

## Minutes of 7<sup>th</sup> Meeting of the Authority – 1 August 2024 held via Hybrid

**Table 1: Authority Members Present:**

<b>Name</b>	<b>Detail</b>	<b>Initials</b>
Gerry Kearney	Chairperson	GK
Lorraine Lally	Member of the Authority	LL
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
Tony Ward	Member of the Authority	TW
Ercus Stewart	Member of the Authority	ES
Michael O'Sullivan	Member of the Authority	MOS

**Apologies:** Nicola Keogh

**Table 2: Executive in attendance:**

<b>Name</b>	<b>Detail</b>	<b>Initials</b>
Madeleine Delaney	Director of Legal Affairs and Registration / Interim CEO Items 1.0 to 13	MPD
Thomas Mulholland	Director of Compliance and Enforcement Items 8.0 to 13	TM
Niall Scanlon	Head of Finance Items 9.0 to 9.5	NS
Carmel O'Donohoe	Governance and Policy Manager/Minute Taker Items 1.0 to 13	AS

**Apologies:** Malachy Cardiff;

### 1.0 Quorum

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

### 2.0 Introduction and apologies

- It was noted that there was one apology from Nicola Keogh.

### 3.0 Conflicts of Interest

- A potential conflict of interest was declared by Charity Services Committee (“CSC”) member SK related to the Charity Services Committee meeting minutes held on 25 July 2024 (at Agenda Item 7.3 on this Board meeting).
- It was agreed that SK would absent himself from agenda item 7.3 of this meeting.

### 4.0 Approval of Minutes of Previous Meetings

#### 4.1 Draft minutes of the Board meeting dated 20 June 2024

- The Board reviewed and approved the Board minutes of 20 of June 2024.
- The Board noted that both Marie Daly and Madeleine Delaney had the same initials MD, Madeleine Delaney confirmed that she would use an additional initial.

#### 4.2 Minutes of the additional Board Meeting (18 July 2024)

- Members reviewed and approved the additional Board minutes of 18 of July 2024.

### 5.0 Matters arising

- There were no matters arising.

### 6.0 Reserved Session

#### 6.1 CEO Appointment

- The Chairperson informed members that the Minister of State’s consent has been received for the proposed appointment of Madeline Delaney as Chief Executive, in accordance with section 19(2) of the Act. Also, the Chief Executive’s contract has been approved by DPER and DRCD.
- The Chairman proposed and the board unanimously approved the appointment accordingly. A press release announcing the Chief Executives appointment will issue shortly.

## 6.2 Matters arising from PT programme

- The Chairperson referred to the Minister's response of 24 July to the Chairperson's correspondence on behalf of the Authority (dated 12 July), - this has set out the Authority's response to the issues raised in the television broadcast. The Minister's correspondence acknowledged our response and noted that certain provisions in the recently signed Charities (Amendment) Bill may also address a number of the issues raised.
- The Chairperson advised the next step is the procurement of an independent expert to review and advise the Board on organisational matters arising from the PT programme. Procurement closing date is 19 August.

## 6.3 Regulatory Committee – Decisions to Refuse applications to be entered in the Register of Charitable Organisations

- The Chairperson noted that the Regulatory Committee's report was not available for today's meeting. Members agreed to convene an additional Board meeting at 8am on 8 August to consider the Regulatory Committee's recommendations to refuse applications to be entered in the Register of Charitable Organisations.

## 6.4 Additional Meetings

- Members discussed the terminology used in relation to meetings convened in addition to scheduled board meetings. It was agreed that any meetings convened in addition to scheduled board meetings would be referred to as 'additional meetings' rather than 'unscheduled meetings' and this terminology would be reflected in Standing Orders.

## 6.5 Other

- Members, noting the volume of documents considered by the Board at each meeting, considered and agreed to the scheduling of the Chief Executive's report to earlier on each Board agenda.
- The Chairperson thanked all for their contribution and closed the Reserved Session.
- The Executive re-joined the meeting at 14:15

*LL joined at 2:15pm.*

## 7.0 Update from Committees

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

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

*JOD joined at 2:20pm.*

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

- The Board noted the report of the Chairperson of the Regulatory Committee since the last meeting of the Board.
- The Board noted that there will be an additional Board meeting on Thursday, 8 August 2024 to consider recommendations to refuse applications to be entered in the Register of Charitable Organisations.

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

*SK absented himself from the meeting.*

- The Board noted the minutes of meeting 5 of 2024 for the Charity Services Committee held on 25 July 2024 and the memos and the papers on the Board portal software.
- The Board formally approved all recommendations of the Committee and adopted same as decisions of the Authority.
- The Board authorised the Seal of the Authority to be affixed where appropriate.

*SK re-joined the meeting.*

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

- The Board was advised that there was no meeting of the PRPAC since the last meeting of the Authority.

## 8.0 Decisions by the Authority

### 8.1 Approval of the H1 2024 CIF Dividend Options

- The Board reviewed and approved the FARG Committee's recommendation of Option B as the H1 2024 Dividend Option.

### 8.2 Approval of monthly credit card limit of Purchase card limit from €5k to €10k

- The Board reviewed and approved the decision to increase the monthly credit limit of the Charities Regulator's Purchase Card from €5,000 to €10,000.

### 8.3 Application of S 41(a) of the FoI Act

- Members noted that this item was deferred to a future Board meeting.

### 8.4 Governance Documents

Members noted the verbal update on the Governance documents from the Chair of the FARG committee.

- (i) Governance Framework
- (ii) Procurement Policy
- (iii) Risk Management Policy
- (iv) Risk Appetite Statement
- (v) Induction Policy for new members
- (vi) Standing Orders
- (vii) Scheme of Delegation – Reserved Functions of the Board
- (viii) Policy on exercise of delegated functions
- (ix) Role of the Board Secretary

**The Board noted the FARG Committee's recommendation that the Risk Management Policy and Risk Appetite Statement would be scheduled for FARG Committee and Board approval annually.**

The Board approved the governance documents as listed above, subject to a few minor amendments to be made within the documents.

## 8.5 Confirmation of 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 1 August 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.

Staff Members to be appointed

	<b>Name</b>	<b>Position</b>	<b>Grade Equivalent</b>	<b>Unit</b>	<b>Commencement Date</b>
1.	Ciara Hennessy	Support Officer	Clerical Officer	Registration	20 May 2024
2.	Laura Nash	Support Officer	Clerical Officer	Compliance and Enforcement	29 July 2024

## 9.0 CEO Report

Members noted that the CEO report is very beneficial and that its order would be moved up higher up the agenda in future Board agendas.

### 9.1 Registration

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

### 9.2 Compliance and Enforcement (C&E)

- The Board noted the report on C&E and the updates contained therein.

**The Board requested a table which would provide a breakdown of the status of External Protected Disclosures in terms of the numbers made; in progress; closed, and referred to other prescribed bodies.**

### 9.3 Communications and Stakeholder Engagement

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

### 9.4 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.

### 9.5 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 report on Finance Update.
- The Board congratulated NS on his promotion and commended him on his excellent work and contribution during his five years with the Charities Regulator.



## 9.6 Update on current organisational issues and CEO Matters

- The Board noted the update on current organisational issues and CEO matters.

## 10.0 Corporate Risk Register

- The Board agreed that the risk rating of the Impact of Risk Number 4 should move from two to three within the Risk Register. The Board noted a minor wording change in the Controls section of Risk 4.
- The Board approved the risk register subject to the two changes above.

## 11.0 Business Plan Tracker

- Members noted the Business Plan Tracker for June 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.

**Table 4: Actions arising from Board Meeting 7, 1 August 2024**

<b>No.</b>	<b>Action</b>	<b>Person Responsible</b>	<b>Timeframe</b>
1.0	All the recommendations of the Charity Services Committee Meeting 5 (25 July 2024) as outlined in the minutes, to be actioned and the Seal to be affixed where appropriate.	Charity Services	Aug 2024
2.0	Deferred agenda item re. Application of S 41(a) of the FoI Act to be rescheduled for a future Board meeting.	Board Secretary	Sept 2024
3.0	Provide a breakdown of the status of External Protected Disclosures in terms of the numbers made; in progress; closed, referred to other prescribed bodies.	Director of C&E	Ongoing from Sept 2024
4.0	Set up an additional Board meeting on 8 of August 2024 to table proposals to refuse applications to be entered in the Register of Charitable Organisations .	Board Secretary	August 2024
5.0	Make small adjustments in the Risk Register as outlined in section 10.0	Head of Corporate Affairs	September 2024

**Table 5: Key actions carried forward from Meeting 6, 20 June 2024**

<b>No.</b>	<b>Action</b>	<b>Person Responsible</b>	<b>Timeframe</b>
1.0	Publish redacted minutes for the additional Board meeting of 11 June 2024 on the Charities Regulator’s website at the appropriate time.	Board Secretary	TBC
3.0	Discussion on the Charities Governance Code to a future Board meeting	Board Secretary	TBC
4.0	A further update on the CIF project to be given to the Board	Head of Charity Services	September 2024

**Signed:** Gerry Kearney – Chairperson

Malachy Cardiff – Board Secretary