

Minutes of 11th Meeting of the Authority – 26 September 2024 held via Hybrid

Table 1: Authority Members Present:

Name	Detail	Initials
Gerry Kearney	Chairperson	GK
Lorraine Lally	Member of the Authority	LL
John O'Donnell	Member of the Authority	JOD
Mari Daly	Member of the Authority	MD
Cathy Holahan	Member of the Authority	CH
Máire McMahon	Member of the Authority	MM
Geraldine Smith	Member of the Authority	GS
Stephen Keogh	Member of the Authority	SK
Darren Lehane	Member of the Authority	DL
Tony Ward	Member of the Authority	TW
Michael O'Sullivan	Member of the Authority	MOS
Nicola Keogh	Member of the Authority	NK

Apologies: Ercus Stewart

Table 2: Executive in attendance:

Name	Detail	Initials
Madeleine Delaney	Chief Executive Items 1-3; 5 - 6; 8 - 14.	MPD
Thomas Mulholland	Director of Compliance and Enforcement Items 1-3; 5 - 6; 8 - 14.	TM
Malachy Cardiff;	Head of Corporate Affairs Items 1-3; 5 - 6; 8 - 14.	MC
Seán O'Connor	Head of Charity Services Item 10.12	SOC
Meagan Gill	Head of Registration Item 10.1 – 10.5	MG
Carmel O'Donohoe	Governance and Policy Manager/Minute Taker Items 1-3; 5 - 6; 8 - 14.	COD

Apologies: None

Table 3: External members in attendance:

Mary Carroll	Strategy Facilitator, Growth Potential	MC
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1.0 Quorum

- It was noted that a quorum was present and the meeting was duly convened.

2.0 Introduction and apologies

- The apology from Ercus Stewart was noted.

3.0 Conflicts of Interest

- A potential conflict of interest was declared by MOS related to agenda Item 10.4 of this Board meeting. It was agreed that MOS would absent himself from agenda item 10.4 of this meeting.
- A potential conflict of interest was declared by Charity Services Committee (“CSC”) member NK related to the Charity Services Committee meeting minutes held on 12 September 2024 (at agenda item 9.3 of this Board meeting).

4.0 Strategy session

- Members noted the overview of the stakeholder consultation review of the strategy given by Strategy facilitator Mary Carroll from Growth Potential.
- The Board reaffirmed its view in relation to mission and vision as previously discussed.

5.0 Approval of Minutes of Previous Meetings

5.1 Draft minutes of the Board meeting dated 1 August 2024

- The Board reviewed and approved the Board minutes of 1 August 2024, subject to a minor amendment at section 7.2.

5.2 Approval of additional Board minutes of 8 August 2024.

- The Board reviewed and approved the additional Board minutes of 8 August 2024.

5.3 Approval of Decision between Board meetings dated 29 August 2024 regarding approval and sealing of cy-pres scheme.

- The Board passed the following Resolution on 29 August 2024:
The Board has agreed to approve and seal the cy-pres scheme as set out at item 10.1 of the minutes of the CSC meeting of 14 March, contained in item 5.3 of the Agenda of the Board meeting of 28th March 2024.

6.0 Matters arising

- There were no matters arising.

7.0 Reserved Session

7.1 Matters arising from PT programme:

- The Chairperson provided an update on the progress by the independent expert appointed to review and advise the Board on organisational matters arising from the PT programme. The independent expert's report is expected to be completed during October and it is planned that he may attend and brief the board at its next meeting

7.2 Estimates/Funding 2025:

- The Chairperson advised that the Authority's 2025 estimates submission, which sought an increase of €250k in the current (operational) budget and €100k in the capital budget, had been endorsed by the Department and that a further €100k current (operational) budget has also been secured.
- Consideration will be given to the feasibility of using some of the additional funding to further develop the management structure.

7.3 Digital Platform

- The Chairperson advised that the CEO has made good progress in discussions with the Department in advancing the Digital Platform.

7.4 Dates

- The Chairperson noted the CRA's 10th anniversary will be on 16 October 2024.
- The Chairperson advised that the Chief Executive has been invited to attend the Public Accounts Committee on 17 October 2024.
- The Chairperson outlined that it is proposed to hold the November off-site Board meeting in Portlaoise on 28 November 2024.

7.5 Strategy 2025 to 2027

- Members noted the key responsibility of the Board in setting the strategy for the organisation.
- Following on from earlier board discussions on Vision, Mission and Values, the board agreed that, for the next phase, a strategy sub-committee of the board would work with the Facilitator and the Executive to identify possible strategic pillars and a broad outline of the plan. These proposals would then be brought to the full Board for consideration, review and decision.
- Given the importance of the Plan, it was agreed that significant Board time would be given over for this purpose, and an additional meeting scheduled for early November if required
- It was noted that the findings of the report by the independent expert, along with an overview by the Chief Executive on organisational performance across various areas, will form a useful backdrop for such board deliberations.
- The Chairperson thanked all for their contribution and closed the reserved session.
- The Executive re-joined the meeting at 15:03

8.0 CEO Report

Members noted the Chief Executive's report on activities since the last meeting of the Authority.

8.1 Registration

- The Board noted the report on Registration and the updates contained therein.

8.2 Compliance and Enforcement (C&E)

- The Board noted the report on C&E and the updates contained therein.
- The Board requested a table in future reports which has a detailed breakdown of the number of Protected Disclosures.
- The Board noted that there would be formatting changes made within the report which would include a sub heading on the number of S.59 notifications received.

8.3 Communications and Stakeholder Engagement

- The Board noted the report on Communications and Stakeholder Engagement and the updates contained therein.

8.4 Charity Services and Legal Affairs

- The Board noted the report on Charity Services and Legal Affairs and the updates contained therein.
- The Board noted the verbal update on legal affair matters since the report was written.

8.5 Corporate Affairs, Finance and HR

- The Board noted the report on Corporate Affairs and the updates contained therein.
- The Board noted the report on Human Resources and the updates contained therein.
- The Board noted the report on Finance Update.

8.6 Update on current organisational issues and CEO Matters

- The Board noted the update on current organisational issues and CEO matters.

9.0 Update from Committees

9.1 Report of the Finance Audit Risk and Governance (FARG) Committee

- The Board noted the report of the Chairperson of the FARG Committee since the last meeting of the Board.
- The Board noted the minutes of Meeting 3 of 2024, held on 10 June 2024.

9.2 Report of the Regulatory Committee (RC)

- The Board noted the report of the Chairperson of the RC since the last meeting of the Board
The Board noted minutes of Meeting 5 of 2024 and the minutes of the re-convened meeting 5 for the Regulatory committee held on 5 of September and 17 of September 2024 respectively.

9.3 Report of the Charity Services Committee (CSC)

- NK absented herself from the decision making process.
- The Board noted the minutes of meeting 6 of 2024 for the Charity Services Committee held on 12 September 2024 and the memos and the papers on the Board portal software.
- The Board formally approved all recommendations of the Committee and adopted same as decisions of the Authority, save in relation to recommendation 8.4. The Board discussed the application and noted it had been withdrawn by the applicant charity.
- The Board authorised the Seal of the Authority to be affixed where appropriate.

9.4 Performance Resource Planning and Advisory Committee (PRPAC)

- The Board was advised that there was no meeting of the PRPAC since the last meeting of the Authority.

10.0 Decisions by the Authority

10.1 Decision to Refuse an application to be entered in the Register of Charitable Organisations – [REDACTED]

- The Board reviewed and discussed the recommendation to refuse an application to be entered in the Register of Charitable Organisations from [REDACTED] under section 39 of the Charities Act 2009.
- **The Board agreed to refuse an application in the Register of Charitable Organisations under section 39 of the Charities Act 2009 pertaining to [REDACTED] on the grounds that the public benefit criterion had not been met by [REDACTED]**

10.2 Decision to Refuse an application to be entered in the Register of Charitable Organisations – [REDACTED]

- The Board reviewed and discussed the recommendation to refuse an application to be entered in the Register of Charitable Organisations from [REDACTED] under section 39 of the Charities Act 2009.
- **The Board agreed to refuse an application in the Register of Charitable Organisations from [REDACTED] under section 39 of the Charities Act 2009 pertaining to [REDACTED] for the reasons outlined in the Notice of Intention to Recommend Refusal of an Application under section 39 of the Charities Act 2009 dated 24 April 2024.**

10.3 Decision to Refuse an application to be entered in the Register of Charitable Organisations – [REDACTED]

- The Board reviewed and discussed the recommendation to refuse an application to be entered in the Register of Charitable Organisations from [REDACTED] under section 39 of the Charities Act 2009.

- **The Board agreed to refuse an application in the Register of Charitable Organisations from [REDACTED] under section 39 of the Charities Act 2009 pertaining to [REDACTED] for the reasons outlined in the Notice of Intention to Recommend Refusal of an Application under section 39 of the Charities Act 2009 dated 30 April 2024.**

MOS absented himself from the meeting.

10.4 Decision to Refuse an application to be entered in the Register of Charitable Organisations - [REDACTED]

- The Board reviewed and discussed the recommendation to refuse an application to be entered in the Register of Charitable Organisations from [REDACTED] under section 39 of the Charities Act 2009.
- **The Board agreed to refuse an application in the Register of Charitable Organisations from [REDACTED] under section 39 of the Charities Act 2009 pertaining to [REDACTED] for the reasons outlined in the Notice of Intention to Recommend Refusal of an Application under section 39 of the Charities Act 2009 dated 12 June 2024.**

MOS returned to the meeting

10.5 Decision to Refuse an application to be entered in the Register of Charitable Organisations - [REDACTED].

- The Board reviewed and discussed the recommendation to refuse an application to be entered in the Register of Charitable Organisations from [REDACTED] under section 39 of the Charities Act 2009.
- **The Board agreed to refuse an application in the Register of Charitable Organisations from [REDACTED] under section 39 of the Charities Act 2009 pertaining to [REDACTED] [REDACTED] for the reasons outlined in the Notice of Intention to Recommend Refusal of an Application under section 39 of the Charities Act 2009 dated 6 June 2024.**

10.6 Application of S 41 (a) of the FOI Act.

- The Board agreed the following
 - **The records identified within the Briefing note are classified as confidential**
 - **That the Charities Regulator applies section 41(a) of the FOI Act 2014 in relation to confidential records.**

10.7 Decision regarding Recommendation not to publish Inspector's Report into the ISPCA

- Members considered the recommendation as outlined within the Briefing note and approved the decision not to publish the Inspector's Report into the Irish Society for Prevention of Cruelty to Animals (RCN 20008734) at this time. Members noted that a Public Notice will be published on the website to indicate that the investigation has concluded but the inspectors' report will not be published at this time to avoid any potential impact on separate court proceedings that are currently in progress.

10.8 Approval of Delegation by Chief Executive of Certain Functions

- Members considered the recommendation as outlined within the Briefing note and approved the Delegation, subject to an amendment to be made in the document which is to change wording of section 20 of the Charities Act 2009 to section 21 which relates to the Delegation of functions of the Chief Executive.

10.9 Approval of award of contract for Provision of Market Research Services

- Members considered the Briefing note and
 - Approved the award of the tender to the first place tender
 - Authorised the Chief Executive to sign the contract on behalf of the Board

The ET to confirm the maximum spend on the contract.

10.10 Approval of contract for the Provision of Recruitment Services

- Members considered the Briefing note and
 - Approved the award of the tender to the first place tender
 - Authorised the Chief Executive to sign the framework agreement and contract on behalf of the Board

10.11 Approval of the Digital Platform Executive Summary

- Members reviewed and approved the executive summary paper regarding the Digital Platform.
- Members authorised its submission to DRCD's Management Board.

10.12 Approval of Proposed Approach regarding the CIF.

- Members reviewed the proposed approach regarding the Common Investment Fund ("CIF") as outlined within the Briefing Note.
- The Board agreed the FARG Committee would oversee the CIF project.
- Members approved and authorised the Executive to proceed with the next steps in the project as outlined within the Briefing Note.

10.13 Governance Documents

- Members reviewed and approved the following four governance documents:
 - (i) Charity Services Committee Terms of Reference
 - (ii) FARG Committee Terms of Reference
 - (iii) Regulatory Committee Terms of Reference
 - (iv) Nominations Committee Terms of Reference

11.0 Corporate Risk Register

- The Board approved the risk register.

12.0 Business Plan Tracker

- Members noted the Business Plan Tracker for September 2024.

13.0 Chairperson's Report

- The Chairperson's update is contained within the reserved session at item 7.

14.0 AOB

- There being no other business, the Chairperson thanked all for their contribution and closed the meeting.

Actions arising from Reserved Session of Board Meeting, 26 September 2024

No.	Action	Person Responsible	Timeframe
1.0	Briefing by Independent Expert on organisational matters arising from the PT programme	Board Secretary	Oct 2024
2.0	Groundwork by strategy subcommittee on possible strategic pillars and outline of next Plan	Board members	October 2024
3.0	Possible additional board meeting for early November on the Strategic Plan	Board Secretary	October 2024
4.0	Board meeting to be held in Portlaoise on 28th November,	Board Secretary	Nov 2024

Actions arising from Board Meeting 11, 26 September 2024

No.	Action	Person Responsible	Timeframe
1.0	All the recommendations of the Charity Services Committee Meeting 6 (12 September 2024) as outlined in their minutes, save in relation to its recommendation 8.4, to be actioned and the Seal to be affixed where appropriate.	Charity Services	Oct 2024
2.0	Provide a table in future reports which has a detailed breakdown of the number of Protected Disclosures. Provide formatting changes made within the report which would include a sub heading on the number of S.59 notifications received.	Director of C&E	Ongoing from Oct 2024
4.0	The FARG Committee to oversee the CIF Project	FARG Committee	Q4 2024

Key actions carried forward from Meeting 7, 1 August 2024

No.	Action	Person Responsible	Timeframe
1.0	Publish redacted minutes for the additional Board meeting of 11 June 2024 on the Charities Regulator's website at the appropriate time.	Board Secretary	TBC
2.0	Discussion on the Charities Governance Code to a future Board meeting	Board Secretary	TBC

Signed: Gerry Kearney – Chairperson

Malachy Cardiff – Board Secretary