

Minutes of 2nd Meeting of the Authority – 24th February 2022

–held via video conference

Present:

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

Apologies:

Ercus Stewart

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
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
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 10.0	COD

Apologies:

Alan Fitzgerald

1.0 Quorum

A quorum was present and the meeting was duly convened.

2.0 Apologies

Ercus Stewart.

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 Approval of minutes of previous Board meetings

4.1 Approve minutes for 20th of January 2022 Board minutes

The minutes of the Meeting of 20th of January 2022 were approved by the Board.

4.2 Approve redacted minutes & publication of the Board meeting - 20th of January 2022

Members reviewed and approved the redacted Board minutes of 20th of January 2022.

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

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 Board on the meeting of the 14th February 2021.
- Members noted that the two new External members joined the FARG committee at the February meeting.

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 updated the members on the Committee's work.
- Members noted that in the Workplan 2022 there will be an invitation extended to members of the Board to attend a Compliance and Enforcement workshop on the 6th of September,

which incorporate a presentation on handling concerns and the workshop on 8th of November will deal with regulatory developments in the Charitable sector.

- Members noted that the Regulatory Committee's Terms of Reference would be reviewed in September 2022.
- Members noted that Katie Cadden joined the January meeting as an External member.
- Members noted that the next RC meeting is 1st of March 2022.

Members noted the Report on Regulatory Committee Work Plan for 2021; Regulatory Committee Work Plan for 2022 and Minutes of Meeting 1 of the Regulatory Committee in 2022, 27 January 2022.

5.3 Report of the Charity Services Committee (CSC)

- The Board considered the minutes of Meeting 2, 10th of February 2022, and an update on the matters that were dealt with by the Committee.

The Authority noted the Charity Services Committee update. The Authority approved all recommendations of Committee Meeting 2 (10th of February 2022) 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 its meeting of the 17th of February.
- Members noted that a paper on the Delegation by the Chief Executive of certain functions will be brought to the Board in March 2022.

The Authority agreed that it should be highlighted if an item has already been dealt with by a committee(s).

The Authority noted the report of the PRPAC.

6.0 Decisions of the Authority

6.1 Financial Statements 2021 and Statement of Internal Control

The Authority noted and approved for submission to the C&AG and to DRCD, the Draft Unaudited Financial Statements 2021 for the Charities Regulatory Authority and the Charity Funds, and the Letter of Representation 2021.

6.2 CIF Dividend Distribution Options H2 2021

The Authority noted and approved the CIF Dividend Distribution Option B for H2 2021.

6.3 Cy-Près Procedure

The Authority noted the Cy-Près Procedure and draft template order.

6.4 Approval of Business Plan V2

Members discussed and considered the requirements of the Open Data Directive's additions to Action 4.7 of the Business Plan for 2022.

Members approved the updated Business Plan for 2022.

6.5 Monitoring of progress of strategy implementation

Members discussed, reviewed and considered the briefing note on monitoring implementation of the Authority's strategy and the template provided.

Members noted that an additional column is required to identify whether a Strategic Metric is on track to be achieved.

The Authority noted the proposal and agreed that it would review and monitor the Progress of Strategy Implementation at its November meeting.

MC to add additional column in to the Strategy Monitoring Template.

6.6 Approval of proposal to revise Risk categories and Appetite statement

Members discussed, reviewed and considered the proposal to revise risk categories and the appetite statement within the Risk Management Framework. They noted that the FARG committee had already reviewed and recommended the proposal to the Board.

Members commended and approved the Proposal.

MC to revert to the Board with a revised Risk Appetite Statement for approval.

6.7 Appointment of persons as Staff of the Charities Regulator

- 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	Unit	Commencement Date
1.	Geraldine McCarthy	Head of Communications & Stakeholder Engagement	Communications & Stakeholder Engagement	21 st March 2022
2.	Evan Argue	Support Officer	Registration	14 th February 2022

6.8 Approval of Governance documents

- (i) Protected Disclosure Policy - Rev 003;
Members asked for the term 'workers' to be clarified

Members approved the PD Policy, subject to clarification of the definition 'workers' in the Protected Disclosure legislation.

- (ii) Business Expense Policy - Rev 006;

Members approved the Business Expense Policy.

- (iii) Credit Card Policy - Rev 004;

Members approved the Credit Card Policy.

- (iv) Fraud Prevention and Reporting Policy - Rev 005;

Members approved the Fraud Prevention and Reporting Policy.

- (v) Risk Management Policy - Rev 10; and

- Clearer distinction in the Corporate Risk Register between Strategic Risks and Functional/ Unit Risks to facilitate greater clarity around usage of terms;
- Include role of the FARG Committee and Board oversight in respect of the Corporate Risk Register overall, i.e. Strategic Risks and Functional/Unit Risks;

MC/COD to make amends to the Risk Management Policy and bring back to the Board for noting at its May 2022 meeting.

Members approved the Risk Management Policy, subject to the amendments listed being made.

- (vi) Standing Orders - Rev 005;

Members discussed the Standing Orders and noted that members are required to advise the Chairperson of a perceived or potential conflict of interest before a meeting, declare it

at the meeting and absent themselves from that segment of the meeting.

Members agreed that the Standing Orders/Conflict of Interest policy would be reviewed at their annual review day in November 2022.

Members approved the Standing Orders.

7.0 Corporate Risk Register

- Members reviewed and discussed the Risk Register and noted the two amendments made to SCR 15 and SCR 8;

Members approved the Risk Register.

8.0 CEO Report

8.1 Registration

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

8.2 Compliance and Enforcement (C&E)

- Members noted the report on Compliance and Enforcement and the updates contained therein.
- Members noted the update re. the development of Charities SORP.

TM to revert to Board with SORP update at the March Board meeting.

8.3 Charity Services and Legal

- (i) Members noted the report on Charity Services and Legal Affairs and the updates contained therein.
- (ii) Members noted the update on the proposed Classification Standard and the open consultation.

8.4 Communications and Stakeholder Engagement

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

8.5 Corporate Affairs and Financial Report

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

- (i) Members noted the Compliance Statement for 2021;
- (ii) Members noted the Internal Audit Reports and Letter of Assurance 2021; and
- (iii) Members noted the HR Operational Plan

MC/NS to separate this report between (i) Corporate Affairs and (ii) Finance in future for clarity.

8.6 Update on current organisational issues and CEO Matters

- Members noted the report on current organisational issues and CEO Matters and the updates contained therein.
- Members were updated on the progress of the Charities Amendment Bill.

CEO to revert to the Board with an update on the meeting of the UK/Ireland Charity Regulators Group, which took place in February.

9 Chairperson's Report

- The Chairperson and CEO met Minister Humphreys on Wednesday, 26th of January 2022 to discuss the Charities Regulator's work and the Charities (Amendment) Bill.
- The Chairperson attended a meeting on Wednesday, 26th of January 2022 with PAS related to the Shortlisting of candidates as potential Members of the Board of the Authority. He also attended a final day of shortlisting to agree a list of prospective Board member candidates on 3rd of February 2022.
- The Chairperson has been in regular contact with the CEO and the Board secretary since the last meeting.

Members approved the Re-appointment of External member John Gill to the Charities Regulator's Charity Services Committee for a further two year tenure.

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, 24th of March 2022.
- There being no further business, the Chairperson thanked all for their contributions and the meeting ended,

[REDACTED]

[REDACTED]

Actions arising from Board Meeting 2, 24th of February 2022

No.	Action	Person Responsible	Timeframe
1.0	Publish redacted minutes for meetings of 20 th of January on the website.	Board Secretary	Feb 2022
2.0	All recommendations of Committee Meeting 2 (10th of February 2022) to be actioned and the Seal to be affixed where appropriate.	Charity Services	Feb 2022
3.0	MC to add additional column in to the Strategy Monitoring Tool.	Board Secretary	November 2022
4.0	Revert to the Board with a revised Risk Appetite Statement for approval.	Board Secretary	May 2022
5.0	Check the definition ‘workers’ in the Protected Disclosure legislation.	MC/COD	March 2022
6.0	Amend the Risk Management Policy and bring back to the Board for noting in May Board meeting.	MC/COD	May 2022
7.0	Revert to March Board meeting with SORP update.	TM	March 2022
8.0	Separate out the report between Corporate Affairs and Finance in future for clarity.	MC/NS	March onwards
9.0	Revert to Board with an update on the meeting of the UK/Ireland Charity Regulators, which took place in February	HM	March 2022

Key actions carried forward

No.	Action	Person Responsible	Timeframe
1.0	[REDACTED]	MD	Q1 2022
2.0	Review adoption of a Registration Policy re. UK based charities within 12 months.	MD	June 2022

Signed: Patrick Hopkins – Chairperson

Malachy Cardiff – Board Secretary