

Minutes of 13th Meeting of the Authority – 28 November 2024 held in the Midlands Park Hotel Portlaoise and via Zoom.

Table 1: Authority Members Present:

Name	Detail	Initials
Gerry Kearney	Chairperson	GK
John O'Donnell	Member of the Authority	JOD
Mari Daly	Member of the Authority	MD
Cathy Holahan	Member of the Authority	CH
Máire McMahon	Member of the Authority	MM
Geraldine Smith	Member of the Authority	GS
Stephen Keogh	Member of the Authority	SK
Darren Lehane	Member of the Authority	DL
Lorraine Lally	Member of the Authority	LL
Tony Ward	Member of the Authority	TW
Michael O'Sullivan	Member of the Authority	MOS
Nicola Keogh	Member of the Authority	NK
Ercus Stewart	Member of the Authority	ES

Apologies: n/a

Table 2: Executive in attendance:

Name	Detail	Initials
Madeleine Delaney	Chief Executive Items 1 – 4.1; 6 - 18	MPD
Thomas Mulholland	Director of Compliance and Enforcement Items 1 – 4.1; 6 - 18	TM
Geraldine McCarthy	Head of Communications & Stakeholder Engagement Items 1 – 4.1; 6 - 18	GM
Malachy Cardiff	Head of Corporate Affairs Items 1 – 4.1; 6 -18	MC
Carmel O'Donohoe	Governance and Policy Manager/Minute Taker Items 1 – 4.1; 6 -18	COD

Apologies: Meagan Gill, Seán O'Connor, Ciara Finn

Table 3: External attendees:

John Bolger	Cyber Security Expert	JB
Mary Carroll	Strategy Facilitator, Growth Potential	MCar
Aidan Horan	Independent Expert	AH

1.0 Quorum

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

2.0 Apologies

- It was noted that there were no apologies from Board members and that NK would join a few minutes late and GS would join the meeting later on in the morning.

3.0 Conflicts of Interest

- There were no conflicts of Interest advised.

4.0 Approval of Draft minutes of the Board meeting dated 24 October 2024

- The Board reviewed and approved the Board minutes of 24 October 2024 subject to a minor amendment.

4.1 Matters arising

- The Board noted, due to the Organisational Review being concluded, that the redacted minutes of all board meetings since June 2024 would be scheduled for review and approval for publication at the next Board meeting in January 2025.

The Executive left the meeting at 10:10am.

5.0 Reserved Session

- The Chairman briefed the board on a recent Governance oversight meeting with officials of the Department of Rural and Community Development. Matters discussed include the Digital Platform and a phased approach towards commencement of parts of the new Act.
- The Chairman advised, consistent with governance arrangements, a board evaluation questionnaire would shortly issue to each member for completion. It is intended that the matter will come up for substantive review at the January meeting.

- Correspondence between a charity and the CEO was noted by the board.
- The senior management structure and staffing within the Regulator was touched upon. The Chairman indicated that this was an area to be addressed early in the new year.
- It was noted that the draft Strategy Statement and the Report on organisational matters by the external expert had been received and were before the Board for consideration.

The Executive re-joined the meeting at 10:30am.

NK joined the meeting at 10:30am.

6.0 CEO Report

6.1 Registration

- The Board noted the report on Registration and the updates contained therein.

6.2 Compliance and Enforcement (C&E)

- The Board noted the report on C&E and the updates contained therein.
- The Board noted that the Protected Disclosures table will be reformatted.
- The Board noted the amended figure regarding enforcement action.
- The Board noted the verbal update given by TM regarding the comprehensive procedure of the checks involved before the removal of a charity from the Register

6.3 Communications and Stakeholder Engagement

- The Board noted the report on Communications and Stakeholder Engagement and the updates contained therein.
- The Board noted the results of the annual Staff Survey as being broadly positive and that appropriate follow up will be developed to address findings.
- The Board complemented the campaign “Click, Check, Give” which ran on both national and local radio stations for two weeks to promote informed giving.
- The Board noted the success of the recent Charity Trustees’ Week in November.

6.4 Charity Services and Legal Affairs

- The Board noted the report on Charity Services and Legal Affairs and the updates contained therein.
- The Board noted the verbal update on legal affair matters since the report was written.

6.5 Corporate Affairs, Finance and HR

- The Board noted the report on Corporate Affairs and the updates contained therein.
- The Board noted the report on Human Resources and the updates contained therein. The Board noted the verbal update on recruitment matters since the Report was written.
- The Board noted the report on Finance and the updates contained therein. An update was given on estimated full year spend v budget spend for 2024.

6.6 Update on current organisational issues and CEO Matters

- The Board noted the update on current organisational issues and CEO matters.
- The Board noted the verbal update on the Strategy Statement.
- The Board noted the Charities Regulator will host the International Regulator's meeting in Ireland in spring 2026.
- The Board endorsed the outreach program being undertaken by the Chief Executive and the ET to engage with stakeholders to increase awareness and understanding of charity regulation and the role of the Charities Regulator.

7.0 Update from Committees

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

- The Board noted the FARG Committee had reviewed the Policy for Publication of Decisions of the Charities Regulator in relation to Discretionary Statutory Functions.
- The Board noted that the next scheduled FARG Committee meeting is 9 December 2024.

7.2 Report of the Regulatory Committee (RC)

- The Board noted the report of the Chairperson of the RC since the last meeting of the Board.

7.3 Report of the Charity Services Committee (CSC)

- The Board noted the minutes of meeting 7 of 2024 held on 14 November 2024 and the memos and the papers contained in Meeting 7 of the CSC.
- The Board formally approved all recommendations of the Committee and adopted the same as decisions of the Authority.
- The Board authorised the Seal of the Authority to be affixed where appropriate.

7.4 Performance Resource Planning and Advisory Committee (PRPAC)

- The Board noted the report given by Stephen Keogh, member of the PRPAC, on behalf of the PRPAC Chairperson, since the last meeting of the Board.

8.0 Decisions by the Authority

8.1 Approve the Updated IQEQ Mandate for the Common Investment Fund (CIF)

- **The Board considered and adopted the resolution updating the IQEQ Mandate.**

8.2 PTSB Mandate – Update of Signatories

- **The Board approved the amendments to the PTSB mandate.**
- **The Board authorise the Chair to sign the mandate and letter to PTSB.**

8.3 Approve the Statement on compliance with Climate Action Mandate 2023

- **The Board approved the Charities Regulator’s Climate Action Compliance Statement 2023 for submission to the SEAI.**

8.4 Decision to Refuse an application to be entered in the [REDACTED]

- The Board reviewed and discussed the recommendation to refuse an application to be entered in the Register from [REDACTED] under section 39 of the Charities Act 2009.
- **The Board refused the application under section 39 of the Charities Act 2009 pertaining to [REDACTED] for the reasons outlined in the Notice of Intention to Recommend Refusal dated 24 July 2024.**

8.5 Decision to Refuse an application to be entered in the Register— [REDACTED]

- The Board reviewed and discussed the recommendation to refuse an application to be entered in the Register from [REDACTED] under section 39 of the Charities Act 2009.
- **The Board refused the application made under section 39 of the Charities Act 2009 pertaining to [REDACTED] for the reasons outlined in the Notice of Intention to Recommend Refusal dated 7 August 2024.**

8.6 Publication of Decisions of the Charities Regulator in relation to discretionary statutory functions.

- **The Board reviewed, discussed and approved the policy on the publication of decisions of the Charities Regulator in relation to discretionary statutory functions.**

8.7 Governance Documents

- **The Board reviewed, discussed and adopted the Code of Conduct for Board and Committee members subject to a minor amendment.**
- **The Board reviewed, discussed and adopted the Conflict of Interest Policy.**
- The Board noted that a review of both documents will take place in 2025 with the assistance of an external resource.

9.0 Corporate Risk Register

- The Board reviewed and approved the Risk Register.

10.0 Business Plan Tracker

- Members noted the Business Plan Tracker for October 2024.

11.0 Chairperson's Report

- The Chairperson's update is contained within the reserved session at item 5.
- The Chairperson noted that the membership of Committees would be reviewed in 2025.

12.0 AOB

- The Chairperson noted that the next meeting was due to take place on 30 January 2025.

- The Board reserved the right to convene additional meetings before 30 January 2025 if required.
- The Board discussed and reviewed the Board and committees schedule of meetings for 2025 and agreed the Board Secretary would share the schedule of meetings with the Board.
- There being no other business, the Chairperson thanked all for their contribution and closed this part of the meeting.

GS joined the meeting.

13.0 Cyber Security Training

John Bolger from BDO joined the meeting.

- The Board noted the cyber security briefing session given by JB.
- The Board noted the importance of supplier governance for public sector bodies. As functions are outsourced the Board must have oversight of third party operations in terms of assessment and assurance activities.
- The Board noted when outsourcing services to suppliers, it's important for them to have independent third party certification by a recognised accreditation body to attest their continuous adherence with relevant standards.

John Bolger left the meeting

Lunch Break

2:00pm – The Board meeting resumed.

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Mari Daly	Member of the Authority	MD
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Apologies: Darren Lehane

Table 2: Executive in attendance:

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Apologies: Meagan Gill, Seán O'Connor, Ciara Finn

Table 3: External attendees:

Mary Carroll	Strategy Facilitator, Growth Potential	MCar
Aidan Horan	Independent Expert	AH

14.0 How are we doing? Review of current strategy and performance

- The Board noted the presentation given by the Chief Executive on the current strategy.
- The Board noted that the new strategy will build on the achievements of the current strategy.

15.0 Looking ahead

15.1 Organisation Review findings

AH joined the meeting

- The Board noted and accepted the final Report presented by AH and agreed to implement its recommendations.
- **The Board agreed the following**
 - **The Chairperson will report to the Minister with regard to the Report**
 - **The Chief Executive will liaise with DRCD, and**
 - **The Executive will report to the Board on the implementation of the recommendations.**

AH left the meeting.

15.2 Strategic Plan 2025 – 2027

MCar joined the meeting

- The Board noted the strategy presented by MCar including the vision and mission and objectives.
- It was noted this Statement of Strategy is a step change for the Charities Regulator, it was ambitious and would require extra resources.
- The Board noted the Risk Matrix associated with delivering the strategy.
- The Board thanked MCar for her work on set up and facilitation of the consultations with the various stakeholders involved.
- **The Board approved the Statement of Strategy for 2025 – 2027 as presented subject to minor amends and agreed that it will be submitted to the Minister.**

MCar left the meeting.

15.3 External Challenges

- The Board discussed and reviewed external challenges that need to be managed and mitigated.
- The Board noted the considerable work being done on the outreach/stakeholder engagement side.

16.0 Tackling the Register

- The Board discussed the plan underpinning Strategic Objective Two which is to make the Register of Charitable Organisations the single authoritative source of information on charities in Ireland.

17.0 Other strategic strands including stakeholder engagement and organisational development

- The Board discussed the objectives on stakeholder engagement and on organisational development.
- The Board noted that a particular challenge is the Digital Platform project and a further challenge is developing the organisational capability.

18.0 Wrap up

- The Chairman advised the Board on the following admin/housekeeping matters:
 - Each committee is requested to provide a work plan for 2025 and a 2024 Annual Report for the January Board meeting.
 - The Board and its committees are required to carry out an annual self-evaluation questionnaire on its own performance and that of its committees and the Board will review responses at the January Board meeting.
- The Chairman thanked MC and COD for arranging logistics to enable the day to take place and he thanked the ET for their attendance and ongoing support.
- The Chairman thanked members of the Board for their input and advised them that the next meeting of the Board was due to take place on 30 January 2025.

Actions arising from Board Meeting 13, 28 November 2024

No.	Action	Person Responsible	Timeframe
1	Board meetings minutes since June 2024 to be scheduled for review and to be approved for publication at the January 2025 Board meeting.	Board Secretary	January 2025
2	Protected Disclosures table in the Compliance & Enforcement report to be reformatted.	TM	Jan 2025 and ongoing
3	PTSB Mandate: The Chair to sign the mandate and the letter.	The Chair	December 2024
4	Climate Action Compliance Statement 2023 to be submitted to the SEAI.	Head of Corporate Affairs	December 2024
5	Two letters to be issued notifying applicants of the Board's decision to refuse their applications to be entered in the Register of Charitable Organisations	Head of Registration	December 2024
6	The Board to review and approve for publication decisions of the Charities Regulator in relation to discretionary statutory functions.	The Board	April 2025 onwards
7	The Code of Conduct for Board and Committee members and the Conflict of Interest Policy to be reviewed by an external expert in 2025.	The Board Secretary	June 2025
8	Committee membership to be reviewed in 2025	The Chairman	2025
9	Board and committees schedule of meetings to be distributed to the Board.	The Board Secretary	December 2024
10	<p>Organisation Review findings:</p> <ol style="list-style-type: none"> 1. The Chairperson will report to the Minister with regard to the Report 2. The Chief Executive will liaise with DRCD, and 3. The Executive will report to the Board on the implementation of the recommendations. 	<ol style="list-style-type: none"> 1. Chair 2. The CEO 3. Executive 	<ol style="list-style-type: none"> 1. December 2024 2. December 2024 3. Ongoing throughout 2025

No.	Action	Person Responsible	Timeframe
11	Statement of Strategy for 2025 – 2027 to be designed and submitted to the Minister	The Head of Communications and Board Secretary	December 2024
12	Each committee to provide a work plan for 2025 and a 2024 Annual Report for the January Board meeting	Committee Chairs	30 January 2025
13	The Board and each committee to carry out an annual self-evaluation questionnaire on its own performance and that of its committees and the Board will review responses at the January Board meeting.	The Board and Committees	30 January 2025

Key actions carried forward from Meeting 7, 1 August 2024

No.	Action	Person Responsible	Timeframe
1	Discussion on the Charities Governance Code to a future Board meeting	Board Secretary	TBC

Signed: Gerry Kearney – Chairperson

Malachy Cardiff – Board Secretary