

## Minutes of 7<sup>th</sup> Meeting of the Authority – 22<sup>nd</sup> of September 2022 held via Hybrid

**Table 1: Authority Members Present:**

<b>Name</b>	<b>Detail</b>	<b>Initials</b>
Patrick Hopkins	Chairperson	PH
Tom Costello	Member of the Authority	TC
Nicola Keogh	Member of the Authority	NK
Lorraine Lally	Member of the Authority	LL
Máire McMahon	Member of the Authority	MMcM
Geraldine Smith	Member of the Authority	GS
Ercus Stewart	Member of the Authority	ES
Tony Ward	Member of the Authority	TW
Rosemary Keogh	Member of the Authority	RK
Martin Sisk	Member of the Authority	MS
David Brady	Member of the Authority	DB

### **Apologies:**

Patricia Cronin; Cathy Holahan

**Table 2: Executive in attendance:**

<b>Name</b>	<b>Detail</b>	<b>Initials</b>
Madeleine Delaney	Acting CEO/Director of Legal Affairs and Registration Items 1.0 to 12.0	MD
Thomas Mullholland	Director of Compliance and Enforcement Items 1.0 to 12.0	
Niall Scanlon	Head of Finance Items 1.0 to 12.0	NS
Malachy Cardiff	Head of Corporate Affairs/Board Secretary Items 1.0 to 12.0	MC
Seán O'Connor	Head of Charity Services/Legal Advisor Items 8.3	SOC
Meagan Gill	Head of Registration Items 8.1	MG
Geraldine McCarthy	Head of Communications & Stakeholder Engagement Items 1.0 to 12.0	GMcC
Carmel O'Donohoe	Governance Policy Manager Items 1.0 to 12.0	COD

### **Apologies:**

Helen Martin;

## 1.0 Quorum

A quorum was present and the meeting was duly convened.

## 2.0 Apologies

The apologies from Patricia Cronin, Cathy Holahan and Helen Martin were noted.

## 3.0 Conflicts of Interest

No conflicts of interest were declared.

## 4.0 Approval of minutes for 21<sup>st</sup> of July 2022 Board minutes

The minutes of the Meeting of 21<sup>st</sup> of July 2022 were approved by the Board.

### 4.1 Matters Arising

Members noted the verbal update that the NSSO has agreed that the Charities Regulator can become a client in its own right with the NSSO. The process to get to that point may take some time.

### 4.2 Approval of redacted minutes & publication of the Board meeting – 21<sup>st</sup> of July 2022

Members noted that there were no redactions within the minutes of 21<sup>st</sup> of July 2022. Members reviewed and approved the Board minutes of 21<sup>st</sup> of July for publication.

**It was agreed the Board Secretary would arrange for publication of the minutes on the website.**

### 4.3 Decision made between Board meetings – 19<sup>th</sup> of August 2022

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.

**The Authority has adopted the following resolution on the 19th August 2022:**

**“Further to section 20(4) of the Charities Act 2009, the Authority designates Madeleine Delaney, Director of Legal Affairs & Registration, to perform the functions of the Chief Executive from 23 August 2022 until such time as the Chief Executive’s absence concludes.”**

### 4.4 Decision made between Board meetings – 26<sup>th</sup> of August 2022

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.

**The Authority has adopted the following resolution on the 26th August 2022:**

**“The Authority has approved the submission to the Department of Rural and Community Development of a supplemental request for non-pay budget as part of the 2023 estimates process.”**

## 5.0 External Evaluation by OBGD

- Trish O’Brien and Claire Byrne from O'Brien Governance Design (OBGD) joined the meeting to give a short briefing outlining the process involved in the external Board evaluation.
- Members noted the stages of the Evaluation.
- It was noted that all current members will take part in the Evaluation process including the members who are due to complete their tenure in office in mid-October.
- Members also noted that there will be a separate “Exit Interview” process for retiring members.

## 6.0 Update from Committees

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

- Members noted that the minute to record a Decision between Meetings taken by the FARG Committee regarding CIF dividend payments will be recorded in the next FARG Committee Meeting minutes in November.
- Members noted that the Induction to the FARG will take place on Wednesday, 28<sup>th</sup> of September. All members are welcome.

**It was agreed that the CIF presentation given by IQ EQ to the FARG Committee meeting on 12<sup>th</sup> of September would be made available to the Board on Decision Time.**

**Members noted that the Chairperson of the FARG Committee will give a short presentation on the Common Investment Fund (CIF) at the October Board meeting.**

**The Authority noted the FARG Committee's update.**

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

- The Chair of the Regulatory Committee updated the Board of the meeting on activities since the last meeting of the Authority.
- Members commended the work of the out-going Chairperson of the committee, Tom Costello, who will be replaced by Martin Sisk as Chairperson. The Members also commended the work of David Brady, for his work on the committee. Members noted that the committee welcomed Tony Ward as a member of the committee.
- It was noted that the Compliance and Enforcement Unit will be making a presentation in committee meeting 5, and a meeting invitation will be extended to all board members to attend.

- It was noted that two amendments were suggested to be made to the Terms of Reference for the Regulatory Committee.

**The Board of the Authority approved the revised Terms of Reference for the Regulatory Committee as presented.**

**The Authority noted the Regulatory Committee's update**

### 6.3 Report of the Charity Services Committee (CSC)

- The Board considered the minutes of Meeting 7 of 2022 of the Charity Services Committee held on the 8<sup>th</sup> of September 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 7 (8<sup>th</sup> of September 2022) and authorised the Seal to be affixed where appropriate.**

### 6.4 Performance Resource Planning and Advisory Committee (PRPAC)

- The Chairperson updated the members on the work of the PRPAC since the last meeting and confirmed that the meeting scheduled for 16<sup>th</sup> of September was postponed as a quorum was not available. The meeting will be rescheduled for October.

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

## 7.0 Decisions of the Authority

### 7.1 Appointment of Personnel as staff of the Charities Regulatory Authority

The following resolution was passed by the Charities Regulatory Authority (hereinafter referred to as “the Authority”) on 22<sup>nd</sup> of September 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 as and from the commencement date specified.

#### Staff members’ appointments confirmed

Table 3

	Name	Position	Unit	Commencement Date
1	Juan Fernandez	Registration Case Officer	Registration	25 <sup>th</sup> July 2022
2	Karen Shanley	Finance Executive	Finance	8 <sup>th</sup> August 2022

### 7.2 Proposal to delegate further functions to specified staff members under section 21 of the 2009 Act

- The Board discussed the proposal to delegate further functions to specified staff members under section 21 of the 2009 Act.

**The following resolution was passed by the Charities Regulatory Authority (hereinafter referred to as “the Authority”) on 22 September 2022.**

**Further to section 21(1) of the Charities Act 2009, the Authority consents to the Chief Executive-**

- (a) revoking the delegation of the function referred to in Table 1 of Appendix 2 in the Briefing note provided, which the Board consented to by resolution dated 24 March 2022, and**
- (b) delegating each of the functions specified in the Table 2 of Appendix 2 in the Briefing note provided to a specified member of staff.**

### 7.3 Approval of the Revised Committee Structure

Members noted the following changes to the committee structure:

#### **Regulatory Committee (RC)**

Martin Sisk to become Chairperson of the RC;

Cathy Holahan – who is also an existing member of the FARG Committee to join as a Member of the RC;

#### **Charity Services Committee (CSC)**

External member Graham Richards to be re-appointed to the CSC for a two year period -16<sup>th</sup> October 2022 – 14<sup>th</sup> October 2024;

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

Geraldine Smith, who is also an existing member of the FARG Committee, to join as a Member of the PRPAC.

It was noted that the composition of the Committees may be reviewed when new board members are appointed.

### 7.4 Additional proposed amendments for inclusion in the General Scheme for the Charities (Amendment) 2022.

- The Board discussed the proposed amendments for inclusion in the General Scheme of the Charities (Amendment) Bill 2022.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED];

## 7.5 Closing of Ulster Bank Account and switching to a new provider; Updating signatories for bank accounts under the control of the Charities Regulator

- The Board discussed the proposal as outlined in section 7.5 of the Board Pack.

**The Board approved the closing of the Ulster Bank CIF account and the switching of the said account to AIB.**

**The Board approved the signatories and administrators as outlined in the Briefing Note for the bank accounts controlled by the Charities Regulator.**

**It was agreed that Charity Services will review the current position regarding the legacy issue of a number of entities who hold bank accounts in the PTSB.**

## 7.6 Governance Documents

The Board reviewed and approved the following governance documents:

**1. Role of the Board Secretary;**

The Board approved the document.

**2. Procurement Policy;**

The Board approved the document.

**3. Data Protection Policy;**

The Board approved the document.

**4. Data Breach Management Policy;**

The Board approved the document.

**5. Data Retention and Destruction Policy;**



The Board approved the document.

**6. Outline of Records Schedule;**

The Board approved the document.

**7. Record management Policy;**

The Board approved the document.

**8. Records classification scheme policy;**

The Board approved the document.

**9. Clean desk and clear screen policy; and**

The Board approved the document.

**10. Email Policy.**

The Board approved the document.

Members reviewed, discussed and commented on the Information Governance Policies for being comprehensive and thorough.

**It was agreed that COD will update the Decision Time Admin folder with the updated governance documents.**

## 8.0 CEO Report

### 8.1 Registration

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

- Members noted the plans on communicating to charities regarding completion of Annual Reports.

## 8.2 Compliance and Enforcement (C&E)

- Members noted the report on Compliance and Enforcement and the updates contained therein.
- Members noted the update on the Charities Governance Code.

## 8.3 Charity Services and Legal Affairs

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

## 8.4 Communications and Stakeholder Engagement

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

**It was agreed the EMT will circulate to Board members an invitation to Charity Trustees' Week events.**

## 8.5 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.

## 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.

## 9.0 Corporate Risk Register

- Members reviewed, discussed and commented on the Risk Register.

## 10.0 Business Plan Tracker

- Members reviewed, discussed and commented on the Business Plan Tracker, noting in particular some minor amendments to be made.

**It was agreed that MC will add in the summary page which would outline urgent areas for focus for the Board**

## 11.0 Chairperson's Report

- The Chairperson advised that he wrote to the Minister regarding forthcoming board retirements in both October 2022 and in January 2023;
- The Chairperson has been in contact with the Chief Executive and obtained a thorough briefing before the CEO went on sick leave; and
- The Chairperson commended the work of the Acting CEO and EMT in managing the organisation during the CEO's short absence.

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

## 12.0 AOB

- The Chairman formally thanked the three retiring Board members, Ms Patrica Cronin, Mr David Brady and Mr Tom Costello for their significant efforts, commitment and dedication to the work of the Charities Regulator since its establishment in 2014. The retiring Board Members are invited to attend the Board training event following the November Board Meeting.
- There being no further business, the Chairperson thanked all for their contributions and the meeting ended.

## Actions arising from Board Meeting 7, 22<sup>nd</sup> of September 2022

Table 4

No.	Action	Person Responsible	Timeframe
1.0	Publish redacted minutes for meeting of 21 <sup>st</sup> of July on the Charities Regulator's website.	Board Secretary	Sept 2022
2.0	All recommendations of Committee Meeting 7 (8th of Sept 2022) to be actioned and the Seal to be affixed where appropriate.	Charity Services	Sept 2022
4.0	Give a short presentation on the Common Investment Fund (CIF) at the October Board meeting	RK	Oct 2022
5.0	Review the legacy issue of a number of entities who hold bank accounts in the PTSB.	MD	
6.0	Update the Decision Time Admin folder with updated governance documents.	COD	Oct 2022
7.0	Circulate to Board members invitations to Charity Trustees' Week events.	EMT	Oct 2022
8.0	Add in a summary page to the BPT which would outline urgent areas for focus for the Board	MC	Oct 2022

## Key actions carried forward

Table 5

No.	Action	Person Responsible	Timeframe
1.0	Discuss accessibility of documents on Decision Time with a particular focus on garnering feedback to facilitate improvements in the accessibility of documents.	TW/COD	Aug/Sept 2022
2.0	Add additional column in to the Strategy Monitoring Tool.	Board Secretary	November 2022
3.0	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	Q3 2022
4.0	Review adoption of a Registration Policy re. UK based charities within 12 months.	MD	Nov 2022 <i>(Date change from June 2022)</i>

**Signed:** Patrick Hopkins – Chairperson

Malachy Cardiff – Board Secretary