

Minutes of 7th Meeting of the Authority (Incorporeal) – 23rd of Sept 2021

– a blended meeting held via video conference and in 3 George’s Dock, IFSC, Dublin 1

Present:

Name	Detail	Initials
Patrick Hopkins	Chairperson	PH
David Brady	Member of the Authority	DB
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
Rosemary Keogh	Member of the Authority	RK
Katie Cadden	Member of the Authority	KC

Apologies:

Ercus Stewart

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 10.0	TM
Madeline Delaney	Director of Legal Affairs and Registration Items 1.0 to 10.0	MD
Niall Scanlon	Head of Finance Items 1.0 to 10.0	NS
Malachy Cardiff	Head of Corporate Affairs/Board Secretary Items 1.0 to 10.0	MC
Heidee Kealy	Head of Communications and Stakeholder Engagement Items 1.0 to 10.0	HK
Carmel O’Donohoe	Governance and Policy Manager Items 1.0 to 10.0	COD
Seán O’Connor	Head of Charity Services/Legal Advisor Items 1.0 to 10.0	SOC
Mary Carroll	Consultant, Growth Potential Item 6.1	MCL

Apologies:

None

1.0 Quorum

A quorum was present and the meeting was duly convened.

2.0 Apologies

The members noted the apologies from Ercus Stewart – Board Member.

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 declared two conflicts of interest

- item 7.2 of the CSC minutes of 9th September 2021 where he abstained from that section of the meeting, and
- item 6.4 of this Board meeting. It was agreed GR would abstain from the part of the meeting dealing with this agenda item.

4.0 Minutes of previous meeting

- The minutes of the Meeting of the 22nd of July 2021 were approved by the Board.

4.1 Approve publication of redacted Board Minutes of 22nd of July 2021

Members reviewed and approved the redacted Board minutes of 22nd of July 2021.

It was agreed the Board Secretary would publish the redacted minutes on the website.

4.2 Matters Arising

- There were no matters arising.

Consultant MCL joined the meeting and it was agreed to move Item 6.1 to this section of the agenda.

6.1 Approval of Statement of Strategy 2022 – 2024

- Consultant MCL gave a short presentation outlining the process which had been followed to develop the *draft Statement of Strategy for 2022 – 2024*, followed by HM who gave a summary of the key items in the Strategy statement.
- Board members reviewed and commented on the *draft Statement of Strategy for 2022 – 2024*, in particular they noted the metrics and the rationale for the 4 areas of focus for the strategic objectives

[REDACTED]

[REDACTED]

Members suggested some minor amendments:

- Further clarify that the Charities Regulator support role relates to providing registered charities with the guidance and materials they need in order to be well governed (SO3) and specifically acknowledge the important role that our parent Department and other funding bodies and agencies play in supporting charities;
- Use more ambitious language in the Foreword;
- Move the word 'effective' to before 'proportionate' in SO2;
- Highlight the significance of developing a classification standard;
- Consider how the Charities Regulator communicates to the sector on the work it is doing and guidance it has produced, specifically whether the actions under SO3 should include targeted communications plans for specific guidance where appropriate;

Board members commended the work of the consultant MCL, the Strategy Planning Committee and all involved in the delivery of the *draft Statement of Strategy for 2022 – 2024*.

Board members approved the *draft Strategy*, subject to the adoption of the minor amendments and authorised the CEO to forward the final version to the Minister in accordance with s. 29 of the Charities Act 2009.

Consultant MCL left the meeting.

5.0 Update from Committees

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

- 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.

The Board of the Authority expressed their thanks to departing member FF for his contribution to the FARG Committee as Chairperson and Board member over the years.

5.2 Report of the Regulatory Committee (RC)

- The Chair of the RC Committee updated the members on the Committee's work.

- The Committee discussed the recommendation from the Registration Review Panel and the development of a Classification Standard which are being considered by the Board in today's meeting.

The Board of the Authority noted the report of the RC.

The Board of the Authority expressed their thanks to departing member KC for her dedication and contribution to the RC Committee as Chairperson and Board member over the years.

It was agreed the Board Secretary would add an additional RC meeting to the schedule for 2022 in January to accommodate signing off the RC's 2022 Work Plan.

5.3 Report of the Charity Services Committee (CSC)

- GR presented the minutes of Meeting 8 (9th of September 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.
- GR acknowledged the contribution to the CSC that all previous members of the CSC had made including Sandra Chambers (deceased); board members Katie Cadden; Patricia Cronin; Ercus Stewart, retired board member Niamh Cahill and two external members Judge John O'Connor and John Gill. GR paid tribute to the staff of the charity services team who have serviced and continue to service the Committee over the years and thanked them for being so efficient and obliging.
- Members noted that there were over 30 cases of Charity Trustee appointments which will require extra resources to process. The CEO noted that steps were being taken to secure the required additional resources.

The Authority noted the Charity Services Committee update. The Authority approved all recommendations of Committee Meeting 8 (9th of September 2021) and authorised the Seal to be affixed where appropriate.

The Board of the Authority expressed their thanks to departing member GR for his dedication and contribution as Chairperson to the CSC and Board member over the years.

5.4 Performance Resource Planning and Advisory Committee (PRPAC)

- The Chair of the Committee updated the members on its work and the last meeting of the Committee which took place on 16th September 2021.

The Authority noted the report of the PRPAC.

5.5 Strategy Planning Committee (SPC)

- The Chair of the Committee updated the members on its work and the last meeting of the Committee which took place took place on 9th of September 2021.

The Authority noted the report of the SPC.

6.0 Decisions of the Authority

6.2 Decision to Refuse Charitable Status - Native Irish Draught Horses CLG

Members discussed and reviewed the Recommendation for Refusal of an application for charitable status from Native Irish Draught Horses CLG pursuant to s. 39 of the Charities Act 2009.

Members agreed to refuse an application for charitable status made under section 39 of the Charities Act 2009 pertaining to 'Native Irish Draught Horse Clg' for the reasons outlined in the Notice of Intention to Recommend Refusal dated 13 July 2020.

6.3 Re-appointment of external members to the Finance Audit Risk and Governance Committee

Under Schedule 1 of the Charities Act 2009, the Authority adopted the formal resolution to re-appoint Ms Nuala Comerford and Mr Adrian Clements as External Members to the FARG Committee from 11th of September 2021 to 31st of December 2021.

GR abstained from the meeting for item 6.4

6.4 Membership of Board Sub-Committees

- Members discussed the proposal of appointments in relation to restructuring sub-committee composition

Under Schedule 1 of the Charities Act 2009, the Authority adopted formal resolutions to appoint the following individuals:

- **Mr Martin Sisk to the FARG Committee (effective 23rd September 2021);**
- **Mr Ercus Stewart as Chairperson to the CS Committee (effective 23rd September 2021);**
- **Mr David Brady to the Regulatory Committee and to the CS Committee (effective 23rd September 2021);**
- **Ms Patricia Cronin to the CS Committee (effective 23rd September 2021); and**

- **Mr Graham Richards as an External member to the CS Committee (effective 15th October 2021).**

Members agreed to revert to the Chairman with any recommendations for suitable candidate(s) who possesses the requisite skills/experience that an external member of either the Regulatory Committee or the FARG committee requires, by Friday, 1st of October 2021.

GR returned to the meeting.

6.5 Proposal for the Development of a Classification Standard for Registered Charities in Ireland

- Members reviewed and discussed the two options as outlined, noting the Regulatory Committee had recommended Option 2.

Members approved Option 2 for the development of a Classification Standard for Registered Charities in Ireland and members commended the project team for its work on the project.

Members requested that the project would be noted as a specific deliverable within the Strategy Statement for 2022 – 2024 given the significant benefits that classification will deliver in terms of ensuring that the Charities Regulator is the central point of information on the sector.

6.6 Approval of Governance Policies

Members reviewed, commented and approved the following policies:

- (i) Records Management Policy
- (ii) Records Classification Policy
- (iii) Records Retention Policy
- (iv) Clean Desk Clear Screen Policy
- (v) Email Policy

- Members noted that the above new five policies form part of the project to enhance the Information Governance Management Framework within the organisation.
- Members noted that a Records Management Implementation Plan will be developed.

- (vi) Data Protection Policy;

(vii) Data Retention and Destruction Policy;

(viii) Data Breach Management Policy;

(ix) Procurement Policy;

- Members noted a change to the EU thresholds, and also noted these thresholds are revised every two years.

(x) Board Secretary Duties.

Members proposed the following amendments:

- Include a reference to the Board Secretary's reporting arrangement to the Chairperson as per section 1.23 in the *Code of Practice for the Governance of State Bodies* which states that "the Secretary of the Board should report to the Chairperson on all Board governance matters."
- Add an additional point on page 3 which refers to the Secretary's role to ensure consistency in the management of committees.

Members approved all policies (i – x) subject to amendments being made.

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)

- Members noted the report on Compliance and Enforcement and the updates contained therein.
- Members noted and commended the *2020 Compliance Report*.

Members noted that the monthly number of notifications pursuant to Section 59 of the Charities Act 2009 will be included in the C&E Board Reports.

The EMT to revert to the Board by year-end on proposed compliance metrics relating to the Charities Governance Code.

7.3 Charity Services and Legal

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

- Members acknowledged the significant contribution of Ciara Cahill, previous Secretary to the Charity Services Committee and legal Advisor at the Charities Regulator from 2015, until her move to another public body in August 2021. The Chairperson advised that he had written on behalf of the Board to Ms Cahill to thank her for her services to the Authority.

DB left the meeting

7.4 Communications and Stakeholder Engagement

- Members noted the report on Communications and Stakeholder Engagement and the updates contained therein.

7.5 Corporate Affairs and Financial Report

- Members noted the report on Corporate Affairs and Finance and the updates contained therein.

7.6 Update on current organisational issues and CEO Matters

- Members noted the report on current organisational issues and CEO Matters and the updates contained therein.

8.0 Chairperson's Report

- The Chairman confirmed that he had:
 - attended the Strategy Planning Committee;
 - attended the PRPAC on 16th of September;
- The Chairman confirmed that he had been in regular contact with the DRCD in relation to Board appointments and that the upcoming vacancies will be advertised via the Public Appointments Services (PAS) shortly.

The Members noted the update the Chairperson's report.

10.0 AOB

- The Chairman and Members formally thanked the three retiring Board members, Ms Katie Cadden, Mr Fergus Finlay and Mr Graham Richards for their significant the efforts, commitment and dedication to the work of the Charities Regulator since its establishment in

2014. The Chairman extended an invitation to the three members to attend the Board's November's Review Day.

- All three retiring Board members thanked the Chairperson and the Board and noted that they had enjoyed their tenure as a board/committee member; they formally acknowledged the work of both the Board and the Executive.
- The CEO commended the input and participation of the three departing board members into the work of the Charities Regulator, she formally acknowledged their extensive experience and the value that they had added to the operation of the Board since the organisation was established in 2014.
- Members noted that the CEO is liaising with the DRCD regarding the potential for a forum of senior officials where issues of concern/delays arising from the CRCIDG could be escalated for discussion and resolution.
- Members noted that the annual Oversight and Assurance meeting with the Secretary General of DRCD was due to take place with the Chairperson and the CEO.
- It was noted that members of the Charities Appeal Tribunal had been reappointed by the Minister on the 1st September 2021 pursuant to s.75 of the Charities Act 2009.
- It was noted that the next Board meeting would take place on Thursday, 21st of October at 2pm.

The Chairperson thanked all for their contributions and closed the meeting.

Actions arising from Board Meeting 7, 23rd of September 2021

No.	Action	Person Responsible	Timeframe
1.0	Publish redacted minutes for July on the website.	Board Secretary	Sept 2021
2.0	Forward the final version of the SoS to the Minister pursuant to s. 29 of the Charities Act 2009	Board Secretary	Oct 2021
3.0	Add an additional RC meeting into the schedule for 2022	Board Secretary	Sept 2021
4.0	Revert to Chairman with any recommendations for suitable candidate(s) who possesses the requisite skills/experience that an external member of either the Regulatory Committee or the FARG committee requires	Members	1 st Oct 2021
5.0	Amend procurement policy and board secretary duties document.	Board Secretary	Sept 2021
6.0	Include in the C&E Board report the monthly number of notifications received pursuant to s. 59 of the Charities Act 2009	TM	Oct 2021 and monthly thereafter
7.0	Revert to Board on proposed compliance metrics relating to the Charities Governance Code.	EMT	Dec 2021

Key actions carried forward

No.	Action	Person Responsible	Timeframe
1.0	Provide revised Organisational Workforce Plan 2021 – 2023. <i>Date adjusted</i>	EMT	Q1 2022
2.0	[REDACTED]	MD	October 2021 Date adjusted
3.0	[REDACTED]	MD	June 2022
4.0	Amend Interim Access Policy at end of 2021 for Board's consideration.	Board Secretary/COD	Dec 2021
5.0	Report on progress made with Building Management on office building accessibility and security issues.	MC	Q3-4 2021

Signed: Patrick Hopkins – Chairperson

Malachy Cardiff – Board Secretary