

## Minutes of 1<sup>st</sup> Meeting of the Authority – 1 February 2024 held via Hybrid

**Table 1: Authority Members Present:**

Name	Detail	Initials
Darren Lehane	Chairperson	DL
Lorraine Lally	Member of the Authority	LL
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
Tony Ward	Member of the Authority	TW
Nicola Keogh	Member of the Authority	NK
Ercus Stewart	Member of the Authority	ES
Martin Sisk	Member of the Authority	MS
Rosemary Keogh	Member of the Authority	RK

**Apologies:** Michael O’Sullivan

**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 12	MD
Thomas Mullholland	Director of Compliance and Enforcement Items 1.0 to 12	TM
Geraldine McCarthy	Head of Communications and Stakeholder Engagement Items 1.0 to 12	GMcC
Niall Scanlon	Head of Finance Items 1.0 to 12	NS
Malachy Cardiff	Head of Corporate Affairs/Board Secretary Items 1.0 to 12	MC
Ciara Finn	Head of HR Items 1.0 to 12	CF
Seán O’Connor	Head of Charity Services Item 8.4	SOC
Carmel O’Donohoe	Governance and Policy Manager Items 1.0 to 12	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 Darren Lehane as Chairperson of the meeting.

## 3.0 Apologies

The apologies from Michael O'Sullivan were noted.

## 4.0 Conflicts of Interest

- No conflict of interest was declared.
- The Chairperson noted the importance of all members sending their Annual Statement of Interests, for the purposes of Section 17 of the Ethics in Public Office Act 1995, to the Board Secretariat in a timely fashion.

## 5.0 Approval of minutes of the Board Meeting dated 23<sup>rd</sup> of November 2023

### 5.1 Approval of minutes of the Board meeting dated 23<sup>rd</sup> of November 2023

- Members reviewed and approved the Board minutes of 23<sup>rd</sup> of November 2023.
- It was noted that all actions within the minutes should be also be reflected in the table of actions at the end of the minutes for ease of reference.

### 5.2 Approval of redacted minutes of the Board meeting dated 23<sup>rd</sup> of November 2023 and publication of same.

- Members reviewed and approved the redacted Board minutes of 23<sup>rd</sup> of November 2023 for publication, subject to two minor amendments being made:

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

### 5.3 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 by the Chair of the FARG Committee.**

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

- It was noted that there had not been a committee meeting since the last meeting of the Authority and that the next one on 27 of February 2024 would be MS's last meeting due to his end of tenure the following day.

**The Board noted the update given by the Chair of the Regulatory Committee.**

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

- The Board considered the minutes of the CSC - Recommendations from matters considered by written procedure as a decision between meetings on 24 January 2024 and an update on the matters that were dealt with by the Committee.
- The Board discussed all items under consideration and agreed with the recommendations.
- Members noted that the Board can now access all of the documentation in relation to the CSC meeting(s) on the online Board portal for their oversight.

**The Authority noted the Charity Services Committee's update. The Authority approved all the recommendations of Committee made by Decision between Meetings (24 January 2024) and authorised the Seal to be affixed where appropriate.**

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

- 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 by the Chair of the PRPAC Committee.**

## 6.5 Nominations Committee (NomCom)

- The Chair of the Committee reported on the work of the committee since the last meeting of the Authority.
- The Committee highlighted the importance of considering gender, diversity and inclusion on committee membership.

**The Board of the Authority noted the update by the Chair of the Nominations Committee**

## 7.0 Decisions by the Authority

### 7.1 Budget 2024

- Members noted updates given by the Head of Finance regarding Budget 2024.
- Members noted that this budget allocation is not sufficient to meet the current regulatory and organisational requirements of the Charities Regulator and, as a result, the Charities Regulator's ability to carry out certain business activities can be expected to be impacted in 2024 due to budget constraints.
- Members noted that the Risk Register would be updated accordingly.
- Members approved the proposed utilisation of the allocated Charities Regulatory Authority Budget 2024 as outlined in the Briefing Note.
- **Members noted that the ET would circulate a draft letter detailing the activities that will be impacted this year due to the insufficiency of the Charities Regulator's budget allocation for 2024 and that this would be sent to DRCD as a cover letter to the Charities Regulator's comments on the draft Oversight and Assurance 2024 agreement.**

*RK joined the meeting*

### 7.2 Business Plan - 2024

- Members noted a couple of amendments to be made within the Business Plan 2024:
- **Members approved the final Business Plan 2024 subject to the amendments being made.**

### 7.3 Strategic Internal Audit Plan (SIAP) 2024 - 2026

- Members discussed the Strategic Internal Audit Plan (SIAP) 2024 – 2026.

- **Members approved the Plan as outlined.**

#### 7.4 Rationale Paper for Governance Policies

- Members noted the paper on the Rationale for governance policy and procedure approval and review cycle recommendations and the governance oversight master list of documents.
- Members noted that 3 more documents will be produced as the next phase of the project.
- **Members approved the documents as outlined in the Briefing Note.**

#### 7.5 Confirmation of 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 1 of February 2024. 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.

	<b>Name</b>	<b>Position</b>	<b>Grade Equivalent</b>	<b>Unit</b>	<b>Commencement Date</b>
1.	Bernadette Adamson	Business Support Manager (ICT)	Higher Executive Officer	Corporate Affairs	8 January 2024
2.	Yolanda Kojana	Support Officer	Clerical Officer	Registration	2 January 2024
3.	Joseph O’Callaghan	Charity Services Manager	Higher Executive Officer	Charity Services	15 January 2024
4.	Ruth McKeon	Support Officer	Clerical Officer	Compliance & Enforcement	29 January 2024

## 7.6 Charities Governance Code Proposal paper

- Members discussed and considered the proposed approach to the next phase of the Charities Governance Code outlined in the paper.
- **Members confirmed their approval of the proposed action plan.**

## 7.7 Decisions on Appointments of External Members to committees

- Members considered the recommendations from the Nominations Committee and agreed the following:
  - **Niall Byrne and Terry Nee (T O’Niadh) to be appointed as External Members to the Regulatory Committee for a period of two years from 1<sup>st</sup> of February 2024 to 31<sup>st</sup> January 2026.**

## 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.
- Members noted the update on the annual report project and the proposal to include a traffic light system on the Register similar to that used in other jurisdictions as an additional means of increasing annual reporting compliance levels.

### 8.3 Communications and Stakeholder Engagement

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

- Members noted the presentation of the Annual Staff Survey given by the Head of Communications and Stakeholder Engagement.

#### 8.4 Charity Services and Legal Affairs

- Members noted the report on Charity Services and Legal Affairs and the updates contained therein.
- Members discussed the CIF digitisation and due diligence project, including digitisation statistics and costs. Members noted that the FARG committee will be kept up to date on this project.
- Members noted that the ET would include an update on the CIF digitisation and due diligence project in the cover letter to be submitted to DRCD in relation to the Oversight and Assurance agreement 2024.

#### 8.5 Corporate Affairs, Finance and HR

- Members noted the report on Corporate Affairs and the updates contained therein.
- Members noted the update given regarding the availability of capital budget for the Digital Platform and the update on the Business Case.
- 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 the two Internal Audit Reports relating to Charity Services and Payroll and HR management.

#### 8.6 Update on current organisational issues and CEO Matters

- Members noted the update on current organisational issues and CEO Matters.
- Members noted the update given on the recent Oversight and Assurance meeting.
- Members noted the update given on the Exercise of Delegated functions.
- MS updated the Board on a recent meeting that he attended with PAS, as a representative of the Board, which related to the recruitment process for new members of the Charities Regulatory Authority.
- Members discussed the Board's concerns in relation to the continuing absence of a chairperson.

- Members agreed a letter should be written to the Minister on behalf of the Board in relation to the chairperson vacancy and to update the Minister on the Board's recruitment plan for the role of Chief Executive of the Authority.
- Members noted that a Periodic Critical Review (PCR) will commence later on in the year and could take between 18 months and two years and could be resource-intensive.

**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 requested that Risk number 1 be updated to reflect the ongoing uncertainty regarding business case approval for the digital platform.
- Members noted that Risk number 2 will be updated to reflect the absence of a Chair and the upcoming departure of the Chief Executive.
- Members requested that the effects of the budgetary constraints be reflected in the risk register.
- Members requested that a one-page update be included as part of the Risk Register update listing the risks, ratings, risks scores and band in order to enable members to establish the position with regard to strategic corporate risks at a glance.

**Members approved the Corporate Risk Register for December 2023.**

## 10.0 Business Plan Tracker –2023

- Members reviewed and approved the Business Plan Tracker for 2023.

## 11.0 Chairperson's Report

- The Chairperson did not have an update.

## 12.0 AOB

- Members noted that there were no items.



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[REDACTED]

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[REDACTED]

**Table 3: Actions arising from Board Meeting 1, 1 Feb 2024**

<b>No.</b>	<b>Action</b>	<b>Person Responsible</b>	<b>Timeframe</b>
1.0	Publish redacted minutes for Meeting 9 that took place on 23 <sup>rd</sup> of November 2023 on the Charities Regulator's website, to include the two amendments as outlined at Item 5.2	Board Secretary	Feb 2024
3.0	All the recommendations of the CSC made by Decision between Meetings (24 January 2024) as outlined in the minutes, to be actioned and the Seal to be affixed where appropriate.	Charity Services	Feb 2024
2.0	<p>Update the Risk Register as outlined at Item 9.</p> <ul style="list-style-type: none"> <li>• Update Risk number 1 to reflect the ongoing uncertainty regarding business case approval for the digital platform.</li> <li>• Update Risk number 2 to reflect the absence of a Chair and the upcoming departure of the Chief Executive.</li> <li>• Reflect the effects of the budgetary constraints in the Risk Register.</li> </ul>	Chief Risk officer/ET	Feb 2024
4.0	Circulate a draft letter detailing the activities that will be impacted this year due to the insufficiency of the Charities Regulator's budget allocation for 2024 to the Board and send to DRCD as a cover letter to the Charities Regulator's comments on the draft Oversight and Assurance 2024 agreement.	ET	Feb 2024
5.0	Update the Business Plan as outlined in Item 7.2.	Board Secretary	Feb 2024

No.	Action	Person Responsible	Timeframe
6.0	Inform DRCD of the appointment of Mr Terry Nee (T O’Niadh) and Mr Niall Byrne as external members of its Regulatory Committee.	Board Secretary	Feb 2024
7.0	Prepare and submit a letter to the Minister for Rural and Community Development, copied to the Secretary General of the Department, relating to the ongoing chairperson vacancy and the recruitment plan for the role of Chief Executive.	Head of HR and Board Secretary	Feb 2024
8.0	Chief Executive recruitment process: Action all items in section 1.5 of the briefing note.	The Board and Head of HR	Feb 2024

**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 reports 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	Table the Board Evaluation Action Plan for review and monitoring on a regular basis	Board Secretary	Feb 2024 (Date changed)

**Signed:** Darren Lehane – Chairperson

Malachy Cardiff – Board Secretary