

Minutes of 5th Meeting of the Authority – 23rd of June 2022 held via Hybrid

Authority Members 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
Cathy Holahan	Member of the Authority	CH
Nicola Keogh	Member of the Authority	NK
Lorraine Lally	Member of the Authority	LL
Máire McMahon	Member of the Authority	MMcM
Martin Sisk	Member of the Authority	MS
Geraldine Smith	Member of the Authority	GS
Ercus Stewart	Member of the Authority	ES
Tony Ward	Member of the Authority	TW

Apologies: Rosemary Keogh

Executive 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	NS
Malachy Cardiff	Head of Corporate Affairs/Board Secretary Items 1.0 to 11.0	MC
Seán O'Connor	Head of Charity Services/Legal Advisor Items 1.0 to 11.0	SOC
Meagan Gill	Head of Registration Items 7.1	MG
Geraldine McCarthy	Head of Communications & Stakeholder Engagement Items 1.0 to 11.0	GMcC
Carmel O'Donohoe	Governance Policy Manager Items 1.0 to 11.0	COD

Apologies: None.

1.0 Quorum

A quorum was present and the meeting was duly convened.

2.0 Apologies

The apology from Rosemary Keogh was noted.

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.

- Two potential conflicts were declared

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The Board considered both declarations and agreed there was no conflict of interest with any items on the agenda.

- No other conflicts of interest were declared.

4.0 Approval of minutes of previous Board meetings

4.1 Approve minutes for 19th of May 2022 Board minutes

The minutes of the Meeting of 19th of May 2022 were approved by the Board, with two small amends made to 5.1. and 6.1.

4.2 Approval of redacted minutes & publication of the Board meeting - 19th of May 2022

Members noted that there were no redactions. Members reviewed and approved the Board minutes of 19th of May for publication.

It was agreed the Board Secretary would arrange for publication of the 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.

- MS as acting Chair of the FARG Committee updated the Board of the meeting of 13th of June 2022.
- One amendment was noted within the minutes of the FARG committee at 8.10 where it was indicated that the policy title should read as 'Access to Legal Services Policy'.

The Board of the Authority noted the minutes of the meeting of 13th of June 2022 and the report of the Chairperson of the FARG Committee.

5.2 Report of the Regulatory Committee (RC)

- The Chair of the RC updated the Board of the meeting of 7th of June 2022.

Members noted the minutes of the meeting of 7th of June 2022 and the report of the Chairperson of the RC.

Members acknowledged the work of the outgoing secretary of the RC Committee, Colin Blayney, and welcomed the new incoming secretary, Philip O'Halloran.

5.3 Report of the Charity Services Committee (CSC)

- The Board considered the minutes of Meeting 5 of 2022 of the Charity Services Committee held on the 15th June 2022, and an update on the matters that were dealt with by the Committee.

The Authority noted the Charity Services Committee's update. The Authority approved all recommendations of the Committee Meeting 5 (15th of June 2022) and authorised the Seal to be affixed where appropriate.

5.4 Performance Resource Planning and Advisory Committee (PRPAC)

- The Chairperson updated the members on the work of the PRPAC since the last meeting and noted that the meeting that was scheduled for June did not take place.
- Members were informed that the next meeting is due to take place in September 2022.

The Authority noted the report of the PRPAC.

6.0 Decisions of the Authority

6.1 Governance Documents

The following amendments were suggested in relation to each document:

(i) Customer Service Charter and Action Plan

- In paragraph 'Background – Who We are' pg.1, remove the word 'management';

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

(ii) Code of Conduct for Board and Committee members

- Pg 5. Section 4.4 'Obligations and Responsibilities' in fourth bullet point, add in wording ' to detect' so that sentence reads as follows "... to prevent and to detect fraud...."

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

(iii) Guidelines for Data Impact Assessment

The Authority approved the above document.

(iv) Complaints Policy:

In section 1.0 Background – Who We Are – removal of the word "management";

- Remove bold formatting from word 'independent' in section 1.0;
- Replace the text of the second paragraph in 2.0 Statement of Policy with the following text: "The Charities Regulator acknowledges the importance of the complaints process, and the emphasis will be on the positive resolution of the complaints process at a local level.";

The Authority approved the above document, subject to the amendments being made.

(v) Conflicts of Interest Policy

- P2, Paragraph 1.0 Background, second paragraph replace “to” with “of” in quote;
- Update values on p2 as per the Strategy Statement 2022-2024;
- Some minor typos were noted;

The Authority approved the above document, subject to the amendments being made.

(vi) Confidential Register of interests for Designated Directors

- No amends made

The Authority approved the document.

(vii) Confidential Register of interests for Designated Positions

- No amends made

The Authority approved the above document.

(viii) Gender Balance, Diversity and Inclusion Policy for Authority Members

- Need to add in a definition related to the reference of 40% target within a footnote;
- Some minor typos were noted;
- Members noted that the Policy is not a Diversity and Inclusion Policy, but more a gender policy, as per the *Code of Practice for the Governance of State bodies*;
- EMT to check if the Irish Human Rights and Equality Commission has raised the lack of measures mentioned re. diversity and inclusion.

The Authority approved the above document, subject to the amendments being made.

EMT to revert regarding outcome of communication with the Irish Human Rights and Equality Commission.

(ix) Access to Legal Services Policy

- MC/COD to review guidance from DPER re. Directors and Officers insurance (D&O insurance);

The Authority approved the above document.

(x) FoI Publication Scheme:

- It was noted various amendments needed to be made

Amendments to the FoI Publication scheme to be made and brought back to the July Board for approval.

MC/COD to add the approved policies to the Authority's 'Admin' Folder on Decision Time.

MS left the meeting.

6.2 Recommendation to Refuse the application for charitable status from Aerowaves Europe CLG.

- The Authority discussed and considered the Briefing Note.

The Authority agreed to refuse an application for charitable status made under section 39 of the Charities Act 2009 pertaining to 'Aerowaves Europe Company Limited by Guarantee' for the reasons outlined in the Notice of Intention to Recommend Refusal dated 29 March 2022.

6.3 Appointment of Persons as Staff of the Charities Regulatory Authority

The following resolution was passed by the Charities Regulatory Authority on 23rd of June 2022:

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, outlined in the table below, as and from the commencement date specified.

Table 1

	Name	Position	Unit	Commencement Date
1.	James Kelly	Head of Investigations and Enforcement	Compliance & Enforcement	13 th June 2022
2.	Shane Uzell	Support Officer	Finance	20 th June 2022

MS returned to the meeting.

6.4 Annual Report 2021 and Compliance Statement Letter 2021

Compliance Statement Letter 2021 – the following amends were noted:

- A number of small amendments to the letter were agreed.

Annual Report 2021 - the following amends were noted:

- A number of small amendments to the Annual Report were agreed

The Board reviewed and approved both the Draft letter from the Chairperson to Minister of State Joe O’Brien T.D, including the Compliance Statement and the final version of the Annual Report 2022.

6.5 Approval of the Draft Oversight and Assurance Agreement 2022 between the Charities Regulatory Authority and the Department of Rural and Community Development

The Authority reviewed and approved the Draft Oversight and Assurance Agreement 2022.

6.6 Membership of Board Sub-Committees

Members considered and approved the proposed new committee membership structure as outlined in the Board papers.

6.7 Management Response to the C&AG in respect of the Draft Management letter in relation to the Financial Statements 2021

Members approved the Management Response to the C&AG.

6.8 Projections 2022/Estimates 2023

The Authority reviewed and approved –
(a) the Budget Projections 2022 (Draft), and
(b) the Estimates 2023 (Draft),

EMT to seek clarification/confirmation that in the event that pay scales are revised, that an increase in budget would be made available to the organisation.

[REDACTED]

6.9 Memorandum of Understanding (MoU) between the Charities Regulator and the Department of Foreign Affairs

- Members thanked Alan Fitzgerald for his work in relation to the MoU.

The following resolution was passed by the Charities Regulatory Authority (hereinafter referred to as “the Authority”) on 23 June 2022.

Further to section 33 of the Charities Act 2009, the Authority resolves to enter into an arrangement with the Department of Foreign Affairs in the terms set out in the draft Memorandum of Understanding annexed hereto.

7 CEO Report

7.1 Registration

- 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.

7.3 Charity Services and Legal

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

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 Finance and the updates contained therein.
- Members noted the report on Corporate Affairs 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.
- Members noted that the Joint Oireachtas Committee are carrying out legislative scrutiny of the General Scheme of the Charities (Amendment) Bill 2022 and that they have invited written submissions from interested groups or individuals on the General Scheme by deadline of 5 p.m. Friday 1 July 2022. Members noted that since finalisation of the draft General Scheme by the Department, members of the Executive and the Charity Services Committee have identified two further matters which they believe should be addressed through amendment of the Charities Acts 2009 and 1961.
- The Chief Executive recommended that the Charities Regulator make a submission to the Joint Oireachtas Committee broadly welcoming the content of the General Scheme and noting the requirement for the two additional amendments.

It was agreed the Authority would, in accordance with Standing Order 11.0, make a decision between scheduled Board meetings. It was agreed the EMT would circulate papers to Members to vote on regarding the requirement for two additional amendments of the Charities Acts 2009 and 1961.

8 Risk Register

- Members approved the Risk Register.

9 Business Plan Tracker

- Members noted the Business Plan Tracker.

EMT agreed to add in an update and estimated time for delivery on three key actions/milestones within Action 2.1 of the BPT.

10 Chairperson's Report

- The Chairperson attended a session regarding a topic on Board's Performance at the Wheel Summit on 1st of June in Croke Park;
- the Chairperson, the Chief Executive and the Board secretary met with officials from DRCD on 8th of June in relation to the Oversight & Assurance Agreement 2022; and
- the Chairperson has been in regular contact with the Chief Executive and the Board secretary since the last meeting.

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

11.0 AOB

- Members noted that it is not within the Charities Regulator’s remit to have regulatory oversight of Go Fund Me pages.
- It was noted that the next Board meeting would take place on Thursday, 21st of July 2022;
- There being no further business, the Chairperson thanked all for their contributions and the meeting ended.

12.0 In-Camera Session

[REDACTED]

[REDACTED]

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[REDACTED]
[REDACTED]
[REDACTED]
- [REDACTED]
[REDACTED]
[REDACTED]

Actions arising from Board Meeting 4, 23rd of June 2022

No.	Action	Person Responsible	Timeframe
1.0	Publish minutes for meeting of 19 th of May on the Charities Regulator’s website.	Board Secretary	June 2022
2.0	All recommendations of Committee Meeting 5 (15 th of June 2022) to be actioned and the Seal to be affixed where appropriate.	Charity Services	June 2022
3.0	EMT to revert regarding outcome of communication with the Irish Human Rights and Equality Commission.	MC/EMT	July 2022
4.0	Make amends to the FoI Publication scheme and bring back to the July Board to be approved.	MC/COD	July 2022
5.0	Add the approved policies to the Board’s Decision Time’s ‘Admin’ Folder.	MC/COD	July 2022
6.0	Make amends to the Draft letter from the Chairperson to Minister of State Joe O’Brien T.D, including the Compliance Statement and the final version of the Annual Report 2022, and submit to the Minister.	GMcC/MC	June 2022
7.0	Seek clarification/confirmation that in the event that pay scales are revised, that an increase in budget would be made available to the organisation.	NS	Q3
8.0	<p>██</p> <p>██</p> <p>██</p> <p>██</p>	CEO/MC	May 2022

Key actions carried forward

No	Action	Person Responsible	Timeframe
1.0	MC to add additional column in to the Strategy Monitoring Tool.	Board Secretary	November 2022
2.0	Give consideration to invite some representatives from the CCNI Board and the Authority to a meeting before or after the UK/Ireland Charities Regulators Group Meeting event.	EMT	Q2 – Q3 2022
3.0	Review adoption of a Registration Policy re. UK based charities within 12 months.	MD	Nov 2022 (Date change from Jun 2022)

Signed: Patrick Hopkins – Chairperson
Secretary

Malachy Cardiff – Board