

Minutes of 1st Meeting of the Authority – 30 January 2025 held in the Charities Regulator office, 3 George’s Dock 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
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: Darren Lehane

Table 2: Executive in attendance:

Name	Detail	Initials
Madeleine Delaney	Chief Executive Items 1 – 5; 7 - 13	MPD
Thomas Mulholland	Director of Compliance and Enforcement Items 1 – 5; 7 - 13	TM
Geraldine McCarthy	Head of Communications & Stakeholder Engagement Items 1 – 5; 7 - 13	GM
Malachy Cardiff	Head of Corporate Affairs Items 1 – 5; 7 - 13	MC
Meagan Gill	Head of Registration and Reporting Item 7.1	MG
Carmel O’Donohoe	Governance and Policy Manager/Minute Taker Items 1 – 5; 7 - 13	COD

Apologies: Seán O’Connor, Ciara Finn

1.0 Quorum

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

2.0 Apologies

- The apology from Darren Lehane was noted .

3.0 Conflicts of Interest

- There were no conflicts of Interest advised.

4.0 Approval of minutes of previous Board meetings

4.1 Approval of minutes of November meeting

- The Board reviewed and approved the Board minutes of 28 November 2024 subject to a minor amendment.

4.2 Approval of previous redacted minutes (June – Nov 2024)

- The Board agreed that the reserved sessions and the material in the minutes relating to the Organisational Review should be published.

The Board approved the following Redacted Board minutes, subject to the above and a few minor amendments being made:

- Minutes for 28 November 2024.
- Minutes for 24 October 2024.
- Minutes for 26 September 2024.
- Minutes for 8 August 2024.
- Minutes for 1 August 2024.
- Minutes for 18 July 2024.
- Minutes for 2 July 2024.
- Minutes for 20 June 2024.
- Minutes for 11 June 2024.

5.0 Matters arising

- There were no matters arising.

The Executive left the meeting at 14:10 hrs.

6.0 Reserved Session

6.1 Board member resignation

- The Board noted that a board member, Ms Lorraine Lally, had stepped down from the board earlier in the month. The filling of the consequential vacancy will be followed up with the Department.

6.2 Membership of Subcommittees

- Proposed changes to the membership of the Board's five subcommittees were noted and agreed.

6.3 Annual Designated Directors Statements of Interest declarations (SIPO returns)

- The deadline for completion of annual SIPO return was noted and members requested to provide completed forms to the Executive by the due date.

6.4. Charities (Amendment) Act 2024 - First Commencement Order

- The Chairperson advised members that commencement of some provisions of the Charities (Amendment) Act 2024 would take effect from 27 January 2025 - Statutory Instrument No. 10 of 2025 refers. A zoom briefing session on the partial commencement will be provided within the coming weeks for board and sub-Committee members.

6.5. Statement of Strategy

- It was noted that the Authority's draft Statement of Strategy 2025 - 2027 has been submitted to the Department and is awaiting approval. The Authority's 2025 Business Plan and 2025 Budget are based on the draft Statement of Strategy. The PRPAC will oversee its implementation.

6.6. Organisational Structure and Staffing

- [REDACTED]
- The chairperson stated that it is timely to review the organisational structure and staffing given the passing of time since the establishment the Regulator as well the proximate additional responsibilities which will arise under the new Act. Proposed terms of reference for the review will be submitted for board approval and the process will be overseen by the PRPAC.

The Chairperson thanked all for their contribution and closed the reserved session.

The Executive re-joined the meeting at 14:20 hrs.

7.0 CEO Report

7.1 Registration

- The Board noted the report on Registration and the updates contained therein.
- The Board requested that figures indicating last month's output to be included next to the current figures.

7.2 Compliance and Enforcement (C&E)

- The Board noted the report on C&E and the updates contained therein.
- The Board noted the verbal update given by TM regarding the role of the Charities Regulator's in its capacity as a 'prescribed person'.
- **It was agreed that the Executive will provide a briefing document to the Board on the process involved in its roles as a 'prescribed person' under the Protected Disclosures Act 2014.**

7.3 Communications and Stakeholder Engagement

- The Board noted the report on Communications and Stakeholder Engagement and the updates contained therein.
- The Board endorsed stakeholder engagement's significant contribution to delivering the organisations mandate.

7.4 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 affairs matters since the report was written.

7.5 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.
- The Board noted that the new Head of Finance would take up the position in March.

7.6 Update on current organisational issues and CEO Matters

- The Board noted the update on current organisational issues and CEO matters.
- The Board noted that the Chief Executive will invite members and external members to a short Briefing session on the Amendment Act 2024 to take place virtually.

8.0 Update from Committees

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

- The Board noted the minutes of meeting 5 of 2024 of the FARG committee, held on 9 December 2024, the Annual Report of the FARG for 2024, the summary of key findings of the annual self-assessment survey of the FARG Committee 2024 and the results of the annual self-assessment survey of the FARG committee 2024.
- The Board noted the C&AG Audit completion Memorandum 2023 and the C&AG Audit Planning Memorandum 2024.

8.2 Report of the Charity Services Committee (CSC)

- The Board noted the Annual Report of the CSC for 2024, and the annual self-assessment survey of the CSC for 2024.

8.3 Report of the Regulatory Committee (RC)

- The Board noted the Annual Report of the RC for 2024, and the annual self-assessment survey of the RC for 2024.

8.4 Performance Resource Planning and Advisory Committee (PRPAC)

- The Board noted the Annual Report of the PRPAC committee for 2024, and the annual self-assessment survey of the PRPAC for 2024.

8.5 Nominations Committee

- The Board noted the Annual Report of the Nominations committee for 2024, and the annual self-assessment survey of the Nominations Committee for 2024.

- The Board requested that all Committee reflect on their own Committee evaluations for 2024.

9.0 Decisions by the Authority

9.1 Business Plan 2025

- **The Board considered and approved the Business Plan 2025.**

9.2 Budget 2025

- **The Board considered and approved the Budget 2025.**

9.3 Annual Evaluation of the Board

- **The Board noted the Results of the Self-assessment Evaluation Report for 2024 and referred it to the PRPAC for their discussion and consideration.**

9.4 Establishment of a consultative panel

- **The Board considered the recommendation of the Executive and made a decision under section 36(1) to establish a consultative panel with a view to agreeing a definition of human rights for the purposes of the Charities Act and some associated guidelines. They noted that approval of this decision means that further work can be carried out by the Executive regarding the other matters reserved to the Board under section 36(2)(3)(4)(5)and(7) and that decisions on these matters will be made at later board meetings.**

9.5 Composition of committees

- **The Board approved the changes in committee membership as outlined within the Briefing note.**
- The Board noted that the Chairs of each committee will inform the external members of the changes where relevant.

10.0 Corporate Risk Register

- The Board reviewed and approved the Risk Register subject to a few minor changes.

11.0 Business Plan Tracker 2024

- Members noted the Business Plan Tracker for 2024

12.0 Chairperson's Report

- The Chairperson's update is contained within the reserved session at item 6.

13.0 AOB

- There being no other business, the Chairperson thanked all for their contribution and closed the meeting.

Actions arising from Board Meeting 1, 30 January 2025

No.	Action	Person Responsible	Timeframe
1	Publish redacted Board meetings minutes since June 2024 on the website.	Board Secretary	February 2025
2	Provide a briefing r document to the Board on the process involved in its roles as a 'prescribed person' under the Protected Disclosures Act 2014.	Chief Executive	March2025
3	Invite members and external members to a short Briefing session on the Amendment Act 2024 to take place virtually	Chief Executive	
4	Reflect on their own committee evaluations for 2024	Committees	March 2025
5	Consider the Results of the Board Self-assessment Evaluation Report for 2024	PRPAC	February 2025
6	Establish a consultative panel to agree a definition of human rights and some associated guidelines	Chief Executive	Q1 2025 onwards
7	The Chairs of each committee to inform the external members of Committee changes where relevant	Committee Chairs	February 2025

Key actions carried forward from Meeting 13, 28 November 2024.

No.	Action	Person Responsible	Timeframe
1.	The Board to review and approve for publication decisions of the Charities Regulator in relation to discretionary statutory functions.	The Board	April 2025 onwards
2.	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 PRPAC The Board Secretary	June 2025
3.	Organisation Review findings: The Executive will report to the Board on the implementation of the recommendations.	Executive	Ongoing throughout 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