

# Minutes of 4<sup>th</sup> Meeting of the Authority (Incorporeal) – 20<sup>th</sup> of May 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:

None.

## In attendance:

Name	Detail	Initials
Helen Martin	CEO Items 1.0 to 11.0	HM
Thomas Mullholland	Head of Compliance and Enforcement Items 1.0 to 11.0	TM
Madeline Delaney	Director of Legal Affairs and Registration Items 1.0 to 11.0	MD
Niall Scanlon	Head of Finance Items 1.0 to 11.0	
Heidee Kealy	Head of Communications and Stakeholder Engagement Items 1.0 to 11.0	HK
Malachy Cardiff	Head of Corporate Affairs/Board Secretary Items 1.0 to 11.0	MC
Megan Gill	Head of Registration Items 1.0 to 11.0	MG
Carmel O'Donohoe	Governance and Policy Officer Items 1.0 to 11.0	COD

## 1.0 Quorum

A quorum was present and the meeting was duly convened.

## 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 – 25<sup>th</sup> of March 2021

The minutes of the Meeting of the 25<sup>th</sup> of March 2021 were approved by the Board.

## 4.1 Decisions Made Between Board Meetings

There were three Decisions Made by the Board since the last Board Meeting

### 4.1 (i) Decision made on 1<sup>st</sup> of April 2021

The Authority passed the following Resolution on 1st April 2021:

*The Authority Members approved the proposal to refuse an application for charitable status made under section 39 of the Charities Act 2009 pertaining to [REDACTED] [REDACTED] for the reasons outlined in the Notice of Intention to Recommend Refusal dated 27th October 2020.*

### 4.1 (ii) Decision made on 14<sup>th</sup> of April 2021

[REDACTED]

[REDACTED]

### 4.1 (iii) Decision made on 6<sup>th</sup> of May 2021

[REDACTED]

[REDACTED]



## **4.2 Matters Arising**

The matter of the publication of board minutes was deferred for decision until Board meeting 5 on June 2021.

There were no other matters arising.

## **5.0 Committee Updates**

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

- The draft minutes of the meeting of the 19<sup>th</sup> April 2021 were noted.
- The Chair of the FARG Committee updated the members on its work.

**The Board of the Authority noted the report of the FARG Committee and the minutes of its meeting of the 19<sup>th</sup> of April 2021.**

### **5.2 Report of the Regulatory Committee (RC)**

- The RC Committee Chairperson confirmed that there was no update since the last RC meeting of 5<sup>th</sup> of March 2021.
- It was noted that the next RC meeting will be on 8<sup>th</sup> of June 2021.

**The Authority noted the report of the Chairperson of the RC**

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

- Niamh Cahill presented the minutes of Meeting 4 of 2021 of the CSC held on 6<sup>th</sup> of May 2021 and an update on the matters that were dealt with by the Committee.
- The Board was informed that the Committee had reviewed 35 items, 4 of which were executive items.
- The Board discussed the items under consideration and agreed with the recommendations.
- The Board agreed to discuss the provision of documents/papers under Agenda Item 10.

The Authority noted the Charity Services Committee update. The Authority approved all recommendations of the Committee Meeting 4 of 2021 (6<sup>th</sup> of May 2021) and authorised the seal to be affixed where appropriate.

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

- The draft minutes of the meeting of the 13<sup>th</sup> May 2021 were noted.
- The Chair of the PRPAC updated the members on its work.
- It was noted a draft Workforce Plan will be brought to the Board in September.

The Authority noted the report of the PRPAC and the minutes of its meeting of the 13<sup>th</sup> May 2021.

#### **5.5 Strategy Planning Committee (SPC)**

- The minutes of the meeting of the 26<sup>th</sup> April 2021 and the draft minutes of the meeting of the 11<sup>th</sup> May 2021 were noted.
- The members were updated on the work of the strategy consultant including stakeholder consultations which include charity representative bodies, other groups that work with registered charities, DRCD, charity regulators from other jurisdictions and staff.
- Members noted the session conducted by the external Strategy Consultant prior to this Board meeting.

The Authority noted the report of the SPC and the minutes of the meetings of the 26<sup>th</sup> April 2021 and the 11<sup>th</sup> May 2021.

### **6.0 Decisions of the Authority**

#### **6.1 Approval of the 2020 Annual Report**

- The members reviewed the Draft 2020 Annual Report and noted the following:
  - A number of typos and minor amendments;
  - Pg 8-9 – consider adding emphasis to how the Charities Regulator and the Board have adapted to working remotely during the COVID-19 Pandemic; Also consider placing emphasis in the opening statement on the challenges that the Pandemic posed and how the work of the organisation had continued notwithstanding;
  - Pg 21 – adding emphasis to Guidance on AML and Counter Terrorist Financing for Charities given the recent cyber-crime;

- Add paragraph on gender balance ratio and measures planned as per the 2020 Annex to the *Code of Practice for Governance of State bodies (2016)*
- The members commended the Head of Communications and Stakeholder Engagement, HK, and her team for their work on the Report.

The members approved the *2020 Annual Report*, subject to the amendments above.

## 6.2 Approval of the appointment of internal auditors

- Members discussed the proposal regarding the approval of suppliers for the provision of Internal Audit services. The plan is for four audits a year, [REDACTED]
- Members were informed that ASM Chartered Accountants had won first place on the tender. ASM were also awarded the provisional accountancy services for the CIF through a similar, but separate, procurement exercise.
- Members were informed that Crowleys DFK were the second placed response and will be contracted as a secondary resource should ASM be conflicted or unavailable.

The Authority reviewed the briefing note and approved the appointment of the first placed response ASM Ltd and approved the award of the procurement as a secondary resource to Crowleys DFK.

The Authority authorised the CEO to sign the contracts with ASM Ltd and Crowleys DFK.

## 6.3 Approval of appointment of Personnel as a staff member of the Charities Regulatory Authority

- The following resolution was passed by the Charities Regulatory Authority on 20<sup>th</sup> of May 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
Sarah Hanna	Registration Manager	3 <sup>rd</sup> May 2021

## 6.4 Approval of governance policies

- The members reviewed and commented on the following policies:
  - (i) Accessing Independent Professional Advice Policy;
  - (ii) Post-Resignation Retirement Policy;
  - (iii) Induction Policy for New Members of the Authority and Sub-Committees  
 It was agreed to add to the first bullet point in 5.1 values, vision and mission, to take account of the culture;  
 The members were reminded that the Business Code of Conduct for Board and committee members is furnished to the Board annually for their review and adoption;
  - (iv) Scheme of Delegation - Reserved Functions of the Charities Regulatory Authority;
  - (v) Policy on Exercise of Delegated Functions of the Charities Regulatory Authority  
 It was agreed to remove paragraph 3.2 on pg 3 as the requirement for consultation provided for in paragraph 3.1 was sufficient.

**The Authority approved the five policies/schemes as listed above, subject to the amendments.**

## **6.5 Approval of Financial Statements**

- The Authority were updated on the Charities Regulator's financial statements and on the Charity Funds Financial statement for the year ended 31<sup>st</sup> December 2020.
- Members agreed that the heading on page 7 'Schedule of Attendance, Fees and Expenses' in the Charity Funds Financial statement should be amended to 'Schedule of Attendance'.
- Members were informed that the C&AG certificates will be furnished to Board at the June Meeting.
- Members commended the Head of Finance, NS, and his team for their diligent work in relation to Financial Statements 2020 Audit certification by the C&AG, especially during the COVID-19 Pandemic.

**The Authority reviewed and approved the financial statements for the year ended 31<sup>st</sup> December 2020. The Authority authorised the Chair and the CEO to sign both documents.**

**The Authority approved the CIF Letter of Representation and authorised the Chair and the CEO to sign.**

## **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 updated on the results of the Thematic Review.
- Members were advised that since the letter was issued to refuse an application for charitable status, made under section 39 of the Charities Act 2009, pertaining to [REDACTED], that the time of 21 days to appeal to the Tribunal had elapsed and the applicant had not appealed the refusal.
- Members noted that the Working Days to Register was 65 days which is on target.
- Members were informed that there were 134 decisions to award charitable status in the first four months of 2021.
- Members were informed that there was a miscalculation identified in the figures supplied in relation to the annual reporting stats for February 2021. The number of charities that filed Annual Reports was 310, which was 65% of those expected, and the number of Annual Reports filed on time was 276, which was 58% of those expected.

## **7.2 Compliance and Enforcement (C&E)**

- The members noted the report on Compliance and Enforcement and the updates contained therein.
- Members were advised that the number of open concerns had decreased by 1 from 325 to 324 from the end of February to the end of April.
- Members were advised that the C&E team had followed up on a number of concerns which related to errors or inconsistencies in financial statements.
- The members noted the update on the three statutory investigations. The investigation into Bothar had been temporarily paused further to a written request from An Garda Síochána. Members requested that consideration be given to including a notice on the Register of Charities to flag the fact that there is a statutory investigation underway where relevant.
- Members requested the EMT to prepare a presentation for the Board on the Concerns process.

- The members discussed declared compliance rates with the Governance Code and noted that a review was being conducted of a number of charities who had declared compliance with the Code.
- The members were informed that key messaging on compliance with the Governance Code through presentations/information issued will focus on ensuring that Charity Trustees understand that it is not appropriate for a charity to declare compliance with the Code, when it is not in compliance.
- Members were informed that the Waterford Area Partnership clg had its intermediate sanctions lifted.

**The CEO to liaise with the Chairman re. providing a presentation on the Concerns process at a future Board meeting.**

**TM to review the proposal to include a notice on the Register of Charities to flag the fact that there is a statutory investigation underway in a particular charity where relevant.**

### **7.3 Charity Services and Legal**

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

### **7.4 Communications and Stakeholder Engagement**

- The members noted the report on Communications and Stakeholder Engagement and the updates contained therein.
- The members were informed that web traffic continues to rise and the webinar videos have been viewed 2,500 times in addition to the number of people who attended the webinars live.
- Members were informed that staff engagement included a staff photography competition; a regular 'All Hands' meeting hosted by the CEO which included interactive Slido live polling with staff, virtual coffee mornings, and over the summer there will be a summer book club.
- Members were informed that a staff engagement session on the development of the strategy statement took place on 17<sup>th</sup> of May and it was planned that managers would engage staff on the matter through their team meetings.
- Members requested an update on internal communications for next month's Board report.

**HK to provide update on internal communications for next month's Board report.**



## 7.5 Corporate Affairs and Financial Report

### Financial Report:

- The members noted the Financial Report and the updates contained therein.
- The members were informed that the spend year to date was €1.069million, consisting of pay €786K (representing 30% of budget spent) and non-pay is €283K.
- The members were informed that the EMT are regularly reviewing budget spend in line with budget allocations.
- The members were informed that the December 2020 CIF Dividends were issued on 20<sup>th</sup> of May, which was a month earlier than last year. NS commended the Finance team for the work done on this matter.
- ASM Ltd were awarded the tender for the audit and preparation of the CIF Financial statements 2021.

### Corporate Affairs Report:

- The members noted the Corporate Affairs Report and the updates contained therein.
- The members were updated on the Corporate Independence project and the development of the Strategy Statement 2022 – 2024.
- The members were informed that a “Subject Access Request” had been received requiring a review of over 2000 records.
- The members were assured, in the context of the recent cyber-crimes in the HSE and the DoH, that regular cyber security penetration tests are carried out throughout the year and the recent test of the website and customer portal generated three medium and two low level findings which are being addressed and that there were no critical findings.

## 7.6 Update on current organisational issues and CEO Matters

- The members noted the Chief Executive’s Report and the updates contained therein.
- The members noted that the CEO would give a keynote address at the launch of the *Governance Awards 2021* in November.
- The members noted the acceptance of the formal request from the Department of Finance for the Charities Regulator to become an associate member of the Anti-Money Laundering Steering Committee and to attend when requested.

## 7.7 Publication of Inspector's Report

- The members discussed the update re. Inspector's Report on ChildFund Ireland.
- The members noted that the Report was a case study on poor governance practice.

**The members noted the update.**

## 8.0 Strategic Corporate Risk Register

- The members were informed that the FARG had comprehensively reviewed the Strategic Corporate Risk Register, the Risk Register for the Registration and Legal Affairs & Charity Services Units.
- Members were informed that there was a new risk added re. Corporate Independence. Members requested that consideration be given to the risk score of the Corporate Independence Risk in light of the issue which has delayed progress on certain key aspects of the project.
- The members requested that the Strategic Corporate Risk Register be moved further up the Agenda at the July Board meeting to give maximum time for consideration.
- Members reiterated that it had been agreed previously that there was flexibility in relation to the positioning of agenda items where the need arises.

**The Strategic Corporate Risk Register to appear earlier on the agenda of the July Board meeting.**

## 9.0 Business Plan Tracker 2021

- Members noted that 77% of actions are green, commenced and on track to be completed by the completion date; 5% are already completed.

## 10.0 Chairperson's Report

- The Chairman confirmed that he had attended:
  - two Strategy Planning Committee meetings on 26<sup>th</sup> of April and 11<sup>th</sup> of May;
  - one PRPAC meeting on the 13<sup>th</sup> May 2021;
  - the NI Independent Review Panel of Charity Regulation on 29<sup>th</sup> of April via Zoom with the chairpersons of the three Board sub committees.
- The members noted and discussed the Discussion paper on the process of downloading and printing of documents.

- Members noted the challenges posed for members of the Charity Services Committee having to read long legal documents online.
- It was agreed that the Charity Services Committee would receive hard copy papers but that the function would have to be outsourced due to limited staff attendance at the office as a result of the ongoing Covid-19 pandemic.

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

#### **11.0 AOB**

- It was noted that the next Board meeting would take place on Thursday, 24<sup>th</sup> June 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]

## Actions arising from Board Meeting 4, 20<sup>th</sup> of May 2021

No.	Action	Person Responsible	Timeframe
1.0	Make amendments to two governance policies: <ul style="list-style-type: none"> <li>• Induction Policy for New Members of the Authority and Sub-Committees;</li> <li>• Policy on Exercise of Delegated Functions of the Charities Regulatory Authority</li> </ul>	Board Secretary	June 2021
2.0	Provide a presentation on the Concerns process at a future Board meeting	CEO/Chairman	Q3 2021
3.0	Consider proposal to include a notice on the Register of Charities to flag the fact that there is a statutory investigation underway in a particular charity where relevant.	TM	June 2021
4.0	Provide an update on internal communications for June's Board report	HK	June 2021
5.0	Ensure the Strategic Corporate Risk Register appears earlier in the agenda for the July Board meeting.	Board Secretary	July 2021
6.0	Charity Services Committee to receive hard copy papers the preparation of which will be outsourced.	Chairman/CEO/ Board Secretary	July 2021

## Key actions carried forward

No.	Action	Person Responsible	Timeframe
1.0	Publication of Board Minutes - Proposal to be brought to the Board. <i>Date adjusted</i>	Chairman, CEO and Board Secretary	June 2021
2.0	Review feedback from the management team as part of the Board's appraisal process. <i>Date adjusted</i>	Board	June 2021
3.0	Deliver a proposal on new guidance on Charity Trustee Board appraisals to the next RC meeting.	EMT	June 2021
4.0	Provide revised Organisational Workforce Plan 2021 - 2023. <i>Date adjusted</i>	EMT	Sept 2021
5.0	[REDACTED]	EMT	June 2021

## Signed:

Patrick Hopkins – Chairperson

Malachy Cardiff – Board Secretary