

Minutes of 10th Meeting of the Authority – 25th of November 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
Patricia Cronin	Member of the Authority	PC
Máire McMahon	Member of the Authority	MMcM
Martin Sisk	Member of the Authority	MS
Ercus Stewart	Member of the Authority	ES
Rosemary Keogh	Member of the Authority	RK
Tom Costello	Member of the Authority	TC

Apologies:

None

In attendance:

Name	Detail	Initials
Helen Martin	CEO Items 1.0 to 16.0	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 16.0	MC
Seán O’Connor	Head of Charity Services/Legal Advisor Items 1.0 to 10.0	SOC
Meagan Gill	Head of Registration Items 1.0 to 10.0	MG
Carmel O’Donohoe	Governance Policy Manager Items 1.0 to 16.0	COD

Apologies:

None

1.0 Quorum

A quorum was present and the meeting was duly convened.

2.0 Apologies

There were none.

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 conflicts of interest were declared.

4.0 Minutes of previous meeting

- The minutes of the Meeting of the **21st of October 2021** were approved by the Board.

4.1 Decision Made by the Board on the 3rd of November 2021

As per Standing Order 11.10 decisions taken by written procedure between meetings of the Board will be recorded in the minutes of the subsequent Board meeting.

On the 3rd November 2021 the Authority Members approved the draft management response within the Management Letter for the Financial Statements 2020 that will issue to the Office of the Comptroller and Auditor General.

4.2 (i) Approve of publication of redacted Board Minutes of 4th of October 2021

Members reviewed and approved the redacted Board minutes of 4th of October 2021.

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

4.2 (ii) Approve publication of redacted Board Minutes of 21st of October 2021

Members reviewed and approved the redacted Board minutes of 21st of October 2021.

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

It was agreed that the Board Secretary would report on number of Fols received monthly in Corporate Affairs January 2022 report and onwards.

4.3 Matters Arising

- There were no matters arising.

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.
- Members noted that the next FARG meeting (13th of December) would be the last meeting of the two current External members who are expected to retire from the FARG.

The Board of the Authority noted the report of the FARG Committee.

5.2 Report of the Regulatory Committee (RC)

- The Chair of the RC presented the minutes of Meeting 4 and updated the members on the Committee's work.
- Members noted that a summary of the RC's Work for 2021 and their Work Plan for 2022 would be presented to the Board's February meeting for noting. There will be an additional RC meeting scheduled to take place after the January Board meeting to finalise the 2022 Work Plan in light of the Board's deliberations on the 2022 Business Plan.
- Members noted the updates to the Regulatory publications for this year and next.

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

EMT agreed to provide a proposal on a regular update on SORP progress and report back to the Board in January 2022.

5.3 Report of the Charity Services Committee (CSC)

- The Chair of the CSC presented the minutes of Meeting 10 (11th of November 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.
- It was noted that there may be a Decision between Meetings re. Item 8.3 before the end of the year.

The Authority noted the Charity Services Committee update. The Authority approved all recommendations of Committee Meeting 10 (11th of November 2021) and authorised the Seal to be affixed where appropriate.

5.4 Performance Resource Planning and Advisory Committee (PRPAC)

- The Chair of the PRPAC updated the members on the Committee's work.
- The next meeting of the committee is 9th of December 2021.

The Authority noted the report of the PRPAC.

6.0 Decisions of the Authority

6.1 Review Terms of Reference for three committees of the Board (FARG, RC and PRPAC)

- Members discussed the revised Terms of Reference for the Committees and noted that para 5.4 should include a reference to the maximum tenure an external member can serve, this should be in line with Board members tenure and the provision as set out in the *Code of Practice for the Governance of State Bodies*.

Members approved the Revised Terms of References for all committees of the Board subject to the revision being made to para 5.4 as outlined above.

6.2 Approval of appointment of External Members to External Board Committee members

- Members reviewed and discussed the biographies of the candidates put forward for consideration for appointment as external members of the FARG Committee.

The Board approved the appointment of Ms Michelle Walshe and Mr Martin Corboy as external members to the FARG committee from 1 January 2022 for a two year period until 31 December 2023.

Board Secretary to arrange letters of appointment to issue to the two new FARG appointees.

Board Secretary/COD to review and update the letters of appointments and Induction Packs for Committees Members.

6.3 Approval of payment of fees to External Members to the Board Sub-committees

- Members discussed the proposal to pay an Attendance Fee and Travel and Subsistence expenses to external members of the Board’s Sub-committees in line with DPER circular E12/1/70.

Members approved the payment of Attendance Fee which is for the Day of Attendance at the meeting aligned with the Deputy Secretary fee which is the amount of €295 to External Members of Board Sub-committees and the fee may not be paid to serving civil/public servants under the One Person One Salary (OPOS) principle.

6.4 Approval of the Code of Business Conduct for members of the Board and its sub committees

Members reviewed and approved the Code of Business Conduct for members of the Board and its sub committees.

6.5 Approval of Staff Appointments

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

	Name	Position	Commencement Date
1.	Daniel Hutton	Registration Case Officer	8 th November 2021
2.	Alan Fitzgerald	Legal Advisor	7 th December 2021

6.6 Approval of Charities Regulatory Authority Budget for 2022

- The Authority noted the Charities Regulatory Authority Budget 2022.

7 CEO Report

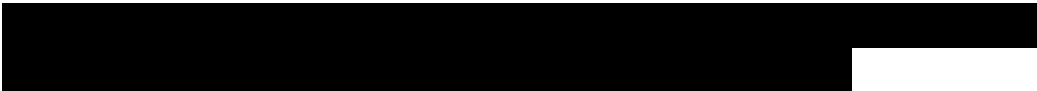
7.1 Registration and Projects

- Members noted the report on Registration and Reporting and the updates contained therein.
- Members noted that there will be a new addition/section in future reports which would differentiate the figures for schools and other charities.

7.2 Compliance and Enforcement (C&E)

- Members noted the report on Compliance and Enforcement and the updates contained therein.
- Members noted the considerable resources required to deal with one particular concern in the month of October.

Members noted that the CEO will include statutory directions issued to charities as part of the concerns process in the Report of the Exercise of Delegated Functions



7.3 Charity Services and Legal

- Members noted the report on Charity Services and Legal Affairs and the updates contained therein.
- Members noted the update on S.55 of the Charities Act 2009 concerning the Persons disqualified for being trustees of a charitable organisation.

7.4 Communications and Stakeholder Engagement

- Members noted the report on Communications and Stakeholder Engagement and the updates contained therein.
- Members noted the update on the recruitment exercise of a new Head of Communications and Stakeholder Engagement.
- Members noted the Radio Advert which will run early in the New Year.

7.5 Corporate Affairs and Financial Report

- Members noted the report on Corporate Affairs and Finance and the updates contained therein;
- Members were updated on the recruitment campaigns;
- Members were updated on the Corporate Independence project.

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.

For Members ease of reference, the CEO will add documentation regarding proposals to amend the Act on Decision Time.

8 Chairperson's Report

- The Chairman confirmed that he had been in regular contact with the CEO and the management team.
- Members noted that the Chairperson and CEO will meet the Secretary General of the DRCD for their bi-annual Oversight & Assurance agreement meeting on December 2nd 2021.

The Members noted the Chairperson's report and the updates contained therein.

10.0 AOB

- It was noted that the next Board meeting would take place on Thursday, 20th of January 2022.
- It was noted that there was a Board review/training session scheduled for 3:30pm and the Board would reconvene then.
- There was no further business, the Chairperson thanked all for their contributions and this section of the meeting was concluded at 3:15pm pm.

Comfort Break –3:15pm to 3:30pm

NOTE OF REVIEW DAY:

3:30pm – The following members re-joined for the Review Day

Name	Detail	Initials
Patrick Hopkins	Chairperson	PH
David Brady	Member of the Authority	DB
Patricia Cronin	Member of the Authority	PC
Máire McMahon	Member of the Authority	MMcM
Martin Sisk	Member of the Authority	MS
Rosemary Keogh	Member of the Authority	RK
Tom Costello	Member of the Authority	TC

Apologies:

Ercus Stewart

In attendance:

Name	Detail	Initials
Mary Carroll	Consultant, Growth Potential	
Helen Martin	CEO	HM
Malachy Cardiff	Head of Corporate Affairs/Board Secretary	MC
Carmel O'Donohoe	Governance Policy Manager	COD

11.0 Monitoring of progress of strategy implementation

- It was noted that the Charities Regulator is committed to monitor the progress of the new Strategy for 2022-2024 and its implementation.
- Mary Carroll from Growth Potential joined the meeting and took the Board through the process for monitoring progress on strategy implementation.
- Mary Carroll outlined to the members different Key Performance Indicators and dashboards, their characteristics (dynamic, easily understandable and enable quick status assessments) and recommendations.
- Members noted that a one-page dashboard outlining key metrics would be very useful to see a quick status assessment.
- Members noted that the generation of a dashboard was easier given that there are metrics assigned to each of the four strategic objectives which are outlined in the new Strategy.

- Members noted that the production of a Dashboard was an evolving exercise which would be refined after a few rounds of updates.
- It was agreed the EMT would draft a Dashboard and bring to the February Board meeting.
- The Board thanked Mary for facilitating the session and for her input. Mary Carroll left the meeting.

Members noted that the new iteration of the Dashboard would be presented to the Board in February 2022 meeting.

12.0 Board Self-Evaluation

- Members considered and reviewed the output of the Board self-assessment evaluation questionnaire.
- Members noted that the adverts for Board appointments to the Charities Regulatory Authority were live on the [Stateboards.ie](https://www.stateboards.ie) website.
- EMT agreed that they would notify Board members when any updates/additional papers are added to Decision Time meeting papers.

Members noted in respect of S3. Division of Responsibilities that the role of the CEO and Chairperson will be documented and presented to the Board in Q1 2022.

Members agreed that there would be an educational Equality, Diversity and Inclusion training session in line with Q.34 for Board members.

Members noted that the *Scheme of Delegation - Reserved Functions of the Charities Regulatory Authority* document is reviewed annually and the next review was due mid-2022.

Members noted that all four committees of the Board planned to do their annual self-evaluation in line with the Code.

13.0 External Evaluation Action Plan

- The members discussed and reviewed the status of the Action Plan of the External Board Evaluation carried out in 2019 and agreed the following:
 - Remove the following items as they have been completed or are in hand:
 - 1.4 - was not necessary and can now be removed;
 - 1.6. - a rolling Board agenda has been established;
 - 2.1 - there are annual self-assessments;
 - 2.2 - there are opportunities for Board deliberation on priority strategic matters scheduled;
 - 2.3 - induction letter and Pack is being periodically refreshed;
 - 2.4 - Board documentation is on a secure electronic platform;
 - 3.1 - role of Board re. risk has been reviewed;
 - 3.2 - risk is integrated into scheduled opportunities for Board deliberation on priority strategic matters.
- Members noted the external evaluation is due to take place in 2022 in line with the *Code of Practice for the Governance of State Bodies ('Code')*.

14.0 EMT – ways of working with the Board

- The Board discussed the current ways of working with the EMT and indicated that they were satisfied that there was a good balance with the level of information being provided by management;
- The Board noted that the EMT were always interested in continuous feedback from the Board regarding any opportunities for improvement in ways of working with the Board.

15.0 Meeting Schedule – 2022

- The draft meeting schedule was discussed and agreed by all members.

16.0 AOB

The Chairperson conveyed his appreciation and thanks to all the staff of the Charities Regulator for their efforts and commitment demonstrated through the year and he wished everyone a Happy Christmas and New Year. The Board in turn expressed their appreciation and thanks to the Chairperson.

There being no other business the Chairperson closed the meeting.

Actions arising from Board Meeting 10, 25th of November 2021

No.	Action	Person Responsible	Timeframe
1.0	Publish redacted minutes for meetings of 4 th of October and 21 st of October on the website.	Board Secretary	Dec 2021
2.0	Report on number of Fols received in January 2022 CA report & for each Board update thereafter.	Board Secretary	Jan 2022 & ongoing
3.0	Provide a proposal on a regular update on SORP progress and report back to the Board in January 2022.	EMT	Jan 2022
2.0	All recommendations of Committee Meeting 10 (11th of November 2021) to be actioned and the Seal to be affixed where appropriate.	Charity Services	Dec 2021
4.0	Terms of Reference for the FARG, CSC, RC and the PRPAC to be updated referencing the max tenure an external member can serve in line with the Code of Practice.	Board Secretary/COD	Dec 2021
5.0	Arrange letters of appointment to issue the two new FARG appointees and review, update and tailor letters of appointments and Induction Packs for Committees.	Board Secretary/COD	Jan 2022
6.0	Statutory directions issued to charities as part of the concerns process to be included in the Report of the Exercise of Delegated Functions.	CEO	Ongoing
7.0	[REDACTED]	CEO	Dec 2021
8.0	Add proposals to amend the Act on Decision Time.	CEO	Dec 2021
9.0	Present the new iteration of the Dashboard to the Board in February.	EMT	Feb 2022
10.0	Document the division of responsibilities of the role of the CEO and Chairperson & present to the Board.	Chairperson/CEO	Q1 2022.
11.0	All Board committees to do their annual self-evaluation.	Committee's Chairpersons	Q1 2022

Key actions carried forward

No.	Action	Person Responsible	Timeframe
1.0	[REDACTED]	MD	Q1 2022
2.0	Provide revised Organisational Workforce Plan 2021 – 2023.	EMT	Q1 2022 <i>Date adjusted</i>
3.0	[REDACTED]	MD	Q1 2022

			<i>Date adjusted</i>
4.0	Review adoption of a Registration Policy re. UK based charities within 12 months.	MD	June 2022
5.0	Amend Interim Access Policy at end of 2021 for Board's consideration.	Board Secretary/COD	Q1 2022 <i>Date adjusted</i>
6.0	Report on progress made with Building Management on office building accessibility and security issues.	MC	Q1 2022 <i>Date adjusted</i>
7.0	Revert to Board on proposed compliance metrics relating to the Charities Governance Code.	EMT	Q1 2022 <i>Date adjusted</i>

Signed: Patrick Hopkins – Chairperson

Malachy Cardiff – Board Secretary