

Minutes of 3rd Meeting of the Authority (Incorporeal) – 25th of March 2021 –

held via video conference

Virtual 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:

Niall Scanlon

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
Madeline Delaney	Director of Legal Affairs and Registration Items 1.0 to 10.0	MD
Heidee Kealy	Head of Communications and Stakeholder Engagement Items 1.0 to 10.0	HK
Malachy Cardiff	Head of Corporate Affairs/Board Secretary Items 1.0 to 10.0	MC
Megan Gill	Head of Registration Items 1.0 to 10.0	MG
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.

2.0 Apologies

The apology from Niall Scanlon was noted.

The Chairman welcomed Madeline Delaney in her role as Director of Legal Affairs and Registration and also Megan Gill in her role as Head of Registration.

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.

GR and MS declared a potential conflict of interest with agenda item 7.6. The Board discussed and agreed that there was no conflict of interest.



4.0 Minutes of previous meeting

Meeting of the Authority – 24th of February 2021

The minutes of the Meeting of the 24th of February 2021 were approved by the Board.

4.1 Matters Arising

Actions were updated:

- a. The Chairman confirmed that a proposal regarding the publication of Board Minutes would be brought to the Board in May.
- b. It was agreed that the Regulatory Committee will be updated by the EMT concerning progress on the data cleansing exercise resulting from the Thematic Review of 150 charities automatically registered under S.40 of the Charities Act 2009.
- c. It was noted that the Regulatory Committee agreed to add the matter of the Disqualified Trustees Register, as required under S.55 of the Charities Act 2009, to the RC Work Plan for 2021.
- d. A change of date for the provision of the Revised Organisational Workforce Plan was agreed as Q2 2021.
- e. Members agreed the Board's Standing Orders subject to one amendment in section 4.1 – add “where required” to “All meetings will use available technology to allow for incorporeal participation.”
It was also agreed to use the expression “virtual” rather than “incorporeal”.
- f. The Board agreed to review, at its May meeting, feedback from the EMT on the Board Appraisal proces.

There were no other matters arising.

5.0 Committee Updates

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

- The FARG Committee Chairperson confirmed that there was no update since the last FARG meeting of the 15th of February 2021. The draft minutes of the meeting of the 15th February 2021 were reviewed.

The Board of the Authority noted the report of the FARG meeting of the 15th of February 2021.

5.2 Report of the Regulatory Committee (RC)

- It was noted that the RC noted and gave feedback on two sets of guidelines on clothing collections – one for members of the public and one for charities. An updated guidance on Winding up a Charity was also noted by the RC and feedback given.
- Members commended the *Charities Governance Code* templates, in particular the sample Compliance Record form for non-complex charities.
- Members noted a need for further guidance/templates on Charity Trustee Board Appraisals to support the Core Principle 5 - Working Effectively - as part of the *Charities Governance Toolkit*. It was agreed the EMT would prepare a proposal on guidance on Charity Trustee Board appraisals to the next RC meeting for consideration.
- The Members noted that there would be a recommendation to refuse an application of a particular entity pursuant to section 39 of the Charities Act 2009. It was agreed by the members, as per Standing Orders 11, that a decision would be made between scheduled Board Meetings. The date of the 1st April 2021 at 5pm was agreed.
- The members commended outgoing Chairperson of the RC, Katie Cadden, for her stewardship of the committee.

The Authority noted the report of the RC's meeting of the 5th of March 2021 and the RC's structured Work Plan for 2021.

5.3 Report of the Charity Services Committee (CSC)

- Ercus Stewart presented the minutes of Meeting 3 of 2021 of the CSC held on 11th March 2021 and an update on the matters that were dealt with by the Committee. It was confirmed that Niamh Cahill will present the minutes at the May Board meeting.
- The Board was informed that the Committee had reviewed 25 items, 3 of which were executive items.
- 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 3 of 2021 (11th of March 2021) and authorised the seal to be affixed where appropriate.

5.4 Performance Resource Planning and Advisory Committee (PRPAC)

- The PRPAC Committee Chairperson advised that there was no update since the last PRPAC meeting of 18th of February 2021.

The Authority noted the report.

5.5 Strategy Planning Committee (SPC)

- The SPC Committee Chairperson advised that the first meeting took place on 18th of March and the following updates were noted:
 - Patrick Hopkins was confirmed as Chairperson of the SPC;
 - A draft process and timeline was agreed
 - An RFQ for the procurement of a Strategy Consultant was agreed. It has now been issued to five service providers with a deadline for receipt of responses being the 16th of April; and
 - The draft plan proposes two Board sessions, one in May and one in September, each meeting may be longer than our standard meeting.

The Authority noted the report of the SPC and approved the revised TORs

6.0 Decisions of the Authority

6.1 Approval of Oversight & Assurance agreement

- The members reviewed, commented on and approved the updated *Oversight and Assurance Agreement for 2021* between the Charities Regulatory and the DRCD;
- The members noted that the statistics report which is issued to the DRCD will be issued monthly, rather than after each Board meeting. It was agreed this report will be placed in a dedicated folder on Decision Time.

The members approved the *Oversight and Assurance Agreement for 2021*.

Board Secretary to add statistics report to folder on Decision Time every month.

6.2 Appointment of Personnel as staff members of the Charities Regulatory Authority

- The following resolution was passed by the Charities Regulatory Authority on 25th March 2021:

In accordance with section 24(1) of the Charities Act 2009, the Authority confirms the appointment of the following personnel as a staff member of the Charities Regulatory Authority as and from the commencement date specified.

Name	Position	Commencement Date
Ross Ryan	Compliance Concerns Manager	12 March 2021

- [REDACTED]

6.3 [REDACTED]

- [REDACTED]

[REDACTED]

[REDACTED]

6.4 Approval of Proposal for voluntary contribution to the costs of the Charity SORP-making body.

- It was noted that the Charities Regulator had originally sought and been offered observer status on the Charity SORP-making body, pending enactment of the legislative amendments and associated secondary legislation required to implement Charity SORP in Ireland. Members noted the benefits of the Charities Regulator being an observer on the SORP-making body which includes gaining invaluable insight into the SORP development process and practical issues faced by regulators in other jurisdictions.
- Members considered a proposal that the Charities Regulator makes an annual contribution of £2,000 towards the costs of secretariat service to the SORP. The contribution to continue while the Charities Regulator retains its observer status or this decision is reviewed by the Board.

Members approved the recommendation to make a contribution of £2,000 in respect of the costs of the secretariat services to the SORP as long as the Charities Regulator retains its observer status or this decision is reviewed by the Board.

6.5 Approval of the Draft Common Investment Fund Financial Statement 2020

- Members reviewed and discussed the draft Common Investment Fund (CIF) Annual Report and Financial Statements for the year ended 31st December 2020.
- Members noted that the letter of representation was not included within the Board Pack. The CEO and Chairperson of the FARG agreed to follow up on the letter of representation.

The members approved the Draft Common Investment Fund (CIF) Annual Report and Financial Statements for the year ended 31st December 2020.

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 noted that the Working Days to Register was 61 days for the first two months of 2021 and that this was inside the target of 65 days and represents a 27% reduction year on year.
- Members noted that while the number of registered charities had reduced the number of charity trustees on the Register had increased.

7.2 Compliance and Enforcement (C&E)

- The members noted the report on Compliance and Enforcement and the updates contained therein.
- The members noted the update on the three statutory investigations.
- 
- The members were informed that the C&E team was in the very early stages of analysing declarations provided to date in relation to compliance with the Charity Governance Code. It was noted that the number of charities in compliance may be lower than initially indicated and that further checks will be carried out on charities who have declared compliance with the Code.

- The members were informed that key messaging on compliance with the Governance Code through various communication channels will focus on encouraging Charity Trustees to be transparent and open in their declaration of compliance with the Code.
- The members discussed a Charity which had intermediate sanctions imposed on it, under s.73 of the Charities Act 2009. Members noted that a new interim CEO and board have since been appointed and that it was planned to reinstate the Charity onto the Public Register on 31st of March 2021.

It was agreed that the EMT would provide further data to the Board to give a fuller picture of the level of compliance with the *Charities Governance Code*.

MS left the meeting for 15 minutes.

7.3 Charity Services and Legal

- The members discussed the report on Charity Services and Legal Affairs and the updates contained therein.

7.4 Communications and Stakeholder Engagement

- The members discussed the report on Communications and Stakeholder Engagement and the draft Charities Regulator Annual Report for 2020.
- The members agreed to the Head of Communications and Stakeholder Engagement's request to take a screen shot of the meeting for inclusion in the Annual Report 2020.
- The members noted the following amendments to the Annual Report 2020:
 - Ensure that the Report groups the key highlights into themes;
 - Include the definition of a charity trustee in the section relating to the legal forms of charities;
 - Showcase the guidance on financial controls for charities and the sample compliance record form for smaller charities;
 - Illustrate trends to describe achievements, e.g. increase in compliance;
 - Move the quote on page 2 to further down the document;
 - Give more prominence to the key highlight of the year which was the introduction, rollout and 'mainstreaming' of the Charities Governance Code; Include a quote re. the Code and make the link between a charity's good governance and it surviving and thriving in the achievement of its objectives; Echo this narrative in the Chairperson's and CEO's statements;
- Members noted that it would be worth noting guidance/best practice from the *Good Governance Awards* in relation to compiling an Annual Report.
- TC had a number of comments - he would send to HK. The Board Secretary agreed to liaise with TC regarding remedying visibility of notes on Decision Time.

It was agreed the Board Secretary would liaise with the Chairperson and the CEO regarding permissions to download documents from Decision Time and to generate a discussion document for the May Board meeting.

The members noted the Annual Report 2020 and that it would be brought to the May Board meeting for final approval.

7.5 Corporate Affairs and Financial Report

- The members noted the Corporate Affairs and Financial Report and the updates contained therein.
- The members noted that the date of the second round interviews for the Registration Manager has been moved to the 6th April.
- The members were informed that role profiles were being created for all roles, which would be used when making offers to existing staff as part of the corporate independence project.
- The members were informed that a meeting with an external pensions consultant to discuss setting up a scheme for pre-existing pension (pre 2013 schemes) schemes had been arranged.
- The members were informed of the progress of the Corporate Independence Discussion Group (CRDIDG) and that the Group will meet again on 26th of March 2021.

7.6 Update on current organisational issues and CEO Matters

- The members noted the Chief Executive's Report.
- The members noted the briefing and materials received from Davy Global Fund Managers (DGFM) who are managers of the CIF.
- The members noted the Q&A communications document in preparation for any queries that might arise in relation to the CIF and its management by DGFM.
- The members noted that the project to facilitate a data cleansing exercise has recommenced in line with the Charities Regulator's Business Plan for 2021.
- The members noted the update regarding the Criminal Justice (Anti-Money Laundering and Terrorist Financing) Act 2010.
- The members were informed that Amárach would shortly provide the results of the Public Survey. It was planned to give a presentation via webinar on the results of the Charities Survey. Both documents will be circulated to the Board for their review before publication.

8.0 Chairperson's Report

The Chairman confirmed that he had

- liaised with the CEO and Board Secretary a few times since the last Board meeting;
- written a letter of thanks on behalf of the Board to Eamon O'Halloran who had moved to a new post; and
- attended the Strategy Planning Committee meeting on 18th of March.

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

9.0 AOB

- It was noted that the next Board meeting would take place on Thursday, 20th May at 2pm. The Chairperson thanked all for their contribution.

All members of the management team left the meeting, except for the CEO, Director of Legal Affairs & Registration and the Board Secretary.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Actions arising from Board Meeting 3 of 2021, 25th of March 2021

No.	Action	Person Responsible	Timeframe
1.0	Add Disqualified Trustees Register to RC Workplan.	Regulatory Committee	2021
2.0	Review feedback from the management team as part of the Board's appraisal process.	Board	May 2021
3.0	Inform the RC on the status of Data Cleansing exercise	EMT	April 2021
4.0	Amend Board's Standing Orders	COD	April 2021
5.0	Consider the recommendation to refuse an application of a particular entity pursuant to section 39 of the Charities Act 2009 by 5pm on 1 st of April 2021.	Board	1 st of April
6.0	Add Monthly statistics report to Decision Time.	Board Secretary	April 2021
7.0	[REDACTED]	Board Secretary	April 2021
8.0	Provide statistics on the level of compliance with the <i>Charities Governance Code</i> and revert to Board with a regular update.	Thomas Mulholland	ongoing
9.0	Deliver a proposal on new guidance on Charity Trustee Board appraisals to the next RC meeting.	EMT	June 2021
10.0	Remedy issue re. visibility of notes on Decision Time.	Board Secretary	April 2021
11.0	Assess Decision Time's 'permissions to download documents' feature and revert to the Board with discussion paper	Board Secretary	May 2021

Key actions carried forward

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	Provide revised Organisational Workforce Plan 2021 - 2023. <i>Date adjusted</i>	EMT	Q2 2021
3.0	Revised risk register to be brought to the Board for approval. - Date change	Malachy Cardiff	May 2021
4.0	[REDACTED]	EMT	Q2 2021

Signed:

Patrick Hopkins – Chairperson

Malachy Cardiff – Board Secretary