

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICES, BLACKROCK, HELD ON THURSDAY 6th FEBRUARY 2025 AT 4PM.

PRESENT

Mr. Lorcan Birthistle (Chair)
Dr. Brendan Cuddihy
Ms. Aisling Fitzgerald
Mr. Dermot Ryan
Ms. Cathy Maguire (via video conference)
Ms. Sheilagh Reaper-Reynolds
Ms. Derbhole McDonagh (via video conference)

APOLOGIES:

Mr. Philip Wiehe
Mr. Vincent Barton
Ms. Hilary Coates

IN ATTENDANCE:

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

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.

The Board noted apologies from Philip Wiehe, Hilary Coates and Vincent Barton.

1.1 Minute of Previous Meeting

The minutes of the Board meeting held on 28 November 2024 were approved.

1.2 Matters arising

No matters were noted under this agenda item.

1.3 Board Action Tracker – The Board action tracker was presented to the Board and discussed.

Development of the Strategic Plan – The CEO noted that this item would be discussed under agenda item 5.

Wicklow Hospice Foundation – It was noted that the Wicklow Hospice Foundation had achieved its objectives and was now in the process of being voluntarily struck off the Companies Register.

Together for Hospice (“TFH”) – The Chair noted that he and the CEO had met with the Chair of TFH Governance Group and would have an update regarding same at the next Board meeting.

Patient Engagement Business Proposal – It was noted that this would be discussed under agenda item 6.3.

1.4 Patient stories

The Director of Nursing presented a patient experience, who had been availing of the Multidisciplinary Breathlessness Support Service (“MBSS”) which was duly noted by the Board.

The Board discussed the patient’s feedback and noted that the patient had spoken highly of the MBSS Team. The Board noted that the patient was happy with several aspects of the Hospice, in particular noting that he had no issues with parking, walking to the entrance or wayfinding and was happy with the communication between his Healthcare Teams, specifically St. James Respiratory Team, the Cardiac Team, the GP, the wider Primary Care Team and the MBSS Team. The Board further noted that the patient had no constructive criticism and had overall been very happy with the healthcare services he had accessed at OLH&CS. The group “Singing for Lung Health” was discussed with the CEO noting that the Occupational Therapist at OLH&CS was trained in same, but it would be worthwhile to train others to deliver the programme. The Board thanked the patient for participating and the Director of Nursing for presenting the patient story to the Board.

2.1 Conflict of Interest

No Conflicts of Interests were noted by the Board members.

2.2 Lobbying Declaration

No matters were noted under this Agenda item.

2.3 Mandatory Reporting Update

No matters were noted under this Agenda item.

3.0 Matters for Approval

3.1 2025 Mandate for Lottery License for annual car raffle

The Chair noted the annual requirement to renew the application for a lottery license for OLH&CS.

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 5th day of March 2025 to the 9th day of May 2025.

Action: The Company Secretary was instructed to write a letter to the Dublin District Licensing Office to apply for the Lottery Licence and to confirm that the Company was aware of the new Gaming and Lotteries (Amendment) Act 2019 and will run the Lottery in accordance with same.

3.2 Directors’ and Staff Code of Standards and Behaviour

The Directors’ & Staff Code of Standards and Behaviour (“the Code”), distributed to the Board in advance of the meeting, was duly noted. The CEO confirmed that there was no material changes made to the Code and noted that the Matters Reserved for the Board For Decision/Approval had been moved to a standalone page.

Decision: After due consideration, IT WAS RESOLVED, that the Directors’ and Staff Code of Standards and Behaviour be and is hereby approved by the Board.

3.3 Code of Governance and Matters Reserved for the Board for Decision/Approval

The Our Lady's Hospice & Care Services January 2025 Code of Governance, and the Schedule of Matters Reserved for the Board for Decision/Approval, distributed to the Board in advance of the meeting, were duly noted. It was suggested that the responsibilities of the Board under The Charities (Amendment) Act 2024 be inputted into the Code of Governance, which the CEO took as an action to add same to the document.

Action: The CEO to input the responsibilities of the Board under The Charities (Amendment) Act 2024 into the Code of Governance.

Decision: After due consideration, IT WAS RESOLVED that Code of Governance and the Schedule of Matters Reserved for the Board for Decision/Approval, be and are hereby approved by the Board.

3.4 Data Protection Policies

The Data Protection Policies (Personnel and General) were presented to the Board. The CEO confirmed that there were no material changes to the Policies from the previous year.

Decision: After due consideration, IT WAS RESOLVED that both the Personnel and the General Data Protection Policies be and are hereby approved by the Board.

4.0 Strategic Plan Update

The Chair noted that this item had been discussed by the Board in the closed session prior to this Board meeting and that a high-level update would also be provided under the CEO Report.

5.0 CEO Report

The February 2025 CEO Report to the Board of Directors and the Strategic Plan timeline, distributed in advance of the meeting, were noted.

The CEO presented the February CEO Report and highlighted the following:

CMS Project –that the Community Connect business case was approved for the Discovery phase in 2025 and reported that it would be one national single instance with a core solution for all community services. The Medical Director advised that the project was on track and there were, at present, no significant risks that the Board needed to be made aware of. The CEO further noted that the CMS project had been mentioned in the 2025 HSE National Service Plan, which highlighted the commitment to progress the development of a system for Special Palliative Care.

National Adult Palliative Care Policy –that the Department of Health had committed to establishing an implementation structure to oversee development of a policy implementation plan and delivery of policy actions.

The Lord Mayor of Dublin – that the new Lord Mayor - Emma Blain - visited the Hospice on 15 January and met with staff and residents.

HSE structures –that engagement sessions had been held in December 2024 in order to facilitate collaboration between the HSE and voluntary organisations, but that there was no update from same at this time. The Chair queried if reporting structures were yet in place, with the CEO confirming they were not. The CEO noted that an Integrated Management Report meeting would be held in the coming weeks and that there would potentially be one SLA.

The Regulation of Lobbying Act 2015 –that from January 2025, the Lobbying Register would be extended to include Senior Officials and not just Political Representatives of a number of organisations as set out in the CEO's Report under Fig. 1.

AON –that, as of 31 December 2024, AON would no longer provide the Clinical Risk Advisory Service to the Voluntary Healthcare Agencies Risk Management Forum and that a new tender was being drawn up.

Risk Register – that no new risks had been added to the Register and as the Education and Research roof replacement project had been completed, this risk was closed.

Strategy update –that Deloitte had completed two workshops with the Executive Team in December 2024 and that Deloitte were preparing a draft document for further discussion.

Wicklow Hospice – that additional HSE funding had been received for a Therapy Post. The Chair queried the recruitment retention rate of staff over the three OLH&CS premises, in particular noting the remote location of the Wicklow Hospice, with the Director of Nursing stating that it had to date been a challenge to recruit part time Occupational Therapist and Physiotherapist in the Wicklow Hospice.

Achieving Excellence – that the Hospice was moving towards an accreditation through the National Standards Authority of Ireland, for Excellence Through People certification.

Flu Vaccination Award – that the Flu Vaccination Team were awarded a prize for innovation from the HSE Dublin and Midlands Regional Winter Vaccination Steering Group.

Storm Éowyn –that there was no structural damage sustained to any of the OLH&CS locations. The Board expressed their thanks to the staff in all the three OLH&CS premises for the protection of patient services during that time.

6.0 Sub-Committee Reports

6.1 Capital Committee

The Capital Committee minutes of the meeting held on 12 November 2024, distributed to the Board in advance of the meeting, were duly noted.

The Chair of the Capital Committee reported that the Education and Research Project had been completed and that the Committee was awaiting the finalisation of the Strategic Plan to address future projects and opportunities but that the day-to-day patient needs were continuing as usual. She noted that further meetings would be scheduled in order to discuss surveys such as Room Utilisation and Storage Strategy, to include fire certificate review and BER rating, and that a space utilisation survey would need to be actioned. She further noted the need to align the Fundraising Committee and the Capital Committee with the Chair of that Committee agreeing that this would be beneficial. The Chair of the Capital Committee reported that there was no update at this time with regards to the Bus Connects Project and OLH&CS was awaiting An Bord Pleanála to review its application..

6.2 Clinical Governance Committee

It was noted that the next Clinical Governance Committee meeting was set to take place on 20 February 2025.

6.3 Fundraising Committee

The draft Fundraising Committee minutes of the meeting held on 5 December 2024, distributed to the Board in advance of the meeting, were duly noted. The Chair of the Fundraising Committee highlighted the following:

A Patient Engagement Business Case - that during the Board meeting held on 28 November 2024, the Chair of the Board had commented that it would be prudent that the Patient Engagement Business Case Proposal (“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 Committee had reviewed and discussed the Proposal in detail, and as such, with the Board’s prior approval subject to the endorsement of the Fundraising Committee, had approved the funding of the Proposal.

Door-to-Door Fundraising Campaign (“the Campaign”) – that the Fundraising Committee had discussed the challenges and the benefits of the Campaign and after due consideration, noting that the Board had already approved the Campaign at the Board meeting held on 28 November 2024, subject to the Fundraising Committee’s endorsement, the Fundraising Committee agreed to re-engage with the third party providing the door-to-door campaign in order to obtain donors, for the period commencing October 2025-2027.

Legacies - In response to a query raised, the CEO advised the Board that there was already information available on the bequesting of legacies. The Board discussed the complexity of certain legacies and considered if there was any way to circumvent same. The Chair of the Fundraising Committee noted that there were seven complex legacies, two of which were closed out in 2024, with the Chair noting that the complexity often comes from the non-beneficiaries.

6.4 Audit & Finance Committee

The Audit & Finance Committee (“A&F Committee”) minutes of the meeting held on 21 January 2025, distributed to the Board in advance of the meeting, were duly noted. The Chair of the A&F Committee highlighted the following:

External Auditors –that Crowe had presented the Audit Plan and the timeline of the Audit to the Committee, noting that the Audit was set to be completed and presented to the A&F Committee in May/June of this year.

Internal Audit –that Moore had presented the draft Internal Audit Report on Leavers, Joiners and Changers in OLH&CS and noted that there were no fundamental control recommendations, and that Moore had found satisfactory assurance that the procedures and controls in OLH&CS regarding Leavers, Joiners and Changers, could be relied upon in line with their risk-based control expectations.

Financial update – The Chair of the A&F Committee gave a brief update on the current financial status of OLH&CS. She confirmed that the superannuation funds net cost was €138k over the allotted budget and the fundraising department raised €6.4 million in 2024 with costs of €2.0 million resulting in a €4.4 million net contribution for fundraising, which was above target. She further noted that there was €1.5 million in the bank at the end of December 2024 and that the Wicklow Hospice had overspent by €216k on the financial control limits and noted that the financial limits were based on the 2023 headcount which was different to the actual headcount. She further reported that overall, OLH&CS were in a better position and at the end of 2024 were closer to a breakeven point. She further noted that the Hospice would receive funding from the HSE for the pay increases.

6.5 Remuneration Committee

It was noted that the next Committee meeting was due to take place on 6 March 2025.

7.0 Finance & Quality Reports

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

The Board discussed the findings of the Balance Scorecard for December 2024, noting the level of admissions, the number of Rheumatology service users along with those availing of the palliative care services and the year-end financial positions for the three OLH&CS premises. It was noted that there were no significant incidents in 2024 and that there were 36 Safeguarding Reports, 4 Covid-19 outbreaks, 78 compliments and 25 complaints lodged. The Board CEO noted the fundraising efforts in 2024, commenting that there were 19,000 volunteering hours logged in 2024 and further discussed the recruitment during 2024, noting the 94 joiners and 83 leavers.

3.0 Any Other Business

It was noted that the Board of Directors Away Day would be held on 6 March 2025.

The CEO noted the “Your Finest Hour” Campaign, being run by Together For Hospice, which encourages people to donate one hour of their salary to a Hospice. She further confirmed that this would launch in February.

Conflict of interest Form/ Change of Information Form

The Conflict-of-Interest Disclosure Form and the Change of Information Form, circulated in the Board pack, were duly noted. The directors were requested to complete the forms with any change of information/conflicts and to return them to the CEO.

Directors Annual Self Declaration Form

The Directors Annual Self Declaration Form was duly noted, and the directors were requested to sign the forms and return them to the CEO.

Academic Department of Palliative Medicine Annual Report (2024)

The Academic Department of Palliative Medicine Report (2024), distributed to the Board in advance of the meeting, was noted. The Board discussed the benefits and the important work being done by the Academic Department of Palliative Medicine, particularly noting that building on this engagement was aligned with the strategy of the Hospice. The Chair queried if it was worthwhile to invite Professor Davis back to give the Board a presentation on the work currently being done in the Department, with the Board agreeing that it would be informative. It was agreed to schedule this presentation later in the year.

There being no further business, the Board meeting was closed by the Chair at 5.30pm.

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICESHELD ON THURSDAY 3rd APRIL 2025 AT 4PM AT BLACKROCK HOSPICE.

PRESENT

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

APOLOGIES:

Dr. Siobhán O'Sullivan
Ms. Cathy Maguire

IN ATTENDANCE:

Ms. Abby Sheehan (PwC – Company Secretary)
Ms. Mary Flanagan, CEO
Mr. Aidan Cullinan, Director of Finance
Dr. Lucy Balding, Medical Director
Ms. Ger Tracey, Director of Nursing

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 Siobhán O'Sullivan and Cathy Maguire.

Patient stories

The Director of Nursing presented a patient experience, who had availed of respite in the inpatient unit in the Wicklow Hospice, which was duly noted by the Board.

The Board discussed the patient's feedback and noted how the patient had considered respite a "gift" to give to their carers. The Board further discussed how the patient felt about travelling to the Wicklow location for respite, particularly noting the patient's comment that "the garden in the Wicklow Hospice was not wheelchair accessible". The CEO confirmed that a wheelchair path was a work in progress and reported that the Capital Committee had discussed this project at its last meeting. She noted that an architect had been met with, and steps were being taken to progress same. The Board discussed the companionship a volunteer could provide for patients in respite but noted that not all patients wished for this, and it would depend on the personality of the patient. The Board discussed the number of beds available for respite use in each Hospice location and noted that as of now there was not a strong need to increase same. The Board thanked the patient for participating and the Director of Nursing for presenting the patient story to the Board.

1.2 Minute of Previous Meeting

The minutes of the Board meeting and the Nomination Committee meeting, held on 6 February 2025 were approved.

1.3 Matters arising

The Chair reported to the Board that Hilary Coates had agreed to become the next Chair of the Board of Directors of OLH&CS, replacing the current Chair, and that this would take effect at the Annual General Meeting, which would be held in September 2025. It was proposed and approved that Hilary Coates be immediately appointed as Deputy Chair and would continue in this role until she takes up the role of Chair in September. The Board expressed their thanks to the Hilary for agreeing to be Chair of the Board.

IT WAS RESOLVED THAT the appointment of Hilary Coates as Deputy Chair be and is hereby approved with immediate effect.

1.4 Board Action Tracker – The Board action tracker was presented to the Board and discussed.

Development of the Strategic Plan – The CEO noted that this item would be discussed under agenda item 4.

Wicklow Hospice Foundation – It was noted that the Wicklow Hospice Foundation's status was "Strike Off Listed" and that same should be updated to "Dissolved" within the next three months.

Together for Hospice ("TFH") – [REDACTED]

Action: [REDACTED]

(b) [REDACTED] (Section 21 (1))

2.0 Lobbying Declaration

No matters were noted under this Agenda item.

2.1 Conflict of Interest

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 Approval of Service Level Arrangements

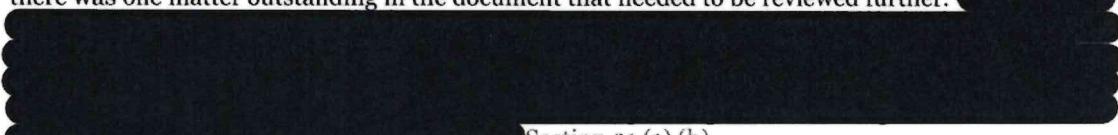
The HSE section 38 Service Arrangement 2025 and the HSE Section 38 Healthcare Provider Specific Requirements 2025, distributed to the Board in advance of the meeting, were duly noted and taken as read.

The Board discussed the Service Level Arrangements (“SLA”), noting that the CEO and the Chair had discussed the SLAs at a previous meeting. The Board discussed the positives and the challenges of the IFMS project, the single integrated financial management and procurement system for the entire Irish Health sector, noting that cover letters would need to be submitted by OLH&CS in order to have on record of any concerns expressed.

Decision: After due consideration, IT WAS RESOLVED THAT the SLAs be and are hereby approved by the Board and further that the Chair/ CEO be authorised to sign the aforementioned SLAs on behalf of the Board of OLH&CS.

3.2 Annual HSE Compliance Statement

The draft 2024 Annual Compliance Statement and Board and Corporate Governance Requirements for Section 38 providers (“the Annual Compliance Statement”), distributed to the Board in advance of the meeting, was duly noted. The CEO noted that there was an increased focus on the role of the Board of Directors and good governance in the Annual Compliance Statement and further noted that there was one matter outstanding in the document that needed to be reviewed further.



Section 21 (1) (b).

3.3 Board of Director Minutes for approval/publication

The 2024 July – December minutes of the Board of Directors meetings were approved for publication.

4.0 Strategic Plan for consideration

The draft 2025-2030 Strategic Plan, distributed to the Board in advance of the meeting, was noted and taken as read.

The CEO presented the draft Strategic Plan (“the Plan”) to the Board, noting that the Strategy Sub-Committee had been engaging with Deloitte in order to make progress on same. She reported to the Board that she had requested the Minister of Health to support the launch of the Plan when finalised. The Board discussed the “Services” section of the Plan, noting that there was some uncertainty surrounding the services listed in the document, with the CEO noting that the Executive Team would be re-visiting some of the language used in that section in order to make it clearer. The CEO reported that there had been internal conversations regarding the integration and improvement with regards to Older Persons, Palliative Care and Anna Gaynor along with ambulatory care such as the Rheumatology services and specialist services that would be influenced by National Policy. The Medical Director confirmed that from a clinical perspective, she was happy with the Plan, noting that it sets out where OLH&CS was now and where it wished to go in the near future. The Board discussed the Vision, noting it was not entirely clear from the wording what the Vision was and that it was more closely aligned to a Mission Statement. It was further expressed that the core values of the organisation should be highlighting the staff and the volunteers. The Board further discussed if the Plan was fit for its purpose in leading the Hospice to achieving its goals by 2030, with some Members noting that further consideration of the implementation of the Plan was required. Members of the Board commented that the outcome impact was not adequately addressed in the beginning of the

Plan and appeared to be included only at the end which amounted to the Plan being limited in the sense of a result. The Board discussed the durability of the plan compared to the timeline and considered if it was more suitable for a three- or five-year time period, with a formal review built in the two- and half-year mark. In response to a query raised regarding the ambitiousness of the Plan, the CEO confirmed that the Plan had a clear objective but that it also needed to be realistic in what it could achieve with the support of the Board of Directors and the changing external environment. The Board discussed the implementation process of the Plan and agreed that a further conversation would need to be had regarding same. The Medical Director commented that she could clearly see the actions in the Plan, highlighting digital transformation and sustainability. The Chair commented that the governance oversight and implementation of the Plan needed to be aligned to the strategy. The Board went on to discuss the potential of the Hospice in providing services to certain communities of people that ordinarily would not have access to the same. In response to a query raised, the CEO confirmed that a simpler user-friendly synopsised Plan would be given to users/potential users of the services. The Board agreed that further discussion would be needed regarding the appropriate built-in review of the Plan after the two-and-a-half-year mark, with the Chair commenting that this was akin to an optional break-clause rather than a simple review in order to have the flexibility to adapt to a change in the internal or external environment. The Chair commended the work that the Executives had put into the draft Plan and the CEO confirmed that the comments of the Board would be taken into account and when available, a revised version of the Strategic Plan would be brought forward to the Board for further review.

Derbhole McDonagh left the meeting at 6:00.

5.0 CEO Report

The April 2025 CEO Report to the Board of Directors and the Community Connect Briefing Document, distributed in advance of the meeting, were noted and taken as read.

The CEO presented the April CEO Report and highlighted the following:

CMS Project – that the team at OLH&CS continue to work with Technology and Transformation and Access and Integration on the roll out of Community Connect. The CEO confirmed that there would likely be an update on this project at the next Board meeting.

Wicklow Hospice – that Brian Brennan - the newly elected TD for South Wicklow/North Wexford - had visited the Wicklow Hospice on the 28th of February 2025.

Revenue review – that OLH&CS had been selected by Revenue for a Level 2 Revenue Compliance Intervention. The CEO confirmed that specialist tax advice was being sought in order to prepare fully for the audit.

The Board discussed the Revenue audit (“the Audit”), with the CEO confirming that a sixty-day extension period to prepare for the Audit had been requested. The Board agreed that it was prudent to receive expert help to prepare for same and noted that it was committed to engaging with Revenue appropriately.

Risk Register – two new risks had been added to the Risk Register; the loss of private income and the Level 2 Revenue Audit.

Director of Finance Post – The Board congratulated the Director of Finance on his appointment to the permanent role.

Achieving Excellence – Following an evaluation from the National Standards Authority of Ireland for the Excellence Through People certification, OLH&CS had provisionally received confirmation of scoring a 75.2%, equating to a Gold award.

5.1 Business Plan

The May 2024-May 2025 OLH&CS Business plan, distributed to the Board in advance of the meeting, was noted and taken as read. No questions were raised by the Board on same.

6.0 Sub-Committee Reports

6.1 Capital Committee

The Capital Committee minutes of the meeting held on 26th February 2025, distributed to the Board in advance of the meeting, were duly noted.

The Board noted that since the Committee's last meeting, the hydrotherapy pool and changing area refurbishment project had been completed.

6.2 Clinical Governance Committee

The Clinical Governance Committee minutes of the meeting held on 20th February 2025, distributed to the Board in advance of the meeting, were duly noted.

The Chair of the Clinical Governance Committee reported that the length of stay of patients in the three OLH&CS sites had increased and confirmed to the Board that this was currently being monitored by the Committee. It was reported that there was no significant update at this time with regards to the Palliative Care Outcomes Collaboration ("PCOC") and that OLH&CS was still committed in the short-term, in that data was still being collected. A background was given to the Board regarding the PCOC, with a Member of the Committee noting that Australia no longer supported the data collected in Ireland. It was agreed that this item be kept on the agenda and in response to a query raised it was noted that OLH&CS had received two reports from Australia since 2024. A Member of the Board commented that it would be useful to trend, perhaps by way of balance scorecard, patient activity and Quality and Safety as opposed to information at a moment in time. The CEO confirmed that a part of the Strategic Plan was an improvement of electronic patient-data systems.

6.3 Fundraising Committee

The draft Fundraising Committee minutes of the meetings held on 21st February 2025 and 27th March 2025, distributed to the Board in advance of the meeting, were duly noted.

The Chair of the Committee reported that the total income to the February month end was €1.7 million, which was 232% up year on year and that legacy fundraising reflected 62% of the total income, due to three significant legacies being received. The Chair of the Committee reported to the Board that OLH&CS had been awarded the Triple Lock status for 2025 from the Charities Institute Ireland and further noted that the Fundraising policies were currently being considered by the Committee. In response to a query raised, the CEO confirmed that she would ascertain which Hospices in the TFH Report had been awarded the Triple Lock status.

Action: The CEO to confirm the Triple Lock status of the Hospices in the TFH Report.

6.4 Audit & Finance Committee

The Audit & Finance Committee ("A&F Committee") minutes of the meeting held on 19th March 2025, distributed to the Board in advance of the meeting, were duly noted.

The Chair of the A&F Committee highlighted that the External Audit was currently ongoing and that she would have an update on same at the next Board meeting. She further noted that the February

accounts were marginally over budget and that the Director of Finance would give a more detailed analysis of same in the Finance Report to be considered under agenda item 7.0.

6.5 Remuneration Committee

It was noted that the Remuneration Committee had met on the 1st April 2025. The Chair of the Committee reported that four policies had been presented at the meeting for approval, in particular noting that the Committee had concerns regarding the “Protected Disclosures Policy” (“the Policy”) and as such, the Policy had been sent back to the Human Resources Department for further consideration. The Board discussed if the Policy was better suited under the remit of the Audit & Finance Committee, with the CEO confirming that the Policy would ultimately come to the Board for final approval. The Board agreed to discuss this further at the time that the finalised draft of the Policy was presented to the Board for approval.

7.0 Finance & Quality Reports

The February 2025 Balance Scorecard for Harold’s Cross, Blackrock and Wicklow Hospices, the April 2025 Fundraising and Communications Board Report and the 2025 February Finance Report, distributed to the Board in advance of the meeting, were noted and taken as read.

The Director of Finance reported that the 2025 HSE funding was €48.4 million, with a €1.5 million for pay increases. He confirmed that there was a reduction in funding for Older Persons in line with the HSE saving initiatives. It was further noted that at this time, the HSE were not funding for the loss of private income.

8.0 Any Other Business

The Chair noted that Sister Helena McGilly, who had been integral to building the original palliative care services in OLH&CS, had passed away. The Board expressed their condolences and thanked her for her contribution to the Hospice.

It was noted that the next meeting would take place on 5th June 2025.

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

Chairperson

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICES, HAROLDS CROSS, HELD ON THURSDAY 5th JUNE 2025 AT 4PM

PRESENT

Mr. Lorcan Birthistle (Chair)
Ms. Hilary Coates (Deputy Chair)
Ms. Aisling Fitzgerald (via video conference)
Ms. Cathy Maguire (via video conference)
Ms. Derbhole McDonagh (via video conference)
Mr. Dermot Ryan
Dr. Philip Wiehe
Mr. Vincent Barton
Ms. Sheilagh Reaper-Reynolds

APOLOGIES:

Dr. Siobhán O'Sullivan
Dr. Brendan Cuddihy

IN ATTENDANCE:

Ms. Abby Sheehan (PwC – Company Secretary)
Ms. Victoria Falde (PwC – Company Secretary)
Ms. Mary Flanagan, CEO
Dr. Lucy Balding, Medical Director

The Directors held a closed session from 4.00-4.45pm.

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 Siobhán O'Sullivan and Brendan Cuddihy.

1.1 Minute of Previous Meeting

The minutes of the Board meeting held on 3 April 2025 were approved.

1.2 Matters Arising

The CEO reported that the Part 1 HSE Service Level Arrangement, under Section 38 of the Health Act 2004, had been signed by the Chair and returned to the HSE.

1.3 Board Action Tracker – The Board action tracker was presented to the Board and discussed.

Development of the Strategic Plan – The CEO noted that this item would be discussed under agenda item 4.1.

Wicklow Hospice Foundation – There was no update on this item from the last Board meeting, and it was noted that it would be kept on the Action Tracker until such time that the company was struck off the Companies Registrar.

Together for Hospice ("TFH") – The CEO noted that this would be discussed under agenda item 4.0.

Triple Lock Status of the Hospices in the TFH Report ("the Report") – The CEO confirmed that the Triple Lock Status, which is awarded to charities that meet high standards of transparent financial

reporting, ethical fundraising and sound governance, [REDACTED]

Section 27(1)(b)

2.0 Lobbying Declaration

It was noted that a Board member had met with the Tánaiste to discuss the vacant posts in the Wicklow Hospice, with the CEO confirming that this had been reflected on the Lobbying Register.

2.1 Conflict of Interest

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

Financial Statements for the year ended 31 December 2024

The draft financial statements for the year ended 31 December 2024 (the "Financial Statements") and the Letter of Representation issued by Crowe, distributed to the Board in advance of the meeting, were duly noted.

The Chair of the Audit & Finance ("A&F") Committee confirmed that the Financial Statements had been discussed and considered in depth at the previous A&F Committee meeting held on 20 May 2025 and that an unqualified and unmodified audit opinion had been received from Crowe, the Auditors. She stated that the A&F Committee recommended the Financial Statements to the Board for approval. The Chair confirmed that he had signed the Letter of Representation on behalf of the Board. The Board thanked the Director of Finance and the A&F Committee for their work on the preparation of the Financial Statements and their engagement with the external auditor.

Decisions: After due consideration, **IT WAS RESOLVED** that the Financial Statements for the financial year ended 31 December 2024 be and are hereby 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.

3.1 Approval to increase investment funds

The Chair of the A&F Committee reported to the Board that, based on the current forecast, €1 million could be recommended for investment from the Fundraising account. She further noted that the Director of Finance had received investment rates from both [REDACTED] after A&F Committee discussion, it was agreed to recommend to the Board that €1 million be placed in a [REDACTED] for an 18-month period. The Board discussed the money markets versus the [REDACTED] noting that in due course, both rates could drop.

Decisions: After due consideration, **IT WAS RESOLVED** that the investment of €1 million from the Fundraising account into a [REDACTED] for an 18-month period, be and is hereby approved by the Board.

IT WAS FURTHER RESOLVED that the Director of Finance be and is hereby authorised to invest the €1 million in the [REDACTED] as specified above. Section 27(1)(b)

4.0 CEO Report

The June 2025 CEO Report and the Data Protection Officer Services CEO quarterly Report, distributed in advance of the meeting, were noted and taken as read.

The CEO presented the June CEO Report and highlighted the following:

Rose Ward: that there was a new submission to the HSE at the request of the IHA Lead, which will be included in the 2026 estimates process, however, there were no updates at this time with regards to same.

Palliative Care Outcome Collaboration (“PCOC”): that the Business case for the PCOC had been approved, and that OLH&CS would continue its engagement with same and participate in the PCOC collaboration with the National Office of Clinical Audit (“NOCA”). In response to a query raised, the CEO stated that the outputs of the aggregate reports created by PCOC could be used as a dashboard.

Report of a Review of Palliative Care Support Beds (“the Report”): that the Report, which had been prepared for the National Clinical Programme for Palliative Care, was awaiting its formal sign off.

Palliative Care Policy: that an Integrated Healthcare Area Lead had been chosen to Chair the Implementation Group for the National Adult Palliative Care Policy. The CEO confirmed that an Implementation Plan should be available within the next month. In response to a query raised, the CEO stated that the Policy was predominantly driven by the Department of Health. The CEO noted that she would share the plan with the Board once she had received same.

Together for Hospice: The CEO noted that this matter would be discussed under agenda item 4.3.

Revenue Review: The CEO reported that OLH&CS were now on stage two of the Level two Revenue Compliance Intervention and were seeking tax advice from PwC with regards to same. The CEO noted that the tax issues mostly concerned the historic change of payroll from monthly to fortnightly and that certain benefits in kind issues arose from same. She further reported that a prompted qualifying disclosure was made to the value of [REDACTED]. In response to a query raised, the CEO confirmed that at this time, Revenue had not accepted the disclosure.

HIQA: The CEO noted that the Health Information and Quality Authority had visited Anna Gaynor House on the 11th of May, and that the Health & Safety Authority had conducted a site visit on the 29th of May. The CEO confirmed that she had received the reports from same and it was overall positive, with minor recommendations made.

NIS2 (EU Directive) compliance (“the Directive”): It was confirmed that the ICT Department continued to ensure that the technical requirements of the Directive were met and documented. The CEO highlighted that the cyber-security obligations of OLH&CS were under the remit of the Board and that this would be discussed in greater detail as an agenda item at a future Board meeting. She further confirmed that cyber-security was chosen by the A&F Committee as a topic for an upcoming Internal Audit. In response to a query raised, the CEO confirmed that, at present, the HSE were not funding cyber-security posts, with a member of the Board commenting that a case may be made with the HSE for funds in the future for actions or items stemming from the cyber security IA review.

Board self-assessment questionnaire (“the Questionnaire”): The CEO confirmed that the Questionnaire had been reviewed by her and the Chair and that overall, the responses were very positive. As a result of the Questionnaire, the CEO noted that an enhanced induction on Board papers would be given.

Strategy Plan update: A request had been sent to the Minister of Health to launch the Strategic Plan, with the CEO confirming that she had not yet received a response.

Director of Fundraising: The CEO reported that the Director of Fundraising had resigned and that the recruitment process for a new Director of Fundraising had commenced.

New RMDU Consultant: The CEO confirmed that a Rheumatic and Musculoskeletal Disease Unit Consultant had been appointed and that he had commenced his Outpatient Department Clinic at OLH&CS.

4.1 Strategic Plan Update

The Strategic Plan, distributed in advance of the meeting, was noted and taken as read. The CEO confirmed that the implementation of the Strategic Plan could begin prior to the launch of same by the Minister of Health. The Board discussed the next steps with regards to the implementation process of the Strategic Plan and agreed that the Strategy Sub-Group should meet once more to discuss same.

The Chair expressed his thanks to the Executive Team for the amount of work done with regards to the Strategic Plan.

4.2 CMS Update

The Medical Director, who was currently sharing the National Medical Lead role for Community Connect in an interim capacity, presented the Clinical Management System (“CMS”) /Community Connect update to the Board. She advised the Board of the background behind the CMS project and noted that the aim of same was to create a national electronic healthcare record that would ensure informed clinical decision making, provide real-time information on patients and implement standardised protocols. She noted, however, that this system was still years away and in the interim a Community Connect System (“CCS”) was needed. She confirmed that, at present, OLH&CS along with Milford Care Centre was at the end of the “as is” stage of the Discovery Phase and was now in the next phase of Discovery; “Standardisation and Mobilisation”. In response to a query raised, the Medical Director confirmed that, at this point, there was no direct portal for connectivity of access points between different Hospices and that patients did have access to their electronic information via their patient portal on other HSE app. She went on to discuss the CCS and highlighted that this was a program designed to implement a single integrated solution delivering patient administration and certain clinical functionalities across Community Services in Ireland. The Medical Director discussed what had been scoped out for the service management solution, which included medication management, documentation and observation, orders and results and MDT clinical, confirming also that for the time being “Older Persons” had been descoped. She further reported that at present, a prototype was being designed with vendors and that regional workshops had commenced with more scheduled throughout the year. She confirmed that the go-live date was scheduled for between Q1 and Q3 of 2026. The Chair thanked the Medical Director for her presentation and her work to date on the CMS project. The Board discussed the level of awareness the staff in OLH&CS had with regards to the CMS and the CCS, with the Medical Director confirming that there was a high level of understanding due to information being given early and the staff attending the regional workshops. The CEO further added that OLH&CS were working with Tallaght Training Centre to upskill the staff’s digital literacy. The Board discussed the risks and challenges involved in with the CMS and CCS, with the CEO confirming that the associated risks had been reflected on the Risk Register. The Board also discussed the potential efficiencies from the CMS and CCS, with the Chair noting that there would be a need for enhanced cyber-security which could be costly. The CEO stated that in due course a cost-saving analysis could be done on same.

4.3 Together for Hospice Report

The June 2025 TFH Report and the Board Briefing document regarding the Terms of Reference for the Project and Governance Group, distributed in advance of the meeting, were noted and taken as read.

5.0 Sub-Committee Reports

5.1 Fundraising Committee

The Fundraising Committee minutes of the meeting held on 13th May 2025, distributed to the Board in advance of the meeting, were duly noted.

The Chair of the Fundraising Committee reported that Fundraising was currently approximately €1 million ahead of budget, which was noted to be predominately due to legacies. He further confirmed that the Committee had reviewed and discussed the Public Affairs Planning, distributing 2025 Political Engagement Report, commenting that it was important that OLH&CS gets its message across at a political level. It was noted that the Director of Fundraising had resigned from her position, with the CEO noting that the recruitment process had begun and that she was working with a recruitment company to draw up a job spec for same. A Member of the Board requested that, once the job spec was available, the Board be issued with same in order to reach out to any potential candidates, with the CEO agreeing to action same.

Action: The CEO to issue a copy of the job spec, once available to the Board.

5.2 Clinical Governance Committee

The Clinical Governance Committee (the “Committee”) minutes of the meeting held on 15th May 2025, distributed to the Board in advance of the meeting, were duly noted.

The Chair of the Clinical Governance Committee reported that the increased length of stay of patients in the three OLH&CS sites was being kept on the agenda and would remain there until such time that an audit or further analysis could be done on same. It was noted that the Committee would be considering the language used in the admission policy. The Chair of the Clinical Governance Committee noted that the Anna Gaynor House Annual Review for Quality and Safety Report had been received and was overall very positive. He further noted that the Interim Head of Nursing (Palliative Care) had presented a report on community palliative care to the Committee, which included a comparison of referrals, new patients, number of visits along with the changing demographics and resources. In response to a query raised, the Chair of the Clinical Governance Committee noted that, at present, there was not yet a system for OLHCS to have access to GP practices and that in order to be in a position to attend the Irish College of General Practitioners meetings in South Dublin that a case would need to be made to access same.

5.3 Audit & Finance Committee

The draft Audit & Finance Committee (the “A&F Committee”) minutes of the meetings held on 20th May 2025, distributed to the Board in advance of the meeting, were duly noted.

The Chair of the A&F Committee reported that the Procurement internal audit had identified nine low priority findings and certain recommendations that the A&F Committee would oversee. She reported that the A&F Committee had been presented with an audit universe from the Internal Auditors in which there were a lot of topics and sub-topics to choose from for the next three-year internal audit plan. It was noted that OLH&CS was forecasting an overall deficit of €1.5 million at

year end which was partially due to the loss of the private income, with the CEO confirming that she was trying to recoup revenue for same.

Cathy Maguire left the meeting at the conclusion of this item at 6.00pm.

5.4 Capital Committee

The Capital Committee minutes of the meeting held on 21st May 2025, distributed to the Board in advance of the meeting, were duly noted. The Chair of the Capital Committee reported:

Anna Gaynor House Design Team Tender - that the Anna Gaynor House Design Team Tender was included in the HSE eTenders framework and was the first project listed for same.

Master Development Plan – that the Strategic Plan, which had been approved by the Board, would have an impact on the Master Development Plan, its phasing and its priorities and that a Working Group would be set up in due course with regards to same. Following discussion, it was agreed that the Strategy Sub-Group would meet first to discuss the implementation of the Strategic Plan as the decisions taken here would inform the Capital Committee's Master Development Plan.

Welcome & Orientation Project – that the Welcome & Orientation Project, which proposed to channel all entry ways to OLH&CS via Anna Gaynor House's main reception, had been approved. She further noted that a Project Group had been set up to review the design of same.

Bus Connects Project – that the submission contesting the Project had been sent to An Bord Pleanála, however, the Chair of the Capital Committee noted that she did not believe the submission was taken into account as correspondence had been received from same confirming their decision to proceed with the compulsory purchase order. She confirmed that it was subsequently recommended that OLH&CS take a judicial review, either solely, or together with the Religious Sisters of Charity, who had approached the CEO with similar concerns, or both.

The Board discussed the above, noting that it seemed like approval had been given to proceed with the bus corridor, with no adjustments made for OLH&CS's objections, the result of which would be OLH&CS losing the land in question in perpetuity and compromising access to the entrance of OLC&CS, along with the potential for development of the land. The Chair of the Capital Committee advised the Board that the appeal process was lengthy and that it would cost approximately €5-20k, with the potential to be higher. The Board agreed that it was imperative to appeal the decision via a judicial review.

Decision: After due consideration, **IT WAS RESOLVED** that the Capital Committee be and are hereby authorised by the Board to take the necessary steps to appeal the decision of An Bord Pleanála via a judicial review, both solely and jointly with the Religious Sisters of Charity.

Gas Networks Ireland correspondence ("GNI") – that correspondence had been received from GNI applying for an area of land on OLH&CS for which to install a District Regulating Installation unit. The Chair of the Capital Committee confirmed that this was being monitored by the Capital Committee and would be further investigated with regards to the impact this could have on the land.

Section 21(1)(c)

Wicklow decking and pathway – that the Capital Committee was currently considering scoping, design and costing of the decking and pathway in the Wicklow Hospice, along with a timeline of same and that the approval of the Board would be sought on same in due course.

5.5 Remuneration Committee

It was noted that the Remuneration Committee had met on the 1st April 2025 and there were no further updates at this time.

6.0 Finance & Quality Reports

The draft Audit Findings Report for the year ended 31 December 2024, issued by Crowe, the June 2025 Fundraising and Communications Board Report, the Q1 2025 Report, the April 2025 Governance Dashboard and the April 2025 Finance Report, distributed to the Board in advance of the meeting, were noted and taken as read.

The CEO gave a brief overview of the Patient Activity Analysis, noting that this was tracking well. In response to a query raised regarding the increase in the number of falls, the CEO noted that this was captured in the Quality and Safety Report and a Working Group, within the Quality & Safety Committee, had been set up in order to review the falls in depth.

7.0 Any Other Business

It was noted that the next meeting would take place on 24th July 2025 at Wicklow Hospice.

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

Chairperson