

Minutes of 9th Meeting of the Authority – 23rd of November 2023 held via Hybrid

Table 1: Authority Members Present:

Name	Detail	Initials
Rosemary Keogh,	Chairperson	RK
Lorraine Lally	Member of the Authority	LL
Cathy Holahan	Member of the Authority	CH
Michael O’Sullivan	Member of the Authority	MOS
Máire McMahon	Member of the Authority	MM
Geraldine Smith	Member of the Authority	GS
Stephen Keogh	Member of the Authority	SK
Tony Ward	Member of the Authority	TW
Nicola Keogh	Member of the Authority	NK
Ercus Stewart	Member of the Authority	ES

Apologies: Martin Sisk; Darren Lehane;

Table 2: Executive in attendance:

Name	Detail	Initials
Helen Martin	Chief Executive Items 1.0 to 13	HM
Madeleine Delaney,	Director of Legal Affairs and Registration Items 1.0 to 13	MD
Thomas Mullholland	Director of Compliance and Enforcement Items 1.0 to 13	TM
Geraldine McCarthy	Head of Communications and Stakeholder Engagement Items 1.0 to 13	GMcC
Niall Scanlon	Head of Finance Items 1.0 to 13	NS
Malachy Cardiff	Head of Corporate Affairs/Board Secretary Items 1.0 to 13	MC
Ciara Finn	Head of HR Items 1.0 to 13	CF
Carmel O’Donohoe	Governance and Policy Manager Items 1.0 to 13	COD

Apologies: None

1.0 Quorum

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

2.0 Appoint Chairperson of meeting

- In accordance with Schedule 1, s.13 5.(3) (b) of the Charities Act 2009, the Members appointed Rosemary Keogh as Chairperson of the meeting.

3.0 Apologies

The apologies from Martin Sisk and Darren Lehane were noted.

4.0 Conflicts of Interest

- One potential conflict of interest was declared by GS under agenda item 6.3 The Charity Services Committee Update on the Royal Irish Academy where GS declared that her husband is a Non-Executive Director of the Audit and Risk committee of the Royal Irish Academy. It was agreed that GS would not participate in the decision making process.

5.0 Approval of minutes of the Board Meeting dated 26th of October 2023

5.1 Approval of minutes of the Board meeting dated 26th of October 2023

- Members reviewed and approved the Board minutes of 26th of October 2023.

5.2 Approval of redacted minutes of the Board meeting dated 26th of October 2023 and publication of same.

- Members reviewed and approved the redacted Board minutes of 26th of October 2023 for publication, subject to two minor amendments.

It was agreed the Board Secretary would arrange for publication of the minutes on the website, subject to two minor amendments.

5.3 Decision between Board meetings on 3rd of November – Approval of a letter to the Minister regarding Budget 2024 Allocation and the Charities (Amendment) Bill.

- As per Standing Order 11.0 decisions taken by written procedure between meetings of the Board will be recorded in the minutes of the subsequent Board meeting.

On 3rd of November 2023, the Authority Members approved the Letter to the Minister regarding Budget 2024 Allocation and the Charities (Amendment) Bill.

5.4 Decision between Board meetings on 8th of November 2023 – Approval of a letter to DRCD on Policy Decisions regarding the Draft Charities (Amendment) Bill.

- As per Standing Order 11.0 decisions taken by written procedure between meetings of the Board will be recorded in the minutes of the subsequent Board meeting.

On 8th of November 2023, the Authority Members approved the Letter to DRCD on Policy Decisions regarding the Draft Charities (Amendment) Bill.

5.5 Matters Arising

- There were no matters arising.

6.0 Update from Committees

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

- The Chair of the Committee reported on the work of the committee since the last meeting of the Authority.

The Board of the Authority noted the update.

6.2 Report of the Regulatory Committee (RC)

- MOS reported on the work of the committee since the last meeting of the Authority.

The Board noted the Regulatory Committee's minutes of meeting 7.

6.3 Report of the Charity Services Committee (CSC)

- GS did not participate in the decision making on this agenda item.
- The Board considered the minutes of Meeting 9 of 2023 of the Charity Services Committee held on the 9th of November 2023, and an update on the matters that were dealt with by the Committee.
- The Board were informed that it was agreed at the CSC meeting that discussion of the agenda item 12.2 would be tabled at their next meeting, due to time constraints.
- The Board discussed all other items under consideration and agreed with the recommendations.

The Authority noted the Charity Services Committee’s update. The Authority approved all recommendations of Committee Meeting 9 (9th of November 2023) and authorised the Seal to be affixed where appropriate.

6.4 Performance Resource Planning and Advisory Committee (PRPAC)

- Members noted that the next meeting of the PRPAC is scheduled for the 7th December 2023.

7.0 Decisions by the Authority

7.1 Update IQEQ Mandate for the Common Investment Fund (CIF)

- Members approved the updated IQEQ Mandate as outlined within the Briefing Note.

7.2 Draft Budget 2024

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

- Members approved the utilisation of the Budget 2024 pending formal confirmation of the budget allocation for 2024, noting that the final Budget will be presented in January 2024

7.3 Draft Business Plan - 2024

- Members approved the Draft Business Plan 2024 which is aligned with the budget as presented;
- Members noted that the final Business Plan 2024 will be presented in January 2024.

7.4 Registration Review – Fee paying schools

- Members agreed that a further analysis of the matter as outlined should be delayed until there are sufficient budget and resources;
- Members noted that the correct approach is to determine the live fee-paying schools applications based on their facts and that applicants should go through the regular Registration Review process on a case-by-case basis. It was also agreed that a disclaimer which states that the Charities Regulator is required to conduct reviews of the Register and therefore organisations may be subject to a Registration Review at some time in the future which may affect their registration status should be included in all future letters.

7.5 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 23rd November 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.

	Name	Position	Unit	Commencement Date
1	Niall Byrne	Support Officer	Registration	2 nd October 2023

7.6 Decisions on Appointments of External Members to committees

- Members considered the recommendations from the Nominations Committee and agreed the following:
 - **External Members on the FARG Committee:**
External members Martin Corboy and Michelle Walshe to be re-appointed for a two-year period to the FARG Committee from 1st of January 2024 to 31st of December 2025.
 - **External Member on the CSC:**
External member John Gill to be re-appointed to the CSC from the 27th of February 2024 to 26th of February 2026.
 - **Chair of the FARG Committee:**
Member Geraldine Smith to be appointed as Chair of the FARG Committee.
 - **PRPAC:**
Member Máire McMahon to be appointed as member of the PRPAC.
 - **Chair of the PRPAC:**
Member Ercus Stewart to be appointed as chairperson of the PRPAC
 - **Nominations Committee:**
Member Ercus Stewart in his capacity as chairperson of the PRPAC to be appointed as a member of the Nominations Committee.

 - Members noted that the provisions of the Conflicts of Interest Policy, which outlines the requirements to provide a Declaration of Statement of interests, also applies to all External members of committees as well as members of the Authority.

Board members were requested to forward any nominated individual(s) who has experience in regulation and governance to fulfil the role of a member of the Regulatory Committee to MC by 8th of December. MC to send a reminder re. the deadline to all.

8.0 CEO Report

8.1 Registration

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

8.2 Compliance and Enforcement (C&E)

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

8.3 Charity Services and Legal Affairs

- Members noted the report on Charity Services and Legal Affairs and the updates contained therein.
- Members commended the recently published selection of anonymised case.
- [REDACTED]

[REDACTED]

8.4 Communications and Stakeholder Engagement

- Members noted the report on Communications and Stakeholder Engagement and the updates contained therein.
- Members requested that a presentation of the Annual Staff Survey be given at the January 2024 Board.

8.5 Corporate Affairs, Finance and HR

- Members noted the report on Corporate Affairs and the updates contained therein.
- Members noted the update given on the procurement of the Digital Platform.
- Members noted the report on Human Resources and the updates contained therein.
- Members noted the report on Finance and the updates contained therein.

- Members noted the update given on superannuation funding and noted that it will be discussed at the January Board meeting when the budget is finalised.

8.6 Update on current organisational issues and CEO Matters

- Members noted the update on current organisational issues and CEO Matters.

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

Members expressed their concern that a full in-depth analysis of the Bill was not possible in the timescale allotted.

- Members noted that the ET would circulate to the Board a note detailing the impact of the Bill and the increase required in staff numbers.
- Members noted that the Chief Executive would issue to the Board the document which indicates initial 'Red Flag' observations on the Bill.
- Members noted that the ET would compile a detailed response to the legislation in time for the Dáil re-opening in January 2024.

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

9.0 Corporate Risk Register

- Members noted the update given on the Corporate Risk Register.

Members approved the Corporate Risk Register for October 2023.

10.0 Business Plan Tracker –2023

- Members approved the Business Plan Tracker for October 2023.

11.0 Chairperson's Report

- The Chairperson reminded the Board on the following admin/housekeeping matters:
 - The Board and its committees are required to carry out an annual self-evaluation questionnaire by the deadline 15th of December of its own performance and that of its committees in line with the Code of Practice for the Governance of State Bodies (2016) and the Board's Policy; and that the Board will review responses at the 1st of February 2024 Board meeting;
 - As per their Terms of Reference, each committee is requested to provide a Workplan for 2024 for the January Board, along with an analysis of their Board Evaluation questionnaire;
 - The Ethics in Public Office Act 1995 requires that Statements of interest (where applicable) should be completed by Board Members annually and that in line with the Conflicts of Interest Policy, External members of sub-Committees should note that while the Code does not specifically oblige them to furnish such a statement, it is the policy agreed by the Board that external members need to complete such forms. The Standards in Public Office (SIPO) Commission has stipulated that 'Designated Directors' should not sign and date their statement until after the end of the period comprehended by the statement. In other words, where a statement comprehends 1 January 2023 to 31 December 2023, it should not be signed and dated until 1 January 2024 at the earliest and it should be returned to the Board secretariat by 16th January 2024.
 - In line with the Conflicts of Interest Policy, members of the Authority are required to complete and submit an annual and updated 'Declaration of Interest in a Charity' form, also by the 16th January 2024.

12.0 AOB

- Members noted that two members Rosemary Keogh and Martin Sisk are due to retire on 29th of February 2024 having served their tenure of five years.
- RK noted that she would not be seeking re-appointment.

- The Chief Executive gave an update on the Compliance and Enforcement project on Annual Reporting.
- Members noted that any Compliance and Enforcement action was taken in compliance with internal regulatory procedures which are robust, fair and are reviewed and strengthened on a regular basis to ensure that they are fit for purpose.
- Members agreed that the Board Secretary would write a follow-up letter to DRCD to request an update on the appointment of a new Chairperson and the State Board Process with regard to filling the two vacancies.

Board Secretary to write a follow up letter to DRCD to request an update as outlined above.

Table 3: Actions arising from Board Meeting 9, 23rd of November 2023

No.	Action	Person Responsible	Timeframe
1.0	Publish redacted minutes for Meeting 8 that took place on 26 th of October 2023 on the Charities Regulator’s website.	Board Secretary	Dec 2023
2.0	Forward any nominated individual(s) who has experience in regulation and governance to fulfil the role of a member of the Regulatory Committee to MC by 8th of December.	Members	Dec 2023
3.0	All recommendations of Committee Meeting 9 (9 th of November 2023) as outlined in the minutes, to be actioned and the Seal to be affixed where appropriate.	Charity Services	Dec 2023
4.0	Write a follow up letter to DRCD to request an update on the recruitment process re. the appointment of a new Chairperson and the two vacancies.	Board Secretary	Nov 2023

Table 4: Key actions carried forward

No.	Action	Person Responsible	Timeframe
1.0	The Executive to consider the appropriateness of writing an article/note regarding the obligation in relation to annual returns and target it towards accountancy related journals/bodies	ET	Q1 2024
2.0	Management to proceed with procuring a PHI scheme which can be made available for staff to purchase.	Board Secretary	Q3 2023
3.0	The Chief Executive and the CEO of the CCNI to arrange a meeting of both organisations' Executives by the end of January 2024 and a meeting of Chairpersons of both organisations will be arranged once a new Chairperson of the Charities Regulator has been appointed by the Minister.	ET	Jan 2024 <i>(Date changed)</i>
4.0	Table the Board Evaluation Action Plan for review and monitoring on a regular basis	Board Secretary	Jan 2024 <i>(Date changed)</i>

Signed: Rosemary Keogh – Chairperson

Malachy Cardiff – Board Secretary

13.0 Lunchbreak

NOTE of Review Day:

2:30pm – The following members re-joined for the Review Day

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Rosemary Keogh,	Chairperson	RK
Lorraine Lally	Member of the Authority	LL
Cathy Holahan	Member of the Authority	CH
Michael O’Sullivan	Member of the Authority	MOS
Máire McMahon	Member of the Authority	MM
Geraldine Smith	Member of the Authority	GS
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Apologies: Martin Sisk; Darren Lehane;

Table 3: in attendance:

Name	Detail	Initials
Helen Martin	Chief Executive	HM
Thomas Mullholland	Director of Compliance and Enforcement	TM
Niall Scanlon	Head of Finance	NS
Malachy Cardiff	Head of Corporate Affairs/Board Secretary	MC
Ciara Finn	Head of HR	CF

14.0 Statement of Strategy 2022 – 2024 – Progress update

- Members noted the progress update for the Statement of Strategy for 2022 – 2024 and the updates contained therein.
- Members noted the key actions based on key areas of focus for the final year of the current Strategy.

15.0 Induction to Committees

- Members noted the inductions to each of the five committees:
 - MD gave an induction on the Charity Services committee;
 - TM gave an induction on the Regulatory committee;
 - NS gave an induction on the FARG committee;
 - MC gave an induction on the Performance, Resource Planning and Advisory committee; and
 - MC gave an induction on the Nominations committee.
- Members noted that they will be given access, prior to a Board meeting, to the CSC meeting papers on the Board portal software.

16.0 Meeting Schedule and Board Work Plan

- The Board reviewed and approved the Board and committees' Meeting Schedule and Work Plan for 2023.

The Executive exited the meeting.

17.0 In Camera Session

- [REDACTED]

18.0 Joined by former Chairperson

- Paddy Hopkins (PH), former Chairperson of the Authority, joined the meeting. PH reflected on the positive developments in the Authority over the past 9 years as well as current and future challenges. The Members of the Authority thanked PH for his service, leadership and contributions to the Authority.
- There being no other business the Chair thanked all for their attendance and closed the meeting.