

SVHG

Briefing Paper – NMH Project

June 2021

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- 3. Governance**
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1. OWNERSHIP

Who owns St. Vincent’s Healthcare Group?

St. Vincent’s Healthcare Group (SVHG) is a privately owned independent company with charitable status owned by its shareholders, currently RSC. The RSC share transfer will take place on receipt of the consent letter from the HSE. The new shareholder will be St. Vincent’s Holdings CLG (SVH CLG) once the share transfer is complete.

Who owns St. Vincent’s Holdings CLG?

St. Vincent’s Holdings CLG is a new company established by St. Vincent’s Healthcare Group. It is a not-for-profit company with charitable status which will be governed by Irish Company Law. This company will own the shares in SVHG when the transfer of the current shares held by the RSC to the SVH CLG is completed. St. Vincent’s Holdings is not a company established by the RSC and has no Canon Law/Vatican influence.

Who owns the National Maternity Hospital at Elm Park DAC?

The NMH at Elm Park is a special purpose company which will be owned by SVHG. The terms of the Mulvey Agreement provided for the establishment of a new company -*National Maternity Hospital at Elm Park DAC* -which will have clinical and operational, as well as financial and budgetary independence in the provision of maternity, gynaecology and neonatal services.

Who will own the new national maternity hospital building?

The new hospital building will be owned by the State

Who owns the land it will be built on?

The land is owned by St. Vincent’s Healthcare Group and will be leased to the State for 149 years.

The sale of the Site?

Separation of ownership or governance would disrupt the seamless care pathways that are planned for all patients on the enlarged campus, which would lead to concerns over responsibilities and liabilities in each hospital, separation of care teams by hospital, and the use of transfer protocols that could cause restrictions and delays on physical movement of patients between hospitals, with increased risk to patients. For this reason, any concerns held over “ownership” are not monetary in nature, but rather they are concerns about the operation of a safe, integrated system of governance and medical protocols. This is why SVHG could not countenance any sale of part of the site for the new facility.

The Mulvey agreement states explicitly that “The State will require a “lien” on the Hospital in accordance with whatever funding agreements are in place by the State for such capital projects”.

In line with similar liens agreed by SVHG previously this will prevent any alteration in use of the new hospital, any disposal of the hospital outside the SVHG group, but also provides complete protection for women’s healthcare.

The Elm Park campus which includes both St. Vincent’s University Hospital and NMH will integrate services including utilities (electricity, lighting, heating and plumbing). Many of its key campus wide essential services both clinical and non-clinical required by both hospitals will be provided via shared services. Integrating these essential services allows for maximum efficiencies and economies of scale.

The development of the new hospital must also be seen in the light of the role that the Voluntary sector has played and continues to play in Ireland and many other jurisdictions. Historically in Ireland voluntary organisations, often originating in religious and charitable bodies, offered health and social care services at a time when the State could not. Both St. Vincent’s University Hospital and the National Maternity Hospital are voluntary hospitals. The creation of the new NMH at Elm Park, is therefore entirely within past and recent practice with State bodies. To buy the site of the new hospital would entail the prospect of a CPO for the site which may not be legally possible, would take years and would run to millions in cost.

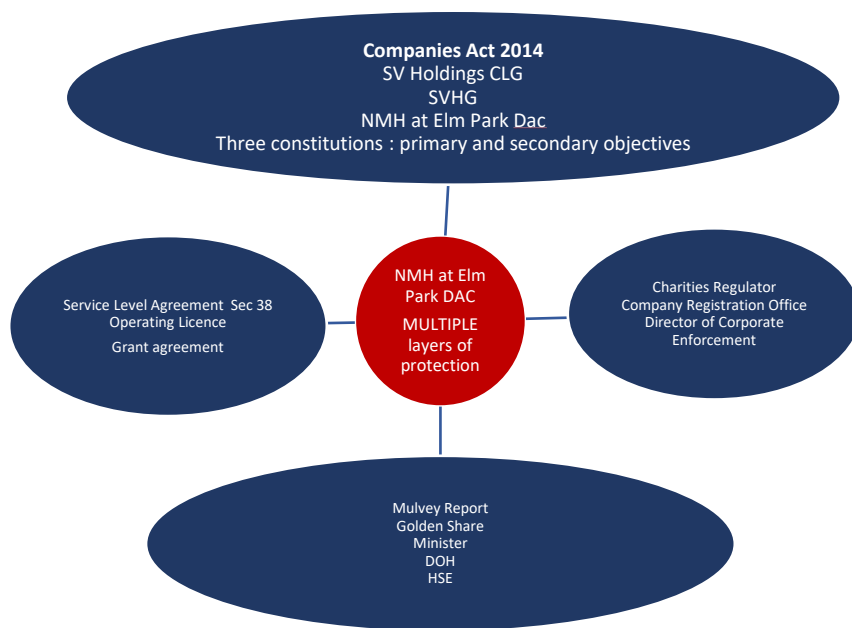
NMH and SVHG, with the DOH, HSE and Government support via the Mulvey Agreement agreed the structures proposed. The Government, via the DOH & HSE, commissioned the Mulvey Agreement and welcomed it on 21st November 2016.

How is the State protected?

- The State will own the hospital building and will, through the aegis of the Department of Health, issue the new company (NMH DAC) with a licence to operate the facility.
- A legal agreement has been completed between the Department of Health and the NMH at Elm Park for a new operating licence for the new hospital. The operating licence is clear in its determination that any procedure in accordance with Irish law and good clinical practice will be performed at the new maternity hospital including tubal ligation and termination of pregnancy.
- In line with standard investment in public health in respect of voluntary hospitals, the State will procure services from the new company under standard Service Level Agreements (SLAs) already widely used in respect of the voluntary hospital sector/S38 entities.
- The new maternity hospital – along with St. Vincent’s University Hospital and St. Michael’s Hospital - will have individual service level agreements in place with the HSE, which renews all its SLAs on an annual basis.

- The overall operation of the new hospital is protected by a ministerial “golden share” in the new NMH at Elm Park DAC. It grants the Minister of Health such powers as e.g. the company cannot change its Constitution without the agreement of the Minister for Health.

How is the State’s investment in the new National Maternity Hospital protected?



2. Clinical Independence and Ethos

What assurances can the Irish public be given that there is no risk of Catholic ethos in clinical practice?

1. In 2017 the RSC took the decision to end their involvement with SVHG and withdrew their representatives from the Board. They have had no involvement since then or now or any future role in SVHG.
2. The RSC will have transferred their shares which means they no longer have any role in the running of SVHG, NMH @ Elm Park DAC or SV Holdings CLG and concludes any association with Elm Park.
3. The new Constitution of SVH CLG (the new shareholder) does not include any reference to religious ethos
4. The revised Constitution of SVHG removes all reference to the RSC ethical guidelines.
5. Both Constitutions and the Mulvey Report state that all procedures in all hospitals will reflect compliance with national and international best practice guidelines on medical ethics and the laws of Ireland. This includes pregnancy termination, tubal ligation and gender reassignment. The legal agreements ensure there can be no religious involvement i.e.
 - Constitution of NMH DAC
 - Constitutions of SVHG and SV Holding CLG
 - Operating Licence between SVHG, NMH DAC and HSE/DOH
 - Land lease between SVHG and HSE/DOH
 - Service Level Agreement Annual between NMH DAC and HSE
 - Grant Agreement between SVHG/HSE
 - Minister's Golden Share / Mulvey Report agreed by HSE, DOH and Minister for Health dated 21st November 2016

SVHG values

St. Vincent's Healthcare Group ethos is to look after patients irrespective of their race, creed or their ability to pay. The SVHG values of dignity, compassion, justice, quality and advocacy are not owned by any religious or secular organisation and are adhered to by those who respect everyone in their care.

Reserved Powers

Clinical independence will be assured by the reserved powers which are set out in the Mulvey agreement and in the new NMH DAC Constitution. These reserved powers are further protected by the Golden share which will be held by the Minister for Health of the day. These reserved powers can only be amended with the unanimous written approval of the Directors and with the approval of the Minister for Health and will, if changed, require the agreement of the Charities Regulator, Companies Office, Directors of Corporate Enforcement.

3. GOVERNANCE

Who is on the board of St. Vincent’s Healthcare Group and how are they appointed?

The Board is:

- James Menton, Chair
- Dr. David Brophy
- Deirdre Burns
- John Compton
- Gerard Flood
- Ann Hargaden
- Myles Lee
- Sharen McCabe
- Dr. Rhona Mahony
- Imelda Reynolds
- Mark Ryan

The Board is responsible for the strategy of the SVHG and the operating plans for each hospital (St. Vincent’s University Hospital, St. Vincent’s Private Hospital and St. Michael’s Hospital). The Board is there to ensure the three hospitals deliver patient care in line with the objectives of SVHG’s Constitution i.e.

- To provide medical, surgical, nursing services and accommodation at St. Vincent's University Hospital (Dublin), St. Michael's Hospital (Dun Laoghaire), St. Vincent's Private Hospital (Dublin) and/or at other healthcare facilities (together, the “Facilities”) for the treatment of sick persons and for the relief, cure, rehabilitation and prevention of sickness and disability both physical and mental;
- To provide a range of health services by the establishment of a new maternity, obstetrics, gynaecology and neonatal hospital;
- To conduct and maintain the Facilities in compliance with national and international best practice guidelines on medical ethics, and the laws of Ireland
- To provide healthcare and pastoral care services for the support of patients, relatives and staff; and
- To promote opportunities for education and research

The Board is appointed by the shareholders. Once the RSC share transfer is complete, the shareholders will be St. Vincent’s Holdings CLG. For the avoidance of any doubt, the RSC stepped down from the Board of SVHG in May 2017 and, once the shares are transferred by them to SVH CLG, they have no rights or influence over the appointment of Directors to SVHG or running of the hospitals within the Group as they are no longer the shareholders of SVHG.

What are the main objectives of St. Vincent’s Healthcare Group?

Its new Constitution includes:

- To provide medical, surgical, nursing services and accommodation at St. Vincent's University Hospital (Dublin), St. Michael's Hospital (Dun Laoghaire), St. Vincent's Private Hospital (Dublin) and/or at other healthcare facilities (together, the “Facilities”) for the treatment of sick persons and for the relief, cure, rehabilitation and prevention of sickness and disability both physical and mental;
- To provide a range of health services by the establishment of a new maternity, obstetrics, gynaecology and neonatal hospital;
- To conduct and maintain the Facilities in compliance with national and international best practice guidelines on medical ethics, and the laws of Ireland
- To provide healthcare and pastoral care services for the support of patients, relatives and staff; and
- To promote opportunities for education and research

Who will be on the board of St. Vincent’s Holdings CLG and how are they appointed?

St. Vincent’s Holdings CLG is a new company established by St. Vincent’s Healthcare Group. It is a not-for-profit company with charitable status which will be governed by Irish Company Law. This company in due course will own the shares in SVHG when the transfer of the current shares held by the RSC to the SVH CLG is completed.

For the avoidance of any doubt, the RSC have no role or influence in the appointment of Directors to St. Vincent’s Holdings CLG.

The Transition board of SVH CLG comprises James Menton (Chair of SVHG), Sharen McCabe (Director of SVHG) and Gerard Flood (Director of SVHG) and, in line with the company’s constitution, a new Board will be put in place after the transfer of shares by the RSC to the holding company.

As is standard company practice, a Nominations committee of the Board will nominate Directors with the required skill sets in law, finance, healthcare and social care. Their nominations will be subject to consideration by any three members of a consultation panel, drawn from independent representatives of legal, educational, medical and financial bodies such as the RCSI, the ICAI and UCD.

What is the main object of St. Vincent’s Holdings CLG?

The main object of this Company is to advance healthcare in Ireland, a purpose of benefit to the community, by promoting medical education, medical research and patient care in all areas of medicine through the St. Vincent’s Healthcare Group and to reflect compliance with national and international best practice guidelines on medical ethics and the laws of Ireland. This includes pregnancy termination, tubal ligation and gender reassignment procedures. SVH CLG will oversee SVHG and is in place to ensure it delivers on its objectives as stated in SVHG Constitution i.e.

The Board of NMH at Elm Park DAC

The terms of the Mulvey Agreement provided for the establishment of a new company - *National Maternity Hospital at Elm Park DAC* - which will have clinical and operational, as well as financial and budgetary independence in the provision of maternity, gynaecology and neonatal services. This independence will be assured by the reserved powers which are set out in the agreement and will be copper fastened by the golden share which will be held by the Minister for Health of the day. These reserved powers can only be amended with the unanimous written approval of the Directors and with the approval of the Minister for Health.

The RSC will have no power or influence as to how the directors for this company are appointed.

The Board of the National Maternity Hospital at Elm Park DAC will comprise 9 directors; 4 nominated by SVHG, 4 by NMH, and 1 will be a public interest representative. Given the level of State investment, the Minister for Health has sought, and received, the agreement of both the NMH and SVHG that the Board of the new NMH DAC will be competency-based and will include a Public Interest representative.

What is the main objective of NMH at Elm Park DAC?

The main objectives of the NMH at Elm Park DAC are to provide a range of health services by the establishment of a new maternity, obstetrics, gynaecology and neonatal hospital and to conduct and maintain the facilities in compliance with national and international best practice guidelines on medical ethics, and the laws of Ireland

Are the hospitals governed by Canon Law?

No. SVUH/SVHG and NMH will have no religious influence **as set out in their Constitutions.**

4. Why is NMH @ Elm Park DAC needed?

Who recommended co-location of a national maternity hospital with an acute adult hospital?

A number of government and health service approved documents have underlined the need for the co-location of maternity hospitals with adult acute hospitals, with many identifying the co-location of The NMH with SVUH, in particular.

These reports include:

The ‘Hanly report’ (2003),

The ‘Independent Review of Maternity and Gynaecology Services in the Greater Dublin Area (KPMG 2008)

The ‘Dolphin report (2012)

The “Mulvey Agreement “ - welcomed by all parties.

The ‘Establishment of Hospital Groups as a transition to Independent Hospital Trusts report (2013)

National Maternity Strategy, Creating a Better Future Together’ 2016

National Development Plan 2018 –(2018) The Department of Health’s Statement of Strategy 2016 –(2019)

The HIQA report of the ‘unannounced inspection of maternity services at the National Maternity 2020.

All of the above facilitate the ***clinical and operational integration of patient care*** in line with international best clinical practice in the care of women and infants.

Commitment to the relocation of the NMH

We believe that the proposal to co-locate the NMH with an acute hospital will provide the best service for women and babies, especially patients who require speedy and effective treatment in cases of emergency. The agreement brokered by Kieran Mulvey on behalf of the DOH guarantees an integrated approach to patient care without restrictions based on physical location, separate care teams or transfer protocols that may cause delay. Both SVHG and NMH remain fully committed to this agreement, as we believe it puts patient care first at all times and it meets the four criteria that SVHG have required from the outset:

- a. that the efficiency and effectiveness of patient care in SVHG would not be adversely affected,
- b. that future campus development would not be disadvantaged,
- c. that no project cost would accrue to SVHG, and
- d. that the enlarged campus would be operated in line with best international practice.

The Mulvey agreement provides for a smooth transition to an integrated system of healthcare but also permits direct intervention by the Minister to ensure the service at all times reflect the will of the Government and, by implication, the public. This means that the services will be in line with the National Maternity Strategy.

Why is co-location of NMH with St. Vincent’s University Hospital important?

Maternity and neonatal care is among the branches of medicine of highest risk. Annually, several hundred pregnant women at NMH require diagnostic, medical or surgical intervention not available on the current NMH site and require transfer to St. Vincent’s University Hospital as inpatients or outpatients some of whom require critical intensive care services not available in NMH. Women are transferred from St Vincent’s University Hospital to NMH to access maternity and gynaecological care.

This fragmentation of care between two sites distorts care in some of the highest risk clinical cases in the State. The new hospital will provide women with direct access to a wide range of medical, surgical and diagnostic services and facilities. It will facilitate a Campus approach to healthcare where a range of medical specialties operate in close proximity to increase the breadth and depth of services concentrated together with close alignment of clinicians.

NMH and SVHG have worked together for decades and approximately 40% of consultant staff at NMH (pathologists, radiologists, anaesthetists, surgeons and physicians work together in both hospitals) are employed by and work between the two hospitals at present creating the ideal platform to achieve the clinical ideals of colocation.

The new building

- SVUH CSSD (Central Sterile Unit for the campus)
- SVUH dermatology services
- Two SVUH wards
- SVUH medical records
- Catering/Canteen for the campus (SVUH/NMH)
- Purchasing /Stores for the campus (SVUH/NMH)
- Technical Services relating to the campus (building maintenance systems, facilities, systems)
- Changing rooms/rest areas & service corridors for the campus including underground tunnels
- One third of the building (overground and underground) accommodates campus wide facilities and services.

The new car park which is currently being extended will also be shared between NMH and SVUH.

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