

MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICES, BLACKROCK HOSPITAL, AT 4:00pm, ON THURSDAY FEBRUARY 2nd 2023.

PRESENT: Mr. Lorcan Birthistle, (Chairperson)
Ms. Helen Nolan, (Company Secretary/ Deputy Chairperson)
Mr. Vincent Barton
Ms. Hilary Coates
Dr. Terry McWade
Ms Cathy Maguire
Mr. Eugene Murray
Ms. Carole Pollard
Mr. Dermot Ryan

APOLOGIES: Dr. Philip Wiehe

IN ATTENDANCE: Ms. Mary O'Kelly, Interim Chief Officer, HSE
Ms. Audrey Houlihan, CEO
Ms. Mary Flanagan, Director of Nursing
Ms. Deirdre Saul, Head of Finance
Dr. Lucy Balding, Medical Director
Ms. Karen Gallagher, Interim Head of Fundraising

A tour of Blackrock Hospice took place, following the recent renovation works carried out.

BOD Closed Session

The meeting opened with the introduction by the Chairman of Ms. Mary O'Kelly, who is in attendance in accordance with HSE compliance requirements.

The Board complimented the standard of the renovation works, noting the additional space and light in all areas. CP thanked the Design Team, Tommy Beatty and the Contractors, noting that it was a remarkable development and completed within budget.

6.3 Minutes

The minutes of the Board meeting on November 28th 2022 were approved.

1.2 Matters Arising:

No matters arising

1.3 Action Tracker:

AH updated on the Action Tracker, noting the closure of a number of items.

HN and LB agreed to participate in the selection of a provider to conduct the external Board governance review.

The submission to upgrade Anna Gaynor House to address multi-occupancy accommodation received support from CHO7, but failed to obtain National Capital Estates sign-off. The matter was again raised at a HIQA Inspection (Dec '22 – Jan '23).

The dedicated Post Graduate Lecture progress is awaiting legal removal of confidentiality, pending signatures of all family members.

2022 SLA's were signed off, but RMD failed to transfer to Acute Services. MO'K acknowledged that the purpose of the transfer is to align RMD with the proper funding source. AH also noted that conversations with the HSE in 2021 around the RMD service included service developments, but these have now stalled.

Exclusion: Section 29 (1) (a)

Tender for Strategic Plan is at the development phase.

2. Formal Requirements:

2.1 Lobbying Declaration

The Lobbying declaration has been submitted for 2022.

2.2 Conflict of Interest:

CM is advisor to IHCA and FORSA no conflict was noted.

HC noted that she is on the Board of SJH no conflict was noted.

2.3 Mandatory Reporting:

There were no issues for mandatory reporting.

3. Matters for Approval

Following application of recommended changes to the Draft circulated at the November BOD meeting, the Directors approved the Code of Governance.

Compiled BOD Minutes for 2022, with highlighted redactions were approved for publication. BOD minutes will be published quarterly when the new website is operational.

The Mandate for the annual car raffle license was approved unanimously.

Agreed / Action:

Code of Governance approved.

2022 BOD Minutes approved for publication.

Car Raffle license mandate was approved.

4. Strategic/Business Plan Update Report / New Strategic Plan Planning

The Business Plan implementation report was posted on Decision Time for information. A final yearend report will be presented at end of Q1 2023.

OLHCS is currently outsourcing for developing a new plan and requested that Board representation work with the Executive on the project. VB, HC and TMcW agreed to represent the Board on this project.

Agreed / Action:

Code of Governance approved.

Business plan year-end progress report to be presented at next meeting.

5. CEO Report (Audrey Houlihan)

AH highlighted the following:

The AIIHPC are in the process of formalising Company status, and the OLHCS nominated Directors have been agreed. CRA registration is also in process. Staffing/HR service will transfer from OLHCS to AIIHPC.

A number of outbreaks have been active since December up until today, inclusive of Covid, Norovirus and 'Flu.

The PC Regional Governance Review is nearing completion and OLHCS will await the subsequent governance recommendations from the HSE. LB emphasised the concerns of the Board around ensuring adequate resources for OLHCS, should the HSE request the provision of full governance. AH noted that the review report was delayed for 2 years due to the pandemic, but it is nearing conclusion. The execution of recommendations to come from the report may be challenging to implement should there be manpower challenges.

MF advised that this is an opportunity for OLHCS to influence and support a service in need, however, the nursing governance has now been in place for two years and it is challenging being unable to progress recruitment to meet the needs of the service.

MO'K acknowledged the work of OLHCS, and in particular AH and MF. She noted the HSE has a long history of 'integrated' services approach and maintains a good relationship with OLHCS. CHO7 requested that OLHCS take on the nursing governance of St. Brigid's, and, as it is a small unit, it is not appropriate to have it as a stand-alone facility. She acknowledged the frustration for MF, but is encouraged to hear that the review is nearing completion, and noted the importance of driving integration of specialist services in line with the clinical programme model of care.

A discussion ensued where Board members agreed on the importance of OLHCS having adequate resources and capacity for taking on additional responsibilities.

TMcW queried if the Voluntary organisations will have representation at the Regional Health Authorities. MO'K advised that a number of proposals have been submitted, and the HSE are taking every opportunity to look at the Section 38's, 39's and DATHS. The S38's and 39's are involved across a number of service deliveries, including Palliative Care, and there will be a need to review what this will look like under the new RHA structure. However, the new CEO has a good understanding of community services and the wider brief.

Scott Tallon Walker (STW) held a workshop at OLHCS recently with the focus on updating the Master Development Plan.

BH works now completed and the CPCT will be moving back within the next couple of weeks, with the IPU expected to open in February.

The Patient Survey feedback on the status of the windows in RMD needs to be addressed as soon as possible, as it is not an acceptable situation for patient comfort. A recommendation will be made by the capital committee at the next meeting.

HIQA Draft report was circulated for information. The report is very positive, but the multioccupancy issue was raised again.

VHFM draft minutes were circulated for information.

The ADPM 2022 Annual Report was circulated for information.

Agreed / Action:

PC Regional Governance Review will be issued to the National Palliative Care Office (HSE Corporate), as they commissioned the review. It will then be issued to OLHCS and shared with the Board.

6. Fundraising Presentation (Karen Gallagher)

KG briefed on the Fundraising Presentation. There was an amendment to the Management Accounts in Month End Accounts relating to accrued Legacy and P&P Income. This reflected a change in year-end income from €4.5M to €4.3M. The annual income indicated a 41% decrease in income. However, excluding the INIS funding, this reflects a 19% loss of income. Overall, the sector reflects a deficit of 5% - 25%.

KG advised that Fundraising are reviewing the return on investment for each event. AH also noted that some events are difficult to analyse, as some are more labour intensive than others, such as LUAL, but this event also functions as a memorial service.

The showing of the new TV documentary in Q2 may impact on donations.

LB thanked KG for the presentation, and noted that the Capital and Service funding requirements need a sustainable income.

DS proposed that, as WH has reserve funds, with no immediate requirement, €200k should be transferred from WH Fundraising to the outstanding building loan account (currently at €800k approx). HN noted that it was agreed that WH fundraising was agreed to go towards pay off of the loan. DS confirmed that there are no penalties associated with early pay off. The directors agreed to repay 200k of reserved funds towards the Wicklow Hospice BOI loan.

AH advised that the Reuben Street property has finally been sold, with a cheque transfer of €361k coming in this week.

Fundraising have achieved Triple Lock status for 2023, which is a great achievement and provides confidence to donors.

Agreed / Action:

Fundraising to conduct a review on return of investment for each event.

The BOD approved the transfer of monies (€200k) from WH Fundraising account to the WH building loan account.

7. Board Sub-Committee Reports

There were no Board Sub-Committee meetings since the last BOD meeting.

Following discussion, it was agreed that the Mission Committee, through it's sub-committees will report to the Board via the Management Team / CEO Report, with the Residents' Committee providing BOD presentations as required.

Agreed / Action:

Mission to report to BOD through Management Team / CEO Report.

8. Finance / Quality & Safety

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

Finance:

HN flagged that a cash acceleration payment in November proved challenging.

MO'K also stated that CHO7 had concerns regarding the original figures submitted.

AH acknowledged that there were Finance department resource constraints in 2022, but this has now resolved.

HN queried outstanding funding, which were clarified as PHI, Covid costs and some funding for the back pay associated with the pay rise. MO'K confirmed that these items will be funded in 2023.

OLHCS have submitted loss of PHI income figures to the HSE with a view to replacement of 2017 income estimates, which are now out of date, being funded in the budget.

TMcW queried if OLHCS has a plan relating to the increasing costs of Heat, Power & Light. AH advised that we have been under a fixed contract for this winter, but, as this expires in 2023 OLHCS will be under any National Contract agreement.

AH advised that Insurance costs increase of 40% (€400k approx.) are anticipated for this year.

Quality & Safety:

MF advised that outbreaks have been ongoing, as noted in the CEO report. Otherwise there has been no activity out of the ordinary.

EM queried waiting times for WH CPCT now that service has increased from 5 to 7-day. MF noted that there were staffing challenges which impacted on the figures.

The Risk Register was circulated. The 2022 Register is now closed out. Excel format is not ideal on Decision Time, as it is too difficult to read. Risk Registers to be circulated as e-mails going forward.

HC queried progress on the inclusion of patients' experience / stories at BOD meetings. MF advised of ongoing patient and family initiatives under the Quality Framework, such as Tell Us What You Think, through which valuable information is provided, i.e. poor state of RMD windows / lack of variety in vegetarian foods and numerous compliments. She also advised that the Quality & Safety Walkabouts will commence in 2023 and Directors participation would be appreciated.

9. Gender Pay Gap Report

The Gender Pay Gap Report was posted on Decision Time.

LB noted that the make up of the Executive is reflective of the organisation, and consistent with our overall workforce, which is predominantly female.

CM noted that this is a statutory requirement and non-binary genders, though not included in the report yet, is proving challenging. She also noted there are other minority groups, but the focus on this report is to address female imbalance.

10. AOB

AH briefed on Clinical Management System, with OLHCS and Milford Hospice as the first two PC organisations for implementation. OLHCS will explore Older Persons and RMDU obtaining licenses on the system, as the system would need to be operational organisation wide.

LB requested that the Board are kept updated on the project, and also advised that additional resources are likely to be required to ensure safe introduction of the system.

Signed: _____
Chairperson

Date: _____

**The next Board meeting is scheduled for
4pm on Thursday, March 30th 2023**

MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICES, HAROLD'S CROSS, AT 4:00pm, ON THURSDAY MARCH 30th 2023.

PRESENT:

Dr. Terry McWade (Chair in the absence of Mr. Lorcan Birthistle)
Mr. Vincent Barton
Ms. Hilary Coates
Ms Cathy Maguire
Mr. Eugene Murray
Ms. Carole Pollard
Mr. Dermot Ryan
Dr. Philip Wiehe

APOLOGIES: Mr. Lorcan Birthistle, (Chairperson)
Ms. Helen Nolan, (Company Secretary/ Deputy Chairperson)

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

BOD Closed Session

Presentation: Dementia Support Services (Chris Dalton, ANP)

The Directors noted that the Presentation was very informative, and highlighted the benefits of integrated patient pathways and being able to access the service without going through secondary care. There is growing awareness of the service through ICPOP, GPs and PHNs. Access to the service is at varying levels, dependent on patient requirements, i.e. Dementia Café, support groups etc.

1. Minutes

The minutes of the Board meeting on February 2nd 2023 were approved.

1.4 Matters Arising:

AH briefed on the DoH / HSE request to provide paediatric palliative care support to a family in the south east. She confirmed that there is a Paediatric Palliative Care model of shared care, however it is not practised in the Southeast Ireland. Though recommendations were made following an independent report in 2021, the plan has not been fully implemented in that region. Dr. Lucy Balding agreed to take on the role of Medical Lead for this case, and MF will organise Nursing support.

The Directors approved the provision of service, recognising that this is a case-based intervention at a critical time. The Board thanked the team for taking on the case. AH noted that both LB and MF have been very solution focused on this matter.

The reopening of Blackrock Hospice is scheduled for tomorrow morning. The Board congratulated CP and the Capital Committee for getting the project in on schedule and on budget, along with the additional pro-bono services provided.

1.5 Action Tracker:

2. Formal Requirements:

2.1 Lobbying Declaration

None.

2.2 Conflict of Interest:

Both TMcW and HC noted that they sit on a Board with one of the authors of the HSE commissioned OLHCS governance review.

2.3 Mandatory Reporting:

There were no issues for mandatory reporting.

3. Matters for Approval

None.

4. Business Plan Final Update Report

The document was posted on Decision Time and AH gave a brief update:

It was proposed that the next business plan should stretch to being more specific on outcomes.

The Clinical Management System (CMS) has been included in the National Palliative Care Policy. OLHCS and Milford Hospice are working with the HSE CIO office to finalise a business case and we anticipate will be next on line for implementation. The project plan includes all statutory and voluntary hospices and will be followed by the other Hospices.

The Scott Tallon Walker feasibility study will be presented at the next Board meeting.

Agreed / Action:

STW Feasibility study for presentation at the next BOD meeting (02.06.23).

5. CEO Report (Audrey Houlihan)

AH highlighted the following:

The HSE have advised of recruitment lead times for the commencement of the ICPOP service on Rose Ward. It is likely that the service will commence in September.

SLAs for 2023 are being populated. Unfortunately, the transfer of RMD to Acute Hospitals was not completed, and remains under the Palliative Care SLA for the time being. The Income deficit related to this service still remains unfunded. The SLA for 2023 cannot be signed-off pending funding for this deficit.

Exclusion: Section 29 (1) (a)

The Virgin TV documentary has been viewed by members of the Executive and the documentary is very powerful.

AH advised that, with the CEO leaving and the Director of Nursing taking on the role of Interim CEO, the provision of Nursing Governance to Kildare Hospice is no longer feasible. The Draft Governance Review will be issued to the HSE in the coming weeks. This review was commissioned by the HSE

National Palliative Care lead. It was noted that the report recommendations when finalised will need detailed discussion by the Directors.

Agreed/Actions

Issue letter to advise CHO7 that we will cease the provision of Nursing governance due to changes in OLHCS structures and will continue to work in an integrated way supporting our ongoing medical commitment to St. Brigid's Hospice.

6. Historical HSE Liens

AH advised that OLH&CS are seeking to close out on the retrospective HSE liens, however the terms are in perpetuity and the expected guarantee is full OLHCS assets. The Board request that we respond to HSE to note that we are keen to close out on this matter however the terms will need to be aligned to the previous Wicklow Hospice lien. No further progress has been made on the historical Anna Gaynor house lien and this matter is being considered by the Voluntary Hospital Forum (VHF) collectively.

Agreed/Actions

Write to HSE to note that we are keen to close out on this matter however the terms will need to be aligned to the previous Wicklow Hospice lien.

Await VHF legal advice re retrospective liens.

7. PC Regional Governance Review

Refer to CEO Report.

8. Board Sub-Committee Reports

Clinical Governance Committee (16.02.23)

The minutes of the meeting were posted on Decision Time and taken as read.

Audit & Finance Committee (02.03.23)

AH noted the transition of S39 Hospice providers to S38 status, which will have an impact on OLH&CS, as the agreement is to provide 100% funding for all services, which includes Older Persons. The disadvantage to OLH&CS includes the provision of Board funded posts and this needs to be escalated to the HSE.

Agreed/Actions

AH to prepare case for 100% funding and seek meeting with both CHO's and Minister for Health.

Remuneration Committee (16.03.23)

The Committee discussed a matter at a closed session.

The Committee approved the transfer to Irish Life private pension fund, following a comprehensive evaluation of the top three Irish Companies. This was approved by the Directors.

Capital Committee (28.03.23)

The Committee agreed that remedial works need to commence in Anna Gaynor House. The Committee requested Board approval of €200k funding, along with the establishment of an ongoing maintenance works fund. This was approved by the Directors.

Agreed / Action:

The Board requested a discussion on Board funded posts at the next meeting, and a report on same will be provided.

The Board approved the selection of Irish Life for private pension fund.

The Board approved the allocation of €200k towards maintenance works in AGH, and the establishment of an annual maintenance works fund.

9. Finance / Quality & Safety

Reports were posted on Decision Time in advance of the meeting. There were no queries around the reports.

10. AOB

The Directors noted that this was Audrey Houlihan's last attendance at the Board of Directors meetings. The Board thanked Audrey on behalf of Lorcan Birthistle, and all of the Directors for her 22-years service to the Hospice, which is a complex organisation. Both Audrey and her team have helped the Board in the provision of governance, and she has excelled in the pursuit of excellence for patients, with Blackrock Hospice being the most recent example.

Audrey thanked all and wished the Board well. She noted that it was a pleasure to work with the Board, and the various Chairs of the Board and Sub-Committees, and advised that it was always a labour of love for OLH&CS.

Signed: _____
Chairperson

Date: _____

**The next Board meeting is scheduled for
4pm on Thursday, June 2nd 2023**

**MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF OUR LADY'S HOSPICE
& CARE SERVICES, HAROLD'S CROSS, AT 4:00pm, ON THURSDAY JUNE 1st 2023.**

PRESENT: Mr. Lorcan Birthistle, (Chairperson)
Ms. Helen Nolan, (Company Secretary/ Deputy Chairperson)
Ms. Hilary Coates
Ms Cathy Maguire
Mr. Eugene Murray
Ms. Carole Pollard
Mr. Dermot Ryan
Dr. Brendan Cuddihy

APOLOGIES: Dr. Philip Wiehe
Mr. Vincent Barton
Dr. Terry McWade
Audrey Houlihan, CEO

IN ATTENDANCE: Ms. Mary Flanagan, Director of Nursing & Quality
Ms. Deirdre Saul, Head of Finance
Dr. Lucy Balding, Medical Director
Ms. Sheila Carney, STW
Mr. Karl Burton, STW

BOD Closed Session

Welcome:

LB welcomed Dr. Brendan Cuddihy as a new Board Director.

Presentation:

Master Development Plan (Scott Tallon Walker)

Ms. Sheila Carney, Scott Tallon Walker presented their Feasibility Report for future development of the Harold's Cross site. The presentation was very well received by the Board and the next steps will be discussed at the Capital Committee meeting. In advance of progressing the project, OLHCS will need to commission several other pieces of work including a capacity study, a space utilisation study, building surveys, drainage and infrastructure assessment, traffic study, energy strategy, etc.

Education & Research Centre Roof (Karl Burton, STW)

Mr. Karl Burton presented the findings in relation to the remedial work required on the roof of the Education Centre. It is important that this matter is progressed as quickly as possible so that the works can be undertaken over the summer months of 2024.

The Board has asked for a detailed breakdown of costs and confirmation of the proposed programme of works. Much of this information is in the STW report but will be discussed in greater detail at the next Capital Committee meeting.

The Board has requested that consideration is given as to how the works might be funded, for example, can the building generate income that would contribute to the capital costs. The Education

Centre is an important element of the campus infrastructure - a key strategic objective of the organisation is to improve education and research. The building is a valuable non-clinical facility: it is used internally for training and also generates income for out-of-hours use.

In order to ensure that the works are carried out in a timely manner, and to avoid unnecessary disruption, a proposal will be drafted to enable the Board to make a final decision by September 2023.

1. Minutes

The minutes of the Board meeting on March 30th 2023 were approved pending correction of typo in Item 6.

1.6 Matters Arising:

Exclusion: Section 29 (1) (a)

Kildare Hospice – A letter has been issued to the HSE advising of termination of Nursing Governance service from June 1st 2023.

Hospice Liens – the WH lien has gone back to the legal teams for discussion.

1.7 Action Tracker:

Reviewed and approved.

2. Formal Requirements:

2.1 Lobbying Declaration

A letter was issued to the Minister for Health in May 2023 regarding the BOD funded posts in the context of S39 status change for other Hospices and agreement to full pay funding provision.

2.2 Conflict of Interest:

None.

2.3 Mandatory Reporting:

There were no issues for mandatory reporting.

3. Matters for Approval

Matters Reserved for the Board – The Board approved the document, pending amendment to Point 3, to change as follows:

'New/additional permanent Board-funded staff posts that increases the organisation's headcount.'

Legacy – The Board passed the resolution to appoint Woodcock Solicitors to act on behalf of OLHCS in relation to the bequest of an estate in Paris, France.

The Board recommended changes to the Bequest Policy.

Service Level Agreements – minor changes to be made. The BOD approved, subject to no material changes to the Agreements.

Compliance Statements – The BOD noted that this is a detailed document. They approved the document for submission to the HSE Compliance Unit.

Bank Mandate – Audrey Houlihan's name to be removed from Bank Mandate. No further changes required as Mary Flanagan's name is already included.

Agreed/Actions

Matters Reserved for the Board document was approved, pending change (as above).

The Directors passed a Resolution appointing Woodcock Solicitors to act on behalf of OLHCS with regard to a bequest of an estate in Paris.

The Directors approved the Service Level Arrangements, subject to no material changes.

The Directors approved the Compliance Statement.

The Directors approved the removal of AH from the Bank Mandate list.

4. CEO Report (Mary Flanagan)

MF highlighted the following:

The application to the Courts to have the anonymity clause removed from the Chamberlain family was successful, but the Judge applied some restrictions to the use of names. OLHCS will now progress with the development of a Postgraduate Lecture in honour of the deceased.

OLHCS continues to liaise with the HSE around funding of RMD services and the development of an SLA. The retrospective Income deficit also needs to be addressed.

Agreed/Actions

Progress development of a Postgraduate Lecture in honour of Ms. Chamberlain.

5. Governance Ireland BOD Review

LB advised that he had submitted comments on the draft report, but the amendments have not been made. He requested that any comments from Directors be submitted to himself or Helen Nolan. LB will revert to Governance Ireland and advise them that the Board expect that the report will be presented in person by Governance Ireland.

6. Board Sub-Committee Reports

Audit & Finance Committee (17.05.23)

HN noted that the Committee meeting was mainly focused on Audit reports, external and internal.

She noted that all were clean audit reports.

An amendment is required to the External Audit Report (Pg 7) – change ‘Agreement’ to ‘Arrangement’.

There were no high-level findings in the Internal Financial Controls Audit report. On the basis of these facts, HN recommended approval of the reports by the Directors.

A tender process is underway for External Auditors, but the contract with Deloitte may be extended for a further year to facilitate the tender process.

Agreed/Actions

The Directors approved both the Internal and External Audit Reports.

Capital Committee (18.05.23)

CP advised that the Minutes were available, but there is no further update, as the STW Presentations covered matters for discussion.

Agreed / Action:

Per Presentation discussions above.

9. Finance / Quality & Safety

Reports were posted on Decision Time in advance of the meeting. Due to time constraints the Chair requested that any queries be held until the July BOD meeting.

10 Fundraising Report

OLHCS has received two bequests which were being dealt with by a Legal Practice. This Practice has had its bank accounts and assets frozen by High Court whilst Law Society investigates deficits in their client account, according to a newspaper article.

Further information required as to whether the matter has been reported to the Law Society, as, if so, it would provide some protection to OLHCS.

11. OLHCS Strategy (2023 – 2028)

LB noted that a Conference Call of the Sub-Committee is required to agree the level of support required for the development of the new Strategy. MF to arrange same.

Agreed/Actions

MF to arrange a Conference Call of BOD Sub-Committee to progress Strategic Plan.

12. OLHCS Palliative Care Documentary

The Medical Director briefed on the documentary, noting that it was very patient-centred. The documentary has received a lot of media attention and follow-up interviews are taking place. There was a positive response from staff, and there was an understanding that OLHCS did not have control over the content by those filmed, but not included. An immediate reaction has been an increase in applications for Volunteering, and there has been one application for a nursing post resulting from watching the series. It is expected that there will be a long-term positive impact resulting from the documentary.

The BOD also had a positive reaction and considered that it was a very well done, displaying warmth, humanity and positivity. The Directors expressed their appreciation for those involved, and noted it was brave of staff, patients and families to participate.

13. AOB

The Directors were reminded that there is a gathering on Wednesday, June 7th to acknowledge Audrey Houlihan's service to OLHCS over the years.

Signed: _____
Chairperson

Date: _____

**The next Board meeting is scheduled for
4pm on Thursday, July 27th 2023
The Board agreed that it be held in Wicklow Hospice**

MINUTES OF THE SPECIAL MEETING OF BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICES, HAROLD'S CROSS, AT 4:00pm, ON TUESDAY JULY 11th 2023.

PRESENT: Mr. Lorcan Birthistle, (Chairperson)
Ms. Helen Nolan, (Company Secretary/ Deputy Chairperson)
Mr. Vincent Barton
Ms. Hilary Coates
Dr. Brendan Cuddihy
Dr. Terry McWade
Ms Cathy Maguire
Mr. Dermot Ryan

APOLOGIES: Dr. Philip Wiehe
Ms. Carole Pollard

IN ATTENDANCE: Ms. Mary Flanagan, Interim CEO,
Ms. Alice Murphy, MHC Solicitors
Ms. Claire Colfer, MHC Solicitors

1. Conflict of Interest:

None.

2. Welcome:

LB welcomed Ms. Alice Murphy and Ms. Claire Colfer from Mason Hayes Curran Solicitors. MHC

[REDACTED]

3. Briefing on current legal status of OLHCS:

[REDACTED]

4. Consideration of [REDACTED] Proposal Options

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

5. Time frame for progress:

[REDACTED]

6. Due Diligence

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Points raised in discussion:

[REDACTED]

Agreed Action:

[REDACTED]

Signed: _____
Chairperson

Date: _____

Minutes excluded under Section 29 (1) (a).

MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICES, HAROLD'S CROSS, AT 5:00pm, ON THURSDAY SEPTEMBER 28^h 2023.

PRESENT: Mr. Lorcan Birthistle, (Chairperson)
Mr. Vincent Barton
Ms. Hilary Coates
Dr. Brendan Cuddihy
Ms. Aisling FitzGerald
Ms Cathy Maguire
Ms. Carole Pollard
Dr. Philip Wiehe

APOLOGIES: Ms. Sheilagh Reaper Reynolds
Mr. Dermot Ryan

IN ATTENDANCE: Ms. Mary Flanagan, Interim CEO
Ms. Deirdre Saul, Head of Finance
Dr. Lucy Balding, Medical Director
Ms. Grainne Madden, Governance Ireland (Board Evaluation only)

BOD Closed Session

Presentation:

Board Evaluation (GM)

GM gave an overview of the Board Evaluation, carried out earlier in the year. She briefed on the recommendations made and rationale for same. A wide-ranging discussion took place. The Board agreed to request the six priority recommendations for implementation. Following this they will discuss an implementation plan.

Agreed/Actions

The Board agreed to request the six priority recommendations for implementation. As above to plan implementation.

1. Minutes

The minutes of the Board meeting on July 27th 2023 were approved. Mr. Eugene Murray to be removed from the attendance listing.

1.8 Matters Arising:

None.

1.9 Action Tracker:

No update on actions.

2. Formal Requirements:

2.1 Lobbying Declaration

None.

2.2 Conflict of Interest:

None.

2.3 Mandatory Reporting:

There were no issues for mandatory reporting.

3. Matters for Approval

The CRA Compliance submission has posted on the shared drive. The submission was approved in principle, pending review by the Audit & Finance Committee Chair. A final version of the report to be issued to the Board.

An amendment to the Constitution, to increase the maximum number of Directors to 13 was approved at the AGM, held earlier today.

OLH&CS were contacted regarding an estate that belonged to CK, who died in 1997. As part of her Will she left the residue of her estate between three charities, of which OLH&CS is one. One of the solicitors was the original executrix of the estate has since retired and isn't available to distribute the estate. CK left a bank account in the US that was never included in the original distribution of her estate. Now established that €26,074.00 is to be issued to the 3 charities, minus legal fees est. @7K per charity ([REDACTED]). **Exemption: Section 36 (1) (c).** The Board approved the payment of the legal fees.

4. CEO Report (MF)

The CEO Report was taken as read.

MF advised that the Regional Governance Review will be circulated to the Board Directors in the near future.

HSE CEO, Mr. Bernard Gloster has rescheduled his visit to OLH&CS to 18th Oct

The Coffee Morning attendance and income is up on 2022, with further income expected.

The AIIHPC are now progressing with Charities Regulatory Authority registration.

The Directors were advised of two new risks on the Corporate Register – the BusConnects CPO, which would have a major impact on security control for OLH&CS, and the organisation is also non-compliant with the issuing of providing 'leaver statements' on pensions to staff leaving / retiring.

The most recent HIQA inspection raised the non-compliance multi-occupancy issue. This is under discussion at the Capital Committee, and one multi-occupancy room has had remedial work carried out. This is to be progressed in all relevant areas. A further HIQA inspection for registration renewal is due before year-end.

With the resignation of Helen Nolan as Company Secretary, the role went to tender, and PWC have been appointed to the role.

LBalding updated on links with the Private Hospitals regarding referrals to Palliative Care. A full review of referrals was conducted and feedback on the review was communicated to the relevant organisations, along with an invitation to visit OLH&CS PC services. The website was also reviewed, and it was felt that sufficient information is available from this source. Community Palliative Care information booklets have recently been completed and are in circulation.

MF updated on progress with the CMS system, as significant work has been done in the planning, and OLH&CS are liaising with E-Health Ireland on the project, which will take 2 – 3 years for implementation. Initially the system will apply to Palliative Care,

5. Board Sub-Committee Reports

Clinical Governance Committee (14.09.23)

The Committee report was taken as read

PW updated, noting that there was nothing of major significance to report. There were four action points. A Clinical Audit presentation is scheduled for the next meeting.

A joint meeting of Audit & Finance and Clinical Governance Committees will be scheduled to review the Corporate Risk Register.

Agreed/Actions

Schedule joint A&F and Clinical Governance Committees meeting to review Corporate Risk Register.

Capital Committee (19.09.23)

The Committee Report was taken as read

CP briefed on the last Capital Committee meeting.

The E&R roof is now an urgent matter as was discussed when detailed presentation was made by Scott Tallon Walker Architects at previous Board meeting. and she requested BOD approval to progress the works required on the roof. A number of specialist reports were commissioned, and, recognising the challenges of employing a contractor to carry out remedial works, Architects can be contracted to oversee the works. Current costs are estimated at [REDACTED] **Exclusion: 36 (1) (b)** (inclusive of energy upgrades/BER rating), and it is unlikely that quotations will be less than this. However, following reports recommendations, it is in the best interest of OLHCS to progress with the works, also taking into consideration the time restrictions around the project. With BOD approval, the Committee can proceed with the tendering process immediately, with an estimated eight-week timeline.

Following discussion, the BOD approved progressing with the tender process, at which time the costings will be reviewed by the Board.

CP engaged with Planning Consultants on the CPO issued by BusConnects for the field and entrance way adjacent to Harold's Cross Road. They have recommended legal Counsel's advice on this, and obtaining best advice on demonstrating planned development on the site. Again, BOD approval is required as soon as possible for approval to obtain legal Counsel, along with a 3D map of the campus. The Board approved the appointment of Senior Counsel and 3D map, and requested update on associated costs.

The triptych Harry Clarke stained glass windows are currently located in an unsuitable position. CP requested approval to get a stained-glass expert to review the windows with a view to relocation. The Board approved same.

Agreed / Action:

The Board approved the Capital Committee proceed with tendering for works required to the E&R roof. The Capital Committee to revert to the BOD following tender for review of costs.

The Board approved the appointment of Senior Counsel and campus 3D map in order to challenge the CPO on the front field, and requested update on associated costs.

The Board approved obtaining advice from a stained-glass expert on the Harry Clarke windows.

6. Finance / Quality & Safety

Documentation was posted on Decision Time in advance of the meeting. DS briefed on the current situation. She noted that a cash acceleration was required in June 2023, and a further submission for a €2M cash acceleration was submitted today. OLH&CS also have a €1.5M overdraft approval. The financial status is regularly discussed with the HSE, and all costs are being regularly reviewed for potential savings.

LBirthistle noted that discussions around the cumulative RMD Income deficit have been ongoing for a number of years, but is yet to be fully addressed, and the feasibility of continuing to provide the service needs to be considered. This will be communicated to the HSE.

LBirthistle advised that an additional Board meeting may need to be scheduled to discuss future action on funding. MF will keep the Board updated on discussions with the HSE.

7. AOB

The inaugural Lucy Chamberlain Lecture is scheduled for the evening of October 25th, and all are welcome to attend.

Signed: _____
Chairperson

Date: _____

**The next Board meeting is scheduled for
4pm on Thursday, November 30th 2023**

DRAFT MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICES, HAROLD'S CROSS HELD ON THURSDAY 30 NOVEMBER 2023 AT 4PM.

PRESENT:

Mr. Lorcan Birthistle (Chair)
Ms. Aisling Fitzgerald
Dr. Brendan Cuddihy
Ms. Cathy Maguire
Ms. Carole Pollard
Mr. Dermot Ryan
Ms. Hilary Coates
Dr. Philip Wiehe
Mr. Sheilagh Reaper-Reynolds
Mr. Vincent Barton

IN ATTENDANCE:

Ms. Abby Sheehan (PwC)
Ms. Deirdre Saul, Director of Finance
Ms. Ger Tracey, Interim Director of Nursing
Ms. Jacqui Conroy (PwC)
Dr. Lucy Balding, Medical Director
Ms. Mary Flanagan, Interim CEO

The Directors held a closed session from 4.10-4.30pm.

Meeting Opening

- 1.0 The Chair opened the meeting and noted that a quorum was present. The meeting then proceeded to business.
- 1.1 The Chair introduced Jacqui Conroy and Abby Sheehan of PwC to the Board. It was noted that Crescent Trust Co. Unlimited Company had taken over from Pat Pierce as Company Secretary of OLHCS and as such Jacqui Conroy and Abby Sheehan would be providing Board support services to the Board and the Audit & Finance Committee going forward. The Chair thanked Pat Pierce for her commitment, dedication and services provided to the Board during her time as Secretary.
- 1.2 There were no apologies noted by the Board.
- 1.3 *Patient stories/Patient experience*

Ger Tracey presented the Patient Stories paper to the Board noting that the stories were based around the "Tell Us What You Think forms" from the RMDU service users. She noted that this was the first time such a document had been created for the Board and that the feedback had overall been very positive and encouraging. There were comments made in relation to the lack of vegetarian choices, however this was seen to be an ongoing process and the range of vegetarian options offered by the catering services had been expanded and the protein content improved. Ger Tracey noted that the level of communication regarding the vegetarian offering to the patrons of the restaurant could be improved and that a digital menu was being considered. The subjective nature of food was discussed by the Board. A question was raised as to whether there was any budgetary constraints on food and Ger Tracey assured the Board that the Chef considered this in detail when meal planning. Inflation and the rising cost of food was discussed by the Board. Ger Tracey noted that patient stories praised the staff as a whole including rehabilitation, catering, nursing, occupational therapists and physio and particularly in areas of staff communication, respect for patients and compassion. The Board discussed the Patient stories document and agreed that the Patient stories should be linked with the findings of the recent HIQA report in relation to patient food. In response to a question raised as to where the next Patient stories would come from, Ger Tracey informed the Board that a number of patients had shown an interest in sharing their stories. It was agreed that feedback from patients on the quality of service being received from OLHCS and on where improvements could be made would be of interest to the Board.

1.4 The minutes of the Committee Meeting held on 28 September 2023 were approved.

1.5 Matters Arising

Letter to HSE CEO following his visit to OLHCS - The Chair's letter to Bernard Gloster, CEO HSE, was duly noted by the Board. The Chair commended Bernard Gloster's engagement and communication with both the patients and staff of OLHCS Palliative, Rheumatology and Older Persons services during his visit on 18 October 2023.

Our Lady's Hospice and Care Services: Governance Review Report – the report, which had been distributed in advance of the meeting, was discussed in detail by the Board. Mary Flanagan provided the background to the review noting that the HSE Strategy and Planning Lead for Palliative Care had engaged with the CEO of OLHCS in January 2021 in order to establish a regional governance review. She noted that OLHCS had agreed to work in partnership with the HSE and to engage with external governance and clinical expertise to carry out the review.

Following detailed discussion, the Board challenged the title of the review 'governance report' and expressed a dissatisfaction at the naming of the document given that none of the Board directors had been interviewed during the review process in this respect it had not met its terms of reference. It was further noted that the review had been an operational governance review of Palliative Care Services. The Chair noted that the title of the report might infer that there was a governance problem whereas the report actually used the OLHCS governance structures as a model. The main issues cited in the report were the lack of funding and resources needed for the scale of the service rather than day to day governance concerns. The Board further agreed to seek clarity on the status of the report and for the Chair to contact Maurice Dillon to outline the Board's concerns as discussed.

Action: The Chair to contact Maurice Dillon to seek clarity on the status of the report and to formally express the concerns of the Board in relation to the title of the report and other matters as outlined at the meeting.

1.6 Action Tracker – the open actions on the Action Tracker were discussed.

AGH Capital – Resubmission of funding Request – Mary Flanagan informed the Board that this would be looked at in the New Year dependent on HSE response.

2.0 Formal Requirements

2.1 No Lobbying Declarations were noted by the Board members.

2.2 No Conflict of Interests were noted by the Board members.

2.3 Mary Flanagan informed the Board that the Annual Return was made to the Charities Regulator on the 26 October 2023.

3.0 Matters for Approval

3.1 The Chair proposed that the CEO be appointed as the HIQA Authorised Signatory on behalf of the Board given that OLHCS was a Designated Activity Company.

Decision: IT WAS RESOLVED that Mary Flanagan be and is hereby approved as the HIQA Authorised Signatory on behalf of OLHCS.

4.0 Reports to the Board

4.1 CEO Report

The Board discussed a recent event that had taken place for the family of late Lucy Chamberlain and spoke about the event in a positive light, noting the impact it had on families of those that had lost a relative recently. The CEO Quarterly Report to the Board was taken as read. Mary Flanagan reported that the OLHCS had not signed the SLA for rheumatology services and that she was due to have a meeting with the National Acute Director &

CH07 to discuss how this service was going to be funded and a decision would need to be made at that meeting. The Board discussed the financial impact the Rheumatology services offered had on the OLHCS budget and how the HSE recruitment freeze commencing in January 2024 would affect OLHCS. Mary Flanagan reported that at least twelve posts were currently vacant and would have a direct impact on services if they were not filled. The Board considered the risk of non-compliance with the Memo from the HSE in relation to the recruitment freeze versus the clinical risk to OLHCS's care to patients and families if the positions were not filled. Mary Flanagan advised the Board that OLHCS had not stopped interviewing and noted that certain individuals were ready to start employment but could not be offered the roles due to the HSE recruitment freeze. Sheilagh Reaper-Reynolds noted that derogations had been given by the HSE for replacement positions but not new positions. The Board continued to discuss the staffing issues and the risks to patient care and noted that the Executives would need direction from the Board on this matter. After due consideration, it was agreed that the Executives would need to risk assess and document reasons for filling vacancies from a clinical safety, care and service to patients' perspective and to only fill essential vacancies whilst following in principle the Memo received from the HSE. The Board to be kept updated by the Executives on any decisions made in this respect, which would need to be kept closely monitored.

4.2 HIQA Report

On the 10 August 2023 OLHCS had an inspection from HIQA and on the 15 November 2023 the Report of an inspection of a Designated Centre for Older People was published. Ger Tracey presented the report to the Board and noted that a number of issues had been identified including the renovation of certain rooms in order to comply with HIQA requirements, inappropriate storage on a balcony area, patient dissatisfaction with food and the lack of weekend activities for patients. Ger Tracey advised the Board that the renovation to rooms was due to be completed by March 2024, the storage issue was immediately rectified and with the support of volunteers, activities now ran seven days a week. In response to a question raised, Ger Tracey confirmed that HIQA was satisfied with the plan and timeframe to restructure the rooms given that there was a satisfactory amount of private space already available. The Board noted the positive feedback that came through in the report in relation to care of the patients and the good atmosphere in Anna Gaynor House. The Board further noted that the report showed that OLHCS was underfunded in relation to the services it provides to patients.

5. Board Sub-Committee Reports

5.1 Capital Committee

The minutes of the Capital Committee meeting held on 14 November 2023 were distributed to the Board in advance of the meeting, which were duly noted. Carole Pollard briefed the Board on the matters considered by the Committee at the meeting. She informed the Board that the Committee had considered the E&R programme of works and that the tender should be ready to go out by 22 January 2024 and that the figure would be brought to the Board once known. Anna Gaynor House upgrade was discussed, and it was noted that the Capital Committee had approved [REDACTED] **Exclusion: 36 (1) (b)** for remediation works on the premises and that the strategic plan for the site needs to be considered. In relation to the NTA Bus Connects project, an objection letter to An Bord Pleanála relating to the Kimmage-to-city centre core bus corridor scheme application expressing the opinion that the land at the entrance to OLHCS site should not be subject to a compulsory purchase order as it could be used for key worker accommodation had been reviewed and was due for submission by 8 December. Mary Flanagan advised the Board that the RSC were also obtaining legal advice as they had a vested interest due to their residences and the Heritage Centre. Carole Pollard noted that it would likely be a number of months before any response was obtained to the objection submissions.

5.2 Remunerations Committee

The minutes of the Remuneration Committee meeting held on 21 November 2023, distributed to the Board in advance of the meeting, were duly noted. Cathy Maguire updated the Board on the meeting noting in particular that the Gender Pay Gap Report preparation was delayed due to strike action and that the HSE had got a derogation from the Union for this report. The Committee had noted that the report should go to it in advance of presenting the report to the Board and noted that the deadline for publishing the report was 15 December 2023. Cathy Maguire advised the Board that the Committee had reviewed the Grievance Policy, the Induction and Orientation Policy, Remuneration and Benefits Policy, Managing Attendance & Absence for Work Policy and the Protected Disclosure Policy and had made minor amendments. [REDACTED]

Exclusion: 30 (1) (c) Cathy Maguire

informed the Board that a review of the performance of the CEO and Senior Management Team had started in Q3/Q4 in 2023 and would continue into 2024 due to changes in staff which had delayed the process. Cathy Maguire informed the Board that OLHCS still manage pension and support the recruitment and HR of AIIHPC and had noted concern that there may be risks arising from the management of the pension for a separate entity. She advised the Board that the Committee were seeking information from the Superannuation Manager regarding this concern.

5.3 Audit & Finance Committee

Aisling Fitzgerald gave the Board an overview of matters considered by the Audit & Finance Committee at its meeting held on 22 November 2023. She reported that the Committee had considered OLHCS financial position, noted the €3m deficit compared to the HSE budget and noted that pay and non-pay costs were trending higher than the budget, while income was trending below budget. Fundraising was performing well, circa €600k ahead of target result. Aisling Fitzgerald informed the Board that OLHCS had received a cash acceleration of €2.1 million from the HSE, however, this would impact on 2024 cash. The timeline of the tender of internal and external audit was discussed and it was noted that the audits would go to tender on the 3 January 2024. Aisling Fitzgerald highlighted other key items considered by the Committee to the Board, including the intention to have a joint session on risk with the Clinical Governance Committee in January, the potential investment of the €2m of funds on a short to medium term from the Fundraising Account and the intention to hold a white board session with the Committee to discuss the format of the key performance indicators being reported to the Committee and those being reported to the Board. Aisling Fitzgerald noted the OLHCS had the funds to repay the Wicklow loan of €200k by the end of the year and that the Committee recommended repayment of the outstanding amount to the Board for approval. A question was raised as to whether there was any guidance on the threshold for investment, to which Aisling Fitzgerald responded that there was no formal Treasury Policy, however, one was currently being drafted by Finance and a draft would be brought to the Board for approval as soon as it was available.

Decision: IT WAS RESOLVED that the repayment of the Wicklow loan be and is hereby approved.

5.4 Clinical Governance Committee

The minutes of the Clinical Governance Committee meeting held on 23 November 2023, distributed to the Board in advance of the meeting, were duly noted. Philip Wiehe updated the Board on the matters considered at the meeting highlighting a presentation from Dr Barbara Sheehy Skeffington and the issue where a number of clinical audits do not get to completion due to time and resources, which was being looked into by the Committee. The second item raised was the HIQA National End of Life Survey, a copy of which had been distributed to the Board in advance of the meeting. This survey was sent out to anyone who registered a death of a family member or friend between the 1 September and 31 December 2022 and had a total of 94 responses related to OLHCS. Philip Wiehe informed the Board that the results would be published by HIQA in Spring 2024 and overall were positive. Ger Tracey informed the Board that the Community responses had not yet been released as there was an issue with the data. It was noted that a reoccurring theme from the results of the survey was the dignity and respect that was given to patients at the end of life. The Chair noted that the Board's actions to improve patient experience had come through strongly in the survey. One comment in the survey that was discussed by the Board was the timely access to hospice care and whether sometimes it was too late, this was in part due to a referral issue and patient willingness to go to a hospice. The Board then discussed two quality improvement projects, firstly Care Experience at End of Life to raise awareness about what to expect when a relative/friend is dying and secondly to provide help and support to relatives/friends to talk to children/young adults about illness and end of life. The Chair commented on the culture of OLHCS and praised the attitude and work ethic of the staff of OLHCS. It was further noted that at the time of the launch of the results of the survey in Spring 2024, OLHCS should also arrange an event to celebrate with staff on the positive results received on the level of care received by patients in palliative care.

Action: Mary Flanagan to liaise with the Communications Team in relation to communications to be issued by OLHCS at the time of the launch of the results of the National End of Life Survey.

6.0 Finance & Quality Reports

The Finance & Quality reports distributed to the Board in advance of the meeting were taken as read. Hilary Coates informed the Board that OLHCS had met the prompt payments requirements. [REDACTED]

Action: [REDACTED]

[REDACTED]. **Exclusion: Section 29 (1) (a)**

7.0 Any Other Business

The Board requested that the staff of OLHCS be thanked for their hard work throughout the year. Mary Flanagan advised that the CEO's Office would include the Board's thanks in her end of year newsletter to staff.

7.1 The Schedule of Meeting Dates for 2024 was tabled and noted.

There being no further business, the meeting was closed by the Chair at 6.40pm.

