

Minutes of 1st Meeting of the Authority (Incorporeal) – 21st of January 2021 –

3 George's Dock, IFSC, Dublin 1, D01 X5X0.

Incorporeal via Zoom

Present:

Name	Detail	Initials
Patrick Hopkins	Chairperson	PH
David Brady	Member of the Authority	DB
Katie Cadden	Member of the Authority	KC
Niamh Cahill	Member of the Authority	NC
Tom Costello	Member of the Authority	TC
Patricia Cronin	Member of the Authority	PC
Fergus Finlay	Member of the Authority	FF
Rosemary Keogh	Member of the Authority	RK
Máire McMahon	Member of the Authority	MMcM
Graham Richards	Member of the Authority	GR
Martin Sisk	Member of the Authority	MS
Ercus Stewart	Member of the Authority	ES

Apologies:

No apologies.

In attendance:

Name	Detail	Initials
Helen Martin	CEO Items 1.0 to 10.0	HM
Thomas Mullholland	Head of Compliance and Enforcement Items 1.0 to 10.0	TM
Heidee Kealy	Head of Communications and Stakeholder Engagement Items 1.0 to 10.0	HK
Eamon O'Halloran	Registration and Projects Items 1.0 to 10.0	EO'H
Niall Scanlon	Finance Manager Items 1.0 to 10.0	NS
Malachy Cardiff	Corporate Affairs Manager/Board Secretary Items 1.0 to 10.0	MC
Trevor Macnamara	IT Support Item 1.0	TMacN
Ciara Cahill	Regulatory Lawyer and Charity Services Manager Items 1.0 to 10.0	CC
Carmel O'Donohoe	Governance and Policy Officer Items 1.0 to 10.0	COD

1.0 Quorum

A quorum was present and the meeting was duly convened.

TMacN left the meeting.

2.0 Apologies

There were no apologies.

3.0 Conflicts of Interest

The members were requested to declare any potential conflict of interest, whether real or perceived, with any items on the agenda.

No potential conflict of interest was declared.

4.0 Minutes of previous meeting

Meeting of the Authority – 26th of November 2020

The minutes of the Meeting of the 26th of November 2020 were approved by the Board.

4.1 Matters Arising

There were no matters arising.

5.0 Committee Updates

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

- The minutes of the FARG Committee meeting of 14th of December 2020 were included in the Board Pack and taken as read. The Chairperson of the FARG Committee presented the report of the Committee.
- The Committee met the C&AG regarding the '2019 Audit Completion Memorandum'. The C&AG was complimentary on the efficiency of the process for the 2019 audit. A plan has been developed for the 2020 audit. The members noted the excellent performance of the finance team in securing a clean audit.
- The FARG Committee recommends that all committees should review their own effectiveness every year, and that all Committees' terms of reference should be amended to reflect this.
- The members were informed that there was a work plan to present policies, in a phased manner, to the FARG Committee for its recommendation to the Board for approval.
- The members were informed that the FARG Committee had reviewed the Protected Disclosures Policy, and subject to one amendment to encourage individuals to seek

expert advice prior to making a protected disclosure, had recommended it for approval.

- Following the Board's articulation of its risk appetite the FARG Committee reviewed the risk register and has recommended a change to its structure. This will be brought to the Board for approval.
- The members discussed the Common Investment Fund (CIF). It was noted that the CIF documentation needs to be reviewed and updated through a data cleansing exercise. It was noted that the timeline for this exercise had been delayed by the impact of the pandemic.
- The FARG Committee's next meeting is on 15th of February 2021.

The Members noted that the Protected Disclosure Policy will be brought to Meeting 2 of the Board in February for approval.

The Members agreed that the terms of reference for all Committees would be amended as per the recommendation from the FARG Committee.

The Authority noted the report and the Minutes of the FARG Committee.

5.2 Report of the Regulatory Committee

- The minutes of the Regulatory Committee meeting of 10th of November 2020 were included in the Board Pack and taken as read.
- The Regulatory Committee confirmed that it had an informal meeting in January before the Board meeting to discuss its work plan for 2021 and that having the Business Plan 2021 available was helpful. The Chairperson also extended an invitation to members to contact her directly if they had any input in to the 2021 work plan. It was confirmed the work plan would be brought to the Board in March.
- The Regulatory Committee confirmed that it reviewed its Terms of Reference and that there were no amendments to be made.
- The Regulatory Committee confirmed that its work would feed into the Board Strategy Planning Committee.

The Authority noted the report and the Minutes of the Regulatory Committee.

5.3 Report of the Charity Services Committee (CSC)

- The Chairperson of the Committee presented the minutes of Meeting 1 of 2021 of the Charity Services Committee held on 14th of January 2021 and an update on the matters that were dealt with by the Committee.

- The Board was informed that the Committee had reviewed 25 items, 2 of which were executive items, and 10 of which were Cy-Près applications.
- The Board discussed the items under consideration and agreed with the recommendations.

The Authority noted the Charity Services Committee update. The Authority approved all recommendations of the Committee Meeting 1 of 2021 (14th of January 2021) and authorised the seal to be affixed where appropriate.

5.4 Performance Resource Planning and Advisory Committee (PRPAC)

- The Chairperson of the Committee presented the minutes of Meeting 4 of 2020 of the PRPAC Committee held on 10th of December 2020 and an update on the matters that were dealt with by the Committee which were:
 - Status of the recruitment campaigns;
 - Organisational structure;
 - Status of the Corporate Independence Project including revision of the Terms of Reference (ToRs) of the Charities Regulator Corporate Independence Discussion Group (CRCIDG).
- Members were informed that the ToRs for the PRPAC Committee were reviewed and amendments to include the addition of the advisory role of the Committee are recommended for approval.
- Members had a discussion regarding the application of Cy-Près schemes in circumstances where the decision regarding the appropriate recipient of specific funds is decided by the Charities Regulator further to its functions under the Charities Act 1961. Members noted that a clear process should be followed when making such decisions.

EMT to furnish the Board with options and a proposal for a process to be followed where a decision on an appropriate recipient of cy-pres funds may need to be made by the Charities Regulator.

The Authority approved the revised Terms of Reference for the PRPAC.

The Authority noted the report and the Minutes of the PRPAC.

6.0 Decisions of the Authority

6.1 Decision to Approve the ToRs for the Strategy Planning Committee.

- The members considered the Draft ToRs for the Strategy Planning Committee.
- The members noted that the purpose of the Committee was to provide direction and oversee the development of the Statement of Strategy for 2022-2024 for recommendation to the Board.
- Members noted that each standing Board Committee will put forward the name of a nominee to join the Committee and will inform the Board Secretary accordingly. Members noted that the CSC has put forward Niamh Cahill to represent their committee; Members noted that David Brady has also agreed to join the Strategy Planning Committee.

The Authority adopted the ToRs for the Strategy Planning Committee.

6.2 Decision to approve the Business Plan for 2021.


- The CEO updated members on the draft Business Plan for 2021 and addressed members' queries.
- The members were informed that in relation to 1.1 Strategic Objective, the Thematic Review of S.40 charities carried out in 2020 would help inform the Data Cleansing Exercise.
- The members noted that the term 'data cleansing' refers to the process of checking data to detect and correct (or remove) data that is incomplete or inaccurate.
- The members noted that Strategic Objective 1.4 would feed into the Communications Strategy in terms of key messaging.
- The members noted the following amendments/additions in relation to the Draft Business Plan 2021:
 - Add in an additional bullet point under SP 1.3 dealing with the report on the level of compliance with the Charities Governance Code, to include "a preliminary report in Nov 2021, final report in Jan 2022";
 - Change the Completion Target date of 2.1 on page 7 to March 2021.
- The members discussed the monitoring programme. It was agreed that the Executive would present to the Regulatory Committee on the risk indicators utilised in its Monitoring Programme.
- The members were updated on the status of Memoranda of Understanding between the Charities Regulators and relevant bodies as per SP 3.2 in the BP 2021.

- The CEO invited members to contact her should any further clarifications be required.

Members adopted the **Business Plan 2021**, subject to the above amendments being incorporated.

It was agreed that the **Board Secretary** would include the final version of the **BP 2021** in the **Members' Admin** section on the **Decision Time** board portal.

6.3 Decision to approve the Budget for 2021.

- The members of the Authority reviewed and discussed the Budget for 2021.
- The members were informed of the following:
 - The budget allocation for direct spend is €4.37m with a contingency of €120k;
 - Non-pay budget is €1.88m and Pay Budget is €2.6m;
 - Budget is aligned with the Business Plan 2021.
- The members reviewed and discussed the Non-Pay Budget for 2021. The members agreed that it would be challenging to ensure that the Charities Regulator is carrying out its statutory functions with such a tight budget.
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- Members noted the clear layout of the Non-Pay Budget 2021 on page two and requested that for the purposes of comparison an additional column indicating the previous year's actual spend be included.

It was agreed the EMT would add in the previous year's actual spend in the Non-Pay Budget for 2020.

Members adopted the Budget for 2021.

7.0 Report from the Chief Executive

The Chief Executive provided updates on the main areas of focus since the last meeting of the Authority and responded to queries raised by members. The briefing notes were taken as read and matters discussed included:

7.1 Registration and Reporting

Members noted the report on Registration and Reporting and the updates contained therein.

- Members were informed that the processing time for applications was 70 days at the end Q4 which is 5 days outside the business Plan target of 65 days, but represents a reduction of 11% on 2019.
- It was noted that the Authority had extended annual reporting dates for charities to the 16th of December 2020 as a response to the impact of Covid-19. By year end, there was therefore a reduction of compliance in filing annual reports to 83% from 90% in 2019. Filing on time has improved and reached 80%, though this was also impacted by the extensions offered.
- The Head of Registration acknowledged the work and dedication of staff who moved from manning phones in the office to manning phones remotely at very short notice, ensuring that charity trustees and the general public could contact the office with queries. The members concurred and expressed their appreciation.

7.2 Compliance and Enforcement

- The members noted the report on Compliance and Enforcement and the updates contained therein. Members were informed that :-
- The number of individual concerns received in November 2020 was 58, in respect of 39 organisations (12 concerns were in respect of 1 organisation); and there were 28 individual concerns received in December 2020, in respect of 27 organisations.
- 53 concerns, in respect of 33 organisations were closed in November and 49 concerns in respect of 40 organisations were closed in December.
- The number of individual open concerns reduced by 16 from 331 to 315 from the end of October to the end of December and the number of organisations with open concerns decreased by 10 to 222.
- A tender document had been issued for the provision of investigation services.
- The members discussed the update on the three statutory investigations. It was noted that a report on one of the investigations may be submitted shortly and if so would be furnished to February's board meeting for review and discussion with regard to potential publication.

7.3 Charity Services and Legal

- The members noted the report on Charity Services and Legal Affairs and the updates contained therein.
- In 2020 a total of 156 submissions were received by the Charity Services Unit electronically, excluding Charitable Bequest Forms and that there were a total of 98 submissions fully processed and formally completed electronically by the Charity Services Unit last year.

- Members were updated on draft Memoranda of Understanding (MOU) that have been issued by the Charities Regulator to other Government and public bodies e.g. Revenue and ODCE.

7.4 Communications and Stakeholder Engagement

- The members discussed the report on Communications and Stakeholder Engagement and the updates contained therein.
- The members were updated on the increased website traffic in November, up 23% on November 2019 and a slight decrease in December of 1.27% on December 2019. There was a general increase in Social Media followers and impressions.
- The members were updated on Charity Trustees' Week where the two online webinars were attended by 596 charity trustees in November.
- The members noted attendance of 86 people at the additional webinar which was targeted specifically at small charities and the positive feedback received.
- The members were informed that the Charities Regulator would co-host a webinar with the Bar of Ireland on Friday, 29th of January on the subject of Charities and private benefit.
- The Chairman noted that a sub-group of the Board met the head of communications and stakeholder engagement and CEO in early January to provide input to the draft Communications Strategy. The members were informed that the Communications & Engagement Strategy document would be brought to the Board in February.

7.5 Corporate Affairs and Financial Report

- Members noted the Corporate Affairs and Financial Report and the updates contained therein.
- Members were informed that at end of December 2020, the budget shows an overall spend of €4,072,444, of which salary costs were €2,018,844. This represents 93% of the total budget of €4,370,000. It was noted that there was a €297,556 underspend. DRCD had been updated on the budget underspend in November allowing the surplus funds to be reallocated by the Department.
- The members noted the processing of the H2 2020 CIF Dividends will begin in Q1 2021.
- It was noted that the Audit of the Financial Statements for 2020 is due to begin on 15 February 2021.
- Members discussed and were updated on the status of recruitment for six positions.

- The members noted that the office is open for essential work only, where a small number of staff attend the office for a limited number of hours each week to carry out essential work associated with specific ongoing business needs. All other staff are working remotely in line with Government advice.
- The members were informed that the Chair, CEO and the Head of Corporate Affairs attended an Oversight & Assurance meeting with DRCD officials on 17th December 2020. The members noted that a new Oversight and Assurance Agreement for 2021 will be furnished to the Board for their approval.
- The first meeting of the Corporate Independence Discussion Group (CIDG) was held on the 11th December 2020 with representatives from DRCD. The next meeting is scheduled for the 29th January 2021.
- The PRPAC will, on behalf of the Board, maintain oversight of and provide direction on the corporate independence project.
- The members discussed the number of FOI requests and Subject Access Requests received in 2020. The new incoming Information Governance Officer will assume responsibility in this area.

7.6 Update on CEO Matters

- The CEO updated the members on the Oversight and Assurance Agreement meeting that she, the Chairman and the Head of Corporate Services attended with DRCD officials on 17th of December 2020.
- The members discussed the upcoming Periodic Critical Review and the resources required to support the review.
- The members discussed the progress of the two research projects.

Members noted the Chief Executive's Report.

8.0 Business Plan Tracker 2020

- The members noted that the Business Plan tracker was a very clear and useful document.
- The members noted that in 2020 68% of key actions were achieved and 18% of actions were not achieved due to external factors outside of the organisations control (i.e., Covid-19). The members expressed satisfaction with this result.

Members noted the Business Plan Tracker 2020.

9.0 Chairperson's Report

- The Chairman confirmed that he attended the following meetings/events:
 - Charity Impact Awards on 8th of December 2020;
 - Fieldfisher event on how crime has changed;
 - PRPAC Meeting on 10th of January 2021;
 - IPA Governance Forum's Chairperson's Network online on 14th of January 2021; and
 - Communications Strategy Sub group on 18th of January 2021.

- The Chairman informed the meeting that he formally invited Minister Joe O'Brien to address the Board at its meeting in either February or March 2021.

- The Chairman confirmed that he also notified the Minister that three Board members will be retiring at the end of October 2021. It was noted that the appointment of Board members was a matter for Minister Humphreys.

- The Chairman recommended appointing new Chairpersons of the FARG Committee and the Regulatory Committee as follows:
 - FARG Committee – Rosemary Keogh
 - Regulatory Committee – Tom CostelloTheir tenure would commence today – 21st day of January 2021. He thanked and commended the work of both the outgoing Chairperson of the FARG, Fergus Finlay, and the outgoing Chairperson of the Regulatory Committee, Katie Cadden, and noted that both would retain their membership of the committees.

- The Chairman thanked Ms Carmel O'Donohoe for taking up the role of minute taker.

The Members of the Authority noted the update of the Chairperson.

The Authority formally approved the new appointments of Rosemary Keogh as the Chairperson of the FARG Committee and Tom Costello as the Chairperson of the Regulatory Committee.

10.0 AOB

- It was noted that the next Board meeting would take place on Wednesday, 24th of February at 2pm.

There being no further business, the Chairperson thanked all for their contribution.

Actions arising from Board Meeting 1 of 2021, 21st of January 2021

No.	Action	Person Responsible	Timeframe
1.0	The Protected Disclosure Policy will be updated and distributed to Meeting 2 of the Board in February for approval.	Malachy Cardiff	Feb 2021
2.0	Revised risk register to be brought to the Board for approval.	Malachy Cardiff	Mar 2021
3.0	ToRs for all Committees to be updated as per recommendation from the FARG Committee.	Malachy Cardiff	Mar 2021
4.0	The Regulatory Committee work plan to be brought to the Board.	Regulatory Committee	Mar 2021
5.0	EMT to furnish the Board with options and a proposal for a process to be followed where a decision on an appropriate recipient for cy-pres funds may need to be made by the Charities Regulator.	EMT	Q2 2021
6.0	The updated Business Plan for 2021 to be distributed to the Board.	Malachy Cardiff	Mar 2021

Key actions carried forward

No.	Action	Person Responsible	Timeframe
1.0	Provide revised Organisational Workforce Plan 2019-2021. <i>Date adjusted</i>	EMT	Q1 2021
2.0	Present the Thematic Review of 150 charities automatically registered under S.40 of the Charities Act 2009. <i>Date adjusted</i>	EO'H	Q1 2021
3.0	Final Communications Strategy to be brought to the Board for approval.	Heidee Kealy	Feb 2021
4.0	Governance Code: Management agreed to consider the issues discussed and undertake further sampling exercises with a view to reverting to the Board in the context of potential targets in respect of compliance with the Code.	Thomas Mulholland	Jan 2021
5.0	Publication of Board minutes: It was agreed that the Charities Regulators lawyer would review and revert to the Board.	Ciara Cahill	Feb 2021
6.0	The members agreed that feedback from the management team would be a useful part of the Board's appraisal process.	Malachy Cardiff	Jan 2021

Signed:

Patrick Hopkins – Chairperson

Malachy Cardiff – Board Secretary