



To: Mayor, Councillors and Chief Executive of Waitaki District Council
From: Keith Marshall, Chief Executive, WDHSL
Date: 15th March 2023

Subject: **WDHSL: draft SOI for FY 2023/24**

This draft Statement of Intent (SOI) for Waitaki District Health Services Limited (WDHSL) is presented in advance of the receipt of a letter of expectation from the Council. Accordingly, amendments will be considered prior to presentation of a final SOI to Council.

It is a relief to finally be able to present Council with a draft SOI that indicates a positive move toward ongoing financial sustainability for WDHSL. While the financial projections are not yet where we would all wish those to be, this draft SOI paints a far more secure future than has been the case for quite some time now.

As Council is aware, through working cooperatively with Te Whatu Ora, WDHSL has been successful in striking a new funding and services agreement that has seen an ongoing lift of approx. \$3.5m per annum; a lift in excess of 30%. That funding uplift should allow WDHSL to address its long-standing cashflow problems, while also providing the very necessary funding platform to allow a return to a more permanent state of sustainability.

The magnitude of the impact of this funding lift cannot be over-stated. This is an amazing result for us all. WDHSL can now actually start to progress a viable long-term future for health services within the district.

Most crucially, the new funding and service agreement commits Te Whatu Ora and WDHSL to jointly working together to properly re-examine the health services mix, and the necessary associated funding, required by our community on an ongoing basis. We are looking forward to engaging in a wide-ranging process and discussion in order to progress this work, and which we expect to commence within the coming year.

Even so, we still have some work to be able to complete our current financial turnaround exercise in order to ensure our ongoing economic viability. The new funding contract alone will not achieve that

without us needing to address some long-standing internal matters not least of which is our current understaffing.

There is no question that our biggest real challenge remains in being able to recruit the staff necessary to ease the current and chronic understaffing we (and the rest of the health sector) are currently experiencing.

Our stance, and success, in now being able to address the existing pay gap between WDHSL and Te Whatu Ora staff will go a long way toward our recruiting efforts, but isn't the only initiative open to us. Over the next few months, we expect to make good initial progress on redressing some of our existing pressures.

Beyond the crucial service and staffing issues currently being grappled with, there is also a need to have a more strategic look at our ongoing balance sheet structure. In particular, while the new funding contract addresses past cashflow issues, we still have a need to consider how best to fund some long-delayed capital expenditure and investment into our equipment and services provision.

Lastly, we would like to bring to your attention, as has been canvassed at length previously, that this draft SOI still makes no inclusion of any Observatory Village (OV) aspects whatsoever. We have legal advice, which we have shared with you, making it clear that WDHSL has no legal control in respect to OV. It is therefore inappropriate for WDHSL to present a draft or final SOI including OV matters. A resolution to this situation is beyond the legal ability of WDHSL to directly affect alone, but we will continue to see if the matter can be resolved through some of the options that are open to us.

Nāku noa nā,

Keith

Keith Marshall

Tumu Whakarae | Chief Executive

Waitaki District Health Services Limited

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WAITAKI DISTRICT HEALTH SERVICES LIMITED

2023/2024

STATEMENT OF INTENT

<DRAFT ONLY>

(Pursuant to Section 64 of the Local Government Act 2002)

<NB: some, limited, financial projections are included.>

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Waitaki District Health Services Limited

Draft Statement of Intent

Period from 1 July 2023 – 30 June 2024

1. Introduction

This Statement of Intent has been prepared in accordance with Section 64 of the Local Government Act 2002.

It outlines the activities and intentions of Waitaki District Health Services Limited (the Company) (WDHSL) for the next three years and the objectives to which those activities will contribute. Performance targets and measures are specified, along with the Company's relevant policies relating to governance and other matters.

The Statement of Intent is reviewed annually by the Company in consultation with Waitaki District Council.

Where relevant, subsidiary / related entities of the Company, are highlighted.

The overwhelming new context for this draft SOI when compared to previous years is the newly renegotiated funding contract with Te Whatu Ora which has added approximately \$3.5m per annum in revenues. Even so, due to current understaffing issues continuing along with the attendant penal and overtime rate impacts on staffing costs, it is expected that WDHSL will show a financial deficit for the past financial year and also into FY23/24, along with an attendant decrease in shareholder equity.

Nevertheless, the financial future for WDHSL is considerably stronger than at any time in the recent past.

Currently WDHSL has an advance from Council of \$1.95m in the form of a loan intended to provide cashflow support for the current financial year. In considering this draft SOI, the advance is continued to be included, but it is understood that a discussion will be had with Council as to the future deployment of that advance prior to finalising the SOI.

The activities of Waitaki District Health Services Trust (WDHST) are also covered however this has no material effect on the content of this SOI as the Trust activities are currently in abeyance awaiting consideration of the place that the Trust holds going forwards.

No provision is made relating to Observatory Village (OV) activities in this draft SOI due to WDHSL having an absence of any legal controls over OV.

2. The Company

2.1 Background

Waitaki District Health Services Limited was established in 1997 for the charitable purpose of providing health services to the community and is 100% owned by the Waitaki District Council. Under the provisions of the Local Government Act 2002, it is deemed to be a Council Controlled Organisation.

Council's primary objective for continued ownership and control is to ensure the healthcare needs and interests of the district are met through the delivery of our core purpose:

To champion, provide, and enable sustainable, trusted, quality health services for our community (the Waitaki District).

WDHST was established under a trust deed for the charitable purpose of providing health services within the Waitaki District of New Zealand. Its trustees are the directors of the Company. Discussions have been had regarding the dissolution of the Trust but at this stage it is felt that until the future pathway under the current health reforms is better known, the Trust is best held as is for now; namely, extant but largely inactive.

The Company is currently required by the Office of the Auditor General (OAG) to provide audited consolidated financial accounts including the Company, WDHST and Observatory Village Charitable Trust (OVCT). That grouping adds cost, time and other pressures that do not appear beneficial to anyone. All parties involved, Council, WDHSL, WDHST, and Observatory Village do not believe that the entities should be grouped together as WDHSL has no legal ability to direct or control the activities of Observatory Village. The OAG have reaffirmed their decision to continue to audit consolidated accounts for WDHSL and OVCT.

Legal advice obtained by WDHSL and shared with OVCT and Council make it very clear that WDHSL has no legal control or influence over OVCT. Accordingly, as in previous years, no material is contained in this draft SOI relating to the operations of Observatory Village (OV) due to WDHSL having no legal control over OV nor its component companies.

2.2 Nature and Scope of Activities

The activities undertaken by the Company include, but are not limited to:

- The operation of Oamaru Hospital
- The district-wide provision of health services including:
 - Inpatient care including (assessment, treatment and rehabilitation);
 - Acute care services such as Emergency Department, Stabilisation and Observation;
 - Maternity including ante- and post-natal care.
 - Diagnostics such as Radiology (CT Scans, Plain Film, and Ultrasound);
 - Outpatient specialist and nurse-led clinics;
 - Mobile Surgical Bus;
 - Te Waka Wahine Hauora (The Woman's Health Bus);
 - Chemotherapy;
 - District Nursing;

- Allied Health, including Occupational Therapy, Clinical Needs Assessment, Physiotherapy and Social Work.
- Maintaining and operating Te Whatu Ora Health New Zealand, and Te Aka Whai Ora Māori Health Authority, service contracts for the Waitaki District.
- Maintaining and operating an ACC service contract for Rural GP services.
- Providing contract health and rehabilitation services for other organisations requiring local services such as an ACC Non-Acute Rehabilitation contract.
- Acquiring, maintaining, and operating all buildings and other resources needed for the business of the Company.
- Developing a sustainable business plan to ensure long-term clinical and financial viability.
- Overseeing subsidiary / related companies for the benefit of the Group.

2.3 Objectives

The principal objective of the Company is to operate a successful healthcare business by providing services to meet the healthcare needs of the Waitaki District community.

2.4 Shareholder Expectations

Council expects that in conducting the affairs of the Company, WDHSL shall ensure:

- That, over time, the Company returns to operating in a financially sustainable manner.
- The Company delivers services that are clinically excellent and safe for both staff and those accessing services.
- Delivery of clinical services are of the highest quality and meet the needs of our community.
- That the Company buildings, infrastructure, clinical equipment, and information technology systems are in good condition, fit for purpose and well maintained.
- That the Company ensures that the delivery of contracted services is within the provided funding.
- Business activities are conducted in an efficient and effective manner with assets and liabilities being prudently managed.
- Overall performance supports Council's reasons for continued ownership, including engagement with the Council around the wider local government reforms opportunities as appropriate.
- The Company acts as a good employer and as an environmentally conscious and responsible citizen.
- Transparent and collaborative relations are maintained with the shareholder.
- That the Company pursue all avenues of funding that may become available from time to time for Waitaki District Health Services funding.
- That the Company engages with the ongoing health reforms process to ensure that both itself and the wider community can make the most of the opportunities being presented.
- That the Company seek out opportunities for further integration with other health services.
- That the Company extend its working relationships across the health sector locally and with Te Whatu Ora Health New Zealand and Te Aka Whai Ora Māori Health Authority, and especially that the Company engages with the ongoing and emerging process for establishing a Locality Network in Waitaki in conjunction with other partners.

3. Reporting and Performance Measures

3.1 Reporting Frequency and Content

The Chair, or their nominated delegate, of the Company shall attend any meeting at which the Annual Report or Half Yearly Report is presented to Council as shareholder.

The following information will be available to the shareholder based on an annual balance date of 30th June:

Draft Statement of Intent

By 31st March each year, the Directors shall deliver to the shareholder a Draft Statement of Intent for the following year which fulfils the requirements of Section 64 of the Local Government Act 2002.

Completed Statement of Intent

By 30th June of each year, the Directors will deliver to the shareholder a Statement of Intent for the following year which fulfils the requirements of Section 64 of the Local Government Act 2002.

Half Yearly Report

Within two months after the end of the first half of each financial year, the Directors shall deliver to the shareholder an un-audited report containing the information required by the Financial Reporting Act 1993 and a commentary on the results for the first six months together with a report on the outlook for the second six months with reference to any significant factors that are likely to have an effect on the Company's performance.

Annual Report

Within three months after the end of each financial year, the Directors shall deliver to the shareholder an annual report and audited financial statements in respect of the financial year, containing the following information as a minimum:

- A report on the operations of the Company to enable an informed assessment of the Group's performance, including variations from the business plan and achievements against performance targets.
- Performance against the Corporate Governance Statement.
- Audited Financial statements as required under the Financial Reporting Act 1993, *(It is noted that time constraints of the company's auditors may delay timely completion of audits and that any such delays are not within the control of the company).*
- A report on compliance with the Company's Tendering Policies.
- Activity statistics, with comparable figures for previous year.
- A report on service delivery issues and achievements.

3.2 Performance Objectives and Measures

WDHSL – The Company

Over the next three years the Company's performance objectives are to:

- (i) Ensure services are clinically excellent, financially sustainable and delivered by an engaged workforce, operating in safe working environments.
- (ii) Actively engage with the ongoing health reforms process to ensure opportunities for improved health outcomes for the community are maximised.

- (iii) Operate and provide planned services within budgeted income, including services contract income with Te Whatu Ora Health New Zealand and Te Aka Whai Ora Māori Health Authority and income from other contracted sources.
- (iv) Achieve a break-even or better result after prudent provision for assets, depreciation and replacement, and for future trading requirements.
- (v) Update the Company's business plan on an annual basis.
- (vi) Meet any service standards required under Te Whatu Ora Health New Zealand and Te Aka Whai Ora Māori Health Authority contractual arrangements with the Company, by maintaining the following certifications:
 - a. Health & Disability Sector Standards Certification for the hospital;
 - b. Baby Friendly Hospital Initiative Certification for Maternity;
 - c. International Accreditation New Zealand (IANZ) Certification for Radiology;
 - d. Building Warrant of Fitness certification;
 - e. Building Act 2004 Compliance Schedule;
 - f. Compliance with Food Act 2014, Food Regulations 2015, FSANZ Food Standards Code through a National Programme Level 3 for the hospital kitchen;
 - g. Stationary Container System Test Certificate;
 - h. Hazardous Substances Location Test Certificate;
 - i. Approved Handlers Test Certificate;
 - j. Cold Chain Accreditation.
- (vii) Meet and observe adequate professional and technical standards in the delivery of Waitaki District Health Services by ensuring all employed regulated health professionals hold current Annual Practising Certificates or equivalent.
- (viii) Maintain a Quality Assurance Programme to ensure adequate standards of care and services are maintained to the Company's patients.
- (ix) Establish, where appropriate, strategic alliances with business partners and community groups in order to achieve desired outcomes for health services.
- (x) Report to the Council at half yearly and yearly intervals as required.
- (xi) Communicate to staff and to the wider community as and when necessary. In the past, the Board have agreed to a minimum of two health forums annually but also note that this arrangement was severely curtailed during the covid pandemic.
- (xii) Work with parties such as Stronger Waitaki, the Emergency Services Coordinating Committee (ESCC), the Emergency Care Coordination Team (ECCT), the Electives Operational Meeting, Stroke Governance Group and/or others that have a professional or business interest in health care in the Waitaki District to maintain and improve the range and quality of health care services in the District.
- (xiii) The Board commit to ongoing reviews of the Company governance policies.

Notes:

- Over the past few months the Company has achieved a substantial increase in its funding contract with Te Whatu Ora Health New Zealand. As part of that funding contract outcome, Te Whatu Ora Health New Zealand has also committed to working alongside WDHSL and the community to examine the services and funding mix needed to establish ongoing sustainable health services and funding for the Waitaki community for the future. It is expected that work on establishing that future health services mix will be commenced in the coming year.

Ratio of Consolidated Shareholders' Funds to Total Assets

'Shareholders' Funds' (Equity) are defined as the paid-up capital plus any retained tax paid profits earned and less any dividends distributed to shareholders. They include accumulated surpluses,

revaluation reserves, trust funds and any other reserves or funds which have been accumulated in accounts known as either “Revenue Reserves” or “Capital Reserves”.

‘Total Assets’ are defined as the sum of all current and non-current assets plus investments of the consolidated accounts.

The ratio of consolidated shareholders’ funds to total assets will be in the range of 60% to 90%.

No asset will be represented by the Waitaki District Council’s shareholding in the Company that could involve the Council or community in loss of value in such asset which is nominal only, the Company being wholly funded by Government and private suspensory and commercial loan arrangements.

3.3 Financial projections (for WDHSL only): actual FY21/22 to estimated FY24/25

Year ended	30 June 2022	30 June 2023	30 June 2024	30 June 2025
Surplus (deficit)	(\$3m)	(\$1m)	(\$750k)	(\$250k)
Shareholder equity	\$11m	\$10m	\$9.25m	\$9m
Cashflow support	\$1.95m	nil	nil	nil

Key assumptions:

- Projections based on 2022 budget models.
- Ongoing funding uplift of \$3.5m per annum is net of costs.
- A cautious outturn projection for year ended 30 June 2023.
- Staffing levels may take some time to ameliorate and therefore cost pressures will continue.
- CPI impacts netted out in funding uplifts (including meeting ongoing staff pay increases).
- NB: all projections to be updated in final SOI and extended to FY25/26.

4. Governance Policy and Procedures

4.1 Corporate Governance Statement

(a) Role of the Board of Directors

The Directors' role is defined in Section 58 of the Local Government Act 2002. This section states that all decisions relating to the operation of the Council Controlled Organisation shall be made pursuant to the authority of the directorate of the Organisation and its Statement of Intent. The Board consults with the Company's shareholder in preparing and reviewing the Statement of Intent.

The Board meets on a regular basis and is responsible for the proper direction and control of the Company's activities. This responsibility of the Company Directors includes such areas of stewardship as the identification and control of the Company's business risks, the integrity of management information systems and reporting to shareholders. While the Board acknowledge that it is responsible for the overall control framework of the Company respectively, it recognises that no cost effective internal control system will preclude all error and irregularities.

(b) The Role of the Shareholder

The Company Board aims to ensure that the shareholder is informed of all major developments affecting the Company's state of affairs. The shareholder is consulted with on the review of the Waitaki District Health Services Limited's Statement of Intent and is responsible for the appointment of directors. Information is communicated to shareholder in the Annual Report, the Interim Report and special meetings where required.

(c) Company Board Appointments

Company Directors are appointed by the shareholder in accordance with Council policy. The Company Board is subject to the shareholder's director rotation policy requiring all of the directors retire over any three year period. Retiring Directors shall be eligible to apply for reappointment.

(d) Director, Board and Trustee Performance

The Board Evaluation policies require the Board review their performance, and the performance and contribution of individual directors on an annual basis, taking into account the current and future needs of the Company, and performance improvement processes are implemented as required. Annual reviews also provides information to the shareholder on the mix of skills needed to assist with the identification of new directors.

(e) Board Committees

There is one Company Board Committee, namely, Finance, Audit and Risk. Ad hoc Committees are constituted as may be required for particular Board tasks.

(f) Company Management Structure

The Management of WDHSL is delegated to the Chief Executive Officer, who will manage WDHSL in accordance with the directives of the Board and good business practice. There is no separate management structure in place for WDHST.

(g) Audit

External auditors are used to evaluate the quality and reliability of information provided to the shareholders. From FY22/23 onwards the OAG has been changed the auditor appointment from Audit NZ to Grant Thornton.

4.2 Dividend Policy

It is not intended for the Company to pay a dividend.

4.3 Accounting Policies

The Company's accounting policies will comply with the legal requirements of the Companies Act 1993, the Financial Reporting Act 1993 and Local Government Act 2002 and be consistent with generally accepted accounting principles.

A full statement of Accounting Policies will be presented in the Company's Annual Reports.

4.4 Tendering Policy

The Company have tendering policies relating to the supply of goods and services to the Company from suppliers and directors.

Compliance with the Tendering Policy is reported in the Company's Annual Reports.

4.5 Procedures for Acquisition of Other Interests

The acquisition of shares or interest in other companies or organisations will only be considered independently by the Company Directors where such acquisition is consistent with the long term objectives of the Company respectively.

If the Company Directors believe that the Company should invest in, or otherwise acquire, any interest in another company or organisation, they will independently obtain the prior approval of the shareholder.

4.6 Activities for Which the Company Seeks Compensation from any Local Authority

There are no activities contemplated for which the Directors seek compensation from the Council as shareholder.

The Council is not permitted, nor required, to provide any guarantee, indemnity, or security in respects of the assets, liabilities, or trading activities of the Company.