risk.

Signed : _____
Chairperson

Date : _____

**The next Board meeting is scheduled for
5.00pm on Monday, January 27th 2020 @
Blackrock Hospice**