

## Minutes of 2<sup>nd</sup> Meeting of the Authority – 24<sup>th</sup> of February 2023 held via Hybrid

**Table 1: Authority Members Present:**

<b>Name</b>	<b>Detail</b>	<b>Initials</b>
Patrick Hopkins	Chairperson	PH
Martin Sisk	Member of the Authority	MS
Lorraine Lally	Member of the Authority	LL
Geraldine Smith	Member of the Authority	GS
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
Nicola Keogh	Member of the Authority	NK
Máire McMahon	Member of the Authority	MM
Ercus Stewart	Member of the Authority	ES

**Apologies:** None

**Table 2: Executive in attendance:**

<b>Name</b>	<b>Detail</b>	<b>Initials</b>
Helen Martin	Chief Executive Items 1.0 to 12.0	HM
Madeleine Delaney	Director of Legal and Registration Items 1.0 to 12.0	MD
Thomas Mullholland	Director of Compliance and Enforcement Items 1.0 to 12.0	TM
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
Geraldine McCarthy	Head of Communications & Stakeholder Engagement Items 1.0 to 12.0	GMc
Carmel O’Donohoe	Governance and Policy Manager Items 1.0 to 12.0	COD

**Apologies:** Seán O’Connor

## 1.0 Quorum

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

## 2.0 Apologies

The apology from Seán O'Connor was noted.

## 3.0 Conflicts of Interest

- One conflict of interest was declared by Charity Services Committee ("CSC) member, Nicola Keogh, which related to Item 6.4 of the Meeting 2 of 2023 of the CSC held on the 16<sup>th</sup> of February 2023. Ms Keogh absented herself at Item 5.3 - Report of the CSC Meeting.
- Members noted that member Geraldine Smith confirmed that she had been appointed to the Audit Committee in the Office of the Comptroller and Auditor General ("C&AG"), and that there is currently no conflict. Members noted that should a conflict arise, it would be declared by Dr. Smith in line with the Conflict of Interest Policy.

## 4.0 Approval of minutes for 26<sup>th</sup> of January 2023 Board minutes

### 4.1 Draft Minutes of 26<sup>th</sup> of January Board (In Camera section Included)

- Members reviewed and approved the minutes of the Meeting of 26<sup>th</sup> of January 2023, which included the In Camera section of the meeting.

### 4.2 Draft Minutes of 26<sup>th</sup> of January Board (In Camera section Redacted)

- Members noted the version of the minutes of the Meeting of 26<sup>th</sup> of January 2023 which had the In-Camera section redacted. It was noted this was the version that the executive management team had access to on Decision Time.

### 4.3 Approval of redacted minutes & publication of the Board meeting –26<sup>th</sup> of January Board.

- Members noted that there were no suggested redactions within the minutes of 26<sup>th</sup> of January 2023.

- Members reviewed and approved the Board minutes of 26<sup>th</sup> of January 2023 for publication.

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

#### 4.4 Decision between Board meetings on 8<sup>th</sup> of February 2023 regarding project management services in relation to the Digital Platform to the Charities Regulator.

- 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 8<sup>th</sup> of February 2023, the Authority Members authorised the Chief Executive to sign the service contract on behalf of the Authority regarding the provision of project management services in relation to the Digital Platform.

#### 4.5 Matters Arising

- The Chairperson noted that the future board meeting agendas would be shorter to take account of the recommendations from the External Board Evaluation Report;
- The Chairperson welcomed the re-appointment of members Ercus Stewart and Máire McMahon to the Board.

## 5.0 Update from Committees

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

- The Chair of the FARG Committee presented the minutes of the meeting of the 13<sup>th</sup> February 2023 from the FARG Committee and updated members on its work.
- Members were invited to a FARG Committee induction due to take place on 31<sup>st</sup> of March at 10am.

**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 the meeting of the 25<sup>th</sup> of January 2023 from the RC. He noted that there were two Registration Review Panel matters to be dealt with later in the agenda at 6.3 and 6.4.
- Members were invited to the first part of the next Regulatory Committee on 28th of February at 11am, at which the Chief Executive would be making a presentation on regulatory developments.
- Members noted that the chairperson of the Regulatory Committee will invite them to a workshop on regulation matters in June 2023.

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

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

- The Board considered the minutes of Meeting 2 of 2023 of the Charity Services Committee held on the 16<sup>th</sup> of February 2023, 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.

**The Authority noted the Charity Services Committee's update. The Authority approved all recommendations of the Committee Meeting 2 (16<sup>th</sup> of February 2023) and authorised the Seal to be affixed where appropriate.**

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

- The Chair of the PRPAC presented the minutes of Meeting 1 of 2023, which took place on 16<sup>th</sup> of February 2023 and updated the members on its work.

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

## 6.0 Decisions of the Authority

### 6.1 Financial Statements 2022 and Statement of Internal Control

- Members reviewed and discussed the Letter of Representation; the draft Compliance Statement 2022, and draft Unaudited Financial Statements 2022 for the Charities Regulatory Authority and the Charity Funds.
- Members noted that an amendment was required to remove the word ‘financial’ in the wording ‘systems of internal financial control’ on pages 3 and 4 within the Compliance Statement.

**Members approved the Letter of Representation 2022, the draft Compliance Statement 2022, and draft Unaudited Financial Statements 2022 for the Charities Regulatory Authority and the Charity Funds.**

### 6.2 CIF Dividend Distribution Options H2 2021

- Members reviewed and discussed the Common Investment Fund (“CIF”) Dividend Income Distribution Options for the half year (H2) to 31 December 2022.

**Members approved Option B for the CIF Dividend Distribution Option for H2 2022.**

### 6.3 Decision to refuse Charitable Status – Helping Irish Hosts CLG

- Members reviewed and discussed the Recommendation to Refuse Charitable status to Helping Irish Hosts CLG under Section 39 of the Charities Act 2009.

**The Authority agreed to refuse an application for charitable status made under section 39 of the Charities Act 2009 pertaining to ‘Helping Irish Hosts CLG’ for the reasons outlined in the Notice of Intention to Recommend Refusal dated 19 December 2022.**

## 6.4 Decision to refuse Charitable Status – Democratic Progress Institute- Europe

- Members reviewed and discussed the Recommendation to Refuse Charitable status to Democratic Progress Institute – Europe under Section 39 of the Charities Act 2009.

**The Authority agreed to refuse an application for charitable status made under section 39 of the Charities Act 2009 pertaining to ‘Democratic Progress Institute – Europe’ for the reasons outlined in the Notice of Intention to Recommend Refusal dated 02 September 2022 and the letter dated 16th November 2022 clarifying the Notice.**

## 6.5 Appointment of personnel as staff of the Charities Regulator

The following resolution was passed by the Charities Regulatory Authority (hereinafter referred to as “the Authority”) on 24<sup>th</sup> February 2023.

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 Members to be appointed

	Name	Position	Unit	Commencement Date
1	John McEvoy	Communications Manager	Charity Services	6 <sup>th</sup> February 2023

## 6.6 Law Reform Commission Consultation – Proposed Approach

- Members noted that the Charities Regulator welcomed the opportunity to respond to the Law Reform Commission’s Consultation on Liability of Clubs, Societies and Other Unincorporated Associations.
- Members noted that a draft response to the Consultation had been circulated and that it will be uploaded to the Board Portal software.
- Members noted that the deadline of the consultation is 15<sup>th</sup> of March 2023 and that they would feedback to the Chief Executive on the draft response.

**Members were invited to provide any feedback they might have on the Response to HM and MD in early March.**

## 6.7 Governance Documents

Members noted that the new initiative of including a Briefing Note which outlined changes within the governance document was very useful summary.

### (i) Board Evaluation Action Plan

- Members noted and approved the Board Evaluation Action Plan which takes account of the results of the External Evaluation which was carried out in 2022.

**Members agreed that the Board Evaluation Action Plan would be tabled for review and monitoring on a regular basis.**

### (ii) Access Policy

**Members approved the Access Policy.**

### (iii) Risk Management Policy

**Members approved the Risk Management Policy.**

### (iv) Risk Appetite Statement

**Members approved the Risk Appetite Statement.**

### (v) Protected Disclosure Policy

**Members approved the internal Protected Disclosures Policy.**

### (vi) Business Expense Policy

**Members approved the Business Expense Policy.**

### (vii) Standing Orders

**Members approved the Standing Orders**

### (viii) Fraud and Corruption Prevention and Reporting Policy

**Members approved the Fraud and Corruption Prevention and Reporting policy.**

## 7.0 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 Affairs

- Members noted the report on Charity Services and Legal Affairs and the updates contained therein.
- The new Chairperson of the Charity Service Committee (“CSC”) conveyed thanks to SOC/MD for the induction that he had received to the CSC.

### 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 Stakeholder Forum and stakeholder engagement.

### 7.5 Corporate Affairs and Financial Report

- Members noted the report on Corporate Affairs and the updates contained therein.
- Members noted the report on Finance 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 the update on the Charities (Amendment) Bill.

## 8.0 Report – Ireland’s Registered Charities 2019 - 2021

- Members reviewed, discussed and commented on the *Report – Ireland’s Registered Charities 2019 – 2021*. Members noted that the report was an analysis of the annual reports submitted by registered charities to the Charities Regulator over three consecutive years and that it will be published shortly online.
- Members commended the valuable insights from the *Report – Ireland’s Registered Charities 2019 – 2021*.

**Members noted the Report**

## 9.0 Corporate Risk Register

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

**Members noted the Corporate Risk Register.**

## 10.0 Business Plan Tracker – January 2023

- Members noted the Business Plan Tracker for January 2023.

## 11.0 Chairperson's Report

- Members noted the verbal update of the Chairperson, including that the Chairperson planned to write to the Department advising them of the warrants of members which were due to expire this year and early next year and will outline skill sets required in line with the Charities Act 2009 and the Code of Practice for the Governance of State Bodies.
- The Chairperson met with the CEO and Board Secretary.
- The Chairperson attended a Decision Time course on 23<sup>rd</sup> of February 2023.
- Members noted the update on the Charities Regulator's proposal regarding the Charities Regulator's Superannuation Scheme.

**The Board approved the Statutory Instrument establishing the Charities Regulatory Authority Superannuation Scheme 2023 for submission to the Minister as per section 26 of the Charities Act 2009, and authorised the Chairperson to sign the Statutory Instrument on behalf of the Charities Regulator.**

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

## 12.0 AOB

**Members agreed that there was a need to consider enabling two-factor authentication for Decision Time for security purposes.**

**Members who wish to be considered as the Board's representative on the selection committee for membership of the Stakeholder Forum were invited to express their interest to the Chairperson by 3<sup>rd</sup> of March 2023.**

**Members noted the change of date of the September meeting from 21<sup>st</sup> September to the 28<sup>th</sup> of September.**

There being no further business, the Chairperson thanked all for their contributions and the meeting ended.

**Table 3: Actions arising from Board Meeting 2, 24<sup>th</sup> of February 2023**

<b>No.</b>	<b>Action</b>	<b>Person Responsible</b>	<b>Timeframe</b>
1.0	Publish redacted minutes for Meeting 1 that took place on 26 <sup>th</sup> of January 2023 on the Charities Regulator’s website.	Board Secretary	Mar 2023
2.0	All recommendations of Committee Meeting 2 (16 <sup>th</sup> of February 2023) to be actioned and the Seal to be affixed where appropriate.	Charity Services	Feb 2023
3.0	Table the Board Evaluation Action Plan for review and monitoring on a regular basis	Board Secretary	Jun 2023
4.0	Members to provide any feedback they might have on the Response to the Law Reform’s Consultation to HM and MD in early March.	Members	Early March
5.0	Enable two-factor authentication for Decision Time for security purposes.	Board Secretary	Mar 2023
6.0	Members who wish to be considered as the Board’s representative on the selection committee for membership of the Stakeholder Forum to express his or her interest to the Chairperson by 3 <sup>rd</sup> of March 2023;	Members	March 2023

**Key actions carried forward**

<b>No.</b>	<b>Action</b>	<b>Person Responsible</b>	<b>Timeframe</b>
1.0	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	2023 <i>(Date changed)</i>

**Signed:** Patrick Hopkins – Chairperson

Malachy Cardiff – Board Secretary