

Fact Sheet St Vincent's Healthcare Group

The Religious Sisters of Charity (RSC) are transferring their shares in St. Vincent's Healthcare Group (SVHG). Who are they transferring these shares to?

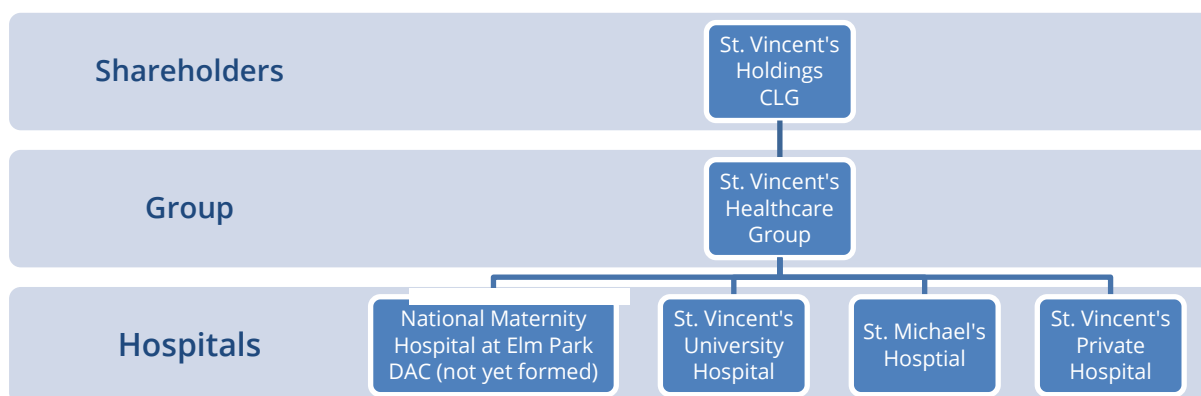
The RSC have transferred their shares in St. Vincent's Healthcare Group to St. Vincent's Holdings CLG (SVH CLG). The SVHG is a secular organisation. It is not a public juridic body and the RSC have no rights or influence over the appointment of Directors to SVHG or the running of the hospitals within the Group as they are no longer the shareholders of SVHG. There is no vehicle in the constitutions of SVHG or SVH CLG by which any religious authority or control can be exerted.

Who is St. Vincent's Holdings CLG and what is its role?

St. Vincent's Holdings CLG is a not for profit with charitable status company which is governed by Irish Company Law.

As a holding company, the oversight role of St. Vincent's Holdings CLG includes:

- To be a valuable part of an Irish healthcare system that achieves best outcomes for patients and their families regardless of race, ethnicity, religion, gender or personal means
- 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 St. Vincent's Healthcare Group and its hospitals and to reflect compliance with national and international best practice guidelines on medical ethics and the laws of Ireland.



Who owns St. Vincent's Holdings CLG?

Individual directors of St. Vincent's Holdings CLG hold the shares in SVH Holdings, which in turn owns the shares in SVHG. These independent directors are restricted in what they can do and they are legally required to act in the best interests of the Group.

Who are the Directors?

The directors are Professor Michael Keane, Ms. Sharen McCabe and Dr. David Brophy.

How are Directors appointed?

As is standard practice, a nominations committee of the Board nominated directors with the required skill sets in law, finance, healthcare and social care. These nominations were ratified by an independent committee comprising of representatives of legal, educational, medical and financial bodies. This additional safeguard in the SVH CLG Constitution ensures that competent, appropriate individuals are appointed to the Board. The RSC and the Vatican have no say in the appointment of Directors or anything to do in the operations of the Group.

Is St Vincent's Holdings CLG an off-shore company?

No. The services of PWC were used to form St. Vincent's Holding CLG. They have confirmed that St. Vincent's Holding CLG is an Irish incorporated company, that no 'offshore' companies were used in its incorporation and that St Vincent's Healthcare Group comprises only Irish incorporated and resident companies. (see letter attached). St Vincent's CLG is a not for profit with charitable status company which is governed by Irish company law.

Will the State have a role in St. Vincent's Holding CLG?

The State is not involved in SVH CLG but continues to have an important relationship with SVHG and its public hospitals through the annual HSE service level agreement contracts for the delivery of healthcare services.

Who is the National Maternity Hospital at Elm Park DAC (NMH at Elm Park)?

The NMH at Elm Park is a special purpose company which will be set up in the future to run the new national maternity hospital. The NMH at Elm Park DAC will provide world class maternity healthcare facilities to women and babies in Ireland.

What is the composition of the Board of the NMH at Elm Park?

Three members of the SVHG Board will sit on the board of the maternity hospital. Three directors will be nominated by the National Maternity Chartered Trust and three independent representatives will be nominated by the Minister for Health.

Who owns the NMH?

The new NMH DAC will be part of St Vincent's Healthcare Group.

The hospital building will be owned by the Irish State pursuant to the Lease for its entire lifespan for so long as it is in use as a maternity hospital. It will be operated by the new NMH DAC under an operating licence agreement from the HSE.

The land is owned by SVHG and is leased for 299 years to the Irish State. This is not unusual and many state institutions are on lands not owned by the government.

How will the new NMH at Elm Park be run?

A legal agreement has been finalised with the HSE/Department of Health for an operating licence for the new hospital.

Who owns the land where the NMH at Elm Park facility will be built?

The land is owned by St. Vincent's Healthcare Group. It is not owned by the Religious Sisters of Charity. It will be leased to the State, via the HSE, for a period of 299 years at an annual rent of €10.

The lease, as is standard, covers the site, and buildings to be constructed upon it, as stated in the First Schedule of the lease agreement. The HSE will then build the National Maternity Hospital on the site.

The State will have leasehold ownership of the site and the building for 299 years. The length of the lease far exceeds the actual life of the building. Therefore the State will own the NMH building for its entire life.

It is agreed that the site will revert to SVHG after 299 years, together with any buildings on the site at that time, unless there is some future agreement otherwise.

Some additional points:

By way of example, the current Holles Street building is 100 years old and everyone agrees it is not fit for purpose. There is no question of the new NMH outlasting the lease term, so it will always be State-owned for the duration of its life.

Leasehold ownership is a very common form of ownership of commercial premises, hospitals and apartments, for example and are often referred to as "freehold equivalent" interests due to the long terms of the leases in recognition that the economic interest is held by the tenant under the Lease rather than the landlord.

HSE-owned facilities all around the country, and public and voluntary facilities are commonly on leasehold sites. Nobody suggests there is any issue about this.

How much will the state pay for the use of the land?

€10 per annum is the abated rent which will be charged by St Vincent's Healthcare Group to the HSE for the lease of the land for the new NMH @ Elm Park DAC for 299 years.

The conditions set out below attached to this annual €10 rental are to ensure that the new building is only used for the purpose it is intended and cannot be used for any other purpose, while also protecting the integrity of Elm Park as a healthcare campus.

The conditions are:

1. The HSE or any other State health authority must remain as tenant;
2. The HSE does not transfer the lease to another person;
3. No change to the intended use of the land, that is, a hospital;
4. It is to be used for public health service provision;
5. The HSE does not abandon use of the premises;
6. The HSE does not attempt to acquire St Vincent's interest

The new NMH @ Elm Park will be a public hospital which will be the national maternity hospital (obstetrics and gynaecology) and the national centre for the treatment of

premature babies. All parties to the agreement – the National Maternity Hospital, the HSE and St Vincent's Healthcare Group are satisfied that the conditions attached provide additional protections that prevent the hospital from being used for any purpose other than healthcare services. To suggest otherwise is mischievous and another red herring from those opposed to this project.

Why does SVHG require ownership of the land?

Land ownership is essential to ensure the ongoing provision of the best possible care for patients attending SVUH, SVPH and the new national maternity hospital.

The SVHG campus is large and complex with many different health and related services on its site. It includes one of the largest acute hospitals in the country namely SVUH (600+ beds) as well the largest private hospital in the country, SVPH (240+ beds). Other health and related services on the SVHG campus include Screening Programmes, G.P. Day Care, Research facilities and the UCD Education Centre. The new NMH will be located in the centre of the campus and will be physically integrated with St Vincent's University Hospital to ensure the best care for high risk and pregnant women.

SVHG currently treats over 150,000 inpatients / day cases; 80,000 Emergency Departments attendances and 200,000 outpatient attendances annually. In the region of 5,000 staff and 250 consultants provide over 50 specialities in healthcare. The NMH currently provides maternity care to some 8,000 women in two specialities. These women will benefit from the extensive clinical and non-clinical services at SVHG as well as the modern facilities in the new NMH building.

When completed, the new National Maternity Hospital at Elm Park DAC will include state of the art obstetrics and gynaecology care facilities, including: 5 Operating Theatres; 50 Neonatal Intensive Care and Special Care single rooms; 24 Delivery rooms; Emergency and Out-patient Departments; Ultrasound facilities; and 230 single in-patient ensuite rooms throughout.

Two landowners would make it very difficult, if not impossible, to manage the site and would also present significant risks to patient care.

Floors in the new building, apart from being physically integrated with SVUH will have both NMH and SVUH clinical and non-clinical facilities. Thus integrated patient care can only be provided safely under the proposed integrated ownership and bespoke governance structure. In terms of clinical governance, and if there is dual ownership, when patients are moved between the hospital buildings for treatment and care, at what point on the corridor between the NMH and the SVUH does the patient transfer from the care of one hospital to the care of another? Clinicians must be able to move their patients seamlessly between the hospital buildings in order to ensure they receive the urgent and specialist care they need without any delay or unnecessary bureaucracy .

In addition there are key shared services on this site which are provided via single integrated systems, including buildings and utilities such as heat, power, light, essential piped gases

which are vital for patient areas (wards, ICU, HDU, Theatre, Day Care, Diagnostics/Radiology & Laboratories).

The service corridors for the whole SVHG campus run through the NMH Building. If this land was owned by a non SVHG entity it would be very difficult to ensure the availability of these services, which are critical to the effective and efficient delivery of maternity and non-maternity clinical patient care on the campus. The new development will include enhanced facilities for shared services including, among others, These include a shared HSSD (Hospital Sterile Services Department), shared laboratories, centralised kitchen facilities, centralised purchasing/stores; building services and waste management facilities for the overall campus.

Some additional points:

Existing medical and administration facilities on the SVHG campus are being demolished or reconfigured to facilitate the new national maternity hospital at Elm Park. The SVUH public hospital facilities being demolished include the Dermatology Unit, a ward of acute beds and the Medical Records Department and they will be replaced within the new building.

Is St Vincent's Holdings a "Vatican approved" body?

No. The RSC sought approval from the Vatican to transfer their shareholding in the Group to a new charitable company. The Vatican had no say or influence in the establishment of St Vincent's Holdings, the appointment of its Directors or how it will operate. St Vincent's Holdings CLG is an Irish incorporated not for profit company with charitable status. The Companies Registration Office and the Charities Regulator, in approving the establishment of the company had to satisfy themselves that there was no conditionality attached to the shares being transferred and no impediment to the company undertaking its stated purpose of:

- being a valuable part of an Irish healthcare system that achieves best outcomes for patients and their families regardless of race, ethnicity, religion, gender or personal means
- 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 St. Vincent's Healthcare Group and its hospitals and to reflect compliance with national and international best practice guidelines on medical ethics and the laws of Ireland.

No negotiations took place between SVHG, the Catholic Church or the Vatican and no instructions (hidden; implied or otherwise) were conveyed to the SVHG Board in relation to SVH CLG, nor would they have been countenanced.

Relocating maternity activities from Holles Street to Elm Park will further sever a link with the Catholic church and its influence on the delivery of maternity services in Ireland. NMH at Elm Park DAC will be part of a secular healthcare group and the current role of Chair in the NMH Trust which is reserved for the Archbishop of Dublin - active or otherwise, will be removed.

What role does the Vatican have in the St Vincent's Healthcare Group?

None. The Group is a secular organisation, with a Board of 11 lay people.

What is the religious ethos of the hospital?

The hospital has no religious ethos. Services are delivered according to the laws of the land to people of all faiths and none. There is no vehicle in the constitutions of SVHG or SVH CLG by which any religious authority or control can be exerted. SVHG's founding values are dignity, compassion, justice, equality and advocacy - values found in many institutions across the world and which cannot be interpreted as any attempt to directly or indirectly impose catholic ethos.

The Mulvey agreement of 2016 which sets out the heads of agreement between the State, the NMH and SVHG, mandated that the provision of any patient care in the new hospital would be without religious control. The legal documents which give effect to the Mulvey Agreement, including the operating licence for the new NMH DAC, all ensure that there is no mechanism to impose religious ethos.

Why is the NMH owned/run by St Vincent's?

The new NMH at Elm Park DAC will be a subsidiary of the St Vincent's Healthcare Group. The hospital will be run by its management team which will be overseen by its own board, NMH DAC to ensure that the hospital is run in accordance with its constitution. Bespoke governance arrangements ensure special powers in its Constitution reserved to the Board of the NMH DAC protects the clinical, operational and financial independence of the new maternity hospital which will have its own separate service arrangement with the HSE. The Minister has reserved powers and will hold a golden share to guarantee independence of governance.

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.

What does the term 'clinically appropriate' mean?

This was included in the legal agreements by the HSE as an added protection to ensure that only procedures appropriate to maternity, neo-natal and women's healthcare will be

provided in the maternity hospital. It does not give clinicians any rights to refuse any legally permissible procedure.

Will all clinical procedures be available?

Yes. All clinical procedures permissible under Irish law are and will be available in the new NMH and in SVHG hospitals. St Vincent's University Hospital is an acute hospital and its theatres are used for complex procedures. To keep these theatres available, consultants in SVUH refer less complex procedures, to the NMH and the NMH refers difficult, life threatening surgical procedures to SVUH. For example, tubal ligations are carried out in SVUH but generally, to reserve theatres for more serious procedures, the system in place is that they are carried out in NMH, while the patient remains under the care of their SVUH consultant. IVF is currently offered only in hospitals with a maternity unit and consultants in SVUH refer patients to those hospitals offering IVF. IVF services available in NMH will continue to be available in the new NMH @ Elm Park DAC.

Ends. 9 May 2022

Appendix 1. PWC Letter on CLG Company Status.



Private and confidential

Neil Parkinson
 Company Secretary
 St. Vincent's Healthcare Group
 Elm Park
 Dublin 4

9 May 2022

Dear Mr Parkinson

As you know PwC arranged for the incorporation of St. Vincent's Holdings Company Limited By Guarantee on 18 August of 2020 at the request of the board of St. Vincent's Healthcare Group DAC.

As standard practice PwC avail of the services of an incorporation agent to arrange for the incorporation of new Irish companies for our clients. Company Formations International Limited ("CFI"), an Irish incorporated and Irish owned business, has been in operation for over 30 years in Ireland and incorporate thousands of new companies in Ireland each year.

As is its standard practice for the purposes of the incorporation of new companies CFI used two Irish incorporated companies, Stembridge Limited and Porema Limited (these companies are also owned by the same two individuals as CFI) to act as the initial subscriber shareholders/members for these newly incorporated companies. This allows CFI to proceed quickly with a request to incorporate. This practice was used for the incorporation of St Vincent's Holdings CLG. Immediately after incorporation Stembridge Limited and Porema Limited transfer the subscriber shares (the first shares issued for incorporation purpose) to the client shareholder(s) or resign from membership with the client member(s) being appointed. In the case of St Vincent's Holdings CLG Stembridge Limited and Porema Limited were replaced as members by Mr James Menton, Gerard Flood and Sharen McCabe, all of whom were directors of St Vincent's Healthcare Group DAC.

Once the above incorporation process was completed CFI, Stembridge Limited and Porema Limited had no further involvement with St Vincent's Holdings CLG.

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I can confirm that St Vincent's Holdings CLG is an Irish incorporated company, that no 'offshore' companies were used in its incorporation and that St. Vincent's Healthcare Group comprises only Irish incorporated and resident companies.

Yours sincerely

A handwritten signature in blue ink that reads 'Paul W O'Connor'.

Paul W O'Connor
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