

Minutes of 9th Meeting of the Authority – 24th November 2022 held via Hybrid
(Spencer Hotel and via Zoom)

Table 1: Authority Members Present:

Name	Detail	Initials
Patrick Hopkins	Chairperson	PH
Martin Sisk	Member of the Authority	MS
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
Cathy Holahan	Member of the Authority	CH
Rosemary Keogh	Member of the Authority	RK
Stephen Keogh	Member of the Authority	SK
Darren Lehane	Member of the Authority	DL
Michael O’Sullivan	Member of the Authority	MOS

Apologies: None

Table 2: Executive in attendance:

Name	Detail	Initials
Helen Martin	Chief Executive Items 1.0 to 11.0	HM
Thomas Mullholland	Director of Compliance and Enforcement Items 1.0 to 11.0	TM
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
Geraldine McCarthy	Head of Communications & Stakeholder Engagement Items 1.0 to 11.0	GMc
Carmel O’Donohoe	Governance and Policy Manager Items 1.0 to 11.0	COD

Apologies: Madeleine Delaney

- The Chairperson welcomed the three new members – Stephen Keogh, Michael O’Sullivan and Darren Lehane - who joined in October and he asked all members to introduce themselves.
- Members noted that a comprehensive in-person Authority Induction session was held to induct new members on the 22nd of November 2022 and that all associated documents are available in the Authority’s Admin folder on Decision Time.

1.0 Quorum

It was noted that a quorum was present and the meeting was duly convened.

2.0 Apologies

There was one apology from MD.

3.0 Conflicts of Interest

- NK declared an interest in Agenda 6.1 of the Charity Services Committee Meeting 9 minutes. It was agreed that NK would absent herself from this section of the meeting and would not participate in the decision making process.

4.0 Approval of minutes for 20th of October 2022 Board minutes

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

4.1 Draft Minutes of 20th of October 2022 Board (In Camera section Included)

Members reviewed and approved the Board minutes of 20th of October which had the In-Camera section included.

4.2 Draft Minutes of 20th of October 2022 Board (In Camera section Redacted)

Members reviewed and approved the Board minutes of 20th of October which had the In-Camera section redacted.

4.3 Matters Arising

There were no matters arising.

4.4 Approval of redacted minutes & publication of the Board meeting –20th of October 2022

Members noted that there was one redaction within the minutes of 20th of October 2022.

Members reviewed and approved the redacted Board minutes of 20th of October for publication.

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

5.0 Update from Committees

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

- Members noted the report of the FARG given by its Chairperson.
- Members noted that the final meeting of the FARG Committee in 2022 is scheduled for Monday, 12th of December 2022.

The Authority noted the FARG Committee's update.

5.2 Report of the Regulatory Committee (RC)

- The Chairperson of the Regulatory Committee Mr Martin Sisk noted that Meeting 5 on 16th of November 2022 was the first meeting that he chaired.
- Members noted that a presentation by the Director of Compliance & Enforcement on Handling Concerns took place at the beginning of the meeting.
- Members noted the report of the RC given by its Chairperson including an update on the RC Work Plan for 2022; the Regulatory Publications List for 2022 and the Data Integrity Project.

- Members were invited to attend a workshop hosted by the Regulatory Committee on the matter of Regulatory Developments on 25th of January 2023 at 2pm.

The Authority noted the Regulatory Committee's update

5.3 Report of the Charity Services Committee (CSC)

- The Board considered the minutes of Meeting 9 of 2022 of the Charity Services Committee held on the 10th of November 2022, and an update on the matters that were dealt with by the Committee including an Addendum to the 9th meeting where matters were recommended by the CSC via Written Procedure.
- NK absented herself from this section of the meeting.

The Authority noted the Charity Services Committee's update. The Authority approved all recommendations of the Committee Meeting 9 (10th of November 2022) and all recommendations included in the Addendum, and authorised the Seal to be affixed where appropriate.

- NK re-joined the meeting.

5.4 Performance Resource Planning and Advisory Committee (PRPAC)

- Members noted the report of the PRPAC given by its Chairperson.

The Authority noted the report of the PRPAC.

6.0 Decisions of the Authority

6.1 Governance Documents

(i) **Code of Business Conduct for Members of the Charities Regulator and its Sub-Committees**

Members noted the addition of the new members' names and approved the Code of Business Conduct.

(ii) **Terms of Reference for the Finance, Audit, Risk and Governance ("FARG")**

(iii) **Terms of Reference for the Charity Services Committee ("CSC")**

(iv) **Terms of Reference for the Performance, Resource Planning and Advisory Committee ("PRPAC")**

It was agreed to defer agenda items 6.1 (ii), (iii) & (IV) to January 2023.

6.2 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 24th of November 2022.

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

Staff member appointment confirmed

	Name	Position	Unit	Commencement Date
1	Eleanor O'Fegan	Charity Services Manager	Charity Services	21 st November 2022

6.3 Draft Budget 2023

- Members noted the Draft Budget 2023 for the Charities Regulator.

Members approved the Draft 2023 Budget in principle pending final confirmation by DRCD of the Charities Regulator's budget allocation for 2023.

6.4 Draft Business Plan 2023

- Members discussed and noted the Draft Business Plan 2023 for the Charities Regulator.

Members approved the Draft 2023 Business Plan in principle pending final confirmation by DRCD of the Charities Regulator's budget allocation for 2023.

It was agreed the Charities Regulator's Research reports would be uploaded to Decision Time Authority Folder.

7.0 CEO Report

7.1 Registration

- Members noted the report on Registration and Reporting and the updates contained therein.
- The Board noted the Briefing Note on the Registration Policy regarding UK based charities.

7.2 Compliance and Enforcement (C&E)

- Members noted the report on Compliance and Enforcement and the updates contained therein.

ES temporarily chaired the meeting.

7.3 Communications and Stakeholder Engagement

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

Members noted that soft copies of media articles mentioned in the Communications and Stakeholder Engagement report will be included in future board packs.

PH resumed chairing the meeting.

7.4 Charity Services and Legal Affairs

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

8.0 Corporate Risk Register

- Members reviewed, discussed and commented on the Risk Register.
- Members were informed that the Risk Register will be reviewed as part of a wider review in 2023 of Risk by senior managers which will be facilitated by a Risk Expert.

Members noted the Corporate Risk Register.

9.0 Business Plan Tracker – October 2022

- Members reviewed, discussed and commented on the Business Plan Tracker (BPT).
- Members noted the key summary of issues which were highlighted within the document.

Members noted the Business Plan Tracker for October 2022.

10.0 Chairperson's Report

- The Chairperson met two of the Board members who retired for a debrief;
- The Chairperson and the CEO attended a discussion on *How Organisational Behaviour Affects the Performance & Effectiveness of a Charity* hosted by TU Dublin & Carmichael on Monday, 14th of November 2022.
- The Chairperson attended the National Social Enterprise Conference on 17th of November 2022.
- The Chairperson attended the Induction session for the three new board members on 22nd of November 2022.

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

11.0 AOB

- Members noted that the tenure of Ercus Stewart and Máire McMahon as Board members was due to expire in January 2023; the Chairperson thanked and commended them both for their significant contribution to the work of the Board during their tenure as members.
- The Chairperson noted that he will bring forward a proposal to nominate new members to the committees of the Board to Meeting 1 of the Authority in January 2023.
- There being no further business, the Chairperson thanked all for their contributions and the meeting ended.

Actions arising from Board Meeting 9, 24th of November 2022

Table 3

No.	Action	Person Responsible	Timeframe
1.0	Publish redacted minutes for Meeting 8 that took place on 20 th of October 2022 on the Charities Regulator's website.	Board Secretary	Dec 2022
2.0	All recommendations of Committee Meeting 9 (13 th of October 2022) to be actioned and the Seal to be affixed where appropriate.	Charity Services	Nov 2022
3.0	Work with Chairpersons of committees to update Terms of References to ensure consistency and to defer their consideration for approval to the January Board meeting.	Board Secretary	Dec 2022/Jan 2023
4.0	Add Charities Regulator's Research reports to Decision Time Authority Folder.	COD	Nov 2022
5.0	Include soft copies of media articles mentioned in the Communications and Stakeholder Engagement report in future board packs.	GMc	2023

Key actions carried forward

No.	Action	Person Responsible	Timeframe
1.0	Add additional column into the Strategy Monitoring Tool.	Board Secretary	November 2022 Date adjusted to January 2023
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	Q3 2022

Signed: Patrick Hopkins – Chairperson

Malachy Cardiff – Board Secretary

NOTE OF REVIEW DAY:**2:45pm – The following members re-joined for the Review Day**

Name	Detail	Initials
Patrick Hopkins	Chairperson	PH
Martin Sisk	Member of the Authority	MS
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
Cathy Holahan	Member of the Authority	CH
Rosemary Keogh	Member of the Authority	RK
Stephen Keogh	Member of the Authority	SK
Darren Lehane	Member of the Authority	DL
Michael O’Sullivan	Member of the Authority	MOS

Apologies:

None

In attendance:

Name	Detail	Initials
Patricia O’Brien	Consultant, O’Brien Governance Design (OBGD)	POB
Claire Byrne	Consultant, O’Brien Governance Design (OBGD)	CB
Helen Martin	Chief Executive	HM
Malachy Cardiff	Head of Corporate Affairs/Board Secretary	MC
Carmel O’Donohoe	Governance Policy Manager	COD

13.0 Results of the External Evaluation of the Board

- Consultants from O'Brien Governance Design (OBGD), Patricia O'Brien and Claire Byrne, attended this section of the meeting and took the Board through a presentation on the Results of the External Board Evaluation that was carried out in 2022. The External Board Evaluation was required under the *Code of Practice for the Governance of State Bodies (2016)* and was based on the framework of the four pillars of governance which are: Leadership, strategy and culture; Structure and performance and oversight, Governance and accountability and Transparency and Reporting.
- Members noted the overall observations of the External Evaluation Report including that the Charities Regulator had laid the foundations in terms of having solidified its governance policies, procedures and systems since the last evaluation and putting in place required staff resources; the Board has a high level of confidence in the organisation's governance and in the Executive team and that the organisation has the foundations in place to evolve and move to the next stage of its development.
- Members noted the recommendations that as part of the next stage of the Board's evolution, it would
 - See and look for more connections between information provided by the Executive team and the organisation's strategic objectives;
 - Seek to assure itself in different ways about different matters; and
 - Seek to re-orientate its attention over time to enhance its strategic oversight while ensuring that appropriate oversight of operational information is available to the Board.
- Members noted the recommendations regarding
 - Induction, professional development, and appraisal;
 - Strategy, Board, committees, and the Executive;
 - Strategy and risk;
 - Types of assurance:
 - Being assured by each other:
 - Being assured by the conclusion of others: and
 - Being assured by asking questions.
- It was agreed that MC will draft a Work Plan as a result of the External Board Evaluation which would outline how to address the Report's recommendations including a timeframe and would table this for review at the FARG committee meeting on 13th of February 2023.

The Board reviewed, discussed and approved the Report of the Results of the External Board Evaluation.

MC to draw up a Work Plan to address MC recommendations arising from External Board Evaluation Report to present to the FARG Committee for its consideration at its meeting on 13th February 2023.

14.0 Conflicts of Interest

- The members noted the Authority's commitment to maintaining the highest standards of conduct in all aspects of its activity in line with the agreed set of obligations, standards and ethical principles set out in the Authority's Code of Business Conduct and its Conflict of Interest Policy.
- The Board discussed the importance of managing conflicts of interests, real or perceived, noting the responsibility for declaring potential conflict of interests lies with the member concerned.

15.0 Meetings schedule for the Board and committees - 2023

- The Board reviewed and approved the Board and committees' Meetings Schedule for 2023.

16.0 Board Work plan 2023

- The Board reviewed and approved the Board Work plan for 2023.

17.0 In-Camera Session

The members discussed a range of issues as part of In-camera discussion.

There being no other business the Chairperson closed the meeting.

Actions arising from Evaluation of the Board session, 24th of November 2022

Table 4

No.	Action	Person Responsible	Timeframe
1.0	MC to draw up a Work Plan to address recommendations arising from the External Board Evaluation Report to present to the FARG Committee for its consideration at its meeting on 13 th February 2023.	Board Secretary	Feb 2023

NOTE OF REVIEW DAY CONTINUED:

4pm: – The following former members whose terms have expired joined the meeting.

Name	Detail	Initials
David Brady	Ex-Member of the Authority	DB
Tom Costello	Ex-Member of the Authority	TC
Graham Richards	External Member of the Charity Services Committee and Ex-Member of the Authority.	GR

Three ex-Authority members, DB, TC and GR, joined the meeting to share their experience, to outline key points of learning and to convey their thanks to the Chairperson and members.

The Chairperson conveyed his appreciation and thanks to DB, TC and GR for their efforts and the commitment they demonstrated to the Charities Regulatory Authority and its committees through the years. The Chairperson also noted that GR is currently serving as an External member of the Charity Services Committee.

ENDS