

DRAFT MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICES, BLACKROCK, HELD ON THURSDAY 8th FEBRUARY 2024 AT 4PM.

PRESENT

Mr. Lorcan Birthistle (Chair)
Ms. Aisling Fitzgerald
Dr. Brendan Cuddihy
Ms. Hilary Coates
Dr. Philip Wiehe (by video conference)
Mr. Sheilagh Reaper-Reynolds
Mr. Vincent Barton

APOLOGIES:

Ms. Cathy Maguire
Dr. Carole Pollard
Mr. Dermot Ryan

IN ATTENDANCE:

Ms. Abby Sheehan (PwC – Company Secretary)
Ms. Jacqui Conroy (PwC – Company Secretary)
Ms. Mary Flanagan, Interim CEO
Professor Andrew Davies, Professor of Palliative Medicine, Trinity College Dublin (Item 8)
Ms. Deirdre Saul, Director of Finance
Ms. Ger Tracey, Interim Director of Nursing
Dr. Lucy Balding, Medical Director

The Directors held a closed session from 4.00-4.25pm.

1.0 Meeting Opening

The Chair opened the meeting and noted that a quorum was present. The meeting then proceeded to business. The Board noted apologies from Dermot Ryan, Cathy Maguire and Carole Pollard-

1.2 Patient Stories

The Interim Director of Nursing presented a patient experience to the Board. She discussed "Sean's Dementia Journey" with the Board, which highlighted Sean and his family's experience with OLHCS during his time there, between 2017 and July 2023.

The Board acknowledged that the information gained from the story was helpful and would be taken into account when considering the four-year strategy plan.

1.2 Minutes of Previous Meeting

The minutes of the Board meeting held on 30 November 2023 were approved and signed by the Chair.

1.3 Matters Arising

1.4 Action Tracker – The Board action tracker was noted.

2.1 Formal Requirements

No Lobbying Declarations were noted by the Board members.

2.2 No Conflicts of Interests were noted by the Board members. The Interim CEO advised the Board members that a Conflict of Interest Disclosure Form had been uploaded to Decision Time and requested the Board to complete and return the form.

2.3 Mandatory Reporting Update

No matters were noted under this Agenda item.

3.0 Matters for Approval

3.1 2023 BOD Minutes for publication

The Chair noted that the 2023 Board minutes would be uploaded on OLHCS website, subject to certain redactions being made in compliance with FOI Act. A question was raised concerning the inclusion of commercial company names in the minutes being published. The Chair noted that contracts were appropriately procured and as such the information was a matter of public record, therefore, did not see an issue but requested that this be checked. Subject to the above point, the Board approved that the 2023 Board minutes be published on the website.

3.2 Mandate for annual car raffle licence

The Interim CEO requested the Board to consider the renewal application for a lottery licence for the annual car raffle.

After due consideration, IT WAS RESOLVED that the Company authorise the bringing of a renewal application for a lottery licence under section 28 of the Gaming and Lotteries Act, 1956 (as substituted by 12 of the gaming and lotteries (amendment) Act, 2019) for the promotion of a lottery during the period from the 29 February 2024 to the 9 May 2024.

IT WAS FURTHER RESOLVED that Crescent Trust Co. Unlimited Company, in its capacity as Company Secretary, be and is hereby authorised to sign the letter to the Dublin District Licencing Office confirming that OLHCS are aware of the new Gaming and Lotteries (Amendment) Act 2019 and will run the car lottery in accordance with same.

4.0 Strategic Plan Update

The Our Lady's Hospice & Care Services Organisational Strategy 2024-2028 Brief, circulated to the Board in advance of the meeting, was taken as read. The Chair informed the Board that a sub-group, consisting of the Chair, Hilary Coates and Vincent Barton had been set up to discuss how best to approach developing a strategy plan for the next four years, following which the paper circulated had been produced. It was noted that the last strategy had been developed in-house and that OLHCS was looking to appoint external advisors to assist the Board in the development of a fit-for-purpose strategy. The Chair noted that the purpose of OLHCS was clear and that the strategy should be aligned on how to best meet this purpose. It was noted that the sub-group would have a further meeting and additionally strategy would also be discussed by the Board at the Away Day on 7 March 2024.

5.0 CEO Report

The Interim CEO presented the February CEO Report, Governance Report and the presentation from the Governance Group Meeting held in November 2023 and highlighted the following:

Communications Review - A communications review had been conducted by the Interim Communications Manager between July-December 2023 with the aim of reviewing the communications function within the organisation. The report identified several key areas for development. Additionally, a permanent Communications Manager would be recruited by mid-year and that the Communications function review would be presented to the Fundraising Committee to consider the recommendations.

Clinical management for Palliative Care - With regards to clinical management, OLHCS was working with Milford Care Centre and the HSE and that a short presentation on the clinical management system would be made at the next meeting.

RMDU Funding - that OLHCS had a meeting with acute operations and the IEHG on 23 January to discuss Rheumatology service funding and right sizing the budget, whereby retrospective funding for the deficit was subsequently agreed by email, however, official confirmation was awaited. The Board discussed the need for the service to take place in an appropriate facility.

Risk Register –that OLHCS had written to the HSE, in their capacity as Data Controller, highlighting the risks of the open access by OLHCS to the Covax system, but had not yet heard back. The potential impact of the HSE recruitment pause on the ability to maintain quality workforce and provision of services was highlighted. It was noted that a number of derogations for nursing, HCAs and Health & Social Care professionals had been requested from the HSE and that while there was an acknowledgement from the HSE, there had not been any approvals received to date.

Governance Report - "Developing Governance to Meet Future Challenges" – The updated final report with a revised title, circulated to the Board in advance of the meeting, was noted. It was agreed that the change of title was more appropriate and that the report may be able to be used to leverage additional funding.

Public Only Consultants Contracts - the separation of public and private palliative consultants' contracts was discussed. It was noted that any new public consultant contracts issued by OLH&CS would be Public Only Consultant Contracts (POCC contracts) and thus would be "A" contracts, which were fully public funded services, therefore, these consultants would not be able to provide private palliative care services.

Staff Survey - that the "Great Place to Work" certificate, which had been awarded in 2021, had expired and that the Human Resources Director plans to commence the "Excellence Through People" initiative instead which would take place over the next four years, which was duly noted by the Board.

HSE Structures Update – The Board discussed the introduction of the health regions by the HSE from 1 March and queried whether the Wicklow and Blackrock hospices would be in Dublin and South East or Dublin and Midlands and were informed that this was not yet clear. The Chair commented that there could be a loss of connectivity if the Hospices were in different regional health areas. The Chair noted that there would be further discussion on this issue, both at Board level and in the HSE and agreed to defer the discussion until further information was available.

6.0 Sub-Committee Reports

6.1 Fundraising Committee

The draft fundraising Committee minutes held on 4 December 2023 that were distributed to the Board in advance of the meeting, were duly noted. It was noted that the Department Budget for 2024 had been presented to the Committee for feedback and further that the next Committee meeting would be held on 19 March.

6.2 Audit & Finance Committee

The Fixed Asset Report and the Audit and Finance Committee report from the meeting held on 6 February 2024 distributed in advance of meeting, were duly noted. The Chair of the A&F Committee, reported to the Board on the key matters considered by the A&F Committee at its meeting. She highlighted the approximately €4 million deficit and noted that there was not yet visibility of additional funding from the HSE. She further noted the impact the deficit was having on the cash requirements and that a cash acceleration of €2.1m had been requested from the HSE, she commented to the Board that this was very early in the year to request an acceleration as one had not been requested in 2023 until Q2. She reported that both pay and non-pay costs were trending higher than the budget and that income was below budget and noted that the HSE's budget was set a number of years ago and was not reflective of the actual costs incurred by OLHCS. She informed the Board that Finance was preparing an OLHCS specific budget setting out the actual costs. It was noted that contracts such as security and cleaning were increasing year on year and that Management were working on ways to make various cost savings where possible. The Chair of the A&F Committee reported that Deloitte had presented their 2023-year end audit plan to the Committee at the meeting held 6 February and that tender submissions were expected in respect of the external audit by 12 February. She further noted that Mazars had presented the internal fixed asset audit and advised the Board of the recommendation to engage in an identification, tagging and checking process in relation to OLHCS fixed assets. It was further noted to the Board that two sub-committees had been set up in order to assess both the internal and external audit tenders. The Chair of the Audit & Finance Committee reported that the Committee would be considering the KPIs being reported in the Finance Pack at a special meeting scheduled in March and that the Wicklow loan would be paid off by end of Q1, which was duly noted.

6.3 Capital Development Committee

It was noted that the tender documentation for the remediation works on the roof had been submitted. The Board was advised that the HIQA work would be finished by March 2024 and that there was not yet any update on the compulsory purchase of property in relation to the NTA Bus Connects Project.

6.4 Clinical Governance Committee

A question was raised regarding the process of PwC's review of the Sub-Committee's Terms of Reference. The Chair advised that the Terms of Reference of the Sub-Committees would be determined by each of the Committees, subject to the Board's approval, and that PwC would be requested to review if the current Terms of Reference were meeting standards of good practice.

6.5 Remuneration Committee

There was nothing to report to the Board at this time given that the next Remuneration Committee is scheduled to take place on 21 March 2024.

7.0 Finance & Quality Reports

The Finance & Quality reports distributed to the Board in advance of the meeting were noted.

Fundraising and Communications Board Report – It was noted that fundraising income was up by 18% year on year, which was mainly driven by Light up a Life and legacy donations.

External Perimeter Pentest –The positive results of the perimeter pentest testing were noted in that no critical, high-level, or medium-level vulnerabilities were discovered that would have allowed an attacker to compromise and gain access to OLHCS internal infrastructure at any of the tested sites. The Chair commented that the number of employees who had opened the suspicious link contained within the email, in order to test employees, was disappointing. The Interim CEO noted that Management would be re-enforcing the message to staff about not clicking on suspicious links.

December Dashboard – The Board discussed the clarity of the format of the December dashboard, with some Board members noting that it was difficult to read. Trending data was suggested as an improvement to the dashboard and the Board was informed that the dashboard had to conform with the HSE's Quality and Patient Safety requirements. The idea of correlating the dashboard to risk was raised as this was used in other hospices as a justification to keep certain posts. It was further noted that trending data versus numbers do not always match. It was agreed that the format of the dashboard should be reviewed in order that the Board receive more meaningful data going forward.

8.0 Academic Department of Palliative Medicine Annual Report for 2023

Andrew Davies, Professor of Palliative Medicine, Trinity College Dublin joined the meeting to present the Academic Department of Palliative Medicine Annual Report for 2023, which had been distributed to the Board in advance of the meeting. Professor Davies advised the Board that there were five PhD students and four MD students currently undertaking different research projects within the realm of palliative medicine, such areas of study included circadian activity rhythm disorder, constipation, sleep problems and infections in cancer patients, along with potential suggestions to alleviate such systems, such as light therapy, cognitive behavioural therapy and sleep hygiene. He noted that the Academic Department was collaborating with other palliative care networks outside of Ireland along with national research collaborators, such as St. James's Hospital in Dublin. Professor Davies discussed an impending study on homecare whereby vital signs would be monitored remotely in order to analyse when the patient begins to deteriorate. It was noted that there was often a focus on treating the cancer and not on managing the symptoms for these individuals which means that this could be a neglected group, noting the distinction between having a good quality of life and seeking to control disease progression. The Board further noted that this group of people should be considered when the strategy plan of OLHCS for the next four years was being developed. Professor Davies informed the Board of a study being done on cancer survival patients with involvement from specialists palliative care to ascertain what can be done to assist these individuals. The Board thanked Professor Davies for his insightful presentation, and he left the meeting.

9.0 Any Other Business

The Chair noted the upcoming Board Away Day on 7 March and that a presentation would be made by Dr. Stephen Higgins, Consultant in Palliative Care at OLHCS, on the public discourse on assisted suicide. The Chair further noted that it would be helpful to have a discussion on palliative care services across the geographical regions and that Maurice Dillon, National Lead for Palliative Care, Operations Planning, could be invited as a guest speaker. The Board acknowledged that the away day could also be used to consider OLHCS strategy for the next four years. It was further noted that the cost of doing business from a strategic point of view should also be considered and it was agreed that if VHF had a business case on the cost of doing business it should be presented to the Board.

Action: The Interim CEO to consult with the VHF in order to obtain a business case on the cost of doing business for consideration by the Board at the Away Day.

There being no further business, the meeting was closed by the Chair at 6.30pm.

DRAFT MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICES, BLACKROCK, HELD ON THURSDAY 4th APRIL 2024 AT 4PM.

PRESENT

Mr. Lorcan Birthistle (Chair)
Dr. Brendan Cuddihy
Ms. Hilary Coates
Ms. Aisling Fitzgerald (by video conference – part – left the meeting after 5.4)
Ms. Cathy Maguire (by video conference)
Dr. Carole Pollard
Mr. Sheilagh Reaper-Reynolds
Mr. Dermot Ryan

APOLOGIES:

Mr. Vincent Barton
Dr. Philip Wiehe

IN ATTENDANCE:

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

The Directors held a closed session from 4.00-4.35pm.

1.0 Meeting Opening

The Chair opened the meeting and noted that a quorum was present. The meeting then proceeded to business. The Board noted apologies from Vincent Barton and Philip Wiehe. The Chair noted, on behalf of the Board, [REDACTED]

1.3 Patient Stories

The Interim Director of Nursing presented a patient's experience story, who was under the care of Specialist Palliative Care at Blackrock Hospice, to the Board. [REDACTED]

[REDACTED] The Interim Director of Nursing outlined her experience of the Hospice and highlighted the things that mattered to her most, in particular, the kindness of staff, noting that she had named many individual nurses, doctors, HCA's and the catering team. She also liked how the medical staff had interacted with her and involved her in decisions. She loved her room and having a garden to open her door out to and the simple acts of kindness shown to her whilst at the Hospice. She particularly liked having CPCT visit her at home, which gave her security, and that the Hospice services were supporting her to be at home for as long as possible. [REDACTED]

[REDACTED] The Board discussed the referral process from hospitals to Specialist Palliative Care at Hospices and it was noted that practices did not differ materially and one of the factors was patients' choice. The Board thanked her for taking the time to provide feedback and looked forward to hearing more patient stories at future meetings.

1.2 Minutes of Previous Meeting

The minutes of the Board meeting held on 8 February 2024 were approved.

1.3 Matters Arising – there were no matters arising.

1.4 Action Tracker – The Board action tracker was noted and the Interim CEO stated that she would update the Board on the open actions under her CEO report.

2.1 Formal Requirements

No Lobbying Declarations were noted by the Board members.

The Chair reported that a letter had been sent by OLHCS to the Minister of Further and Higher Education, Research, Innovation and Science in relation to the funding required to repair the roof of the Education & Research Centre, which would be distributed to the Board for its information.

Action: to distribute a copy of the letter sent to the Minister to the Board.

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

2.3 Mandatory Reporting Update

No matters were noted under this Agenda item.

3.0 Matters for Approval

3.1 Legacy / Bequest Donations Policy

The Legacy / Bequest Donations Policy, distributed to the Board in advance of the meeting, was reviewed. It was noted that the Policy had been considered by the Fundraising Committee, who recommended approval to the Board. Following discussion, it was agreed that the third bullet point under Section 7.0 should be amended to read that 'If between Board meetings, the immediate notification may go to the Chair with subsequent updates in written fundraising papers to the Board of Directors.' The reference to the Company Secretary and Chair of the Fundraising Committee to be removed.

Decision: After due consideration, **IT WAS RESOLVED** that the Legacy/ Bequest Donations Policy, subject to the above amendment being made, be is hereby approved.

4.0 CEO Report

The HSE Centre Health Regions Update March 2024 and the presentation from the Together For Hospice Governance Group Meeting held in February 2024, distributed in advance of the meeting, were noted.

The Interim CEO presented the April CEO Report and gave an update on the progress of the Business plan, highlighting the following:

HSE National Plan (NSP) for 2024 – the NSP references progressing the development of a Clinical Management System to enhance access to patient records and improve the patient journey across palliative care, which the Medical Director would give a brief presentation on later in the meeting.

Project Savings – a working group has been established to examine areas within non-pay and pay where savings can be made without impacting negatively on direct patient care.

OLHCS has been nominated as a PTSB's Community Fund Partner for 2024.

Green/Energy Awareness Campaign – A green/energy awareness campaign has commenced on all three sites providing information on energy and recycling awareness.

Lien Update – that a meeting had been held with the HSE Capital and Estates Office and we are awaiting confirmation that the HSE will not progress the lien on Anna Gaynor House.

Service Level Arrangement– The SLA for Palliative Care CHO 7 remains unsigned for 2023 and that a new Service Agreement pilot project, which OLHCS will participate in, has been developed for Voluntary Agencies providing Mental Health and Palliative Care/Chronic Illness services in 2024 to assist in simplifying the process.

HSE Recruitment Pause/Staffing update – OLHCS continue to send derogations to the HSE but no approvals have been received to date and six beds have been closed as a result of the recruitment challenge. Due to the closure of a unit, 1.5 nursing staff from Cherry Orchard were deployed by the HSE to OLHCS for approximately one year and a new consultant commenced in RMDU in March 2024, with the position having been vacant for over a year.

Public Only Consultants Contracts – OLHCS was actively engaging with the HSE to secure funding for the additional costs.

Strategy Tender –The tender close date was 3 April and that three proposals have been received. It was agreed that a Strategy Sub-Committee meeting would be convened in the coming weeks to consider the proposals received.

Funding from the HSE – OLHCS continue to work actively with the HSE on pay budgets and to obtain funding.

Review of Action Tracker – HIQA End of Life Survey Communications – The Interim Director of Nursing informed the Board that the survey results were due to be released by HIQA on 11 April 2024. She had a preview of the communications and noted that all hospices' quality improvement plans and their main initiatives would be highlighted, however, OLHCS was not specifically mentioned and that hospices cannot see each other's results.

5.0 Sub-Committee Reports

5.1 Capital Development Committee

The Chair of the Capital Development Committee provided an update on the Capital Committee meeting that took place on 27 February 2024, noting in particular the following:

Education & Research Project – that seven tenders for the repair of the roof in the Education & Research Centre (E&RC) had been received and considered by the Capital Development Committee. On 15 March a Letter of Intent had been issued to Moston Construction Limited and that the two week standstill period ends today, 4 April 2024. She noted that the Capital Development Committee recommends to the Board the appointment of Moston Construction Limited to complete the repair works at a cost of [REDACTED] (including VAT) to the Board for approval. Once approved, a letter of acceptance would be sent to Moston Construction Limited and that the supporting documentation would be uploaded to the e-tender site, including the programme document. The Interim CEO noted that plans are in progress to decant staff from the E&RC and rehouse them in various locations across the Harold's Cross site. The Board discussed the funding of the repair works and it was noted that a fundraising campaign will need to be launched and that given the importance of education and research, universities and The Minister for Further and Higher Education, Research, Innovation and Science should be targeted in the first instance. It was agreed that the Fundraising Team should commence the campaign to raise funding for this project as soon as possible.

Decision: After due consideration, **IT WAS RESOLVED** that the appointment of Moston Construction Limited to undertake the repairs on the E&RC roof at a total cost of [REDACTED] be and is hereby approved.

OLHCS Harry Clarke Studio Window – an update was provided on the ongoing considerations on how best to preserve this asset of heritage value and the Chair of the Capital Development Committee reported that David Caron, a stained-glass expert, had reviewed it and suggested putting up a protection rail to protect the window. She noted that an option is to ask Dublin City Council if they would like the window to be lent to them on a permanent basis.

5.2 Clinical Governance Committee

It was noted that there were no matters that required Board approval arising out of the Clinical Governance Committee meeting held on 14 March 2024.

5.3 Fundraising Committee

The draft Fundraising Committee minutes held on 19 March 2024, distributed to the Board in advance of the meeting, were duly noted. The Chair of the Funding Raising Committee highlighted that fundraising income for 2023 was well above target. He noted that the Legacy Policy had been reviewed by the Committee and was recommended to the Board for approval. The Committee had agreed that the vacant Senior Communication & Engagement Manager post should be filled given its importance as it was currently being undertaken by a consultant. Following discussion, it was agreed that in future all Board Sub-Committee members and past Board and Sub-Committee members should receive invites to fundraising events as it had recently become known that not all of these individuals received an invite to the 'Light Up a Life Event'.

5.4 Audit & Finance Committee

The Chair of the A&F Committee reported to the Board on the key matters considered by the A&F Committee at its meeting held on 25 March 2024. The Cash position Board Report, circulated to the Board in advance of the meeting, was noted. The Chair of the A&F Committee highlighted the approximately €4.1 million deficit to December compared to the HSE Budget and that there was still no visibility on final HSE allocation for 2023. She reported that an application for a further €2.5m cash acceleration had been submitted to the HSE in February 2024, however, to date, has not been received but it is understood that it was at CHO level for approval. She reported that due to the delay in receipt of the cash acceleration that OLHCS has found itself in a position where it had to defer a significant portion of Creditors and Revenue Commissioners creditors and was not currently meeting its prompt payment obligations. She further reported that a special meeting of the A&F Committee had taken place on 2 April to discuss the cash forecast for the period from now to December 2024. It was noted that if OLHCS continue on the current trajectory that unpaid creditors would continue to accumulate which was not sustainable. The Chair of the A&F Committee outlined the recommendation from the A&F Committee to closely monitor the deficit and cash forecast and once the final 2023 allocation was received from the HSE the cash forecast be finalised and shared with the HSE to show the extent of additional cash required between now and the year end in order for OLHCS to break-even and meet payment obligations as they fall due. The Board discussed the position in detail and the current position in respect of receipt of funding for the 2023 deficit and 2024 for rheumatology. Following further discussion, the Board agreed with the recommended course of action from the A&F Committee. In response to a question raised, the Interim CEO confirmed that the HSE had been informed at a meeting on 3 April about OLHCS's non-payment of creditors, including Revenue, and that the risks have been added to the risk register. It was agreed to escalate the risks of non-payment of creditors and to highlight the Board's concerns to the HSE in the event that additional funding was not received in the short-term especially if it starts to impact on patient care.

Change of External Auditors – The A&F Chair reported that the external audit tender process has been completed and that the Committee recommends the award of the tender to Crowe to undertake the audit for the financial year 2024.

Decision: The appointment of Crowe as Auditors of the Company in respect of the 2024 financial year be and is hereby approved, subject to approval by the members at the Company's Annual General Meeting.

Internal Audit (IA) Tender Update - The Chair of the A&F Committee reported that the IA tender was currently in progress and that the IA Sub-Committee would be meeting on 9 April to assess the tenders received. She further noted that the spend on IA was low at [REDACTED] per annum for the size of the organisation and that the A&F Committee would be considering an increase to the budget when reviewing the IA Plan for the next 2-3 years, which would be brought forward to the Board for approval once finalised.

5.5 Remuneration Committee

The Chair noted that Sheilagh Reaper-Reynolds had agreed to join the Remuneration Committee as the second Board member. The Chair of the Remuneration Committee reported that a meeting had taken place on 28 March at which the Committee's Terms of Reference (ToR) and the list of HR Policies that it needs to review were considered. She noted that one change had been made to the Committee's ToR, whereby any items to be raised under AOB would need to be notified to the Chair of the Committee in advance, which was duly noted.

Decision: IT WAS RESOLVED that the appointment of Sheilagh Reaper-Reynolds as a member of the Remuneration Committee be and is hereby approved.

6.0 Finance & Quality Reports

The Finance & Quality reports distributed to the Board in advance of the meeting were noted, given that the Board already discussed the financial position of OHLCS in detail under the Audit & Finance Committee update item on the Agenda. The Director of Finance stated that income from legacy was behind budget, however, was likely to come back in line over the financial year given the unpredictable nature of same. She reported that OHLCS had received a legacy amount of €312,000 earlier in the day, which was duly noted.

7.0 CMS Presentation

The Medical Director gave a presentation on The National Specialised Care Service Clinical Management System (SCS-CMS) for Specialist Palliative Care services with reference to the document circulated to the Board in advance of the meeting. She noted that the solution will provide all Specialist Palliative Care teams with real-time, electronic access to comprehensive, contemporaneous and relevant patient health information as there will be a national shared record for patients. She reported that e-Health was the HSE division responsible for the delivery of technology across the Irish health service and they had awarded the Framework Agreement to InterSystems in May 2022 to configure and implement a SCS-CMS system. She further reported that a phased approach will support the rollout and that OHLCS and Milford Care Centre (Limerick) were in Phase One of the Project. Phase One will see national standardisation of processes, workflows and clinical documentation, providing the foundation of a national instance. In response to a question raised on resources required for the project, the Medical Director responded that OHLCS was well prepared in terms of digital readiness, however, resource requirements will need to be mapped out as it was likely that OHLCS may not have the technical skillset in-house and these specialist services may need to be hired or contracted onto the project. The Interim CEO reported that a Project Group has been established to oversee the project management and to ensure clear engagement across the organisation in relation to the design and implementation of the SCS-CMS. The Chair stated that this was a very positive project, which required investment and support as it would result in genuine

patient benefit in the longer-term. The Board also noted its support for the SCS-CMS project provided appropriate governance safeguards, in particular around hosting the system, were put in place.

8.0 Board Away Day Actions

The Chair noted that a number of actions arising from the Board Away Day have been delegated to the Nominations Committee to consider.

9.0 Any Other Business

No matters were raised under AOB.

There being no further business, the meeting was closed by the Chair at 6.35pm.

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICES, HAROLD'S CROSS, HELD ON THURSDAY 13th JUNE 2024 AT 4PM.

PRESENT

Mr. Lorcan Birthistle (Chair)
Dr. Brendan Cuddihy
Ms. Hilary Coates
Ms. Aisling Fitzgerald
Mr. Dermot Ryan
Mr. Philip Wiehe

APOLOGIES:

Mr. Vincent Barton
Ms. Cathy Maguire
Dr. Carole Pollard
Ms. Sheilagh Reaper-Reynolds

IN ATTENDANCE:

Ms. Jacqui Conroy (PwC – Company Secretary)
Ms. Abby Sheehan (PwC – Company Secretary)
Ms. Mary Flanagan, Interim CEO
Ms. Ger Tracey, Interim Director of Nursing
Dr. Lucy Balding, Medical Director
Ms. Suzanne McDonald (Deloitte – Strategy Presentation by Deloitte only)
Mr. Niall O'Byrne (Deloitte – Strategy Presentation by Deloitte only)

The Directors held a closed session from 4.00-4.35pm.

1.0 Meeting Opening

The Chair opened the meeting and noted that a quorum was present. The meeting then proceeded to business. The Board noted apologies from Sheilagh Reaper Reynolds, Carole Pollard, Cathy Maguire and Vincent Barton.

Strategy Presentation by Deloitte

Suzanne McDonald and Niall O'Byrne of Deloitte joined the meeting and presented the Strategy Development Overview to the Board. Suzanne McDonald took the Board through the key roles and responsibilities of the Board, the Strategy Steering Group, the Strategy Lead and the Strategy Working Group. The Interim CEO was confirmed to be the Strategy Lead. The three phases of the project delivery approach were highlighted to the Board. Niall O'Byrne noted that phase one – *Insights gathering & horizon scanning* - had already begun and that different international strategy models of similar industries had been examined, he further noted that the outputs of phase one would frame the pillars of the strategy going forward and that the first workshop was scheduled for a date in July, but that this was flexible. Suzanne McDonald took the Board through phase two and three and confirmed that these phases would look at how success could be measured, she further commented that the Board would need to agree and prioritise focus areas of strategy. Deloitte confirmed that the second workshop was scheduled for August, with the final workshop scheduled for September and that the strategy paper itself would be drafted in October with the finalised strategy paper being ready in November for Board approval. Suzanne McDonald highlighted to the Board that they would consider what was being done now, good practice both domestically and internationally and if there were other opportunities/services the Board wanted to explore. The Board briefly discussed one item that could be done differently, which was how OLH&CS communicated to the public about the services that the Hospice provided. Suzanne McDonald further commented on the shifting focus to out-patient palliative care along with the progression in the assisted dying movement in Ireland. The Board questioned if there would be sufficient flexibility in

the strategy for unforeseen events, to which Deloitte responded that uncertainty was inherent in strategy and that should an unpredictable incident arise, the Board could come back to the strategy and update it accordingly. A further query was raised regarding if the implementation plan would have KPIs and Deloitte confirmed that the Board would decide the KPIs and noted that not all the strategy could be measured with KPIs, but that this would be highlighted in the strategy plan. The Board discussed strategy development and noted that OLHCS had three premises and questioned if this could be a challenge. Deloitte noted that the culture of the organisation would influence the behaviour of each of the Hospices and that sentiment regarding autonomy could be explored better during the Stakeholder sessions. The Chair further commented that he wished for a statement to be put in the strategy to the effect that OLHCS was a single service split over three locations and that patients received the same standard of care, irrespective of which location they availed services in. Deloitte noted to the Board that the workforce would be crucial in the achievement of strategy and so should be a consideration in same. The Chair further commented that a balance needed to be struck between ambition and what was realistic.

The Board thanked Deloitte for their presentation and the representatives of Deloitte left the meeting.

1.1 Patient Stories

The Interim Director of Nursing presented a patient's experience story, who had been under the care of the RMDU Unit and was currently availing of the Specialist Palliative Care services at the Blackrock Hospice, which was duly noted by the Board.

The Board discussed the patient's feedback and noted the general lack of understanding and awareness of what services OLH&CS could offer and that even a patient who had engaged with the OLH&CS for years, was not fully aware of the additional services it could provide. Following discussion, it was agreed that communication to the public in relation to all the services that OLH&CS can provide should be built into the strategy. The Board further discussed how some of the improvements highlighted by the patient were easily fixed and noted that the issues with showers in the hydrotherapy pool could be very frustrating. Volunteers for transport to and from the hydrotherapy pool were discussed along with food vouchers for the restaurant. The Chair noted that the most powerful advocates for the services were the users themselves and the Board considered the option of adding one or more service users as directors on the Board, highlighting the value and challenges it could bring. It was agreed that this would be brought before the Nomination Committee for consideration. The Board commented on how valuable the patient stories were and thanked the patients concerned and Interim Director of Nursing for taking the time to bring these stories to the Board.

Action – The option of appointing one or more service users to the Board of Directors to be brought before the Nomination Committee for consideration.

1.2 Minutes of Previous Meeting

The minutes of the Board meeting held on 4 April 2024 were approved.

1.3 Matters Arising – No matters were noted under this Agenda item.

1.4 Action Tracker – The Board action tracker was presented to the Board with the Interim CEO noting that deadline for closure of the strategy sub-group to support the development of the next Strategic Plan was updated to November 2024 in line with Deloitte's prediction of the finalised Strategic Plan.

2.1 Formal Requirements

No Lobbying Declarations were noted by the Board members.

The Chair reported that a letter had been sent by OLHCS to the Minister of Further and Higher Education, Research, Innovation and Science and the Minister for Health in relation to the funding required to repair the roof of the Education & Research Centre and that this had been placed on the Lobbying Register.

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

2.3 Mandatory Reporting Update

No matters were noted under this Agenda item.

3.0 Matters for Approval

3.1 Board of Directors Minutes for approval/publication

The minutes from the Board meetings held on 4 April 2024 and 8 February 2024 were presented to the Board and subject to a number of redactions being required to them, the Board approved the minutes for publication.

3.2 Approve HSE Compliance Statement

The 2023 Annual Compliance Statement was presented to the Board. The Interim CEO noted that the purpose of the document was to provide assurance of compliance with the HSE Code of Governance and the Core Standards for Governance. Following discussion, the Board approved the HSE Compliance Statement and authorised the Chair to sign it on behalf of the Board.

4.0 CEO Report

The April 2024 HSE Centre Health Regions Update, June 2024 CEO Report to the Board of Directors, Data Protection Officer Services CEO Quarterly Report, the presentation from the Together For Hospice Governance Group Meeting held in May 2024, and the response from Deloitte on the Organisational Strategy Development response, distributed in advance of the meeting, were noted.

The Interim CEO presented the June CEO Report and gave an update on the progress of the Business plan, highlighting the following:

RMDU Funding – A letter had been received from the Regional Executive Officer requesting OLHCS and other similar organisations to operate within their budget, a meeting with CHO7 and St. Vincent's University Hospital was confirmed to be taking place to discuss the impacts of underfunding on the services and a document to highlight the impact of service reduction was to be drafted by the Interim CEO.

The Interim CEO noted to the Board that €1.5/1.6 million of corporate costs would need to be absorbed in the event of the closure of certain rheumatology services and the Board discussed potential solutions on sustaining the services, such as relocation of same along with further HSE negotiations. The Board further commented that there was clinical governance responsibility to continue the service until it could be properly transferred, but this would require funding. The Chair commented that it was not in the nature of a healthcare service to reduce services but noted the financial challenges the hospice was facing. The Board discussed the patients themselves advocating to keep the services and noted that patients needed to be kept informed of potential service reductions.

Irish Healthcare Centre Awards – Anna Gaynor House (AGH) was shortlisted for The Nursing Home/Residential Care Home of the Year but did not win.

Unannounced HIQA visit – The visit went reasonably well; HIQA noted some minor further improvements to be made and the draft report is awaited.

OLHCS will be part of the HSE Hospital Bed Management system put in place for AGH as part of a single national Bed Management System.

CMS project – A presentation was made regarding e-health and OLHCS was confirmed to be in the discovery phase of the project and the Board will be kept updated on any further progress made here.

Wicklow Hospice – The bank account had been closed and the Interim CEO to confirm if the foundation had been deregistered with the Charities Regulator.

Action – The Interim CEO to investigate if the Wicklow Hospice is still registered with the Charities Regulator.

AGH project – Funding has been secured from the HSE for Anna Gaynor House in order to advance the AGH project and adhere to the Energy Efficient Design principles, which are aligned to Irish Standard 399. A lien to the HSE was confirmed to be required for the anticipated project cost of €2.16million.

The Board considered the lien and queried whether it could be held until the strategy planning has been determined. The Interim CEO confirmed that the €2.16 million was required in order for AGH to be compliant with the requirements to receive the funding from the HSE. The Chair commented that at present it was the principle of a lien that was being proposed and it was not unreasonable for the HSE to expect a lien for providing substantial capital investment funds to an independent entity. The Board agreed that the lien was approved in principle, but further details would need to be considered as this progressed.

Decision: After due consideration, **IT WAS RESOLVED** that, subject to further information, and updates on the project's progression, a lien in the amount of €2.16 million, the estimated cost of the AGH project, be and is hereby approved.

Public Only Consultants Contracts – OLHCS was actively engaging with the HSE to secure funding for the additional costs.

New consultants appointed – It was confirmed that two new consultants had been appointed.

Irish Voluntary Healthcare Association – This association was formed by members of the former Voluntary Healthcare Forum, and it was confirmed that OLHCS was a part of this group. Any upcoming workshops would be highlighted to the Board.

The Board noted the recent passing of Professor Douglas Veale and offered their condolences to his family and friends.

5.0 Sub-Committee Reports

5.1 Capital Committee

The Capital Committee minutes held on 20 May 2024, distributed to the Board in advance of the meeting, were duly noted. The Interim CEO advised the Board that the Hydrotherapy pool had been placed on the Corporate Risk Register, she further advised that the tiles had started to crack and as such caused a potential risk to the service users. She further noted that a contractor had been sourced to complete the repairs, however due to the substantial fee, Board approval was sought for Procurement to go to e-tender for the repairs for both the tiles in the Hydrotherapy pool and work on the showers. The estimated cost for same was in the remit of [REDACTED]

Decision: After due consideration, **IT WAS RESOLVED** that the request to go to tender to obtain a contractor to undertake the repairs of the showers and the tiles in the Hydrotherapy pool, be and is hereby approved.

5.2 Clinical Governance Committee

The draft minutes from the meeting held on 23 May 2024 were presented to the Board. The Chair of the Clinical Governance Committee noted to the Board that approval was being sought to amend the purpose and objective of the Committee as stated in the Terms of Reference by way of removal of “*integrated governance*” and to include “*manage Clinical Governance and quality related matters*”. The Board expressed concern that this could be too narrow a remit and queried if it would include non-clinical matters with a clinical governance impact. A further question was raised to as to the treatment of items that would not fall under clinical governance and if Health and Safety risks would be covered. The Interim CEO confirmed that risk would not be excluded and that the Quality and Safety Committee matters would be brought to the attention of the Clinical Governance Committee, where those items could be discussed. The Board noted that the Committee could not ensure that “*the correct structure, systems and processes are in place*” but could only seek a high level of assurance given that this was the role of Senior Management. The Chair agreed and advised that the Clinical Governance Committee should be able to request a clinical audit to seek assurance. The Board approved the proposed changes to the wording of the purpose and objectives in the Terms of Reference for the Committee but noted that there was a concern that items that fell under governance could be missed. The Board also noted that there was a huge amount of data on the Risk Register and that it was an onerous task for Board members to go through same and expressed concern that an item could be missed. The Board further noted that all directors did not have access to all of the Committees’/ Sub-Committees’ minutes and agreed that these should be available to all Board Members. The Interim CEO confirmed that she would look into getting access to these minutes and papers for the Board Members. The Board queried how they were being presented items under The Patient Safety (Notifiable Incidents and Open Disclosure) Act 2023 and the Interim CEO advised that the reports come through the Incident Management Framework and then are brought before the Clinical Governance Committee, she further advised that they were waiting on the HSE to develop a system and noted that OLHCS could potentially mirror it.

Action – The Interim CEO to provide all Board members with access to all Committees’/ Sub-Committees’ minutes and papers.

5.3 Fundraising Committee

The Fundraising Committee minutes held on 25 April 2024, distributed to the Board in advance of the meeting, were duly noted. The Chair of the Fundraising Committee presented the Board with a document highlighting what the fundraising monies were being used for. He noted that fundraising income for 2023 was above target, however further noted that the money would fluctuate due to historic legacy issues.

5.4 Audit & Finance Committee

The Chair of the A&F Committee reported to the Board on the key matters considered by the A&F Committee at its meeting held on 11 June 2024.

Draft Financial Statements - The Chair of the A&F Committee noted that the draft financial statements could not be presented to the Board for approval at this time as many of the relevant papers had not been presented to the A&F Committee in adequate time for a sufficient review. She further noted that the financial statements for the year ended 31 December 2023 would be recommended to the Board for approval at the July Board meeting. She confirmed that a one-agenda Committee meeting was scheduled on 26 June in order to consider and discuss the draft financial statements. The Chair noted that it was disappointing that the timeline for the presentation of the

draft financial statements to the Board has not met but appreciated that the Committee needed time to review the documents.

Going concern - The Chair of the A&F Committee noted that the cashflow had been considered and that an additional €5.5 million would be needed to 31 December 2024 to be in a position to pay bills as they fall due and that it was uncertain if the HSE would fund that amount. She confirmed that more management information would be needed to identify what potential amounts should be payable by the HSE and what actions could be potentially taken by OLHCS to narrow the deficit.

External Audit – It was noted that Deloitte had attended part of the A&F Committee meeting in order to present their Final Report on the FY23 Audit and confirmed that a clean audit opinion would be given.

Investment – The Chair of the A&F Committee noted to the Board that there was currently [REDACTED] money in a bank account earning 0% interest and that an Investment Policy had been drafted. She further noted that further investigation on how best to invest the money was necessary and that Davy would be invited to give a presentation to the Committee at the July meeting to discuss investment options. She advised the Board that recommendations on how best to invest the [REDACTED] would thereafter be presented to the Board at the July Board meeting together with the Investment Policy for approval.

Internal Audit - The Chair of the A&F Committee advised the Board that Moore was chosen to provide internal audits services and sought approval from the Board to increase the annual budget for internal audit and to increase the number of internal audits from 3-4. The Board agreed that this was in the best interest of the Hospice.

Decision: After due consideration, **IT WAS RESOLVED** that the internal audits be increased to 3-4 audits per annum and the increased costs of [REDACTED] associated with same, be and is hereby approved.

5.5 Remuneration Committee

The draft minutes from the meeting held on 28 March 2024 were presented to the Board. No matters were noted under this agenda item.

5.6 Nominations Committee

The draft minutes from the meeting held on 22 May 2024 were presented to the Board. The Chair reminded the Board members to complete the skills matrix. The Board noted that diversity did not come up on the matrix.

6.0 Finance & Quality Reports

The Finance & Quality reports distributed to the Board in advance of the meeting were noted.

The Board discussed the April 2024 Governance Dashboard and noted that under the Tissue Viability section of same, there was one case that was given a Grade 4 ranking. The Interim CEO confirmed to the Board that this was reviewed through the Incident Management Framework and related to a patient with complex clinical indicators in respect of tissue viability.

7.0 Any Other Business

The Board noted that the next meeting would be held on 20 July 2024 at the Wicklow Hospice premises.

There being no further business, the meeting was closed by the Chair at 7pm.