

Minutes of 2nd Meeting of the Authority – 29 February 2024 held via Hybrid

Table 1: Authority Members Present:

Name	Detail	Initials
Rosemary Keogh	Chairperson	RK
Marie 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
Nicola Keogh	Member of the Authority	NK
Ercus Stewart	Member of the Authority	ES
Martin Sisk	Member of the Authority	MS
Michael O’Sullivan	Member of the Authority	MOS
Darren Lehane	Member of the Authority	DL

Apologies: Lorraine Lally, Gerry Kearney, John O’Donnell

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
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 Rosemary Keogh as Chairperson of the meeting.
- RK noted and welcomed the appointment by Minister for Rural and Community Development, Heather Humphreys TD, of three new members of the board of the Charities Regulator on 28th of February. Gerry Kearney has been appointed member and Chairperson of the Board of the Charities Regulator, and Marie Daly and John O'Donnell as Ordinary members.
- Members welcomed Marie Daly who was in attendance. .

3.0 Apologies

The apologies from Lorraine Lally, Gerry Kearney and John O'Donnell were noted.

4.0 Conflicts of Interest

- Two conflicts of interest were declared by Charity Services Committee ("CSC") member NK which relate to items 8.4 and item 9.1 of the Charity Services Committee meeting minutes held on 15 of February 2024 (at Agenda Item 6.3 on this Board meeting).
It was agreed that NK would absent herself from agenda item 6.3 of this meeting.

5.0 Approval of minutes of the Board Meeting dated 1 of February 2024

5.1 Approval of minutes of the Board meeting dated 1 of February 2024

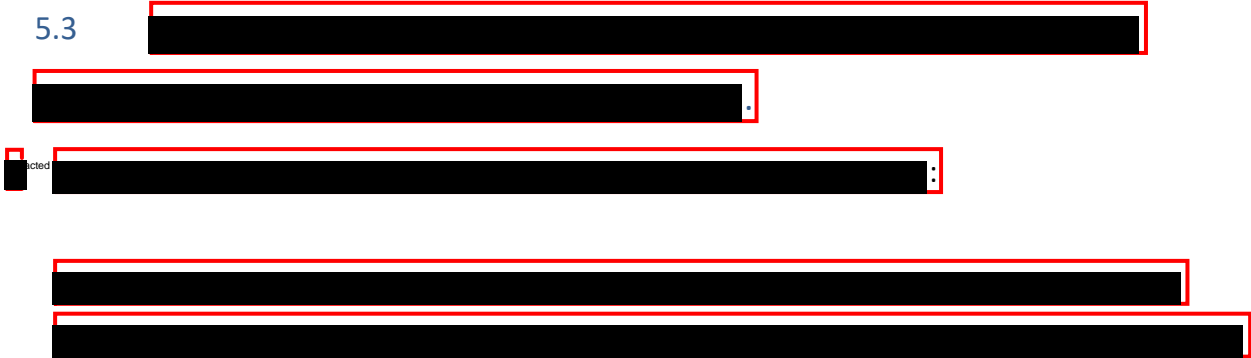
- Members reviewed and approved the Board minutes of 1 of February 2024, subject to two minor amendments being made.

5.2 Approval of redacted minutes of the Board meeting dated 1 of February 2024 and publication of same.

- Members reviewed and approved the redacted Board minutes of 1 of February 2024 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



5.4 Decision between Board meetings on 21 February 2024 regarding approval of two letters and signature applied

- The Authority passed the following Resolution on 21 February 2024:

The Authority Members approved the Letter to the Minister regarding the recruitment of the Chief Executive and a letter to DRCD regarding the interim Chief Executive appointment and to authorise Darren Lehane to sign both letters on behalf of the Board.

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.

- Members noted that there was a FARG committee meeting on 19 of February 2024 and the Chair of the Committee gave a verbal report on that meeting to the Authority.
- Members noted the committee's Annual Self Evaluation Results.
- Members discussed the 2023 Annual Report of the FARG committee and agreed that it should be published on the Charities Regulator website.

The Board of the Authority noted the update by the Chair of the FARG Committee.

ET to publish the 2023 Annual Report of the FARG committee.

6.2 Report of the Regulatory Committee (RC)

- It was noted that the Regulatory committee met on 27 of February 2024 and the Chairperson gave an update of the meeting. He confirmed that two new External members joined that meeting – Niall Byrne and Terry O’Niadh.
- Members noted the results of the annual RC self-evaluation.
- Members noted that a new Chairperson of the Regulatory Committee will need to be appointed.
- Members noted that 4 applications for registration in which there were recommendations to refuse were considered by the Regulatory Committee and would be before the Board at its next meeting in March.

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

6.3 Report of the Charity Services Committee (CSC)

NK absented herself from the meeting.

- Members noted the results of the CSC results of the Annual Evaluation.
- Members noted the memos and the papers contained in Meeting 1 of the Charity Services Committee on the Board portal software.
- Members noted the Minutes of Meeting 1 of 2024 for the Charity Services Committee, held on 15 of February 2024.
- Members formally approved all recommendations of the Committee and adopt same as decisions of the Authority.
- Members authorised Seal of the Authority to be affixed where appropriate.

NK re-joined the meeting.

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.
- Members discussed, reviewed and approved the Candidate Booklet for the post of Chief Executive subject to one minor amendment to be made.
- Members noted the update given on the PRPAC Annual Evaluation.
- Members agreed that a letter, signed by the Chairperson of the PRPAC on behalf of the Board, would be issued to the Minister's office to:
 - Inform the Minister that the Board had considered the correspondence of 27 February and that the previous decision approved by the Board remains.
 - Seek confirmation of the proposed terms and conditions of the Interim Chief Executive.
 - Seek confirmation of the name of the Department's representative on the interview panel for the CEO role.

The Board of the Authority noted the update by the Chair of the PRPAC Committee.

7.0 Decisions by the Authority

7.1 Decision to approve Award of Contract for PR Services

- Members approved the Award of the Tender to the first placed Tender Provider as outlined within the Briefing Note and authorised the Chief Executive to sign the relevant contract.

7.2 Decision to approve the CIF H2 2023 Dividend Option

- CIF dividend options: Members approved the H2 2023 Dividend Option B.
- CIF dividend payments in respect of unit holders who have not provided details of beneficial owners.
 - Members approved option 1 as outlined in the Briefing Note.
 - Members agreed that the FARG committee will revisit this before the end of the year.

7.3 Decision to approve the Internal Audit Charter

- Members approved the Internal Audit Charter.

7.4 Decision to approve the Draft Unaudited Financial Statements 2023, the Letter of Representation 2023 and the Compliance Statement 2023

- Members approved the Draft Unaudited Financial Statements 2023 for the Charities Regulatory Authority and for the Charity Funds, the Letter of Representation 2023 and the Compliance Statement 2023.
- It was agreed that the Chairperson of today's meeting RK will sign the Compliance Statement 2023 and the Letter of Representation.

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 29 of February 2024. 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	Grade Equivalent	Unit	Commencement Date
1.	Amy Sheeran	Support Officer – Corporate Affairs.	CO	Corporate Affairs	7 February 2024

7.6 Decision to approve the results of the Board’s annual evaluation

- Members discussed and approved the results of the Board’s annual self-assessment survey results.

7.7 Decision to authorise the Executive to commence Strategy planning

- The Board authorised the executive to commence the strategy planning process and procure an external facilitator for development of the new Strategy which covers the next three-year period from 2025 to 2027.
- The Board approved the Terms of Reference for the Strategy Planning Committee (“SPC”).

The Board noted that the Chairpersons of each of the sub-committees will need to liaise with their own committee and nominate someone who will join the “SPC”.

The Board proposed that the new Chairperson of the Authority would chair the SPC and that updating the Chairperson on the Strategy plan would form part of the briefing in his induction.

8.0 CEO Report

8.1 Registration

- Members noted the report on Registration 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 Communications and Stakeholder Engagement

- Members noted the report on Communications and Stakeholder Engagement and the updates contained therein.
- Members noted the update on the Traffic Light system Proposal that is planned for the Register of Charities for transparency and fairness.

8.4 Charity Services and Legal Affairs

- Members noted the report on Charity Services and Legal Affairs and the updates contained therein.
- Members noted the update regarding the CIF costs estimate.

8.5 Corporate Affairs, Finance and HR

- Members noted the report on Corporate Affairs and the updates contained therein.
- Members noted the report on Human Resources and the updates contained therein.
- Members noted the report on Finance, Review of Internal Controls, Annual Assurance Report, CIF digitisation project invoice and the updates contained therein.

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 on the meeting with officials from the Charity Commission for Northern Ireland which took place on 12 February.

- Members noted that a plan was underway for the Charities Regulator to host the Ireland-UK Regulator's group in-person in September or October 2024.

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.
- Risk 3, Cyber-security: Members agreed that:
 - The controls should include that annual statements of assurances are received from External suppliers/third party providers.
 - The Charities Regulator should liaise with the National Cyber Security Centre (NCSC).

Members approved the Corporate Risk Register for February 2024.

10.0 Business Plan Tracker

- Members reviewed and approved the Business Plan Tracker for Feb 2024

11.0 Chairperson's Report

- There was no Chairperson's report. .

12.0 AOB

- Members noted that this meeting was the last meeting that the Chief Executive Helen Martin would attend.
- Members commended the huge contribution that the Chief Executive had made during her tenure, thanked her for her professionalism, noting that she was a pleasure to deal with, she had built an excellent senior management team and that she was an excellent ambassador for the Charities Regulator.
- The Chief Executive noted her sincerest thanks to all members, the executive team and to all staff and that she drew comfort from the fact that she was leaving behind an experienced team and well skilled staff, including the strong structures and governance framework in place which is very important for an organisations such as the Regulator whose job it is to embody governance values.
- The Members and the Chief Executive thanked Madeleine Delaney (MD) who would be shortly taking up the role of interim Chief Executive.
- Members noted that it was Rosemary Keogh and Martin Sisk's last day as members of the Board as their terms expired on the 29 February 2024.
- Rosemary Keogh thanked all members of the Executive, in particular for the support in her capacity previously as chairperson of the FARG Committee.
- Martin Sisk said that it was an honour and privilege to serve on the Board over the last few years and noted that there was tremendous progress made in those years in the organisation. MS thanked staff for their excellent engagement with members over the last few years and that he said that the organisation was in good hands.
- Members noted both RK and MS's dedicated service, support and the significant contribution they made to the work of the Charities Regulator during their time with the Board.

Table 3: Actions arising from Board Meeting 2, 29 Feb 2024

No.	Action	Person Responsible	Timeframe
1.0	Publish redacted minutes for the Board meeting of 1 February 2024 on the Charities Regulator’s website, including the two minor amendments indicated.	Board Secretary	March 2024
2.0	ET to publish the 2023 Annual Report of the FARG committee.	ET	March 2024
3.0	All the recommendations of the Committee Meeting 1 (15 February 2024) as outlined in the minutes, to be actioned and the Seal to be affixed where appropriate.	Charity Services	March 2024
4.0	Issue letter to the Minister as agreed in 6.4 above.	Board	March 2024
5.0	Chief Executive to sign PR contract	Chief Executive	March 2024
6.0	Payment of CIF H2 2023 dividend as agreed in 7.2 above.	Head of Finance	April 2024
7.0	RK to sign Compliance Statement 2023 and Letter of Representation	RK	February 2024
8.0	Commence strategy planning process	ET	March 2024
9.0	Chairpersons of each of the sub-committees will need to liaise with their own committee and nominate someone who will join the “SPC”.	Committee Chairpersons	March 2024
10.0	Update the Risk Register as outlined at Item 9.0	Chief Risk officer/ET	March 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

Signed: Gerry Kearney – Chairperson

Malachy Cardiff – Board Secretary