

# Minutes of 2<sup>nd</sup> Meeting of the Authority (Incorporeal) – 24<sup>th</sup> of February 2021 –

## held via video conference

### 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
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
Rosemary Keogh	Member of the Authority	RK

#### Apologies:

Eamon O'Halloran

#### 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
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**

The apology from Eamon O'Halloran was noted.

## **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 Surveys – update presentation**

- Michael McLoughlin, Alison Flannery and Robert Byrne from Amárach Research joined the meeting. The Charities Regulator's Research Manager, Mandy Osborne, also joined the meeting.
- Amárach Research gave a presentation to the Board on the key initial findings of both the Public Survey and the Charities Survey.
- The presentation was followed by a brief Q&A session and discussion of the key findings.
- The CEO confirmed that a communications plan was being developed for the survey results. The members were informed that a full report on the public survey will be produced for publication. It was confirmed that the results of the survey of charities would be launched through an online event and the detailed survey results would also be published.
- The members thanked Amárach for the presentation and Mandy Osborne for her work in developing the surveys.
- Michael McLoughlin, Alison Flannery, Robert Byrne and Mandy Osborne left the meeting.

**The Authority noted the presentation given by Amárach Research.**

## **5.0 Minutes of previous meeting**

### **Meeting of the Authority – 21<sup>st</sup> of January 2021**

The minutes of the Meeting of the 21<sup>st</sup> of January 2021 were approved by the Board.

## **5.1 Matters Arising**

- a. The Board asked that the EMT give their feedback to the Board as part of the Boards Appraisal process.
- b. Publication of Board Minutes - It was agreed that Chairman, CEO and Board Secretary should work together to bring forward a proposal.
- c. It was agreed the date for Management to revert to the Board regarding potential targets in respect of compliance with the Governance Code should be changed to November 2021.

There were no other matters arising.

## **6.0 Committee Updates**

### **6.1 Report of the Finance Audit Risk and Governance ('FARG') Committee**

- The FARG Committee presented a report on its work since the last meeting of the Authority. The Committee met on the 15<sup>th</sup> February last. The Committee agreed to recommend the following for approval
  - CIF dividend option B for the H2 2020 distribution
  - Four policies and the Boards Standing Orders
  - The 2020 Letter of Representation
  - The Compliance Statement for 2020
  - The draft 2020 Financial Statements for the Charities Regulator
  - The draft 2020 Financial Statements for Charity Funds
- The FARG Committee presented its Annual Report for 2020 to the Board.
- The FARG Committee's next meeting is on 19<sup>th</sup> of April 2021

**The Authority noted the Annual Report of 2020 and the report of the FARG Committee.**

Item 7.2 Approval of Financial Statements 2020 and Statement of Internal Control was brought forward as the Chairperson of the FARG committee had to leave the meeting early.

- It was agreed the Letter of Representation to the C&AG should be signed with "Yours sincerely", the letter was approved and the Chairman and CEO were authorised to sign;
- The Compliance Statement of the Charities Regulatory Authority for 2020 to the Minister was approved and the Chairman was authorised to sign;
- The draft 2020 Financial Statements for the Charities Regulator were discussed.
  - Note 4(b), it was agreed the words Acting Up should be inserted before the word Allowances to further clarify the note
  - The Finance Manager explained the difference between Consultancy Costs on page 8, and in note 5.

**The draft 2020 Financial Statements for the Charities Regulator were approved;**

- **The draft 2020 Financial Statements for Charity Funds were approved;**

*RK left the meeting.*

## **6.2 Report of the Regulatory Committee**

- It was noted there had been no meeting of the RC since the last Board meeting. The next meeting is scheduled for the 5<sup>th</sup> of March and an update will be provided to the Board in March.

**The Authority noted the report of the Regulatory Committee.**

## **6.3 Report of the Charity Services Committee (CSC)**

- The Chairperson of the Committee presented the minutes of Meeting 2 of 2021 of the Charity Services Committee held on 11<sup>th</sup> of February 2021 and an update on the matters that were dealt with by the Committee.
- The Board was informed that the Committee had reviewed 21 items, 5 of which were executive items.
- The members discussed the processing of older Charitable Bequests Forms and agreed with the recommendation of the Committee that the Charity Services Unit should cease processing older PAS3 Forms and focus on processing charitable bequest forms received from the Probate Office since 1 October 2019.
- The Committee confirmed that it will review its Terms of Reference at the May meeting of the Charity Services Committee meeting.
- 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 2 of 2021 (11<sup>th</sup> of February 2021) and authorised the seal to be affixed where appropriate.**

## **6.4 Performance Resource Planning and Advisory Committee (PRPAC)**

- The Chairperson of the Committee presented the report of Meeting 1 of 2021 of the PRPAC Committee held on 18<sup>th</sup> of February and an update on the matters that were dealt with by the Committee which were:
  - Staffing update;
  - Organisation structure;

- Status of the Corporate Independence Project and update from the meetings of the Charities Regulator Corporate Independence Discussion Group (CRCIDG).
- A report of the status of the Corporate Independence project was provided and was discussed by the members.

The Board of the Authority noted the report of the PRPAC of 18<sup>th</sup> of February 2021.

The Authority noted the report of the status of the Corporate Independence Project.

## 7.0 Decisions of the Authority

### 7.1 Approval of Governance Documents

#### (i) Protected Disclosures Policy

- The following amendments were agreed
  - a) Section 2.14 Internal Disclosures, the section referring to the Protected Disclosure Group (PDG) to indicate that in the event that the Chairperson of the FARG was unable to attend the PDG, another member of the FARG Committee, who is also a Board member, would attend the PDG, in order to ensure Board oversight.
  - b) Para 2.14, it was agreed that the Chair of the Board would nominate another person in the event that any member of the PDG had a conflict of interest in relation to a disclosure.

The Protected Disclosures Policy was approved subject to the two above amendments.

#### (ii) Risk Management Policy

- The members noted that the Risk Management Policy had been amended to reflect the new method of risk scoring which takes account of inherent and residual risk. It was agreed that in the RM policy, two amendments would be made:
  - a) Remove the word 'corporate' from the term Risk Register and use the terms 'corporate strategic risks' and 'business unit risks'.
  - b) Add a sentence confirming that the Chief Risk Officer should have a direct reporting line into the Chair of the FARG committee.

The Risk Management Policy was approved subject to the two above amendments.

#### (iii) Fraud Prevention Policy

- The members approved the Fraud Prevention Policy

**(iv) Credit Card Policy**

- The members approved the Credit Card Policy

**(v) The Business Expense Policy**

- The members approved the Business Expense Policy.

**(vi) Standing Orders**

- The members agreed two amendments to be made to the Standing Orders:
  - a) Review and amend sections 4.1, 4.8, 4.9 and 5.3 to take account of meetings of the Authority potentially being held either face-to-face or virtually or a combination of both post-COVID; and
  - b) In Para 8.0 Order of Business, remove the word 'Order' and reorder the items as listed to reflect the current order of agenda items of Board meetings.

**The members approved the Standing Orders subject to the two above amendments.**

**The members agreed that future amendments in policies would be drafted using Track Changes, where feasible, so that they could see any amendments made.**

*MS left the meeting.*

**7.2 Financial Statements 2020 and Statement of Internal Control**

- Note - Item 7.2 draft Financial Statements 2020 and Statement of Internal Control were dealt with under agenda item 6.1.

**7.3 CIF Dividend Distribution**

- The members of the Authority reviewed the report on Income distribution and approved Option B Dividend Distribution for H2 2020.

**Members approved Option B as the preferred distribution per unit for H2 2020.**

**7.4 Communications and Stakeholder Engagement**

- Members discussed the Communications and Stakeholder Engagement Strategy and agreed that it would be updated as part of the development of the third *Statement of Strategy 2022 – 2024*.

Members approved the Communications and Stakeholder Engagement Strategy.

## 7.5 Approval of Tender for Inspectors

- Members discussed the recent Tender for services relating to the carrying out of inspections into the affairs of registered charities under Part 4 of the Charities Act 2009.

The members approved the award of the tender to the first placed tender provider, Mazars, and authorised the CEO to sign the contract with Mazars on behalf of the Authority.

## 7.6 Appointment of Staff to the Charities Regulatory Authority

- The following resolution was passed by the Charities Regulatory Authority (hereinafter referred to as “the Authority”) on 24 February 2021.
- In accordance with section 24(1) of the Charities Act 2009, the Authority confirms the appointment of the following personnel as staff members of the Charities Regulatory Authority as and from the commencement date specified.

	<b>Name</b>	<b>Position</b>	<b>Commencement Date</b>
1.	Karen Minogue	Professional Accountant Grade II	20 April 2020
2.	Fíach Murphy	Information Governance Officer	8 February 2021
3.	Seán O’Connor	Legal Advisor & Charity Services Manager	18 February 2021
4.	Madeline Delaney	Director of Legal Affairs & Registration	2 March 2021
5.	Meagan Gill	Head of Registration	8 March 2021

It was agreed that the Board Secretary would add in the December 2020 Organisation Chart to Decision Time Admin Folder and replace it once the most recent Organisation Chart is made available.

## 8.0 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:

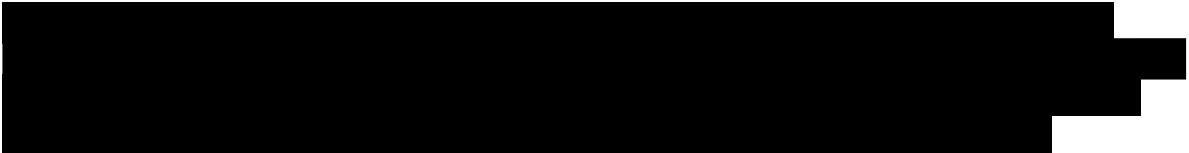
## 8.1 Registration and Reporting

- Members noted the report on Registration and Reporting and the updates contained therein.
- A query was raised regarding any assets held by Section 40 charities removed from the register as a result of no longer being entitled to a charitable tax exemption. It was agreed that an update would be given at the next Board meeting.
- The requirement under the 2009 Act for a Disqualified Trustees Register was discussed. It was agreed that Management would discuss the matter and bring the matter to the Regulatory Committee.
- The Chairman noted that EOH was stepping down from his role and on behalf of the Board he sincerely commended EOH for his work, commitment, and his professionalism during his tenure as Head of Registration. He wished him the very best of luck in his future career. The Chairman advised that he would write to EOH and convey the Board's best wishes in future career.. The members concurred and expressed their appreciation. The CEO concurred and confirmed that she would convey the Board's message of thanks to EOH.

## 8.2 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 January 2021 was 44, in respect of 43 organisations;
  - 36 individual concerns, in respect of 26 organisations were closed in January.

Members noted that intermediate sanctions had been imposed on a charity in accordance with section 73 of the Charities Act 2009. The intermediate sanctions entailed temporary removal of the charity from the Register of Charities until the end of March 2021 and publication of the sanction on the Charities Regulator's website.

- The members noted the update on the three statutory investigations.
- 
- The members noted that a new sample compliance form for smaller charities had been published.



It was agreed that the table in 7.2.3.1 would be updated to include the number of annual reports that are due in a given period.

*FF left the meeting.*

### **8.3 Charity Services and Legal**

- The members noted the report on Charity Services and Legal Affairs and the updates contained therein.
- The members noted that Sean O'Connor, the new Legal Advisor, will assume responsibility for the Charity Services Unit.
- The members discussed the draft Memorandum of Understanding (MoU) issued by the Charities Regulator to the Revenue Commissioners. It was noted that Revenue intend to publish the MOU and that it is standard procedure with public bodies to publish MoUs subject to any required redactions.
- The members also noted that responses on draft MoUs are awaited from HIQA, CRO, HSE, AGS and DFA.
- The members commended Ciara Cahill for her work on MoU's follow up.

### **8.4 Communications and Stakeholder Engagement**

- The members discussed the report on Communications and Stakeholder Engagement and the updates contained therein.
- The members were informed that a webinar on the *Charities Governance Code – Road to Compliance* took place in January and the CEO and TM spoke on the topic of Private Benefit at the Bar of Ireland VAS and Charities Regulator webinar on 29 January 2021.
- A wellness programme has begun and will include talks on work-life balance and other topics that staff would find beneficial.
- The report on the Charities Trustees Week was noted.

The members requested to be notified of future webinars/events that may be of interest to them.

### **8.5 Corporate Affairs and Financial Report**

- The members noted the Corporate Affairs and Financial Report and the updates contained therein.
- The members were informed that at the end of January 2021, the Charities Regulator showed an overall spend of €187,383.
- The members noted that the draft Financial Statements 2020 and the Compliance Statement will be submitted to the DRCD. The letter of Representation will be submitted

to the C&AG.

- The members noted the staffing and recruitment update.
- The members noted that the revised Oversight & Assurance Agreement for 2021 is almost complete and that it will be brought to the Board for their approval.
- The members noted that a report of the status of the Corporate Independence project had been given under agenda item 6.4.
- The members were informed that a meeting of the Strategy Planning Committee will be called in March.  
The Chairman confirmed that he would shortly notify the Board Secretary of a nominee from the PRPAC who would join the Strategy Review Committee. It was agreed that a strategy update would be included in the Corporate Affairs Board update.

## **8.6 Update on current organisational issues and CEO Matters**

- Members noted the Chief Executive's Report.

## **9.0 Chairperson's Report**

The Chairman:

- confirmed that he attended the PRPAC Meeting on 18<sup>th</sup> of February 2021.
- spoke with DRCD officials on the three upcoming board retirements and was advised that DRCD are working with the Public Appointments Service on the matter
- informed the meeting that he will attend an IPA Governance Seminar on 25<sup>th</sup> of February 2021 regarding the topic of Department and agencies relations;

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

## **10.0 AOB**

- It was noted that the next Board meeting would take place on Thursday, 25<sup>th</sup> of March at 2pm. The Chairperson thanked all for their contribution.

[REDACTED]

- [REDACTED]

- [REDACTED]

- [REDACTED]

## Actions arising from Board Meeting 2 of 2021, 24<sup>th</sup> of February 2021

No.	Action	Person Responsible	Timeframe
1.0	Publication of Board Minutes - Proposal to be brought to the Board.	Chairman, CEO and Board Secretary	May 2021
2.0	Incorporate amendments to the policies and the Standing Order document.	Malachy Cardiff	Mar 2021
3.0	Add in the December 2020 Org Chart to Decision Time Admin Folder and replace it once the most recent Org Chart is made available.	Malachy Cardiff	Mar 2021
4.0	Update Compliance & Enforcement part of the CEO's Update to include the number of annual reports that are due in a given period.	Thomas Mulholland	Q2 - Q4 2021
5.0	Strategy update to be included in the Corporate Affairs part of the CEO's update.	Malachy Cardiff	Mar 2021

### Key actions carried forward

No.	Action	Person Responsible	Timeframe
1.0	Revised risk register to be brought to the Board for approval. – Date change	Malachy Cardiff	May 2021
2.0	The Regulatory Committee work plan to be brought to the Board.	Regulatory Committee	Mar 2021
3.0	[REDACTED]	EMT	Q2 2021
4.0	Provide revised Organisational Workforce Plan 2019-2021. <i>Date adjusted</i>	EMT	Q1 2021
5.0	Present the Thematic Review of 150 charities automatically registered under S.40 of the Charities Act 2009. <i>Date adjusted</i>	Head of Registration	Q1 2021
6.0	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	Nov 2021
7.0	The members agreed that feedback from the management team would be a useful part of the Board's appraisal process.	Malachy Cardiff	Mar 2021

Signed:

Patrick Hopkins – Chairperson

Malachy Cardiff – Board Secretary