

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICES, WICKLOW, HELD ON THURSDAY 25th JULY 2024 AT 4PM.

PRESENT

Mr. Lorcan Birthistle (Chair)
Dr. Brendan Cuddihy (via Teams)
Ms. Hilary Coates
Ms. Aisling Fitzgerald (via Teams until 5.50pm)
Mr. Dermot Ryan
Mr. Philip Wiehe
Mr. Vincent Barton
Ms. Sheilagh Reaper-Reynolds (via Teams)

APOLOGIES:

Ms. Cathy Maguire
Dr. Carole Pollard

IN ATTENDANCE:

Ms. Jacqui Conroy (PwC – Company Secretary, via teams)
Ms. Abby Sheehan (PwC – Company Secretary, via teams)
Ms. Mary Flanagan, Interim CEO
Ms. Ger Tracey, Interim Director of Nursing
Dr. Lucy Balding, Medical Director
Ms. Deirdre Saul, Director of Finance
Ms. Joan Cunningham, Consultant in Palliative Medicine at the Wicklow Hospice (item 1.0)

The Directors held a closed session from 4.00-5.00pm.

1.0 Meeting Opening

The Chair opened the meeting and noted that a quorum was present. The meeting then proceeded to business.

1.1 The Board noted apologies from Carole Pollard and Cathy Maguire.

Presentation on the Wicklow Hospice

Dr. Joan Cunningham, Consultant in Palliative Medicine gave a presentation to the Board regarding the Wicklow Hospice's journey since opening.

She noted to the Board that upon the Wicklow Hospice's opening in 2020 most of the clinical staff were new to specialist palliative care and that there had been an effort made to focus on further development of the Inpatient Unit and Community Palliative Care Team ("CPCT"). She confirmed that in early 2024 the Hospice was approved as a training site for Specialist Registrars in Palliative Medicine and went on to discuss the number of admissions and referrals to the Inpatient Unit ("IPU"). She further noted that there were certain challenges and opportunities for the IPU including the distance from Dublin, the hospice grounds, an odour from the percolation system and a lack of public transport to the Hospice. She highlighted to the Board that the positive reputation of the hospice was growing in the community and the network of volunteers was increasing. She raised the issue of the upkeep and enhancement of the garden to the Board. Dr. Joan Cunningham further highlighted certain challenges the Hospice was facing for the CPCT including the rural setting of the Hospice and the difficulty of recruiting an OT and other posts and the fact that there was no dedicated Non-Consultant Hospital Doctor ("NCHD") to support the CPCT. She further noted opportunities for the CPCT in Wicklow, such as the Advanced Nurse Practitioner to start in Autumn of 2024, the potential for outpatient clinic onsite and the increased input into CPCT due to the

addition of a NCHD since July 2024. The Board thanked Dr. Joan Cunningham for her presentation and expressed their thanks to the staff at the Wicklow Hospice, she then left the meeting at 5.30pm.

The Chair discussed the presentation given by Dr. Joan Cunningham and agreed that since the Wicklow Hospice was in a rural location, positive word of mouth within the Community was particularly important. The Board further discussed fundraising for the gardens in the Wicklow Hospice and agreed that some fundraising money could be allocated for the enhancement of same and that the Fundraising Committee would be requested to give consideration to this at the next meeting.

1.2 Patient Stories

The Interim Director of Nursing presented a patient's experience story, who had been availing of the Community Palliative Care Team at the Wicklow Hospice, which was duly noted by the Board.

The Board discussed the patient's feedback and noted that it was very disappointing how long it apparently took for the patient to be referred to palliative care. A query was raised on the extent, if any, of the Board's responsibility to get involved and to ensure that this does not happen to other patients who are in extreme pain, to which the Chair acknowledged that it was not a single service failure, and that the Board's governance was focused on matters within its control. The Interim CEO noted that she would investigate the issues raised further in order to obtain more clarity and to understand what happened in order to determine which aspects the Board of OLH&CS could influence positively. The Board expressed their concerns in general of the delay between referrals and noted that this story may not be an isolated incident. A comment was made that it would be helpful to have an "improvement/recommendation" section at the end of the Patient Stories going forward. The Board thanked the Director of Nursing for taking the time to bring this story to the Board.

Action – The Interim CEO to investigate the patient story further and to report the findings to the Board at the next meeting.

1.3 Minutes of Previous Meeting

The minutes of the Board meeting held on 13 June 2024 were approved subject to minor amendments being made in relation to the directors in attendance.

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.

Development of Strategic Plan – The Interim CEO confirmed that Deloitte were currently working with the Executive Team, Clinical Team and one member from each of the services to complete a SWOT analysis. A feedback session with the Strategy Sub-Committee would be scheduled for August. She further confirmed that the next step was for Deloitte to look at OLH&CS as compared with other similar organisations and for strategy pillars to be developed.

Appointment of service users to the Board to be considered by the Nominations Committee – There was no updates at this time regarding this action.

Board Member access to Sub-Committee minutes and papers – The Interim CEO confirmed that access could be granted to all Board Members to receive the minutes and papers of the Sub-Committees, but that the Members would receive an invitation to all the Committee meetings and would be alerted via email when any documentation was uploaded.

Action: The Interim CEO to arrange for a list of all sub-committees be sent to the Board members so that they can choose which papers and notifications of meetings they wished to receive.

Wicklow Hospice - The Interim CEO confirmed to the Board that the Wicklow Hospice Foundation was still registered with the Charities Regulator and that she would keep watch on this for any progress.

2.0 Formal Requirements

No Lobbying Declarations were noted by the Board members.

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

2.2 Mandatory Reporting Update

No matters were noted under this Agenda item.

3.0 Matters for Approval – Amendment to the Company’s Constitution

A proposed amendment to the Company’s Constitution was brought before the Board, it was noted that Regulation 94. of the Constitution contained a provision that was no longer application in relation to the quorum necessary for a meeting of the Board of Directors. Regulation 94. currently stated that: *“The quorum necessary for the transaction of the business of the Directors shall be five (5) provided always that one of the five Directors present is a nominee of Religious Sisters of Charity”* and as such it was proposed to amend Regulation 94. To, *“The quorum necessary for the transaction of the business of the Directors shall be five (5).”* The Board noted that in order to amend the Company’s Constitution, it would be necessary to receive the approval of the Members of the Company by means of passing a Special Resolution.

Decision: After due consideration, **IT WAS RESOLVED** that, the proposed amendment to the Company’s Constitution be recommended to the Members of the Company for approval by way of passing a Special Resolution in Writing.

Action: The Interim CEO to present the Special Resolution to the Members for approval and to request the Company Secretary to file the updated Constitution and statutory form G1 with the Companies Registration Office.

3.1 Nominations Committee Terms of Reference

The updated draft Terms of Reference of the Nomination Committee were presented to the Board. The Board discussed the “Duties” vs the “Main Functions” heading in the Committee’s Terms of Reference and commented that they may be inconsistent. The Interim CEO noted to the Board that she would arrange for the Nominations Committee Terms of Reference to be reviewed for consistency with the other Committee Terms of Reference and would bring them back to the Board for approval thereafter.

3.2 Approval of Financial Statements

The draft Report and Financial Statements for the financial year ended 31 December 2023 were presented to the Board. The Chair of the Audit & Finance Committee (the “A&F Committee”) confirmed to the Board that a special meeting of the A&F Committee had been held on 26 June in order to review and recommend the financial statements to the Board for approval. She further noted to the Board that certain items in the financial statements had needed further discussion such as the going concern statement due to the current financial position of OLH&CS but that the A&F Committee was now comfortable with the statement and recommended approval of the financial statements for the year ended 31 December 2023 to the Board for approval. A query was raised on what the going concern statement meant, to which the Chair of the Audit & Finance Committee responded that it implied that the Company would be able to pay its debts as they fall due for a period of 12 months from the signing the financial statements.

Decisions: After due consideration, **IT WAS RESOLVED** that the Report and Financial Statements for the financial year ended 31 December 2023 be and are approved by the Board.

IT WAS FURTHER RESOLVED that the Chair of the Board and the Chair of the Audit & Finance Committee be and are hereby authorised to sign the financial statements on behalf of the Board and thereafter to present them to the Members at the forthcoming Annual General Meeting.

3.3 Risk Appetite Statement 2024

The Risk Appetite Statement was presented to the Board. The Interim CEO confirmed to the Board that the Clinical Governance Committee and the Audit & Finance Committee had already reviewed this document separately and that the document was dynamic. The Board discussed the evolving nature of the document and noted that it would be good practice to review it on an annual basis to ensure it was correctly capturing the Board's risk tolerance. The Chair acknowledged that due to the nature of the Industry coupled with the different risk tolerances for different services offered by the Hospice, approving the risk appetite statement was difficult given that some risks were not within the control of the Board/Hospice. He further noted that the document was dynamic and would be used as a guide by the Board and not to restrict the Board's decisions.

Decision – IT WAS RESOLVED that the Risk Appetite Statement 2024 be and is hereby approved and further, given the dynamic nature of the document, it would be reviewed by the Board on an annual basis.

4.0 CEO Report

The July 2024 CEO Report to the Board of Directors and the Data Protection Officer Services CEO Quarterly Report, distributed in advance of the meeting, were noted.

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

RMDU Funding – The Interim CEO noted a letter had been received from the Regional Executive Officer ("REO") and that a series of meetings had taken place between the HSE and Ireland East Hospital Group in relation to the funding deficit and further noted that an options appraisal document was with the REO for a final decision.

(S29 (1) (a)) The Chair commented that OLH&CS needed to continue to engage with the HSE on this matter but was aware that a decision had to be made in the near future. It was noted that Advocacy was aware of the situation but had not been engaged in any advocacy work at this time. The Interim CEO noted that she would have an update on the matter for the Board at the next meeting and would keep the Board apprised of any new developments in the meantime.

CMS project – It was confirmed that the project was progressing with the appointment of a project manager and that a benefits workshop would be held with all Specialist Palliative Care providers on 1 August.

Recruitment pause – The Interim CEO confirmed that OLH&CS continued to send derogations but that no approvals have been received from the HSE.

NIS2 – It was confirmed to the Board that the ICT Manager is currently doing a GAP analysis in preparation for the implementation of the incoming EU Directive – NIS2, which is aimed to achieve a higher common level of cybersecurity.

Revenue site visit – It was noted that Revenue was undertaking a site visit to OLHC&S Harold's Cross premises on 9 August. It was expected they would review employees and contractors tax payments; however, it was noted by the Board that an internal audit had been done on same.

Data Protection – It was confirmed that a meeting would be held with AMBIT in due course.

5.0 Sub-Committee Reports

5.1 Fundraising Committee

The Fundraising Committee minutes held on 18 June 2024, distributed to the Board in advance of the meeting, were duly noted. The Chair of the fundraising Committee noted to the Board two significant pledges of approximately €400k and €120k and noted that the latter donation would be split over three years.

(S27 (1) (b)). He further updated the Board of the Raise the Roof Project (the "Project") and noted that to date approximately €69k had been raised and that €24.6k of previously raised restricted income would be transferred to the Project. The Chair of the Committee expressed his thanks to all the public and private donors and the work of the volunteers.

5.2 Audit & Finance Committee

The Chair of the Audit & Finance Committee reported to the Board on the key matters considered by the Audit & Finance Committee at its meetings held on 11 and 26 June and on 10 July.

External Audit – It was noted that Deloitte had given a clean audit opinion.

Internal Audit – The Chair of the Audit & Finance Committee confirmed that Mazars had presented their final internal audit report on the Patient Income Review to the Committee. She reported that a presentation had been given by Moore to the Committee regarding the audit universe and areas for OLH&CS to consider for upcoming internal audits. She further noted that the 2025 Audit Plan was being prepared by Moore and that no areas have yet been chosen for internal audit at this time.

Investment – The Chair of the A&F Committee noted to the Board that there was currently €6 million fundraising related money in a bank account earning 0% interest.

(S27 (1) (b)). The Chair of the Audit & Finance Committee confirmed that the German Bond was chosen over the Irish Bond as it was AAA rated and that overall, the investment options chosen for recommendation were relatively liquid and low risk. She further noted that the Committee had requested that a financial plan be obtained from Davy in relation to the €2 million being invested in the MMF and for them to provide guidance in relation to possibly investing up to a further €4 million.

Decision: After due consideration, **IT WAS RESOLVED**, that the recommendation from the Audit & Finance Committee to place €2 million in German Government bonds, €2 million in a MMF and €2 million to be placed over various time durations of 6 months, 12 months and 24-months in deposit bank accounts held in Bank of Ireland be and is hereby approved.

5.3 Capital Committee

It was noted that the next Capital Committee meeting would be held on 13 August. The Board briefly discussed the Bus Corridor and noted that this was likely to go to Appeal in January 2025.

5.4 Clinical Governance Committee

No matters were noted under this agenda item.

5.5 Remuneration Committee

No matters were noted under this agenda item.

6.0 Finance & Quality Reports

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

The Chair of the Audit & Finance Committee meeting took the July 2024 Finance Report as read and briefly discussed the catering costs of Harold's Cross along with the Wicklow and Blackrock premises. She noted to the Board that the catering costs of all three premises would be analysed in detail by the Director of Finance in order to benchmark them against each other and industry averages. The Chair of the Audit & Finance Committee confirmed to the Board that due to time constraints of the last Audit & Finance Committee meeting, the Committee agreed to table the analysis of the catering costs along with an in-depth review of the Blackrock and Wicklow Hospice costs for further consideration at a special Committee meeting in September, after which, further detail could be given to the Board regarding same. The Board briefly discussed the €1.9 million deficit along with the €1.5 million operational deficit noting that there would be approximately €1 million in corporate costs that would be needed to be absorbed in the event that the Rheumatology Department closed. The Interim CEO reported that she was seeking a formal statement from the HSE to confirm that the Rheumatology service deficit of €1.2 million would not be funded, however, this had yet to be obtained.

7.0 Any Other Business

The Board noted that the next meeting would be held on 26 September. A Board member further noted that National Palliative Care week was upcoming and would be held the 8th - 14th September. The Board considered the previous year's events across the three premises and the Interim CEO advised that this year's events were currently in the planning stages, noting that typically national schools got involved in various projects.

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

Chairperson

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICES, HAROLD'S CROSS, HELD ON THURSDAY 26th SEPTEMBER 2024 AT 5PM.

PRESENT

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

APOLOGIES:

Mr. Vincent Barton

IN ATTENDANCE:

Ms. Abby Sheehan (PwC – Company Secretary, via teams)
Ms. Mary Flanagan, CEO
Dr. Lucy Balding, Medical Director
Mr. Aidan Cullinan, Interim Head of Finance

The Directors held a closed session from 5.00-5.30pm.

1.0 Meeting Opening

The Chair opened the meeting and noted that a quorum was present. The meeting then proceeded to business.

- 1.1** The Board noted apologies from Vincent Barton and expressed their condolences on the passing of his brother, Paul Barton.

1.2 Minute of Previous Meeting

The minutes of the Board meeting held on 25 July 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.

Development of Strategic Plan – The CEO confirmed that a meeting had been held with Deloitte and that a second workshop had been scheduled with the executive team and Deloitte for early October, subject to them meeting the board subcommittee.

Appointment of service users to the Board to be considered by the Nominations Committee – The Board discussed the importance of succession planning, and the necessary skills needed on the Board to ensure its continued effectiveness. It was noted that while appointing a service user on the Board could be helpful, it would take time for the new member to become familiar with the operations of the organisation and to be able to effectively contribute to the Board. It was further noted that the Patient Engagement officer could be the first step to find a suitable member for the Board. It was suggested that there could be merit in appointing two service users at the same time. The Board considered the need to have robust discussion on how the appropriate skills required for the continuation of the Board were chosen and how to include diversity in same. The Board further discussed the importance of having independent Board members who provided challenge to decision making and considered using an external agency to find potential future members. It was further

suggested that the service user/s could firstly become a sub-committee member in order to gain an understanding of how the Hospice worked, with the intention to prepare that person/people to become members of the Board. The Board agreed that a standalone nomination meeting in October would be necessary to discuss succession planning, the additional of a service user to the Board and the skills needed to continue the efficient functioning of the Board.

Action: A Nominations agenda meeting to be arranged in Q4 2024 to discuss the Board of Directors succession planning.

Wicklow Hospice - The CEO confirmed to the Board that this action item was in progress and that the paperwork for the deregistration of the Wicklow Hospice Foundation from the CRO was almost complete.

Investigation of the patient story presented to the Board at the meeting held 25 July – It was confirmed that the Interim Director of Nursing had followed up on the concerns raised by the Board regarding the patient story presented to them at the previous Board meeting. The Board discussed the apparent lack of appropriate action taken regarding pain management and the delay of the referral. It was further confirmed that a conversation with the patient's non OLH&CS consultant was being arranged to discuss the case. A Board member noted the challenges regarding the availability of information and education on palliative care in OLH&CS. A further comment was made that it was difficult for the patient to know about the services offered by OLH&CS if the oncologist was not referring them. The Chair commented that the Board could only take responsibility the areas that they had governance over and if the information was provided to the patient by another organisation, OLH&CS did not have governance or oversight of same. It was stated that even if the concerns raised were not directly in the Board's scope of governance that it had a responsibility to bring it to the attention of a suitable party.

Action: The Medical Director to contact the Clinical Lead of the Palliative Care Working Group regarding the concerns raised by the Board in response to the patient's story.

Private Only Consultant Contract Funding -. Cathy Maguire excused herself from the meeting due to a conflict of interest in respect of professional services she provides to Irish Hospital Consultants Association. The CEO noted the challenge regarding funding of the POCC and advised the Board that she had followed up with the HSE regarding same and further noted the delay on OLH&CS receiving funding for national pay awards. The Chair of the Audit & Finance Committee confirmed to the Board that OLH&CS had requested a cash acceleration from the HSE [REDACTED] (S29 (1) (a) A query was raised as to whether it was allowable to pay the salary of the consultants but hold off paying the arrears. The Chair noted that it was the intention of OLH&CS to pay the arrears in a lump sum as soon as it became available from the HSE. Following discussion, it was agreed to pay the salary of the POCC in order to honour the contractual commitment.

Decision: After due consideration, IT WAS AGREED that the POCC be paid by OLH&CS with the intention to pay the arrears as soon as possible once the funds have been received from the HSE.

Cathy Maguire, who had left the meeting due to the conflict of interest, was invited back into the meeting.

2.0 Formal Requirements

The CEO noted that one item had been added to the Lobbying Register.

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

2.2 Mandatory Reporting Update

No matters were noted under this Agenda item.

3.0 Matters for Approval

3.1 Service Level Arrangement (Pt 1)

The HSE and OLH&CS Service Arrangement (“SLA”) was taken as read. The CEO drew the Board’s attention to page 65 of the arrangement and noted the HSE’s desire to have a National Single Integrated Financial Management and Procurement System (“IFMS”). The Board noted that in principle this made sense as an accountability framework but also noted some challenges and concerns regarding same and whether this framework was fit for purpose. A member of the Board commented that OLH&CS may wish to know specific items expenditure whereas the HSE may group items together. Further concerns were raised regarding the transparency of funds from the organisations, but not the HSE itself. Following discussion, it was noted that the Board was not currently in a position to sign the SLA as it needed to be established whether the SLA placed additional and undue responsibilities on the organisation. The separation of the fundraising accounts was considered by the Board along with the use of two separate ledgers. The Interim Director of Finance confirmed that both sets of accounts would be in the same accounting system.

Decision: After due consideration, IT WAS AGREED that the SLA be tabled for approval and signature by the Board at a later date after investigation and receipt of further information on the funding and practicalities of the implementation of the SLA.

4.0 CEO Report

The September 2024 CEO Report to the Board of Directors, the OLH&CS Business Plan (May 2023-May 2024), the Dublin and Midland draft slide deck for “Welcome to your Region” and the HSE Dublin and Southeast Townhall Event slide deck, distributed in advance of the meeting, were noted.

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

RMDU Funding –that no further communication had been received from the HSE with regards to the funding for the Rheumatology service.

HSE Pay and Numbers –that there was a change in HSE Pay and Numbers Strategy which set out the new Pay and Whole-Time Equivalents (“WTE”) allocations for each organisation, this included a spend limit on agency and overtime as part of an overall pay spent limit. The CEO confirmed that she was working with the HSE to rectify gaps in the WTE allocation that OLH&CS had received.

Lord Mayors Visit that the Lord Mayor of Dublin had visited OLH&CS.

CMS Project –that a local steering group had been established and that a vision workshop had been held in OLH&CS with both sites and members of the National Steering Group.

Irish Times article –that an article regarding palliative care was published in the Irish Times on 24 September 2024. The Board noted how powerful the piece was and thanked the Comms team.

OLH&CS Business Plan – It was suggested to extend the Business Plan to the end of the year due to the progression of the strategy development.

Together for Hospice –



(S29 (1) (a)).

Action: The Chair of OLH&CS to write to the Chair of TFH to explain the concerns and welcome suggestions regarding how to rectify same.

5.0 Sub-Committee Reports

5.1 Fundraising Committee

The Fundraising Committee minutes held on 17 September 2024, distributed to the Board in advance of the meeting, were duly noted. It was noted that the total fundraising income of all sites to August month end was €3.4 million which was an increase of 9% year on year.

5.2 Audit & Finance Committee

It was noted that the next Audit & Finance Committee meeting would be held on 8 October.

5.3 Capital Committee

The Capital Committee minutes held on 13 August 2024, distributed to the Board in advance of the meeting, were duly noted. The Board briefly discussed the Education and Research Project, and it was noted that the some of the building was re-occupied and that there was an unforeseen issue with the heating that was being dealt with. It was further noted that costs were still within budget and the building would be fully occupied in due course.

5.4 Clinical Governance Committee

The Patient Engagement Business proposal, distributed to the Board in advance of the meeting, was duly noted. However, it was agreed to defer discussion of this item until such time that The Interim Director of Nursing could present same to the Board. It was further noted that the Clinical Governance Committee would need time to discuss the proposal before it was presented to the Board.

5.5 Remuneration Committee

It was noted that the next Remuneration Committee meeting would be held on 17 October.

6.0 Finance & Quality Reports

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

The Interim Head of Finance took the August 2024 Finance Report as read and briefly discussed the summary of the results made up to the end of August. He noted the deficit of €2.99 million and the forecasted deficit at year end, subject to the current level of HSE funding unchanging, to be €4.6 million. He further noted that the deficit included the €500k extra spend on the new consultants' contracts which were included in the cost but were not as of yet funded by the HSE. The Interim Head of Finance discussed the non-pay costs, including catering costs which had increased by €301k year on year along with security costs which had increased by €148k year on year. The CEO noted to the Board that at present cost-containment was being considered and

██████████ (S23 (1) (a)). The Interim Head of Finance confirmed that the new external auditors, Crowe Ireland were conducting an audit on the accounts 9 months to the end of September in order to prepare them for their first statutory audit which would occur in Q1 2025 and that, Moore, the internal auditors were conducting an audit in Q4 2024 into Human Resources and payroll. He further noted that fundraising income was ahead of budget.

7.0 Any Other Business

There being no further business, the meeting was closed by the Chair at 7.10pm.

Chairperson

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICES, HAROLD'S CROSS, HELD ON THURSDAY 28th NOVEMBER 2024 AT 4PM.

PRESENT

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

APOLOGIES:

IN ATTENDANCE:

Ms. Abby Sheehan (PwC – Company Secretary)
Ms. Mary Flanagan, CEO
Mr. Aidan Cullinan, Interim Head of Finance
Eleanor Flew, Director of Fundraising and Communications
(item 3.2-3.3)

The Directors held a closed session from 4.00-4.20pm.

1.0 Meeting Opening

The Chair opened the meeting and noted that a quorum was present. The meeting then proceeded to business.

1.3 The Board noted apologies from Philip Wiehe and Cathy Maguire.

1.4 Minute of Previous Meeting

The minutes of the Board meeting held on 26 September 2024 were approved.

1.5 Patient stories

The Interim Director of Nursing presented a patient experience, who had been availing of the Community Rehabilitation Unit ("CRU"), which was duly noted by the Board.

The Board discussed the patient's feedback and noted that the patient had spoken very highly of the social element in CRU, the patient's general health improvements during her stay and upon leaving the Hospice was noted, with the only constructive criticism cited in the story being the lack of signage and due to same, the patient getting lost trying to find her way to the CRU. The Board agreed that there was a lack of signposts and directions, with a Board member commenting that a walkthrough of the premises would be beneficial and further confirmed that this item would be added to the agenda and be considered by the Capital Committee in due course. The Board further discussed the wants of the individual patient regarding privacy vs socialisation and commented that while HIQA was insisting on single occupancy rooms, it may often be the case, as it was for this person, that a twin room could improve the stay of the individual through the socialisation with other patients.

1.4 Matters Arising – The Board action tracker was presented to the Board.

Investigation of the patient story presented to the Board at the meeting held 25 July – It was confirmed that the Medical Director had contacted the Clinical Lead of the Palliative Care Working Group but that there were no further updates at this time.

Together for Hospice ("TFH")– The Chair noted that a meeting had been scheduled to meet with the Chair of TFH in the week commencing 2nd of December 2024. It was stated that the current Board required clarification on what was agreed by the previous Board with TFH in 2017.

2.1 Lobbying Declaration

No matters were noted under this Agenda item.

2.2 Conflict of Interest

No Conflicts of Interests were noted by the Board members.

3.0 Matters for Approval

3.1 Board of Director minutes for approval/publication

The minutes of the Board meeting held on 13th June 2024 due for publication were discussed by the Board. The Board considered whether it should redact the names of the representatives of Deloitte with the CEO highlighting that the external audit was won through a tender process and would be already in the public domain. A query was raised asking if the representatives could be contacted and informed that their names would appear on the published minutes, with the CEO agreeing to action same.

3.2 CRA (Charities Regulator) Governance Code submission for 2024

The Director of Fundraising and Communications ("the Director") joined the meeting. She gave the Board an overview of the work of the Charities Regulator, including the functions of same, and took the Board through their legal duties as Trustees of OLH&CS. She then outlined the Charities Governance Code along with its six principles and further noted to the Board that OLH&CS were fully compliant with same. The Director highlighted that there were new gambling regulations under the "Gambling Regulation Act 2024" and that a specific licence would now be needed for the annual Hospice raffle as the prize was over €2,000. She noted to the Board that this Act had not yet come into law but anticipated it would in Q1 2025. The Director further noted key changes in the Charities (Amendment) Act 2024, including the further recognition of the company secretary along with guidelines as to what constituted a significant event and the lessening of the requirement for prior approval from the Charities Regulator for specific constitutional amendments. A member of the Board commented that the report was comprehensive and requested that everything be time stamped. It was further noted that a Board member had with others given a webinar on the changes the Charities (Amendment) Act 2024 with the CEO agreeing that she would circulate same to the Board along with the Director of Fundraising and Communications' presentation. It was confirmed that the Charities Governance Code Compliance Record Form had been reviewed by the Audit & Finance Committee.

Decision: After due consideration, IT WAS RESOLVED that the Charities Governance Code Compliance Record Form be and is hereby approved by the Board.

Action: The CEO to circulate webinar highlighting the updates to the Charities (Amendment) Act 2024 along with the presentation slide deck prepared by the Director of Fundraising and Communications.

3.3 Door to Door campaign 2025-2027

The "Giving Door-to-Door" Report prepared up to the end of September 2024 was presented to the Board by the Director of Fundraising and Communications of OLH&CS ("the Director"). The Director outlined the key elements of the Report to the Board, noting that in 2022 an initial three-year plan to commence the identification, via a third party of monthly donors via door-to-door campaigning was

proposed and subsequently approved by the Board. She further noted the overall success of the door-to-door campaign, noting that pre the campaign (September 2022) monthly donors had only grown by 1-3% on average, however post campaign (to end of September 2024) monthly donor numbers had increased by 86%. She commented on several positive aspects of the campaign, including the additional tax back value and legacy contributions. The Director noted to the Board that analysis had been done of the first door-to-door campaign launched in 2013 and the subsequent 2022-2024 campaign, and as such it was noted that there could be significant room for OLH&CS to grow its monthly donors through same for a further three years, running from October 2025-2027, with the aim to sign up 750 donors each year. In response to a query raised, the Director noted that there was a strong retention rate of donors, with 33% of donors retained from the initial launch of the campaign in 2013. She further confirmed that the same geographical areas were not targeted more than once. A member of the Board commented that the campaign was raising awareness of the services that the Hospice could provide. The Chair of the Fundraising Committee noted that they had not yet had time to examine the report but would do so in detail at the next Committee meeting. It was agreed that, subject to the Fundraising Committee's analysis and recommendation of the Report, the Board approve the Door-to-Door campaign for the period commencing October 2025-2027. The Director was thanked by the Board for the presentation and left the meeting at 5.15pm.

Decision: After due consideration, and subject to the review and recommendation of the Report by the Fundraising Committee and subsequent proposal to re-engage with the third party providing the door-to-door campaign in order to obtain donors, IT WAS RESOLVED that the Door-to-Door campaign for the period commencing October 2025-2027, be and is hereby approved.

3.4 Terms of Reference of Committees

3.4a

The updated Terms of Reference of the Remuneration Committee was presented to the Board. It was noted that the Chair of the Remuneration Committee was not present at the meeting, however subject to no comments from same, it was agreed to approve the Terms of Reference for the Remuneration Committee.

Decision: After due consideration, IT WAS RESOLVED that the changes to the Terms of Reference for the Remuneration Committee be and are hereby approved by the Board.

3.4b

The updated Terms of Reference of the Nomination Committee was presented to the Board. It was confirmed that there were no material changes to the Terms of Reference of the Nomination Committee and that all Terms of Reference of the Sub-Committees were now formatted consistently.

Decision: After due consideration, IT WAS RESOLVED that the changes to the Terms of Reference for the Nomination Committee be and are hereby approved by the Board.

4.0 CEO Report

The November 2024 CEO Report to the Board of Directors, the report entitled "A Realist Evaluation of the Community Rehabilitation Units of OLH&CS", the Together for Hospice slide deck for the National meeting held on 17 October 2024, and the Service Arrangement and Grant Aid Arrangement Review, distributed in advance of the meeting, were noted.

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

CMS Project – that the Department of Health had published the "The National Digital Health Strategy" which aimed to develop an Electronic Health Record for each patient across the whole

health service. The CEO confirmed that OLH&CS had completed the discovery phase of the CMS project, and that the Hospice had received approval and funding for two posts for a duration of 36 months in order to support the project. She further noted that OLH&CS would commence phase two of the CMS project in due course.

National Adult Palliative Care Policy – that this policy had been discussed with the palliative care group and she noted that there was a significant number of strategies aligned with the HSE and the Department of Health and further confirmed that she would be meeting with the Medical Director to discuss same.

National End of Life Survey – that the Quality Improvement Projects had almost been completed and that a new information area had been developed in the Blackrock Hospice.

Medical Director – that the Medical Director had agreed to extend her term as Medical Director. The Board expressed their appreciation for her contribution and commitment to OLHCS.

Mission Hero's Awards – that there would be 3 awards presented at the “Light up a Life” event held at OLH&CS on 1 December 2024.

Service Level Arrangements (“SLA”) – that all the SLAs for 2024 had been signed and submitted to the HSE, with Part 1 of same signed to cover all the services in OLH&CS for one year. It was further noted that there would be a revised Part 1 in 2025.

Financial Control Limits (“FCL”) – that OLH&CS was awaiting formal communication from CHO7 in relation to the FCL issued, while it was noted that the FCL for CHO6 had been received.

5.0 Corporate Risk Register

The CEO reported that there were two new risks added to the Risk Register: firstly, the inability of OLH&CS to pay the national wage agreements due to the financial pressures faced; and secondly, progressing the completion of the Record of Data Processing Activities Register. She noted that the delay in receiving the cash acceleration could impact on OLH&CS's ability to pay debts as they fell due, however, she commented that when the requested cash acceleration was received the first risk should be negated as OLH&CS should be in a position to pay the national wage agreements monies along with the back payments of same. She confirmed that the Education and Research roof replacement risk was closed and that no other risks had been removed from the Register.

6.0 Gender Pay Gap Report 2024

The CEO confirmed that the Gender Pay Gap Report (“the Report”) had been completed and that there were no areas of concern. She commented that the workforce in OLH&CS was balanced and that the Report would be published on the OLH&CS website.

7.0 Sub-Committee Reports

7.1 Remuneration Committee

The Remuneration Committee minutes of the meeting held on 17 October 2024, distributed to the Board in advance of the meeting, were duly noted. The CEO highlighted to the Board that the annual expense figures for the Senior Managers for 2023 and 2024 would be produced to the Remuneration Committee for review at its next meeting on 6th March 2025.

7.2 Audit & Finance Committee

The Audit & Finance Committee (“A&F Committee”) minutes of the meeting held on 29 October 2024, distributed to the Board in advance of the meeting, were duly noted.

Catering costs - The Chair of the A&F Committee noted to the Board that a special meeting had been held on 8th October 2024 in order to discuss catering costs in detail and she highlighted the cost increase and the substantial loss being made from same. She further noted that the Committee was currently working on actions from the special meeting and would report to the Board on same in early 2025 along with any recommendations to reduce catering costs. A question was raised regarding if patient satisfaction was taken into account when examining the catering costs, noting that it was prudent to consider the financial element of catering but also the qualitative side. The CEO confirmed that this had not yet been reviewed and that the pay and non-pay costs were being considered at this time and that further work would need to be done in 2025. She further noted that a Patient Story presented to the Board in Q3 2024 had praised the food at the Hospice and that overall, very little complaints were made regarding same.

Investment Policy – [REDACTED]

[REDACTED] (S27 (1) (b).) It was further noted that the latter investment decision had not been actioned due to operational cashflow issues, however, it was confirmed that the Interim Head of Finance would be actioning the decision and that €2 million would be placed over various time durations of 6 months, 12 months and 24-months in deposit bank accounts held in Bank of Ireland over the coming weeks.

Operational cashflow -The Chair of the A&F Committee noted that OLH&CS had requested €3.4 million cash acceleration from the HSE, which would be crucial in order to ensure OLH&CS could meet its liabilities as they fell due. The Interim Head of Finance noted that OLH&CS were prioritising payroll but that other debtors had not yet been paid, [REDACTED]

[REDACTED] (S27 (2) (b)) The CEO advised that she had been in contact with the Communications Team and had drafted communication to staff to notify them of a potential delay in payroll and that she had escalated the issue to the HSE Regional Executive Officer but was unsure of the reason for the delay in receiving the cash acceleration. The Board expressed their concerns, and a query was raised if a loan could be given from the Fundraising account to cover costs of debtors while awaiting the cash acceleration. The CEO noted that while a bridging loan had been given by the Fundraising account once before, however, due to differing circumstances this time, there was no clear line of sight of repayment of same. The Chair of the A&F Committee suggested merit in the Interim Head of Finance preparing a list of payments that had to be made along with a list of creditors and debtors. It was suggested that a letter be written by the Board of the HSE to highlight that for the Hospice to continue as a going concern, it needed to be confident of receiving its funding from the HSE in a timely manner.

The Chair confirmed that he would liaise closely with the CEO and, should it be necessary, an emergency Board meeting would be called to discuss the ongoing operational cashflow issues.

Action: The Chair and CEO to monitor the situation and if necessary, on behalf of the Board to write to the Board of the HSE in order to escalate the cash acceleration delay.

7.3 Capital Committee

The Chair of the Capital Committee updated the Board on the soft assets and the heritage assets, such as paintings and stain glass windows in the Education and Research Centre and informed the Board that a walkthrough of the building would be carried out in 2025. It was confirmed to the Board that the hydrotherapy pool repairs would be started in Q1 2025, and that sustainability would fall under the remit of the Capital Committee going forward.

7.4 Clinical Governance Committee

The Clinical Governance Committee Chair noted to the Board that the Committee was monitoring the high occupancy levels across the three Hospice premises, noting that there were waiting lists due

to full occupancy in the Blackrock Hospice earlier in the year. The HIQA announced inspection was discussed and it was noted that overall, the report produced by HIQA thereafter was positive and that there were areas of non-compliance, but these were minor in nature. The Community Rehabilitation Unit evaluation was discussed but no final report had been submitted to the Board at this time. A member of the Committee briefed the Board on the key points from the Patients Safety (Notifiable Incidents and Open Disclosure) Act 2023 (“the Act”) that came into effect in September 2024. He noted that families of patients would legally have to be notified of specific incidents and that this represented a culture shift into mandatory from discretionary reporting. The Board discussed the implications of the Act, noting the communication and clinical audit considerations and the potential introduction of a training programme.

The Patient Engagement Business proposal (“the Proposal”) distributed to the Board in advance of the meeting, was duly noted. The Chair of the Clinical Governance Committee noted that the Proposal had been discussed at the previous Committee meeting, however, there was no formal recommendation at this time from the Committee to the Board. The Chair noted that it would be prudent that the Proposal be considered and reviewed by the Fundraising Committee given that the Patient Engagement Lead position would be financed through the fundraising account. The Chair of the Fundraising Committee confirmed that the Proposal would be added to the Agenda of the next Fundraising Committee meeting in 2025.

Action: The Fundraising Committee to review and consider the Patient Engagement Business Case proposal.

7.5 Fundraising Committee

The November 2024 Fundraising Committee Board Report, distributed to the Board in advance of the meeting was noted and taken as read. It was further noted that the Hospice had had a strong fundraising year, with the total income to October month end of €4.585 million with a 14% increase year on year and was tracking 36% against the target. It was further noted that the “Light up a Life” event had not yet taken place, which is a significant annual fundraising event for the Hospice.

8.0 Finance & Quality Reports

The Finance & Quality reports, distributed to the Board in advance of the meeting, were noted and taken as read.

9.0 Any Other Business

The Board discussed the 2025 meeting dates, with the Chair noting that the Board away day date was dependent on the production of the Strategy Report that was being prepared by Deloitte. The CEO confirmed to the Board that the annual review of the performance of the committees would be undertaken during 2025.

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

Chairperson