

# Minutes of 5<sup>th</sup> Meeting of the Authority (Incorporeal) – 24<sup>th</sup> of June 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:

Heidee Kealy

### 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	
Malachy Cardiff	Head of Corporate Affairs/Board Secretary Items 1.0 to 11.0	MC
Carmel O'Donohoe	Governance and Policy Manager 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.

Members noted that in relation to agenda item 5.3, Report of the Charity Services Committee (CSC), GR declared an interest in agenda item 6.5 of the CSC minutes and ES declared an interest in agenda item 8.4 of the CSC minutes and as such will abstain from the decision making process.

No other potential conflict of interests were declared.

## 4.0 Minutes of previous meeting Meeting of the Authority – 20<sup>th</sup> of May 2021

The minutes of the Meeting of the 20<sup>th</sup> of May 2021 were approved by the Board.

### 4.1 Matters Arising

- There were no matters arising.

## 5.0 Committee Updates

- **Report of the Finance Audit Risk and Governance ('FARG') Committee**  
The draft minutes of the meeting of the 14<sup>th</sup> of June 2021 were noted.
- The Chair of the FARG Committee updated the members on the committee's work.

**The Board of the Authority noted the report of the FARG Committee and the minutes of its meeting of the 14<sup>th</sup> of June 2021.**

### 5.1 Report of the Regulatory Committee (RC)

- The draft minutes of the meeting of the 8<sup>th</sup> of June 2021 were noted.
- Members noted that they would be invited to a workshop on Compliance & Enforcement investigation process being run in conjunction with the RC's scheduled Meeting 3 on 7<sup>th</sup> of September.
- Members were given a verbal update outlining details on the Data Integrity Project.

**Members noted that a draft project plan on the Data Integrity Project would be furnished for discussion at the next Regulatory Committee**

**The Board of the Authority noted the report of the Regulatory Committee and the minutes of its meeting of the 8<sup>th</sup> of June 2021.**

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

- The Chairman welcomed Seán O'Connor as Head of Charity Services and Legal Advisor.
- Members noted the minor amendments made to item 6.1 and 6.6 in the minutes.
- GR presented the minutes of Meeting 5 of 2021 of the CSC held on 14<sup>th</sup> of June 2021 and an update on the matters that were dealt with by the Committee.
- 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 5 of 2021 (14<sup>th</sup> of June 2021) and authorised the seal to be affixed where appropriate.**

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

- There was no meeting since the 13<sup>th</sup> May 2021 meeting.
- It was noted that the next meeting will be on the 16<sup>th</sup> of September 2021.

**The Authority noted the report of the PRPAC.**

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

- There was no meeting since the meeting of 11<sup>th</sup> May 2021, date of next meeting to be arranged.
- It was noted an update on the strategy development process was contained within the Corporate Affairs report in agenda item 7.5.

**The Authority noted the report of the SPC.**

## 6.0 Decisions of the Authority

### 6.1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED].

### 6.2 Discussion of Publication of Board minutes

- The Board considered the proposal regarding the publication of the Charities Regulator's Board minutes.

Members approved the process as outlined in the proposal including a redaction process and a disclaimer.

Members agreed that it would be appropriate for a proposal to be drawn up in future regarding the publication of Committee minutes.

Members agreed that the Board minutes, dated from the 1<sup>st</sup> Jan 2021 to June 2021, would be reviewed at the July Board meeting before publication.

Members confirmed that they would review as a Decision agenda item the publication date of each set of subsequent minutes at each Board meeting.

### 6.3 Approval of governance policies

- The members reviewed and commented on the following policies:

**(i) Conflict of Interest Policy;**

- It was agreed an index should be inserted at the beginning;

**(ii) Complaints Policy;**

- Add a sentence to distinguish between the complaints policy and the concerns policy;
- Review the policy to ensure that the language throughout ensures that members of the public and charities alike can raise a complaint;

- Include a cross reference to the Charities Regulator’s Access Policy; and
- Add details on how a complaint can be escalated internally, if the complainant is not satisfied, before its escalation to the Ombudsman.

**(iii) Confidential Register of Interest for Designated Directors**

Members noted the Register.

**(iv) Confidential Register of Interest for Designated Directors**

Members noted the Register.

**(v) Diversity and Inclusion Policy for Authority Members**

The following was agreed:

- strengthen wording at the beginning of the policy to indicate that it’s the Minister who appoints members of the Authority, in line with Schedule 1 of the Charities Act 2009 section 2(2);
- change the title to “Gender Balance, Diversity and Inclusion policy”;

*The Chairman left the meeting and Martin Sisk commenced chairing the meeting*

**(vi) Access to Legal Services Policy**

Members noted the Policy.

**(vii) Access Policy**

- Members were informed that the policy is an interim policy that will be refined and updated on foot of the new Access Officer attended training on the topic.
- Members noted the importance of this policy.

**It was agreed that management would to liaise with Build Management in relation to the issue of access .**

**The Authority adopted the Policies and Registers as listed above, subject to the amendments being made.**

**Board Secretary to provide an updated Access Policy by year-end.**

**COD to add final policies onto Decision Time Admin folder.**

**6.4 Guidance for persons who wish to make a Protected Disclosure to the Charities Regulator**

- The members of the Authority commented on the Protected Disclosure Policy - Guidance for persons who wish to make a Protected Disclosure to the Charities Regulator. It was noted the draft Policy had been reviewed by the Regulatory

Committee.

- The following suggestion was made:
  - Highlight the point that the Charities Regulator does not have a role if a whistle blower experiences penalisation and needs to seek redress.

**The Authority approved the policy, subject to the above amendment being made.**

## **6.5 Amendments to the Business Plan for Registration and Charity Services**

- Members discussed the amendments to the Business Plan.

**The Board approved the amendments to the Business Plan 2021 as outlined.**

*FF left the meeting temporarily.*

## **6.6 Business Case for the Procurement of a HR information system**

- The Board discussed the procurement of a HR Information System (HRIS) and the additional resource needed to run this system.

**The Board authorised the EMT to procure a HRIS as per the Business case for the Procurement of HRIS.**

**The Board authorised the EMT to commence the process of getting approval for the new role of HR/Pensions manager as per the Business case for the Procurement of HRIS.**

## **6.7 Service Level Agreement with the Department of Justice Information and Technology division for the provision of ICT services**

- Members discussed the Service Level Agreement with the Department of Justice Information and Technology division for the provision of ICT services.

**The Authority authorised the CEO to sign the SLA with DoJ IM&T.**

## **7.0 CEO Report**

### **7.1 Registration and Projects**

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

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

- The members noted the report on Compliance and Enforcement and the updates contained therein.
- Members noted there were no Protected Disclosures received in May 2021.
- The members noted the update on the three statutory investigations.
- The members were informed that following discussion at the Regulatory Committee a notice has been added to the Annual Report Form for charities informing them that they must have completed a Compliance Record Form for charities before they can declare that they are in compliance with the Charities Governance Code.
- The members were informed that when a charity is under statutory investigation, a notice on the Public Register of Charities is now visible on the charity details for each charity as relevant.
- The members were informed that the Child Fund Ireland Investigation Report will be published within the next week.
- Members were informed that there is a requirement to have an extra member of staff who can work in the capacity of an Inspector and at the Professional Accountant Grade 1, equivalent to AP level. It was proposed to draw up a business case to present to the DRCD for their consideration.

## **7.3 Charity Services and Legal**

- The members noted the report on Charity Services and Legal Affairs and the updates contained therein.
- SOC commended the Charity Services Committee (CSC) members on their work reviewing Charity Services matters and the staff of the unit on dealing with their workload.
- It was noted that the procurement of a service provider for the printing of the CSC pack was in process.
- Members were informed by the Chairperson of the CSC that progress had been made on the prioritisation of reducing the backlog of appointments of trustees before the next CSC meeting of 8 July, and that if it may not be possible to get through them all at the July meeting, there may be an additional meeting in August.
- Members were informed about a legal update regarding a charity's application to the High Court.

## **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 the Annual Report 2020 has been updated as to reflect the comments at the last Board meeting.
- The members were updated about the webinar on 23rd June 2021 on the topic of Anti-Money Laundering and the Charities Governance Code in association with An Garda Síochána. Thomas Mulholland and Jelena Grisckenko spoke about the importance of financial controls in charities and the Charities Governance Code at the webinar.

## **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 €1.4million, consisting of pay €972K (representing 31% of annual budget spend) and non-pay €427K, which was in line with budget allocations.
- The financial statements for year ended 31<sup>st</sup> December 2021, together with the audit certifications have been submitted to the DRCD.
- ASM Ltd have been appointed as Internal Auditors. An Internal Audit work programme will be brought to the FARG committee for their consideration in September.

### **Corporate Affairs Report:**

- The members noted the Corporate Affairs Report and the updates contained therein.
- There are currently two vacancies, there will be a third vacancy as an EO in Corporate Affairs has been offered mobility. Members noted that there will be further vacancies arising due to a number of staff being on the Civil Service Mobility list.
- The Corporate Independence project continues to be delayed, and the reasons will be discussed further in the In-Camera session.
- Members commended the EO, who is leaving on the Mobility Scheme, for her contribution to the Charities Regulator and noted that she gave great assistance to other staff, particularly during the COVID-19 Pandemic, and that she would be missed. They requested that this message be relayed to her.

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



- The members noted the Chief Executive’s Report and the updates contained therein.
- Members discussed the European Union (Anti-Money Laundering: Beneficial Ownership of Corporate Entities) Regulations 2019 (the ‘Regulation”) and the obligations of the Charities Regulator and registered charities that are charitable trusts.
- The members noted the delay on the enactment of the Draft General Scheme for a Charities (Amendment) Bill. [REDACTED].
- Members were informed that the CEO attended a seminar run by DPER titled ‘The Board Member’s Guide to Cyber Security Risk and Governance’ on 3rd of June 2021. The CEO will follow up with an official from Department of Social Protection on a plan to raise awareness on a baseline security standard amongst charities.

**CEO to share link to members for the seminar on cyber security risk.**

**CEO to furnish a paper on draft regulations to the July Board Meeting**

#### **7.7 Presentation on Procedure for dealing with Concerns**

- Members noted due to the Chairman not being available at this section of the meeting, that item 7.7 will be dealt with at the beginning of the July Board meeting.

#### **8 Results of the EMT Evaluation of Board**

- Members noted due to the Chairman not being available at this section of the meeting, that item 8.0 will be dealt with at the beginning of the July Board meeting.

#### **9 Chairperson’s Report**

- On behalf of the Chairman, the CEO confirmed that he had attended:
  - The Oversight and Assurance Agreement for 2021 on 9 June 2021; and
  - Seminar run by DPER titled ‘*The Board Member’s Guide to Cyber Security Risk and Governance*’ on 3 June 2021

**The Members of the Authority noted the update of the CEO on behalf of the Chairperson.**

#### **11.0 AOB**

- Members were informed that the Remote/blended working policy will be discussed by the EMT and that it was planned that any Return to Work would be on a phased basis

scheduled for autumn in line with Public Health guidelines;

- It was noted that the next Board meeting would take place on Thursday, 22<sup>nd</sup> of July at 2pm.

The Chairperson thanked all for their contributions.

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]

## Actions arising from Board Meeting 5, 24<sup>th</sup> of June 2021

No.	Action	Person Responsible	Timeframe
1.0	Furnish a draft project plan on the Data Integrity Project for discussion at next Regulatory Committee.	MD	August 2021
2.0	Review adoption of a Registration Policy re. UK based charities within 12 months.	MD	June 2022
3.0	Furnish the July Board with the Board minutes, dated from the 1 <sup>st</sup> Jan 2021 to June 2021, for their review before publication.	Board Secretary	July 2021
4.0	Review as a Decision agenda item the publication date of each set of subsequent minutes.	Board Secretary	Every meeting
5.0	Make amendments to governance policies: <ul style="list-style-type: none"> <li>• Conflict of Interest Policy;</li> <li>• Complaints Policy;</li> <li>• Access to Legal Services Policy; and</li> <li>• Access Policy</li> </ul>	Board Secretary/COD	June 2021
6.0	Amend Interim Access Policy at end of 2021 for Board's consideration;	Board Secretary/COD	Dec 2021
7.0	Update Decision Time's Admin folder with policies	COD	Ongoing
8.0	Report on update with Building Management on office building accessibility issues.	MC	Q3-4 2021
9.0	CEO / EMT to furnish a paper on draft regulations to the Board	CEO	July 2021
10.0	Share link to members on the seminar re. cyber security risk.	CEO	June 2021
11.0	Present Procedure for dealing with Concerns and a presentation on the Results of the EMT Evaluation of the Board.	EMT	July 2021

### Key actions carried forward

No.	Action	Person Responsible	Timeframe
1.0	Ensure the Strategic Corporate Risk Register appears earlier in the agenda for the July Board meeting.	Board Secretary	July 2021
2.0	Provide revised Organisational Workforce Plan 2021 - 2023. <i>Date adjusted</i>	EMT	Sept 2021
3.0	[REDACTED]	MD	October 2021  Date adjusted
4.0	Arrange for Charity Services Committee to receive hard copy papers, the preparation of which will be outsourced.	Chairman/CEO/ Board Secretary	July 2021

Signed:

Patrick Hopkins – Chairperson

Malachy Cardiff – Board Secretary