

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICES, WICKLOW HOSPICE, HELD ON THURSDAY 24th JULY 2025 AT 4PM

PRESENT:

Mr. Lorcan Birthistle (Chair)
Ms. Hilary Coates (Deputy Chair)
Mr. Dermot Ryan
Ms. Sheilagh Reaper-Reynolds
Dr. Siobhán O'Sullivan
Dr. Brendan Cuddihy
Mr. Olan Cremin

APOLOGIES:

Ms. Aisling Meagher
Ms. Derbhile McDonagh
Dr. Philip Wiehe
Ms. Cathy Maguire
Mr. Vincent Barton

IN ATTENDANCE:

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

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

1.0 Meeting Opening

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

The Board noted apologies from Aisling Meagher, Derbhile McDonagh, Philip Wiehe, Cathy Maguire and Vincent Barton.

1.1 Conflict of Interest

No Conflicts of Interests were noted by the Board members.

1.2 Patient stories/patient experience

The Director of Nursing presented a patient experience, who had been availing of residential care in Anna Gaynor House at OLH&CS, which was duly noted by the Board.

The Board discussed the patient and the patient's family's feedback, particularly noting the Wi-Fi issues experienced by the patient and the ways in which technology could assist those living with diseases like motor neurone disease ("MND") and also for end-of-life care. The CEO noted that the IT Department were currently working with the OT Department in the Harolds Cross premises on how technology could be leveraged to improve the quality of life for patients. It was noted that it would be helpful to include a "lessons learnt" section whereby it is ensured that the issues faced by the patient in the story were dealt with appropriately and to see that they would not reoccur in the future. In response to a query raised, the CEO noted that resources and funding were two challenges faced with

regards to technology, also noting that it would be a difficult task to expand Wi-Fi availability. It was further noted that the rurality of the Wicklow Hospice was causing some Wi-Fi connectivity issues but that this was currently being looked into by the IT Department. The Board discussed the National Broadband Plan rollout and noted that they should be contacted to establish if they can provide more reliable broadband services to the Wicklow Hospice in order to improve its Wi-Fi/connectivity. The Board further discussed the importance of technology, particularly with non-oncology related diseases and palliative care, with a Board Member commenting that research could be done with regards to assistance technology for those with MND and similar diseases in line with the strategic plan.

The Board thanked the patient for participating and the Director of Nursing for presenting the patient story to the Board.

1.3 Minutes of previous Meeting

The minutes of the Board meeting held on 5 June 2025 were approved.

1.4 Matters Arising

No matters were discussed under this agenda item.

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

Development of the Strategic Plan – The CEO noted that the Strategic Plan was launched on 17 July by the Minister for Health and that the Strategy Sub-Group had met in June to agree a process to develop the implementation plan. She further noted that [REDACTED] had been engaged to assist with an implementation framework for same along with establishing relevant KPIs.

Wicklow Hospice Foundation – It was noted that the Wicklow Hospice Foundation had formally and voluntarily been struck off the Companies Register.

Together for Hospice (“TFH”) [REDACTED]

[REDACTED] Section 21 (1)

Triple Lock Status of the Hospices in the TFH Report (“the Report”) – The CEO confirmed that the Triple Lock Status of the Hospices in the TFH Report as mentioned above was not easy to obtain, but that it may be included in the aforementioned [REDACTED] Report. Due to the item’s importance, it was agreed that it be left on the Action Tracker.

2.0 Lobbying Declaration

No matters were noted under this Agenda item.

2.1 Mandatory Reporting Update

No matters were noted under this Agenda item.

3.0 Matters for Approval

3.1 Appointment of Olan Cremin to the Board of Directors

The Board considered the appointment of Olan Cremin to the Board of Directors, with effect from the Board Nominations Committee meeting held on 5 June 2025, noting the skills that he would bring to the Board.

Decision: After due consideration, IT WAS RESOLVED that, having consented to act, the appointment of Mr. Olan Cremin as a Director of OLH&CS, with effect from 5 June 2025, be and is hereby confirmed and ratified by the Board.

3.2 Approval CRA Governance Code Submission 2025

The Charities Regulator Governance Code overview and the 2025 OLH&CS Charities Regulator Governance Code submission ("the Submission"), distributed to the Board in advance of the meeting, were duly noted and taken as read.

The CEO confirmed that the Audit & Finance Committee ("the Committee") had considered the OLH&CS Governance Code, particularly noting the input from the Chair of the Committee, and that at the previous Committee meeting, it was agreed that the OLH&CS Governance Code be recommended to the Board for approval.

In response to a query raised, the CEO confirmed that the entire submission was not published but that the record form would be populated and submitted to the Charities Regulator, denoting OLH&CS compliance with same.

Decision: After due consideration, IT WAS RESOLVED that the 2025 OLH&CS Charities Regulator Governance Code Submission be and is hereby approved by the Board.

3.3 Approval of Company Financial Statements for publication

The financial statements for the year ended 31 December 2024 (the "Financial Statements"), distributed to the Board in advance of the meeting, were duly noted.

The CEO confirmed that the Financial Statements had been approved by the Board at the Board meeting held 5 June 2025 and that subsequently the Chair of the Audit & Finance Committee and the Chair of the Board had signed same on behalf of OLH&CS.

Decision: IT WAS RESOLVED that the Financial Statements be and are hereby approved for publication on the Company's website.

3.4 Directors Compliance Statement for publication

The Directors Compliance Statement, distributed to the Board in advance of the meeting, was duly noted and taken as read.

Decision: After due consideration, IT WAS RESOLVED that the Directors Compliance Statement be and is hereby approved by the Board.

4.0 Corporate Risk Register

The OLH&CS June 2025 Corporate Risk Register, distributed to the Board in advance of the meeting, was duly noted.

4.1 Risk appetite, risk tolerance and risk strategy

The CEO noted that the risk appetite, risk tolerance and risk strategy ("the Risk Documents") were typically presented to the Board for review at this time of year, however, as an internal audit on Risk

Management was scheduled for Q3 2025, which would include a review of the Corporate Risk Register, the Risk Documents would be presented to the Board following the conclusion of the audit. She further noted that once the Internal Auditors had concluded their Risk Management audit, their feedback would be circulated to the Clinical Governance and Audit & Finance Committees for review, after which, the Risk Documents would be recommended to the Board for approval. It was noted that a special meeting had been scheduled by the Audit & Finance Committee to consider and discuss the results of the internal audit on Risk Management and thereafter the Risk Documents would be recommended for Board approval at the next Board meeting.

4.2 Review of progress on operational risk

No matters were discussed under this agenda item.

4.3 Consideration of New Risks

No matters were discussed under this agenda item.

5.0 CEO Report

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

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

CMS Project – Additional HSE funded posts had been recruited to support the current phase of the project.

HSE structures – The link for the webinar presented by the Health Management Institute of Ireland, for the update on the HSE structures would be given to the Board.

Palliative Care Outcome Collaboration – The National Office of Clinical Audit proposal and business case was brought to the National Steering Group for Clinical Audit and was subsequently approved.

Palliative Care Week 2025 ("the campaign") – That the campaign would run from the 7th – 13th of September and the theme for the Campaign was "Palliative Care: Living for Today, Planning for Tomorrow".

HIQA site visit - 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.

Risk Register ("the Register") update – The CEO confirmed that no risks had been removed from the Register and that one new risk had been added in relation to the risks arising from the PwC review of the Level 2 Revenue Risk Review Intervention notification letter dated 5 March 2025.

In response to a query raised, the CEO confirmed that OLH&CS had sought advice from PwC with regards to same and further 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 [REDACTED] and that the change of payroll frequency had been agreed with the HSE and the relevant Union at the time. Section 27 (1) (c)

Stock Inventory Management System - That in 2023 OLH&CS had received additional funding to support the introduction of a stock inventory management system and a tender for same was undertaken in late 2024, with an approved provider having since been chosen.

Contracts for catering – That through a competitive process, these had been awarded for a three-year period, and OLH&CS were currently in a cooling-off period for same.

The Board queried the catalyst for the tender, with the CEO reporting that it was time for same after the three-year period for both the catering and security contracts having concluded. She noted that there was an ongoing catering project being undertaken by the Head Chef, at the request of the Audit & Finance Committee, to further examine cost savings in this area. She further noted that the exact number of meals could not be determined as the till receipts were not yet sophisticated enough to provide an accurate benchmark and that OLH&CS would be implementing an electronic system in due course for patients ordering food.

Compulsory Purchase Order (“CPO”) – That a Solicitor had been engaged to further the application to seek judicial review with regards to An Bord Pleanála’s correspondence confirming their decision to proceed with the CPO, irrespective of OLH&CS submission contesting same.

[REDACTED] In response to a query raised, the CEO confirmed that after the judicial review had been made, the High Court Judge granted leave on all grounds to seek all reliefs and had further concluded that OLH&CS had sufficient standing to bring the case forward. The CEO confirmed that a meeting had been scheduled for early September with the Solicitor to discuss the case and that an update would be given to the Board on same at the next Board meeting. Section 26 (3)

Strategy Plan update - that, as reported earlier, the Strategic Plan was launched on 17 July by the Minister for Health. [REDACTED] had been engaged to assist with an implementation framework for same along with establishing relevant KPIs. The CEO noted that a Board member had disclosed a conflict of interest and that this relevant Board member had not been involved in the decision to work with [REDACTED]. In response to a query raised, the CEO confirmed that the implementation plan was scheduled to be finalised by the end of September, subject to certain outside factors. Section 26 (3)

Director of Fundraising – that six suitable candidates had been selected, and the interviewing process would begin in early August.

Board funded posts – that, as part of the 2025 National Service Plan, five Board funded posts were moved to HSE funded posts. In response to a query raised, the CEO confirmed that there were twenty-five Board funded posts remaining at this time and that she would, on an annual basis, be submitting these remaining posts to the HSE for consideration to move under HSE funding.

The Board discussed the increased need for HSE funding for additional cyber-security posts, with the CEO confirming that cyber-security was chosen by the Audit & Finance 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 internal audit.

Data Protection Report – That a presentation on the January to June 2025 Data Protection Report was given to the Audit & Finance Committee by the Data Protection Lead at the previous Audit & Finance Committee meeting, which was subsequently circulated to the Board.

5.1 Strategic Plan Update

It was noted that this item had been discussed under the CEO Report at agenda item 5.0.

6.0 Board Sub-Committee Reports

6.1 Audit & Finance Committee

The Director of Finance confirmed the current position in relation to investments in that €2 million had been placed in an 18-month deposit account with [REDACTED] and €4 million had been invested with [REDACTED] split equally between a [REDACTED] and a [REDACTED]. He noted that at the previous Board of Directors meeting, it was approved by the Board that the investment of €1 million from the fundraising account be also placed in a [REDACTED] account for an 18-month period. It was further noted that, at the previous Audit & Finance Committee meeting, the Director of Finance was instructed to withdraw €100,000 from the current €4 million investment with [REDACTED] and, subject to its efficiency, may recommend to the Board to invest a further €1 million with [REDACTED]. The Board discussed the rates of interest between the investment options offered by both [REDACTED] and [REDACTED] and in response to a query raised, the CEO confirmed that [REDACTED] was chosen for investment due to a historic long-standing relationship along with a reduction in account management fees given OLH&CS' charity status.

Decision: After due consideration, IT WAS RESOLVED, that subject to the efficiency and speed with which the Director of Finance could withdraw €100,000 from the current €4 million investment with [REDACTED] a further investment of €1 million with [REDACTED] be and is hereby approved by the Board. Section 27 (1) (b)

6.2 Fundraising Committee

It was noted that a 2025 Fundraising & Communication Board Report would be presented and discussed under agenda item 7.0.

6.3 Clinical Governance Committee

It was noted that the next Clinical Governance meeting was scheduled for 21 August 2025.

6.4 Capital Committee

It was noted that the next Capital Committee meeting was scheduled for 27 August 2025.

6.5 Remuneration Committee

No matters were discussed under this agenda item.

7.0 Finance & Quality Reports

The 2025 Fundraising and Communications Board Report, the Q2 Information Pack, the Q2 Exception Report, the June 2025 Governance Dashboard and the June 2025 Finance Report, distributed to the Board in advance of the meeting, were noted and taken as read.

June 2025 Finance Report - The Director of Finance presented the June 2025 Financial Report to the Board, noting that OLH&CS had received €314,018 in funding from the HSE for the non-pay Older Persons budget. In response to a query raised, he confirmed that the forecasted €1.3 million deficit included the HSE Older Persons funding. He noted that the contributors to the deficit were predominantly the loss of private income (€760k) due to the consultants changing to the Public Only Consultant Contracts and the HSE savings initiative of €601k, which increased OLH&CS budget which was in turn offset by an increase in the non-pay budget of €486,414, resulting in a net budget cut of €114,405. The Board discussed the impact of the loss of private income, and the difficulty with raising €601k in income, with the CEO confirming that she had raised the issue of the loss of private income with the HSE and that this item had been placed on the Risk Register. The Director of Finance further noted that the first payroll of 2026 was set to fall due on the 1st January and the CEO confirmed that an Integrated Management Report had been raised with the HSE for same.

The 2025 Fundraising and Communications Board Report ("the report") – The Chair of the Fundraising Committee noted that the total income to the June month end was currently €3.33 million, or a 53% increased year-on-year which was predominantly due to legacies. The Board discussed the complex legacies overview, with the Chair of the Fundraising Committee noting that these were reviewed regularly by the Committee due to the sensitive nature of same and that there were robust procedures in place to manage such legacies. In response to a query raised, the Chair of the Fundraising Committee reported that generally the legacies were unrestricted in nature. The Board discussed contested legacies, with the Chair noting that OLH&CS had a duty of care, as a beneficiary of the legacy, to use the monies.,

The Board discussed various projects that were completed as a result of the fundraising, particularly nothing the hydro-therapy pool in the Harold's Cross premises and the mini-bus purchased for the Wicklow Hospice. The Board further discussed the specific capital projects, noting that €105k so far, had been raised for the Simulation Suite for the Education and Research Centre, with an overall cost of approximately €225k.

The Board considered the bank mandate signatories, with the Chair of the Fundraising Committee noting that the previous Director of Fundraising would be removed from same. The Chair commented that there was a substantial number of signatories on the mandate. In response to a query raised, the CEO confirmed that she would input the financial thresholds into the bank mandate which would correspond to the authority of the signatories.

Action: The CEO to input the financial thresholds into the bank mandate.

The Board discussed the lack of model for the cost of fundraising and the subjectivity around the benchmarking of same. In response to a query raised, the CEO confirmed that the ultimate approval of investment was under the remit of the Board of Directors but often an investment would be recommended to same by the Audit & Finance Committee.

Q2 Exception Report – The CEO highlighted various items in the Q2 exception report, such as the length of stay of patients and the number of patients that discharged location. The Board discussed same, noting that more patients with high complexity needs to increase their length of stay. The Board further discussed the layout and content of the data in the Q2 Information Pack, the Q2 Exception Report and the June 2025 Governance Dashboard, with some members commenting that international comparisons should be inputted where possible and that the meaning, rational and consequences behind the numerical data should be input also in order to aid understanding of same.

The CEO agreed to review the Q2 information pack accordingly. In response to a query raised, the CEO confirmed that while key issue reports could be helpful, there was not, at present, the resources to action same. The Chair agreed that the meaning behind the data was important to have to further aid the Board's understanding of the data presented to them.

Action: The CEO to consider the layout of the Q2 Information Pack, the Q2 Exception Report and the June 2025 Governance Dashboard in order to amend same to bring further understanding to the Board behind the numerical data therein.

8.0 Any Other Business

The Hospice News – Edition 7 and OLH&CS 2025 Summer Newsletter, distributed in advance of the meeting, were noted.

It was noted that the next meeting would take place on 26 September 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, HAROLD'S CROSS, HELD ON THURSDAY 25th SEPTEMBER 2025 AT 5PM

PRESENT:

Ms. Hilary Coates (Chair)
Mr. Dermot Ryan
Ms. Sheilagh Reaper-Reynolds
Dr. Siobhán O'Sullivan
Dr. Brendan Cuddihy
Mr. Olan Cremin
Ms. Aisling Meagher
Ms. Derbhile McDonagh
Ms. Cathy Maguire
Mr. Vincent Barton

APOLOGIES:

None

IN ATTENDANCE:

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

The Directors held a closed session from 5.00-5.25pm.

1.0 Meeting Opening

IT WAS NOTED that Lorcan Birthistle and Philip Wiehe had resigned as directors of the Company with effect from 25 September and that they had each provided letters of resignation to the Board.

IT WAS FURTHER NOTED that Hilary Coates had been appointed as the Deputy Chair of the Board at the April Board meeting and at the same meeting it was agreed that she would take up the role of Chair of the Board following the Annual General Meeting, which took place earlier in the afternoon.

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

1.1 Conflict of Interest

No Conflicts of Interests were noted by the Board members.

1.3 Minutes of previous Meeting

The minutes of the Board meeting held on 24 July 2025, circulated to the Board in advance of the meeting, were reviewed and approved.

1.4 Matters Arising

No matters were discussed under this agenda item.

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

Together for Hospice ("TFH")

(b)

Action: The CEO and Senior Management to bring forward a report to the Board at the November meeting to set out recommendations on the future governance of TFH for consideration and to allow sufficient time on the Board Agenda to discuss same.

Financial Thresholds in Bank Mandates – The CEO confirmed that this has been concluded and that the action can be closed.

Q2 Information Pack/Q2 Exception Report & June 2024 Governance Dashboard – The CEO noted that this action was in progress and that Management was working with EY on the information pack and dashboard with a view to aligning the metrics with the strategy and that the enhancements would be incorporated into same for Q1 2026.

2.0 Lobbying Declaration

No matters were noted under this Agenda item.

2.1 Mandatory Reporting Update

No matters were noted under this Agenda item. The Chair requested that going forward should any matters need to be reported by OLHCS to the HSE that they be brought to the Board in the first instance under this Agenda item, which was duly noted.

3.0 Matters for Approval

3.1 OLHCS Enterprise Risk Management Policy

The Enterprise Risk Management Policy (the “Policy”), distributed to the Board in advance of the meeting, was reviewed. The CEO noted that the Policy had been updated to align it with the HSE Enterprise Risk Management Policy & Procedures (2023). It was noted that the Policy had been reviewed in detail by the Clinical Governance Committee, who recommended approval of the Policy to the Board.

Action: A discussion ensued, and the Chair noted that the Policy does not accurately reflect the internal approval process for the Policy and suggested that a flowchart be inserted in the Policy to reflect that the Policy is reviewed by the Clinical Governance Committees before going forward to the Board for approval. The Chair further requested that the risk escalation process and how risks are escalated to the Board be also incorporated into the Policy, which the CEO agreed to action.

Decision: After due consideration, IT WAS RESOLVED that, subject to the additions requested being inserted into the Policy, the OLHCS Enterprise Risk Management Policy be and is hereby approved by the Board.

3.2 Risk Appetite Statement

The Risk Appetite Statement ("RAS"), distributed to the Board in advance of the meeting, was noted. The Board discussed the RAS and the CEO confirmed that no new risks had been added. She highlighted that the appetite for investments had been inserted as "Cautious" and for cyber as "Averse". The CEO reported that the Internal Audit review on risk management had highlighted that the Risk Management Policy and the Risk Appetite Statement were not fully aligned as the RAS has additional categories than the Policy. Also, the HSE guidelines contained fewer categories than the RAS. A discussion ensued on research risk with it being noted that OLHCS do not undertake any clinical trials and that research risks would come under the category of client safety.

Following discussion, it was agreed that, when next updating the RAS, for consistency, Management should undertake an exercise to align it with the Risk Management Policy in terms of categorisations and apply same to new risks going forward, which the CEO took as an action to implement. The Chair requested that Risk be considered at each Board meeting under the Mandatory Reporting item on the Agenda, which was duly noted and agreed by the Board.

Action: When next updating the Risk Appetite Statement, Management to ensure alignment between the categorisations in the RAS with the Enterprise Risk Management Policy.

Decision: After due consideration, IT WAS RESOLVED that the Risk Appetite Statement be and is hereby approved.

3.3 Board Minutes (February, April and June 2025) for publication

The Chair requested that any comments on the draft minutes for publication be provided to the CEO's office and that the Board would approve the minutes for release at its next meeting in November.

4.0 CEO Report

The September 2025 CEO Report, distributed to the Board in advance of the meeting, was noted and taken as read. The CEO highlighted the following:

CMS Project – that OLHCS Project Team were working with the HSE on the Clinical Management System and that a User Group had been established in July with representation from all user groups.

Palliative Care Policy – that the HSE had published the National Palliative Care Policy Implementation plan (2025-2026) and that OLHCS would be working with the HSE Lead to implement same.

Risks Closed on the Register – that the AIIHPC risk was removed from the register as they have established as a company limited by guarantee and obtained charity status in Q1 2025.

Compulsory Purchase Order – that following OLHCS application for leave to seek judicial review on Monday 14 July 2025, the case has been adjourned for further mention on 29 September.

Mandated ICT Systems – that correspondence has been received with regards to the implementation and roll out of the HSE Mandated ICT Systems and further communication was awaited on same. A discussed took place in relation to the implications for OLHCS if same is mandated by HSE and if it could potentially impact on the Company's independence. The CEO noted that Board approval would be required before OLHCS could proceed with implementing the mandated ICT system and

that there would be inherent risks in bringing in this new ICT system for the organisation. It was agreed that the risks would need to be articulated and a paper brought back to the Board for discussion.

Action: The CEO to prepare a paper for discussion by the Board setting out the potential risks for OLHCS should it be mandated by the HSE for the organisation to implement the HSE ICT System.

Strategy Plan update – that a presentation on the implementation plan and associated KPIs would be given to the Board at the November meeting.

5.0 Board Sub-Committee Reports

The Chair requested that going forward each of the Committee Chairs provide a written report to the Board summarising the key matters and decisions at the previous Committee meeting, which was duly noted.

5.1 Clinical Governance Committee

As the Chair of the Clinical Governance Committee was not present VB gave an update on the meeting held on 21 August 2025 noting that the Committee had reviewed data on the Length of Stay of patients across all three sites, with some patients staying for more than 200 days, which was challenging. He noted that further analytical work was being done on this and would be brought back to the Committee for further consideration.

5.2 Capital Committee

The Chair of the Capital Committee gave an update on the meeting held on 27 August 2025 reporting that the Committee had received a quote for the repair of the restaurant roof, which was circa [REDACTED] but had held off making a decision on the issue until the Committee and Board have had time to identify the needs and short term priorities of the organisation from the strategic plan/capital implementation plan, which was duly noted. Section 27 (1) (b)

5.3 Audit & Finance Committee

The Chair of the Audit & Finance Committee reported that an ad hoc meeting had taken place on 11 September 2025 to consider a number of matters, including the Internal Auditor (“IA”) Report on Risk Management and the [REDACTED] Report on TFH, which was already discussed earlier in the meeting under the Board Tracker Agenda item. She noted that the IA Risk Management report had two Low findings and that no significant systemic control deficiencies had been identified as part of the review, which was duly noted. She reported that the Internal Auditors were currently undertaking a review on cybersecurity. She further reported that, in terms of trading, OLHCS currently had a deficit of circa €380k when compared to budget, which was better than anticipated due to a revised allowable spend limit set by the HSE for OLHCS of €50.13m for 2025, compared to the previous funding allowance of €49.2m, an increase of €0.97m, which was duly noted.

5.4 Fundraising Committee

The Chair of the Fundraising Committee reported that total income from Fundraising was up 15% year on year, which was mainly driven by legacies. He noted that the Committee was reviewing a number of legacy issues that have been ongoing for a number of years as well as considering the fundraising strategy for 2026. He further noted that an Interim Head of Fundraising had been appointed and that recruitment was underway to identify a suitable candidate for the role.

5.5 Remuneration Committee

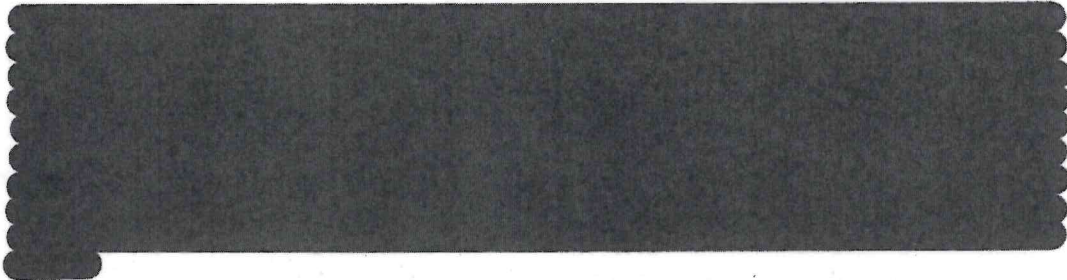
It was noted that the next Remuneration Committee meeting was scheduled for 23 October 2025.

6.0 Finance & Quality Reports

The August Finance Report, the Fundraising and Communications Board Report August 2025 and the August 2025 Governance Dashboard, distributed to the Board in advance of the meeting, were noted and taken as read.

August 2025 Finance Report - The Director of Finance presented the August 2025 Financial Report to the Board, noting in particular that OLH&CS deficit was currently €300k-€400k, mainly driven by income being lower than forecasted due to a reduction of private income because of consultants' contracts changing to Public Only Consultant Contracts.

7.0 Any Other Business



Section 20 (1) (a)

It was noted that the next meeting would take place on 27 November 2025 in Harold's Cross.

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

Chairperson

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF OUR LADY'S HOSPICE & CARE SERVICES, HAROLDS CROSS, HELD ON THURSDAY 27th NOVEMBER 2025 AT 4PM

PRESENT:

Ms. Hilary Coates (Chair)
Mr. Dermot Ryan
Dr. Siobhán O'Sullivan
Dr. Brendan Cuddihy
Mr. Olan Cremin
Ms. Aisling Meagher
Ms. Derbhile McDonagh
Dr. Philip Wiehe

APOLOGIES:

Ms. Cathy Maguire
Mr. Vincent Barton
Ms. Sheilagh Reaper-Reynolds

IN ATTENDANCE:

Ms. Abby Sheehan (PwC – Company Secretary)
Ms. Mary Flanagan, CEO
Dr. Lucy Balding, Medical Director
Mr. Aidan Cullinan, Director of Finance
Ms. Ger Tracey, Director of Nursing
Mr. John Cremin (Prospectus Management Consultants
- item 4.0)

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

1.0 Meeting Opening

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

The Board noted apologies from Cathy Maguire, Vincent Barton and Sheilagh Reaper-Reynolds.

1.1 Conflict of Interest

No Conflicts of Interests were noted by the Board members.

1.2 Lobbying Declaration

No lobbying declarations were noted by the Board members.

1.3. Mandatory Reporting Update

No matters were discussed under this agenda item.

2.0 Minutes of previous Meeting

The minutes of the Board meeting held on 25 September 2025 were approved.

2.1 Matters Arising

The CEO noted that the approved Board minutes from the last six months would be made public on the OLH&CS website in due course.

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

Together for Hospice (“TFH”) – It was noted that this would be discussed under item 4.0.

Triple Lock Status of the Hospices in the TFH Report (“the Report”) – In response to a query raised, the CEO confirmed that the Triple Lock Status of the Hospices, as documented in the [REDACTED] TFH report, was not a mandatory requirement, but that it gave an additional layer of security.

Consideration of the layout of the Information pack/Exception Report – The CEO confirmed that this item was currently in progress with a view to being finalised in Q1 of 2026.

Enterprise Risk Management Policy (“the Policy”) – The CEO confirmed that she had amended the Enterprise Risk Management Policy to include a flowchart reflecting that the Policy was to be reviewed by the Clinical Governance Committee in advance of being put forward to the Board of Directors for approval and further confirmed that the Risk escalation process had been incorporated into same, which was duly noted.

Mandated ICT Systems – The CEO confirmed that the paper outlining the risk of the Integrated Financial Management and Procurement System (“IFMS”) would be firstly brought to the Audit & Finance Committee for consideration before being presented to the Board of Directors.

3.0 Matters for Approval

The Business Case for the Bereavement Senior Social Worker 0.5 WTE

The Business Case for the Bereavement Senior Social Worker (“the Business Case”) distributed in advance of the meeting, was duly noted and taken as read.

The Chair of the Fundraising Committee confirmed that the Fundraising Committee recommends the Business Case for the funding of one 0.5 WTE Bereavement Senior Social Worker post (“the Post”) to the Board, for consideration and approval. The Chair of the Fundraising Committee noted that the Post had been vacant since May 2025 with there being approximately sixty people awaiting to avail of the service, which evidenced how critical it was. The Board agreed that the Post be funded by the Board, subject to the CEO seeking HSE funding in the first instance.

Decision: After due consideration, IT WAS RESOLVED, that the funding of the 0.5 WTE Bereavement Senior Social Worker post by the Board, subject to the CEO seeking HSE funding in the first instance, be and is hereby approved.

4.0 Strategy Implementation Plan

The Representative from Prospectus Management Consultants (the “Prospectus Representative”) joined the meeting at 4.40pm.

In relation to the Strategy Implementation Plan, the Prospectus Representative presented the key points from the scenario planning summary, noting consistency of collaboration and system integration, infrastructure and estate readiness, financial resilience and funding diversification, workforce sustainability and capability development. He then presented the Key Performance Indicators (“KPIs”) dashboard, confirming that work had been done with the Executive Team at OLH&CS with regards to the balanced scorecard/KPIs in order to track the performance of the organisation against its strategy and to develop the over-arching governance framework. He confirmed that eighteen KPIs had been identified under the remit of four categories; service users, financial, learning and growth and internal processes. He further noted that the Board would need to assure themselves that the identified KPIs were the correct key areas that needed to be measured/monitored in order to track progress and performance. The Prospectus Representative

discussed the strategy implementation considerations for the Board, including focused priorities and disciplined phasing, workforce capacity and stability to ensure that the recruitment and retention of staff aligned with the implementation process, financial resilience and the challenge of funding cycles and a competitive fundraising environment, digital readiness to inform decision making and strong governance, project management office support and partnerships to ensure that adequate focus is given to the implementation project. The Prospectus Representative reported that the next steps would be the finalisation of the strategy implementation plan, confirmation of the data required for the balanced scorecard and to agree the outcome measures with the CEO and Executive Team. In response to a query raised, the CEO confirmed that she would circulate the Prospectus Representative's presentation to the Board. The Board thanked the Prospectus Representative, and he left the meeting at 5.00pm.

Action: The CEO to circulate the slide deck of the presentation given to the Board by the Prospectus Representative.

5.0 Gender Pay Gap Report

The 2025 Gender Pay Gap Report for OLH&CS ("the Report"), distributed in advance of the meeting, was duly noted and taken as read.

In response to a query raised, the CEO confirmed that the Report would be published on the OLH&CS website once it had been approved by the Board. The Board discussed the Report, with one Board member noting that the Results had been reported in the negative, in that male staff were paid 6.2% less than the female staff in OLH&CS.

Decision: After due consideration, IT WAS RESOLVED, that the Gender Pay Gap Report is hereby approved by the Board and would subsequently be published on OLH&CS website.

6.0 CEO Report/Director of Nursing Report

The Director of Nursing & Quality Board Report, July-September 2025 Data Protection Officer Services CEO Quarterly Report, the Together for Hospice discussion paper and the CEO November 2025 Board paper, distributed in advance of the meeting, were noted and taken as read.

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

Strategic Plan – that the implementation plan for strategy had almost been completed which would inform the 2026 Business plan. The CEO confirmed that meetings had been held with the CEO of St. James's Hospital and CEO of Tallaght Hospital that she would meet with the CEO of SVUH in the coming weeks to explore service opportunities that aligned to OLH&CS strategy.

Community Connects –that significant internal work was being done on this project, including the establishment of a user group and the commencement of IT training.

New Consultant – that a new Consultant had been appointed to the Adolescent and Young Adult post in St. James's Hospital who was trained to assist those between the ages of 16-24 in palliative care. The CEO confirmed that the Consultant would also be joining OLH&CS broader palliative care consultant team.

Director of Fundraising and Communications – that the new Director of Fundraising and Communications would be starting on 12 January 2026.

Risk Register Update – that cyber-risk had been added to the Risk Register as a separate risk item following the decision taken in an Audit & Finance Committee meeting. The CEO confirmed the Risk level was high due to the risk for potential ransomware attacks to disrupt operations and phishing attacks leading to credential theft. It was further noted that cyber and IT training was ongoing at

present in an attempt to mitigate the aforementioned risks. The Chair highlighted that OLH&CS' Board risk appetite had no tolerance for uncontrolled cyber-risk that could damage the organisation in a multitude of ways.

Best Professional Services Award – that Blackrock Hospice won the Best Professional Services Award at the DLR County Chamber Awards.

Menopause Award – that the employee well-being group won the Menopause Workplace Excellence award in best non-profit and charity category.

Rose ward proposal – that the HSE had re-submitted this proposal as part of winter planning initiatives.

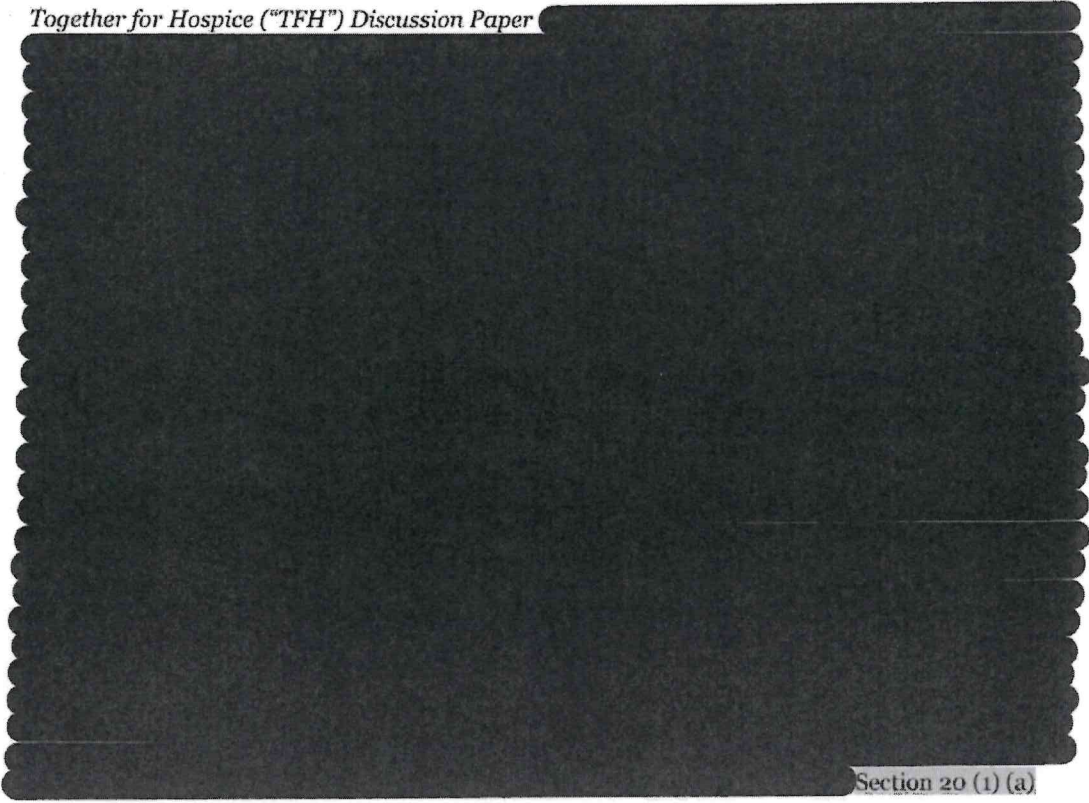
Mission Heros – that there were four Mission Heroes and that the awards would be presented at the Light up a Life event, which was to be held on 7 December 2025.

Electric vehicle – that an electric car had been purchased to be used by the Community Palliative Care Team, which also aligned to the organisation's sustainability goals.

RCPI visit – The Medical Director noted that the Royal College of Physicians carried out a visit across all three OLH&CS palliative care sites for accreditation of palliative medicine training.

The CEO noted that she had written to the Religious Sisters of Charity to express OLH&CS condolences on the death of Sister Stan.

Together for Hospice ("TFH") Discussion Paper



Decision: After due consideration, IT WAS RESOLVED, that OLH&CS remain host of TFH and further that the establishment of a separate TFH Committee to allow for greater governance oversight of same be and is hereby approved by the Board.

7.0 Sub-Committee Reports

7.1 Audit & Finance Committee

The Audit & Finance Committee Board paper Summary sheet and the Committee minutes from the 21 October 2025 meeting, distributed to the Board in advance of the meeting were noted.

The Chair of the Audit & Finance Committee confirmed that the Committee had received the draft report on the Internal Audit Findings of the Cyber-security audit ("the Cyber Internal Audit Report") which had taken place in Q3. She noted that 28 draft findings had been identified in the Cyber Internal Audit Report which was predominantly focused on operational and control effectiveness. In response to a query raised, the Chair of the Audit & Finance Committee confirmed that no penetration tests had been performed. The Chair of the Audit & Finance Committee further noted that it had been recommended that OLH&CS consider establishing a dedicated cyber support role, potentially on a 0.5 WTE basis. In response to a query raised, the CEO confirmed that out of the 28 draft findings, none were fundamentally concerning or atypical. The Board discussed the likelihood of obtaining HSE funding for a cyber support role and the high-risk nature of cyber-security in today's age. In response to a further query raised, the CEO noted that this item could be raised with the HSE via an integrated management report ("IMR"). The Board discussed whether an in-house cyber consultancy role or an outsourced cyber company contractor would be more beneficial and requested the CEO to prepare an option proposal considering each of the aforementioned choices to present to the Board at the next meeting. The CEO confirmed that she would prepare same and also investigate further cyber-supports available to OLH&CS.

The Director of Finance reported that in relation to the Financials, the current forecast was a funding shortfall of circa €600k due to the loss of private health income due to the Public Only Consultant Contracts. He confirmed that the HSE were aware of the shortfall and that there were ongoing discussions with the HSE in relation to same.


The Chair of the Audit & Finance Committee noted that there were charity regulations under the Finance Act 2024, which OLH&CS needed to be mindful of, namely the regulations that were in force to dissuade Charities from holding a certain amount of fundraising capital without active plans to spend same in the coming five years.

Action: The CEO to prepare a paper detailing the options for a cyber support role, which would be presented at the next Board meeting for consideration.

7.2 Remuneration Committee

The Remuneration Committee Board paper Summary sheet, the Job Evaluation of Board Funded Posts proposal and the Remuneration Committee minutes from the 23 October 2025 meeting, distributed to the Board in advance of the meeting, were duly noted and taken as read.

The Chair noted that a Job Evaluation of Board Funded Posts proposal had been prepared by the Director of HR & Training. The CEO gave the Board background behind the Job Evaluation Scheme, in that it was a formalised HSE process in place for clerical/administrative HSE funded staff from to apply for an upgrade.



Section 20 (1) (a)

7.3 Fundraising Committee

It was noted that any matters to be discussed under this agenda item had already been considered under agenda item 3.0

7.4 Capital Committee

The Capital Committee Board paper Summary sheet and the Committee minutes from the 19 November 2025 meeting, distributed to the Board in advance of the meeting were noted.

The Chair of the Capital Committee advised the Board that the Bus Connects compulsory purchase order judicial review case would be heard on 28 April 2026 and that the Anna Gaynor House Design team tender was in progress at present, with stage one of same being completed. She further noted that the Capital Committee were currently awaiting the Board's approval of The Business Implementation Plan as it would inform the scheduling of future capital projects and would aid the Committee in deciding where their priorities would lie.

7.5 Clinical Governance Committee

The Clinical Governance Committee Board paper Summary sheet and the Committee minutes from the 20 November 2025 meeting, distributed to the Board in advance of the meeting were noted.

The Chair of the Clinical Governance Committee highlighted two new risks that had been logged on the Risk Register: one being the wander alarm/nurse call system in Anna Gaynor House and the second being the TV system in the same premises. In response to a query raised, the CEO confirmed that a new wander alarm/nurse call bell system was currently undergoing a tender process at this time. She further confirmed that new TVs had been ordered and would be delivered in the coming weeks.

8.0 Finance and Quality Reports

The October 2025 Finance Report, Fundraising and Communications CEO Update and the September 2025 Governance Dashboard, distributed to the Board in advance of the meeting, were noted and taken as read.

8.0 Any Other Business

The Hospice News, Edition 8, distributed in advance of the meeting, was duly noted and taken as read.

The CEO noted that the "Light Up a Life" fundraising event and remembrance ceremony would be held on 7 December 2025 at the Harold's Cross premises.

The Board discussed potential dates for the Board Strategy away day, agreeing to schedule same for 13 February 2026.

It was noted that the next meeting would take place on 27 January 2026.

There being no further business, the Board meeting was closed by the Chair at 6:15pm.

Chairperson