

**MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICES, HAROLD'S CROSS, AT 5:00pm, ON MONDAY JANUARY 31<sup>st</sup> 2022.**

**PRESENT:** Mr. Lorcan Birthistle, (Chairperson)  
Ms. Helen Nolan, (Company Secretary/ Deputy Chairperson)  
Mr. Vincent Barton  
Ms. Hilary Coates  
Ms. Kay Connolly  
Mr. Pat Costello  
Mr. Sean Dorgan  
Ms. Cathy Maguire  
Mr. Eugene Murray  
Dr. Terry McWade  
Ms. Carole Pollard  
Mr. Dermot Ryan  
Dr. Philip Wiehe

**IN ATTENDANCE:** Ms. Audrey Houlihan, CEO  
Mr. John Fogarty, Interim Head of Finance  
Ms. Mary Flanagan, Director of Nursing  
Dr. Stephen Higgins, Medical Director

**Directors Closed Session**

**1. Minutes**

The minutes of the Board meeting on November 29<sup>th</sup> 2021 were approved.

**2. Matters Arising / Action Tracker / Matters for Approval**

AH briefed on the Action Tracker:

*Code of Governance* – a change to the Constitution is required, which will be discussed at the next BOD Away Day (04.02.22).

The Board approved the redacted minutes of the 2021 Board Minutes for publication, with the inclusion of a redaction of a legal point discussed in May 2021.

The Car Raffle Lottery License resolution for 2022 was approved by all.

**Action/Agreed:**

Board to discuss and agree change to the Constitution of Our Lady's Hospice & Care Services DAC, and following this the Code of Governance can be completed.

All approved the redacted 2021 Board minutes for publication.

All approved the Lottery License application.

**3a Conflict of Interest /**

There were no declarations of conflict of interest.

### **3b Lobbying Declarations**

AH advised that, on a phone call regarding [REDACTED], she advised the Minister for Health of the financial requirements for Our Lady's Hospice & Care Services.

## **4. Board Sub-Committee Reports**

The Mission Committee was the only Board Sub-Committee to meet since the last Board meeting (29.11.21).

### **4.1 Mission Committee (07.12.21)**

A report was circulated in advance of the meeting, and KC briefed on same. The Mission Committee is scheduled to meet again tomorrow.

## **5. Directors Compliance Statement**

AH advised that the Directors Compliance Statement is included on the Internal Audit Schedule for Q1 2022, but in the interim a desk-top audit was carried out by JF. JF briefed on his findings.

Two areas for scrutiny were noted – ensuring that Benefit in Kind taxation was carefully reviewed to ensure that there were no cases; and misclassification of contractors, i.e. treating somebody as a contractor when their role would entitle them to employee status. It was recommended that measures be put in place to determine the distinction.

A previous Internal Audit of HR Compliance reviewed contracts and tax liability, and the Audit Report on the Directors Compliance Statement should confirm compliance.

## **6. CEO Report**

The CEO report was posted on the shared folder in advance of the meeting, and AH briefed on the report.

Noting the challenges around the use of Microsoft Teams as Board software, a new system is being sourced at present, and this will be prioritised.

The Board approved writing to the HSE and advising of planned withdrawal of additional CRU service should the service remain unfunded.

The additional HSE €1.5M funding for Palliative Care, restricted to Capital expenditure and Loan repayment is yet to be transferred to OLHCS.

The RMD Service Level Agreement is yet to be completed and is currently with the HSE. AH confirmed that all four Service Level Agreements will be brought to the Board for approval, likely at the March Board meeting.

The AGH project scope is currently being facilitated by M.Co.

BH project scope has been reduced by a cost of €1M, to come within Board agreed expenditure, but revisions are primarily in non-clinical areas. CP advised that upgrade in the non-clinical areas can be carried out by the in-house team, providing a good standard of quality. The Board approved the revised project scope, on a fixed contract basis.

The AIIHPC have drafted a Constitution, along with a Code of Governance. CM kindly reviewed the documentation and noted some inconsistencies with the Governance Framework. The AIIHPC are now working on this and revised documentation will be issued to the Board for approval. The AIIHPC have secured two new Partners.

OLHCS celebrated the 30<sup>th</sup> anniversary of volunteers, and part of the celebration involved the launch of a uniform. This will help with recognition and raising the profile of the volunteers, and was positively received.

A HSE external audit is currently ongoing, with the focus on assessing the implementation of recommendations from the 2016 audit. The programme of internal audits has greatly helped with the implementation process, and Mazars are happy to share the reports with the HSE. The Board recognise the importance of this audit in terms of the organisation.

Dr. Roisin Purcell, Consultant Geriatrician has tendered her resignation. She will be taking up a role with ICPOP, which has also attracted a number of OLHCS's Allied Health Professionals.

The Director of HR and Training, Mary Kirwan has tendered her resignation. Succession planning for this Senior Management post is in place.

Interviews for the post of Director of Finance are scheduled for next week.

Ambit Compliance have been reappointed as Data Protection Officer for OLHCS. Mr. Jim O'Sullivan, previously DPO for the HSE has commenced with Ambit Compliance, and has been assigned to OLHCS.

#### **Agreed/Actions:**

The Board approved the revised BH project scope, on a fixed contract basis.

AIHPC Constitution and Code of Governance to be presented to the BOD for approval, following revision.

### **7. Finance & Quality reports**

JF advised that Fundraising figures are available up to December 2021, and full-year accounts will be available for the Audit & Finance Committee meeting next week. 2021 figures reflect a very good year for Fundraising, with €1.9M in income (excluding legacies of €1.4M and Inis Funds of €2M), resulting in a €13.8M cash balance. The Service Level Agreement for WH is near completion and the funding for 2022 will be posted on Rosetta when completed.

HSE accounts reflects an overall deficit of €410k, with an operational deficit of €379k. The deficit is primarily driven by an accumulated private health income at over €1m (€681k RMD & €319k PC). Pay and Non-pay surpluses are attributable to decreased activity due to the pandemic.

AH advised that the PC income deficit is close to being resolved, and the RMD deficit is likely to be resolved with the new Service Level Agreement. Also, with a reduction of in-patient beds in RMD, there will be a reduced reliance on private income.

KC noted that the loss of private income is a national issue and discussions with the HSE are ongoing. There were no queries on the Quality reports posted.

### **8. Business Plan 2022**

AH gave a presentation on the Business Plan implementation to date and actions for 2022. Following discussion it was agreed that a 'traffic light' report would be useful, giving an overall status of progress on each objective.

#### **Agreed/Actions:**

"Traffic light" report format for Business Plan progress to be drafted.



## **9. AOB**

The next BOD away-day is scheduled for Friday, February 4<sup>th</sup>. LB hopes for maximum attendance. The Education & Research Strategy will be included on the Agenda, and Agenda and documentation will be circulated to all in advance.

SH is stepping down as Medical Director on March 15<sup>th</sup> 2022 and Dr. Lucy Balding will replace Dr. Higgins.

LB and the Directors thanked SH for his leadership and fortitude during difficult times, on more than one occasion. The post has status in the organisation and is an important example of a leadership role.

EM queried the progress on sign posting for WH, and CP advised that several planning applications have been submitted, and approval for 17 sign posts has been received, and these will be erected as soon as possible.

Signed: \_\_\_\_\_  
Chairperson

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

**The next Board meeting is scheduled for  
5pm on Monday, March 28<sup>th</sup> 2022**



**MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF OUR LADY'S HOSPICE  
& CARE SERVICES, HAROLD'S CROSS, AT 5:00pm, ON MONDAY MARCH 28<sup>th</sup> 2022.**

**PRESENT:** Mr. Lorcan Birthistle, (Chairperson)  
Ms. Helen Nolan, (Company Secretary/ Deputy Chairperson)  
Mr. Vincent Barton  
Ms. Hilary Coates  
Ms. Kay Connolly  
Mr. Pat Costello  
Mr. Sean Dorgan  
Ms. Cathy Maguire  
Mr. Eugene Murray  
Dr. Terry McWade  
Ms. Carole Pollard  
Mr. Dermot Ryan  
Dr. Philip Wiehe

**IN ATTENDANCE:** Ms. Audrey Houlihan, CEO  
Ms. Mary Flanagan, Director of Nursing  
Dr. Lucy Balding, Medical Director  
Ms. Lisa Murphy, A/Director of Nursing, Older Persons (Item 7 only).

**Directors Closed Session**

**1. Minutes**

The minutes of the Board meeting on January 31<sup>st</sup> 2022 were approved.

**2. Community Palliative Care Overview (Dr. Lucy Balding)**

The Chair welcomed Dr. Balding to her first Board meeting as Medical Director. Dr. Balding made a comprehensive presentation to the Board regarding the challenges and opportunities facing palliative care services. A wide ranging discussion followed.

The importance of patients, their families and community/primary care teams playing a fully informed and active role in deciding on and delivering care pathways was emphasised. It was acknowledged that, as the leading provider of palliative care services nationally, OLHCS has an important role to play in setting and achieving standards in this regard.

The opportunity to work in partnership with relevant agencies such as the Irish Cancer Society and with the emerging Slainecare structures to ensure patients have both informed awareness of and practical access to appropriate palliative care services was highlighted in the discussion.

The Directors thanked LB for the presentation, noting that it is an important topic for the Board, and OLHCS needs to play a role as a flagship service provider to progress awareness and integration to support a shared care model.

### **3. Formal Requirements**

#### **a) Conflict of Interest / b) Lobbying Declaration / c) Mandatory Reporting Update**

There were no updates on Matters a), b) and c).

#### **d) Matters for Approval**

The AIIHPC Draft Governance Framework was discussed, and AH recommended approval of the Framework, which would facilitate issuing a completion timeline of late April 2022 to the other partners. She advised that there will be no material changes to the constitution already approved by the Directors.

The Directors approved the framework and agreed to OLHCS signing the completed document.

The Legacy Policy was reviewed and the following suggestions were made:

Include reference to the Wills Policy within the Legacy Policy.

Section 5, donations of €20k+ should all be reported to the Board.

Section 8, all should be reported to the Board, and note legal mediation involved to assess what is 'fair'.

Subject to the above amendments, the Legacy Policy was approved by the Directors.

The BOD passed a resolution authorising Bank of Ireland to make changes to the bank mandate to reflect changes in the Senior Management Team.

#### **Action/Agreed:**

The Directors approved the AIIHPC Governance Framework and agreed to OLHCS signing the completed document.

Subject to recorded amendments, the Legacy Policy was approved by the Directors.

The BOD passed a resolution authorising Bank of Ireland to make changes to the bank mandate.

### **4 HSE Service Level Agreements**

AH advised that sign-off on the 4 SLAs has been delayed pending feedback from the HSE. OLHCS has populated the SLAs, and these have been submitted to the HSE for approval. Usually there are no material changes to the SLAs at this stage. However, AH advised that there is no stated intent at national level to fund Covid-19 costs in 2022, which are ongoing costs, along with inflationary cost increases, such as heat, power and light. A cover letter will be submitted with the SLAs advising that OLHCS will commit to the agreed level of service on the condition that funding is provided. The letter will also note the outstanding HIQA noncompliance matter in our older persons multioccupancy rooms and the requirement for HSE support for the refurbishment.

AH advised that the service commitment is based on existing levels of service. She also advised that Business Cases have been submitted for the past 12 years for Speech & Language and Dietetic staff. AH advised that an allocation has been received for 2022, and this has been revised upwards recently to reflect CRU 7-day funding.

This matter will revert to the Board at the next meeting if any changes are received in HSE feedback. The Board agreed that the draft SLA's are approved subject to no material changes following HSE input. They can be signed off on completion and submitted with letter outlining highlighted conditions. Any significant changes will be brought to the Directors attention.

#### **Action/Agreed:**

HSE SLAs approved subject to no material changes in HSE feedback and can be submitted with cover letter outlining agreed conditions.



## **5. Matters Arising / Action Tracker / Matters for Approval**

AIHPC Governance Framework – reference 3d) above.

Resubmit request for HSE support for Anna Gaynor capital refurbishment as no response received to date.

Complete revised memo and articles and code of governance for consideration at May Board meeting.

## **6. CEO Report**

The CEO report was circulated to the Directors in advance of the meeting. AH updated on CRU funding for 7-day service, advising that funding has now been allocated and the deficit has been addressed.

RMD income deficit for 2021 and future funding has been provided, but there remains a retrospective deficit for 2020, which needs to be addressed.

The Annual Compliance Statement was just received and is currently being populated. This will be presented for approval at the next BOD meeting.

The HSE Internal Audit is nearing completion, with 1 – 2 minor points under review. The initial feedback is of a positive audit and they noted the significant progress since the last audit in 2016. HN noted that the Audit followed up on a lot of detail, and this is a very good outcome, considering there were 48 recommendations from the original audits.

Staffing levels have been challenged due to Covid-19, with over 200 staff off-site due to positive tests since January – the highest absenteeism rate since the pandemic began. There have been both ‘flu and Covid outbreaks in our older persons services, and this restricted admissions locally. All necessary infection control measures are in place. There is also a lot of fatigue and decreased resilience amongst staff.

The Board recorded their gratitude to staff at this ongoing challenging time.

The lack of response from Bus Connects is of concern to the Board, and the executive advised that they continue to follow up with no response received.

### **Action/Agreed:**

Draft Annual Compliance Statement to be presented for approval at the BOD meeting on May 30th 2022.

The Board recorded their gratitude to staff at this ongoing challenging time and that this to be communicated to staff.

## **7. Patient & resident Experience**

Older Persons Residential Satisfaction Report Presentation (Lisa Murphy, A/DON Older Persons).

LM briefed on the presentation and the Board noted that it was a very informative report considering the challenging period it covered. In discussion the following comments were noted:

An extremely comprehensive report, however, as a unique service model, it is not possible to have national comparators.

Surprised that there was a request to improve palliative care service in Anna Gaynor House. LM noted that Level 2 palliative care is located in Anna Gaynor House and had access to specialist palliative care input. Multi-occupancy rooms have been noted by patients as a different accommodation standard to the PC Unit. However, in some cases patients have refused to transfer to the PC Unit as they have become familiar with the staff and surroundings of Anna Gaynor House.

Statistics from the survey were requested and LM will circulate following the meeting.

The Board requested that their acknowledgement and appreciation be passed on to the staff in Anna Gaynor House for all they have done over the past two years.



**Action/Agreed:**

LM to circulate statistics report to the Directors.

**8. Business Plan 2022 (AH)**

AH briefed on a presentation on the Business Plan for 2022.

Performance objectives for the organisation will be based on the Business Plan. Due to the timing of receiving funding allocations and service level agreements, the timeframe spans April 2022 to March 2023.

VB queried if there was anything the Directors could do to support the Business Plan. AH noted that the Clinical Governance Committee discussed the Board's oversight of Audit schedules, and it may now be feasible to re-introduce informal validation including Directors 'walk-about' and direct interaction with patients/residents. Other initiatives requiring HSE and DOH engagement could also be supported by the Directors.

The Board agreed the Business Plan as a live document and updates will be presented throughout the year.

**9. Board Sub-Committee Reports**

**9.1 Mission Committee (01.02.22)**

A summary report of the last meeting was circulated, and there were no queries. KC will Chair her last Mission Committee meeting in May 2022.

**9.2 Clinical Governance Committee (17.02.22)**

EM briefed on the CGC meeting, which focused on the levels of staff absenteeism and the recruitment challenges. This provides a challenge with the provision of providing existing levels of services and a risk in failing to meet quality standards.

AH advised that a National Workforce Plan is being developed.

**9.3 Capital Committee (10.02.22)**

CP advised that the Committee are addressing the next stage of the Master Development Plan in a cost-effective way. The Committee are looking at similar tender processes in the past year and will prepare a tender document at a fixed price (under €25k). The Committee is seeking Board approval to proceed with this process, which will refresh the 2012 Master Development Plan.

The OPD and Older Persons Units M.Co facilitated reports will be included and assist this process.

**Action/Agreed:**

The Directors approved the Capital Committee's proposal to tender for the MDP update at a fixed price.

**10. Finance**

Financial reports were circulated to the Board in advance of the meeting, and there were no queries on the figures.

The content of the Balanced Scorecard was discussed and noted that additional information is provided on the Quarterly Information Pack and Governance dashboard, which reflect activity and trends.

**11. AOB**

AH advised that Dr. Roisin Purcell is resigning from OLHCS to take up a post with ICPOP. The post will be filled by a Locum Consultant, coming from St. James's Hospital, pending recruitment in April 2022.

Signed: \_\_\_\_\_

**Chairperson**

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

**The next Board meeting is scheduled for  
5pm on Monday, May 30<sup>th</sup> 2022**

**MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICES, MAGHERAMORE, WICKLOW, AT 5:00pm, ON MONDAY MAY 30<sup>th</sup> 2022.**

**PRESENT:** Mr. Lorcan Birthistle, (Chairperson)  
Ms. Helen Nolan, (Company Secretary/ Deputy Chairperson)  
Mr. Vincent Barton  
Ms. Hilary Coates  
Mr. Pat Costello  
Mr. Sean Dorgan  
Dr. Terry McWade  
Ms. Carole Pollard

**APOLOGIES:** Ms Cathy Maguire  
Mr. Eugene Murray  
Mr. Dermot Ryan  
Dr. Philip Wiehe

**IN ATTENDANCE:** Ms. Audrey Houlihan, CEO  
Ms. Mary Flanagan, Director of Nursing  
Dr. Lucy Balding, Medical Director  
Mr. John Fogarty, Interim Head of Finance  
Ms. Geraldine Tracey, Head of Nursing & Training (WH &BH)  
(Wicklow Hospice Tour and Briefing only)

**Directors Closed Session**

**Geraldine Tracey carried out a tour of WH with the Directors, and provided a briefing on the progress of the Hospice since it opened.**

**1.1 Minutes**

The minutes of the Board meeting on March 28<sup>th</sup> 2022 were approved.

**1.2 Matters Arising:**

None

**1.3 Action Tracker:**

The AIIHPC are closing out on the approval stage of the revised constitution. There are some outstanding partners, so a deadline of June 2022 has been issued. An implementation plan will be developed in July to progress establishment of the new company and charity regulatory body number application. The OLHCS Board will need to appoint Directors for the new body.

OLHCS has engaged with the HSE on the Anna Gaynor House minor capital development. The HSE have based their decision on the HIQA non-compliance matters but have not considered the patient experience/preference and infection control issues of multi-occupancy. OLHCS will develop a strong Business Case. The issue will also remain under review of the Capital Committee.



[REDACTED]

The Directors Compliance Statement will be reviewed by the Audit & Finance Committee at the July meeting.

## **2. Formal Requirements**

### **a) Conflict of Interest / b) Lobbying Declaration / c) Mandatory Reporting Update**

There were no updates on Matters a), b) and c).

### **d) Matters for Approval**

#### Fundraising Bequests -

The Directors approved the legal advice received relating to Reuben Street property and the valuation of €350k.

#### Payroll Policy –

5.3.7 AH noted that this section is included on Contracts. The BOD requested that this also be included in the policy, and approved the policy with this inclusion.

#### Legacy Policy –

Change provision on disputes (pgs 6 / 7) to reflect that all should be referred to the Board. Throughout the policy remove ‘...if deemed appropriate...’

#### Action/Agreed:

The Directors approved the recommended advice on Reuben Street property.

Payroll and Legacy Policies approved, subject to recommended changes.

Directors Compliance Statement to be reviewed at July meeting

## **3 HSE Service Level Arrangements**

SLA with CHO6 (WH) is at close out stage. RMD was out of SLA during 2021 and the first half of 2022 due to the revised model and engagement with HSE acutes, but should be at close out stage in June. Mr. Liam Woods has recommended a €1.4M allocation to address historical private income deficits. Following securing baseline funding, OLHCS will progress engagement around RMDU service developments with the HSE. A draft SLA was submitted to CHO7 (BH / Hx) in March, and OLHCS will formally write to the HSE to progress this SLA.

TUSLA have issued an annual grant of €24k towards Bereavement Service, but this will cease in 2023. Together for Hospice will be included in the Directors Compliance Statement, similar to previous submissions which included the AIIHPC. A separate legal status for TfH will be explored in due course.

The HSE now provide funding to the AIIHPC and have asked that this be included in the OLHCS SLA. The matter is pending approval of the HSE Compliance Unit as HR and financial policies are not matched to OLHCS.

The Directors approved the SLAs and Annual Compliance Statement in principle, unless there are any material changes to the documentation following HSE review.

**Action/Agreed:**

The Directors approved the SLAs and Annual Compliance Statement in principle, unless there are any material changes to the documentation following HSE review.

**4. CEO Report**

Older Persons Service – Dr. Mike O Connor, National Clinical Advisor and Group Lead, Acute Hospitals, visited OLHCS and is keen to progress a Regional proposal with Voluntary Hospitals, which will be in line with the Older Persons Strategy. Currently the CHO want to review use of beds in what was the old CRU ward (14 – 15 beds). The proposal will be brought to the Board for approval. A Business Case will be submitted to CHO7 for assessment of funding availability. Covid-19 absenteeism figures were above the national average from January – March 2022, but are now decreasing.

A cash acceleration submission was made to meet the Pandemic staff payments. Front line staff will be paid, and, following this, there will be a review of criteria for the remaining staff. Relevant Board funded posts, though not funded by the HSE, will receive the payment.

Implementation of pre-Haddington Road working hours will result in a €1.3M pay cost (equal to 18WTE staff). This cannot be implemented pending availability of HSE funding.

A report is awaited following a HIQA unannounced inspection. HIQA raised the issue of multi-occupancy, and were dissatisfied that there was no action plan in place to address the matter. Other issues were raised, but OLHCS awaits the report.

The impact of a combined OLHCS and SFH Radiothon on TfH was queried. AH confirmed that the Radiothon involves regional radio stations, and not national ones, so there is no conflict.

**Action/Agreed:**

BOD to be updated on Older Persons Regional proposal.

HIQA Inspection report awaited.

**5. Annual Audit 2021**

HN advised that the Audit & Finance Committee reviewed the report and recommend Board approval. There have been a number of changes in the report from previous years, but very little by way of judgement noted. Aisling FitzGerald, technical expert on the A&F Committee provided assurance that the report is satisfactory. Deloitte Auditors are also satisfied with the report. HN recommended that the Going Concern aspect of the report be approved. She noted that this was a challenging year for the Audit process due to changes in OLHCS and Deloitte's senior personnel.

**Action/Agreed:**

2021 Annual Audit Report was approved for sign-off by the Directors.

The Directors also approved the Going Concern note.

**6. Board Sub-Committee Reports**

**6.1 Mission Committee (03.05.22):**

KC has resigned as Chair of the Committee, as have some Leads of the Groups. A new Clinical Psychologist has expressed interest in joining the Committee and leading on the Employee Wellbeing group.

### **6.2     *Audit & Finance Committee (12.05.22):***

HN advised that the external Auditors are due for approval in 2022, but, following discussion regarding current market conditions, the Committee concluded that it would be best to extend the Deloitte contract. This was recommended to the Board, who approved the decision.

The Committee reviewed and approved the Fraud & Corruption Policy.

A joint meeting of the Clinical Governance Committee and Audit & Finance Committee will be scheduled for July to review the Risk Appetite.

An HSE Audit on implementation of the 47 recommendations from the 2016 Audit resulted in a good report. All recommendations were dealt with by the Management Team, with the exception of a tender process for Education, as no purchases were made in this area. LB acknowledged the outcome and congratulated all involved on implementing the recommendations.

### **6.3     *Clinical Governance Committee (19.05.22)***

The Committee minutes were posted.

A joint session with the Audit & Finance Committee will be scheduled to review the Risk Appetite.

### **6.4     *Remuneration Committee (19.05.22):***

SD advised that Senior Management Team process and documentation are in place for succession planning. However, there is a strong risk associated with replacement of executive roles within the approved pay scales. There is a Regional Governance review looking at the breadth of executive accountability and SD recommended the Directors' support the recommendations of this report when concluded.

PC queried the Gender Pay gap risk, and AH advised that a report will be completed, based on the requirements and fulfilling our organisational obligations.

### **6.5     *Capital Committee (11.04.22):***

CP advised that the BH refurbishment project is on budget and on time schedule. A site visit was scheduled last Tuesday and it was noted that the overhang of the roof has addressed the sunlight into the rooms. Additional roof works required will be addressed under the contingency funding (€30k of €100k) with the Directors' approval, and this was issued.

Works on the Chapel and Chapel roof are ongoing and supported by heritage grant.

WH drainage works has revealed that drain locations are not in accordance with the drawings, and this is priority work. The Contractors will be required to fix this problem. There is a budget of €20k - €30k for landscaping work. Pricing for awnings on bedroom windows is being scoped.

CP noted that HIQA are aware that the multi-occupancy issue in AGH is included in the OLHCS Capital Plan.

TMcW queried if there would be an information session on the 10 – 15year development plan, and CP confirmed that the initial phase would be based on the M.Co report, which covers the technical aspects, but the briefing approach (currently at tender process) will influence the revision of the master development plan.

OLHCS is awaiting a comprehensive report on the E&R building roof, and will make a decision on receipt of same.

### **Action/Agreed:**

The Directors approved the one-year extension of Deloitte contract for External Audit

The Directors agreed to support the Regional Governance review of governance structures.

The Directors approved the use of Contingency Funds for the additional roof works required at BH.



## **7. Finance**

### **March 2022 Balanced Scorecard –**

KPI report reflects OP and CRU activity is down, but this is being addressed through a review of patient pathways. All other services are in line with pre-pandemic activity. There has been a huge demand for PC beds at present, and this is impacted by the temporary decrease in BH beds due to the relocation and recruitment issues.

### **Finance Commentary –**

JF noted an underperformance in achieving Fundraising targets, but this is related to legacies, which is an unpredictable income source.

The HSE Income deficit will be resolved in line with the RMD SLA.

The pay deficit is attributable to the increase in overtime and agency due to Covid-19 absenteeism.

## **8. AOB**

CM had raised the issue of Pharma & Medical Sponsorship. HN recommended that the CEO should be involved in decision making of such sponsorships, and these should also be referenced across the Procurement Policy in terms of potential Conflict of Interest. She also recommended a checklist of what OLHCS would like to see on sponsorship proposals. This will be included in the sponsorship SOP.

Signed: \_\_\_\_\_  
Chairperson

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

**The next Board meeting is scheduled for  
5pm on Monday, July 25<sup>th</sup> 2022**

**MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF OUR LADY'S HOSPICE  
& CARE SERVICES, HAROLD'S CROSS, AT 5:00pm, ON MONDAY JULY 25<sup>th</sup> 2022.**

**PRESENT:** Mr. Lorcan Birthistle, (Chairperson)  
Ms. Helen Nolan, (Company Secretary/ Deputy Chairperson)  
Ms. Hilary Coates  
Mr. Pat Costello  
Dr. Terry McWade  
Ms. Carole Pollard  
Ms Cathy Maguire  
Mr. Eugene Murray  
Dr. Philip Wiehe

**APOLOGIES:** Mr. Vincent Barton  
Mr. Sean Dorgan  
Mr. Dermot Ryan  
Dr. Lucy Balding, Medical Director

**IN ATTENDANCE:** Ms. Audrey Houlihan, CEO  
Ms. Mary Flanagan, Director of Nursing  
Ms. Deirdre Saul, Head of Finance  
Mr. Jim O'Sullivan, Ambit Compliance (Item 3 only)  
Dr. Norma O'Leary, Consultant (Item 4 only)

**Directors Closed Session**

**1.1 Minutes**

The minutes of the Board meeting on March 28<sup>th</sup> 2022 were approved.

**1.4 Matters Arising:**

None

**1.5 Action Tracker:**

**2. Formal Requirements**

**a) Conflict of Interest / b) Lobbying Declaration / c) Mandatory Reporting Update**

There were no updates on Matters a), b) and c).

**d) Matters for Approval**

Reuben Street Bequest -

The Directors approved the property sale at €390k, on the recommendation of the Estate Agent.

Bank Mandate –

The Directors approved the bank mandate transfer from Mr. John Fogarty to Ms. Deirdre Saul.

BOD/Sub-Committee TOR's –

The Directors retrospectively approved the Committees Terms of Reference, having been reviewed and approved in January 2021, but not documented in the minutes.

**Action/Agreed:**

The Directors approved the recommended sale advice on Reuben Street property.

The Directors approved the bank mandate transfer from J Fogarty to D Saul.

The Directors approved the BOD and Sub-Committees' TORs.

**3 Data Protection Report (Mr. Jim O'Sullivan, Ambit Compliance)**

Q2 Data Protection Report and DP Audit report were posted on the shared drive in advance of the meeting. JO'S updated the Board on work progress to date and work plans for the remainder of 2022. He provided moderate assurance of compliance following an audit/health check of the Harold's Cross campus. All actions are in progress.

**4 Palliative Care Outcomes Collaborative (PCOC) Overview (Dr. Norma O'Leary)**

NO'L provided an overview of PCOC and progress since its initiation in 2019. PCOC is operational in all three sites, including Community Palliative Care, and is producing valuable information to inform quality improvement. With the expansion of PCOC throughout PC providers in Ireland the opportunity for benchmarking will enhance the data available. PCOC reports to the Clinical Governance Committee via the Quality & Safety Committee.

The Directors thanked NO'L for the presentation, and welcomed the introduction of PCOC as a quality improvement tool. It was proposed that reports be included on the Quarterly Information Packs going forward.

**Action/Agreed:**

PCOC Reports to be included in Quarterly Information Packs.

**5. CEO Report**

AH briefed on the report, posted on the shared drive.

ICPOP – the Directors reviewed the proposal and a discussion ensued. It was agreed that OLHCS needs to ensure that Senior level management capacity is not over stretched and the required resources are included in the proposal.

The Governance Report was reviewed, and the following was agreed:

AIHPC – Constitution is now signed off by a number of partners and formation of a Board of Directors was discussed, with consideration to be given to a structure that ensures independence.

Together for Hospice – as TFH uses OLHCS Charity Registration number, it is a requirement to have Board Directors listed on the website. This structure was approved by the Board in 2017 at the foundation of TFH. The Directors approved the listing of OLHCS Board of Directors on the website, and noted that there is a reporting requirement in place to the Board to ensure oversight.

HIQA Inspection Report – the draft report has been received, with some of the issues raised having already been addressed. HIQA require an interim solution to the multi-occupancy issue, pending the full remedial works. AH advised that a funding submission has been sent to the HSE to reconfigure multi-occupancy rooms to two-bedded rooms. This will result in a loss of 9 beds in total. LB noted that, whilst recognising the issues raised by HIQA, the feedback from residents and their families was very positive.





**Fundraising** – AH advised that the combined Capital & Fundraising Committee needs to be progressed. Fundraising are having a challenging year, primarily due to the strong desire to support Ukrainian charities, along with the current economic climate. It is hoped that the BH campaign, the TV documentary and the Direct Debit initiative will have a positive impact.

## **6. Board Sub-Committee Reports**

### **6.1 Audit & Finance Committee (14.07.22):**

The Minutes and a summary report were posted on the shared drive. HN briefed on the A&F Committee meeting.

The combined Clinical Governance and Audit & Finance Committees met to review the organisation's risk appetite and a Framework was discussed. The Management Team will draft a Framework and this will be presented to the Board at the September meeting.

Two completed Internal Audits were presented:

The Directors Compliance Audit report was very positive.

The Audit of implementation of recommendations from previous Audits showed that high priority recommendations had been implemented, but some of the medium and low had either been partially or not implemented. Mazars noted that those partially implemented would have substantially reduced the associated risks. HN noted that those not implemented would be deemed low priority during the pandemic prioritisation of work.

Management will put a tracker in place for all Audits to monitor implementation of recommendations going forward.

An Internal Audit Charter was drafted, and the A&F Committee recommend to the Directors for sign-off. This was approved by the Directors.

Staff Savings Account – a paper was posted on the shared drive and DS briefed on the Account. Following discussion it was agreed that the savings initiative be closed, following consultation with the relevant Unions and staff.

CRA Compliance Statement – this was reviewed by the A&F Committee and approved.

### **Action/Agreed:**

Actions / recommendations from Internal Audits and Inspection Reports to be recorded and tracked.

### **6.2 Capital Committee (20.06.22):**

The Minutes of the Capital Committee were posted on the shared drive. CP advised that a tour of BH will be scheduled for the Directors on September 6th.

A very comprehensive report, along with costings for the repair of the E&R Centre roof has been received. The estimated cost is €358k (+VAT), and it will be necessary to close the Centre for the duration of the works. This will be scheduled outside the academic year for minimum disruption.

Site visits are scheduled for the MDP Framework, but the closure date for applications will be extended to the end of August.

### **6.3 Nominations Committee**

LB and HN reviewed the Skills Matrix following completion by the Directors. Some informal approaches have been made to individuals, and proposals will be presented at the September Board meeting.

**Action/Agreed:**

BOD nominations to be reviewed at the next BOD meeting.

**7. Finance**

**June 2022 Balanced Scorecard –**

DS briefed on the figures, noting a €950k deficit. This is comprised of Covid-19 costs, €100k deficit related to BH, and pandemic bonus payments. Cash acceleration has been received from the HSE. Most of the Private Health Insurance deficit will be covered under the RMD Service Level Arrangement.

**8. AOB**

Notice of the AGM (26.09.22) was issued to the Directors.

Signed: \_\_\_\_\_  
Chairperson

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

**The next Board meeting is scheduled for  
3pm on Monday, September 26<sup>th</sup> 2022  
which will be followed by the Annual General Meeting at  
4pm on Monday September 26<sup>th</sup> 2022.**

**MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICES, HAROLD'S CROSS, AT 3:00pm, ON MONDAY SEPTEMBER 26<sup>th</sup> 2022.**

**PRESENT:** Mr. Lorcan Birthistle, (Chairperson)  
Ms. Helen Nolan, (Company Secretary/ Deputy Chairperson)  
Mr. Vincent Barton  
Ms. Hilary Coates  
Mr. Sean Dorgan  
Dr. Terry McWade  
Ms Cathy Maguire  
Mr. Eugene Murray  
Dr. Philip Wiehe

**APOLOGIES:** Mr. Pat Costello  
Ms. Carole Pollard  
Mr. Dermot Ryan

**IN ATTENDANCE:** Ms. Audrey Houlihan, CEO  
Ms. Mary Flanagan, Director of Nursing  
Ms. Deirdre Saul, Head of Finance  
Dr. Lucy Balding, Medical Director

**1.1 Minutes**

The minutes of the Board meeting on July 25<sup>th</sup> 2022 were approved.

**1.6 Matters Arising:**

None

**1.7 Action Tracker:**

Busconnects / NTA proposals - There are no updates.

Memorial Post Graduate Lecture – the family have agreed the proposal, and the matter is now with legal representatives to ensure that the previous anonymity conditions relating to the organisation and family can be waived.

Constitutional changes – these have been approved and ratified by the RSC.

Code of Governance – this can be progressed now that the Constitutional changes are made and revised committee terms of reference are agreed.

SLAs - the Wicklow Hospice SLA is completed and signed off. CHO7 have not advanced as yet as they have restructured CRU under Older Persons service and level 2 support beds under Palliative Care service. The BH SLA was due to come under CHO6 this year, but the HSE have postponed the transfer, but it is expected to come under CHO6 in 2023.

Master Development Plan – having completed the competition process, Scott Tallon Walker were successful. [REDACTED]

ICPOP – the HSE have estimated a commencement date of January 2023, but, due to recruitment challenges, OLHCS will scope recruitment in advance, with the caveat of later commencement date



clarified for successful candidates. OLHCS to ensure that additional senior leadership capacity is resourced by the HSE.

## **2. Formal Requirements**

### **a) Conflict of Interest / b) Lobbying Declaration / c) Mandatory Reporting Update**

There were no updates on Matters a), b) and c).

### **d) Matters for Approval**

None.

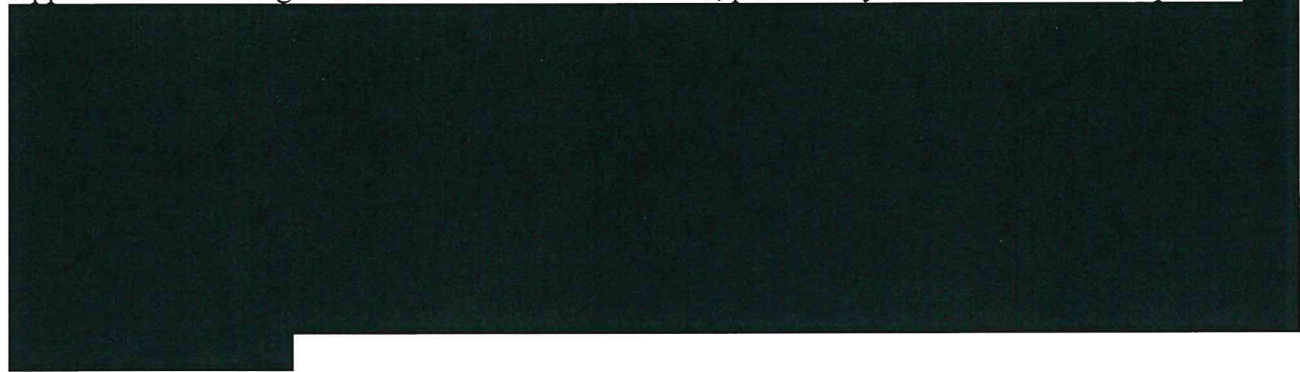
## **3 CEO Report (Audrey Houlihan)**

AH highlighted the following:

The HIQA Inspection report was published last Friday. Since the inspection several non-compliance minor issues have been addressed locally, and the remainder are in progress. OLHCS was one of thirty-seven reports issued, and other providers had similar experiences which were likely linked with challenges throughout the pandemic.

The Directors discussed the HSE enforced change of vaccination procedure for 'flu vaccination, noting that the internal peer vaccination programme had previously proved very successful. The HSE now require all vaccinations to be entered on the Covax system, which is not available to OLHCS, this means that vaccinations must be delivered in the community. This means staff flu vaccination will not be under the management control of OLHCS.

Appointments of a high volume of new staff were noted, particularly the number of senior posts.



Fundraising is currently not achieving on targets, but several initiatives are planned. All were encouraged to attend the BH Fundraising event this Thursday evening.

## **4. Business Plan Update (Audrey Houlihan)**

The update report was taken as read.

Slide 12 was queried in relation to the aim of increasing patient flow. AH advised that referrals to palliative care is not strong in some areas, which needs to be addressed, as well as promoting referrals for non-malignant conditions.

## **5. Board Sub-Committee Reports**

### **5.1 Capital Committee (13.09.22):**

AH updated in CP's absence.

Priority needs to be given to remedial works on the E&R Centre roof. This has been an issue from when the building was completed, and is escalating each year. Structural Engineers have confirmed that there is no safety issue. Alternate options to be sought from Scott Tallon Walker, Architects on commencement of work.

BH project is on schedule and within budget.

### **5.2 Remuneration Committee (15.09.22):**

SD updated on the two main issues focused on at the meeting:

- 1) Pension Trust requirements, applicable to BOD funded posts. Following a presentation by HR it was agreed that the move to a Master Trust Fund is the most logical option. It was recommended to review the cover should OLHCS cease to operate.
- 2) Three policies were reviewed and approved – Disciplinary Policy; Learning Training & Development Policy; Retirement and Pensions Policy.

### **5.3 Nominations Committee**

It was noted that a nomination to the Fundraising Committee was unable to take up membership. There are a number of Committees requiring new members, including the Board, and LB proposed a dedicated closed session of Directors to progress.

Derbhile Mc Donagh was proposed as a member of the Capital and Fundraising committee. Her profile was circulated and all agreed to appoint.

### **5.4 Audit & Finance Committee**

HN advised that, subsequent to the July Risk Appetite review a Risk Appetite Statement 2022 and Overview of Risk Accountability and Responsibility within OLHCS documents have been drafted. HN recommended these for approval of the Directors.

#### **Action/Agreed:**

The Directors will hold a Nominations Committee meeting in November to progress Board and Sub-Committee membership.

AH to inform D McD of appointment to fundraising and capital committee and arrange orientation.

Risk Appetite Statement 2022 / Overview of Risk Accountability and Responsibility within OLHCS documents were unanimously approved by the Directors.

## **7. Finance**

The reports were taken as read.

AH advised that, in the absence of Fundraising Committee meetings, accounts have been reviewed at Management Team level, and Audit & Finance Committee. Regular reports are also provided to the Board including matters for approval.

The July Balanced Scorecard was reviewed, and DS advised that the staff savings scheme closure has been put in motion, with expected closure by year-end.

The pandemic bonus payments for the second group of staff will be issued this week, with retired and resigned staff being paid in October. The HSE have not provided any funding to date.

DS gave overview of the figures for July and there were no queries

Quality & Safety – MF advised that there was nothing significant to report, and July Covid figures are minimal. There are no Safeguarding reports for the period.

**8. AOB**

The Directors were reminded of the additional Board meeting on October 19<sup>th</sup> 2022, which will focus on the Brand Refresh project.

The Board meeting closed at 4pm and the AGM commenced at 4.15pm.

Signed: \_\_\_\_\_  
Chairperson

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

**The next Board meeting is scheduled for  
Monday, November 28th**



**MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICES, HAROLD'S CROSS, AT 5:00pm, ON MONDAY NOVEMBER 28<sup>th</sup> 2022.**

**PRESENT:** Mr. Lorcan Birthistle, (Chairperson)  
Ms. Helen Nolan, (Company Secretary/ Deputy Chairperson)  
Mr. Vincent Barton  
Dr. Terry McWade  
Mr. Eugene Murray  
Mr. Dermot Ryan

**APOLOGIES:** Ms. Carole Pollard  
Ms. Hilary Coates  
Ms Cathy Maguire  
Dr. Philip Wiehe

**IN ATTENDANCE:** Ms. Audrey Houlihan, CEO  
Ms. Mary Flanagan, Director of Nursing  
Ms. Deirdre Saul, Head of Finance  
Dr. Lucy Balding, Medical Director

**1.1 Minutes**

The minutes of the Board meeting on September 26<sup>th</sup> 2022 were approved.

**1.8 Matters Arising:**

A meeting of Directors will be scheduled to progress Committee / Sub-Committee membership. Full attendance will be required.

**1.9 Action Tracker:**

Code of Governance – Draft Code of Governance: Agenda Item.

SLAs - the Wicklow Hospice SLA is completed and signed off. Awaiting sign-off of CHO7 SLAs, and this will be discussed at the next IMR meeting (14.12.22) with CHO7 as this matter is now urgent.

ICPOP – due to insufficient funding for appropriate nursing and care assistant staffing levels, the HSE have been advised that it would not be feasible for OLHCS to provide the service without the required staffing numbers.

**2. Formal Requirements**

**a) Conflict of Interest / b) Lobbying Declaration / c) Mandatory Reporting Update**

There were no updates on Matters a), b) and c).

**d) Matters for Approval**

Mandate for Continuing Accounts of Charities (Davy)

Documentation was posted on Decision Time, and the Board unanimously approved the sign off of the Mandate for Continuing Accounts for Charities.

#### Draft Code of Governance

A Draft Code of Governance was posted on Decision Time. There are some changes required to ensure consistency with the Constitution. HN agreed to review and, following amendments, the document will be circulated to the Directors with the aim of having final approval before year-end.

Directors were requested to submit any comments/recommendations within one week.

#### Charities Regulatory Authority Submission 2022

The CRA submission for 2022 was reviewed by all and approved for submission to CRA, noting that it was a comprehensive document and providing evidence of compliance. The document had been reviewed at the previous Audit & Finance Committee, and all recommendations had been applied.

#### Property Bequest

The Directors reviewed the legal advice relating to a recent property bequest. It was agreed that OLHCS would obtain further legal advice.

#### Pay awards for BOD funded posts

A paper outlining the matter was circulated in advance. The Board acknowledged that BOD funded posts have to date been aligned with HSE consolidated pay scales. Pay cuts have been applied to these posts in the past, consistent with HSE pay agreements, and keeping with the principle of fairness, the Directors unanimously approved the application of pay increases. The current national pay agreement outlines retrospective pay awards which will have significant impact on 2022 budget. It was agreed that going forward pay increases would be budgeted for BOD funded posts. It was also agreed that the pay budget is reviewed annually. It was noted that, over the past number of years, the posts have been reduced from 60 to 30.

#### **Agreed / Action:**

Davy Mandate was approved for sign off.

Code of Governance for proofing and to be circulated to Directors for final approval before year-end.

CRA annual submission approved.

Further legal advice on recent property bequest (Bushy Park).

BOD unanimously approved the application of pay increases to BOD funded posts.

### **3 Rheumatology Service Presentations (Prof Doug Veale /Stefan Weimer)**

Two presentations were delivered on the Rheumatic & Musculoskeletal Disease services at OLHCS. The Directors noted the service expansion and scope of services provided. The following points were raised:

The need to liaise with SVUH regarding the development of services at OLHCS.

The development of new medications for inflammatory conditions is now assisting the prevention of damage, along with stopping/slowng the development of disease, which allows for the provision of 'health maintenance' programmes and group programmes. Infusion treatment prior to the development of symptoms is the aim. However, patients with inflammatory disease are susceptible to the development of osteoarthritis in later life. As yet, there are no developments on the treatment of osteoarthritis. The focus for these patients is on rehabilitation programmes, and in-patient care may still be required, and the provision of intense physiotherapy is essential.

Waiting lists, primarily attributable to Covid, are currently under review and being addressed through the Out-patient clinics.

Consideration of the direction of the services to be included in the new Strategic Plan.

Dr.. Mike Connor, National Clinical Advisor Acute hospitals previously visited OLHCS and was impressed with the older persons service. Invitation to be extended for another visit and opportunity to emphasise the importance of the service.



OLHCS to investigate possible support from the National Treatment Purchase Fund (NTPF) to address the waiting lists for the service.

**Agreed / Action:**

RMD direction of services to be included in next Strategic Plan.  
Investigate possible NTPF support to address RMD waiting lists.

#### **4. Strategic Plan 2023 – 2028**

A Strategic Plan briefing document was posted on Decision Time in advance of the meeting. Following discussion, it was agreed that OLHCS should go to market for external consultant with knowledge of the healthcare sector.  
The Strategic Plan should be included as a Board Agenda item for the duration of development.

**Agreed / Action:**

OLHCS to go to market for external consultant with healthcare experience for progress of SP.  
Agenda item going forward.

#### **5. CEO Report (Audrey Houlihan)**

AH highlighted the following:

WH CPCT is now providing a 7-day service which is a very welcome development and is having significant positive impact.

CHO7 SLAs (refer to Action Tracker) to be progressed. A due diligence document has been issued from CHO7 in relation to the transfer of Blackrock Hospice to CHO6.

AH briefed on the progression of the AIIHPC legal status, and noted that OLHCS have been assigned 3 nominations to the Council of Partners. Nominee profiles were posted on Decision Time in advance of the meeting (Mr. Fintan Fagan / CEO of OLHCS as Board representative / Ms. Joanne Reid). The Directors approved the nominations.

AH advised that an external Board review can be scheduled.

Fundraising are behind budget this year. New initiatives have been put in place, but outcomes will not be reflected until 2023. Ms. Karen Gallagher, Interim Head of Fundraising will be invited to the next Board meeting (02.02.23).

Ms. Carol Barr has been appointed Director of Human Resources. Carol has been Interim Head of HR since the departure of Ms. Mary Kirwan.

**Agreed / Action:**

External Board review to be scheduled for 2023.  
KG to be invited to next BOD meeting (02.02.23).

#### **6. Board Sub-Committee Reports**

##### **6.1 Capital Committee (15.11.22):**

Ken White, Building Services, presented an excellent energy proposal, which contained great initiatives. This will be included in the development of the new Strategic Plan.

Blackrock Hospice completion date has been delayed, with CPCT now expected to return in January and IPU services in February. Due to fixed contract price, there are no additional costs to OLHCS.



MDT meetings are to commence next week to progress planning.

**6.2 Clinical Governance Committee (17.11.22):**

EM advised that reports were reviewed and discussed at the Committee, but there was nothing out of the ordinary to report.

**6.3 Fundraising Report**

A report was posted on Decision Time in advance of the meeting. Refer to comment in CEO Report. It is hoped that Light up a Life on December 4<sup>th</sup> will be a successful event.

**6.4 Nominations Committee**

Refer to Matters Arising.

Mr. Brian Vaughan was nominated to join the Audit & Finance Committee. His CV was posted on Decision Time in advance of the meeting. All agreed to proceed with the Nomination.

**Agreed / Action:**

AH to advise Brian of his appointment.

**7. Finance / Quality & Safety**

Reports were posted on Decision Time in advance of the meeting. The following was noted:

Medical absenteeism figure is high, but this is due to the fact that they are small numbers, so the absence of one medic reflects a high percentage.

The ratio of malignant to non-malignant patient admissions to BH is due to the older population in the catchment area.

There were no other queries.

**8. AOB**

The draft schedule of meetings for 2023 was posted on Decision Time in advance of the meeting. All approved the schedule, but HN noted that she would not be available for the March 2023 BOD meeting.

Signed: \_\_\_\_\_  
Chairperson

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

**The next Board meeting is scheduled for  
4pm on Thursday, February 2<sup>nd</sup> 2023**