



**Minutes of Board Meeting No. 82 held on Monday 18 May 2020 at 9:30am
by video conference.**

Present:

Nicole Lappin, Chief Charity Commissioner
Gerard McCurdy, Deputy Chief Charity Commissioner
Kieran Donaghy, Charity Commissioner
Carmel Mullan, Charity Commissioner
Hugh McKeag, Charity Commissioner
Séamus Magee, Charity Commissioner
Steven Cockcroft, Charity Commissioner

In Attendance:

Frances McCandless, Chief Executive
Aubrey McCrory, Head of Corporate Services
Punam McGookin, Head of Charity Services
Sarah Finnegan, Head of Compliance & Enquiries
Rachel Harrison, Board Apprentice
Clare McElherron, Minutes
Kathleen McLoughlin, Finance & Admin Manager

Apologies: None

The Chair welcomed everyone to the meeting noting it was being held by video conference and welcomed Sarah Finnegan to her first board meeting in her new post.

1. Minutes of Meeting No 81 – 31 March 2020

Following discussion the minutes of the meeting held on 31 March 2020 were agreed as a true and correct record subject to minor amendment, as proposed by Séamus Magee and seconded by Kieran Donaghy. Plans to progress external support for Board development and training along with other updates were noted.

AP1: Minutes of Board Meeting No 81 to be published on CCNI website.

2. Conflicts of Interest

Steven Cockcroft noted that USEL are a client of Johns Elliot.

Chair asked for it to be noted that the CEx of the Simon Community was a Non Executive Director at the Northern Ireland Ambulance Service of which she is Chair.

3. Chair's Business, Correspondence and Meetings

The Chair outlined a number of recent media interviews and discussed current key messages which were changing in light of evolving understanding of the effect on the Commission and the Charity Sector of the recent Court of Appeal judgement. The impact of COVID-19 on staff and the ongoing regular contact with Commissioners to provide effective support was noted. To assist effective running of the meeting Board members agreed to liaise in advance with relevant staff regarding comments or queries related to minutes or agenda items.

4. Chief Executive's Report

The CEx introduced her report and updated the Board on recent discussions with sponsor department regarding the Minister's policy response to the judgement. Commissioners noted this, along with COVID-19, would require a review of current strategic planning assumptions and targets.

Correspondence was noted from the Interim Northern Ireland Public Services Ombudsman indicating an intention to publish a determination report which had been delayed in light of litigation.

Commissioners discussed the Executive's Five Step COVID-19 Recovery Plan noting when the Commission's offices might be able to reopen. In the meantime the CEx was preparing a short assurance to the sponsor department on how the pandemic response was impacting on the Commission and being managed.

CEx briefed Commissioners on contact with the NI Audit Office regarding regularity of expenditure in light of the recent court judgement.

5. Charity Services Report

The Head of Charity Services outlined various aspects of her report. A number of queries in relation to the planned public trust and confidence research were addressed and it was agreed to progress a procurement exercise following proposal by Séamus Magee and seconded by Hugh McKeag.

Commissioners observed work to update the combined list to support the COVID-19 emergency fund programme could impact on applications being brought to Schedule 1 committee for decision.

6. Compliance & Enquiries Report

The Chair welcome Sarah Finnegan to her first Board meeting. The Head of Compliance & Enquiries introduced her report, with the Board noting various points. Commissioners agreed to provide input to testing new online forms. A number of queries regarding regulatory advice concerning political activity by charities were addressed and the impact of COVID-19 delaying some regulatory action was noted.

7. Corporate Services Report

The Head of Corporate Services outlined aspects of his report including production of year end draft accounts and arrangements for audit. Commissioners discussed the report on COVID-19 continuity arrangements noting support from sponsor department's Head of ICT which the chair undertook to recognise in forthcoming communications with senior officials. Steps to add the new Head of Compliance & Enquiries to the bank mandate in line with the finance procedure were noted. Following consideration, the draft 2020/21 budget was approved following proposal by Carmel Mullan and seconding by Séamus Magee.

8. Reports from Subcommittees

Issues from A&RA

a) Corporate Risk register

The Chair of the Audit & Risk Assurance (A&RA) committee introduced the register which had been developed on foot of discussion at the last board meeting. The two extreme, two high and one moderate risks and their ratings were agreed as proposed by Séamus Magee and seconded by Gerard McCurdy.

b) Draft accounts 2019-20

The A&RA committee outlined the work that had been done to prepare the draft accounts to the original timetable, noting the impact of remote working and lack of access to hard copy records and papers. Kathleen McLoughlin, Finance & Admin Manager, joined the meeting at this point and introduced the draft accounts noting the basis of the accounts preparation. She provided an overview of the financial position and cash flows, and detailed expenditure and supporting notes. Commissioners noted an increase in the cash held at year end compared to the previous year in light of plans to spend being impacted by COVID-19. The Board thanked the Finance & Admin Manager and staff for their work and the quick turnaround of the draft accounts. The Board accepted the draft accounts as proposed by Carmel Mullan and seconded by Kieran Donaghy.

Commissioners agreed the A&RA committee would revisit the asset policy as part of the annual review of the Finance Procedures.

Kathleen McLoughlin left the meeting at this point.

AP2: A&RA Committee to revisit the asset policy as part of its annual review of the finance procedures.

c) Draft governance statement

The Chief Executive introduced the draft statement, highlighting the information outlined on risks managed during the year. The Chair thanked the Chief Executive for her report which was accepted by the Board subject to minor amendment as proposed by Séamus Magee seconded by Carmel Mullan.

AP3: Draft Governance Statement to be amended and included in the overall annual report and accounts document for approval at the June Board meeting.

d) A&RA annual report

The Chair of the A&RA Committee highlighted the report which provided a summary of the Committee's activities during the year. The Board welcomed the information provided and thanked the Committee for its work.

e) Internal Audit 2nd report

The Chair of the A&RA Committee outlined the satisfactory assurance on the areas assessed and noted one priority two and three priority three recommendations.

f) Internal Audit annual report

The report was noted as satisfactory for the year overall.

g) Internal Audit plan 2020-21

The Chair of the A&RA Committee introduced the 2020-21 audit plan and highlighted the two additional areas of work proposed. The Board agreed to adopt the plan as proposed by Gerard McCurdy and seconded by Carmel Mullan.

h) Minutes 3 March 2020

The minutes of A&RA meeting number 43 were agreed as proposed by Gerard McCurdy and seconded by Carmel Mullan.

AP4: Minutes of A&RA committee meeting 43 to be published on website

Schedule 1 Minutes

i) 9 April 2020

Noted.

j) 24 April 2020

Noted.

9. **Policies and processes**

a) Annual Report Text

The initial draft text was reviewed by the Board and a series of suggested amendments were made. The draft report was agreed subject to amendment as proposed by Kieran Donaghy and seconded by Carmel Mullan

b) Communications options

The CEx outlined the communications paper and additional legal advice which set out a series of implications from the Court of Appeal judgement for the Commission and charity sector. The Board discussed this advice in the context of stakeholder views regarding the current stress the charity sector was under and desire to avoid harm. It was agreed to engage further with stakeholders to explain the preferred approach to open and transparent communications. A series of planned steps to amend the status of some information on the Commission's website were noted. The legal Commissioner indicated this would relate to organisations that were charities in law operating in Northern Ireland whose charitable purposes and details were on the Commission's website.

The Chair sought views from all Commissioners and after discussion it was agreed, following proposal by Stephen Cockcroft and seconding by Séamus Magee, to write to the Minister seeking clarity on her proposed way forward and views on communicating with the sector, and subject to any feedback from sponsor department to pursue communication option 3 as presented in the paper.

AP5: Chief Executive to write to sponsor team seeking clarity on Minister's proposed way forward and views on communicating with the sector

AP6: Communications plan based on option 3 to be developed subject to any feedback from sponsor department.

Stephen Cockcroft left the meeting at 12.40 pm

c) Legal Update

The report was noted.

10. Issues for next meeting

Issues proposed for the next meeting were noted.

11. AOB

Meeting ended at 12.30 pm

Register of Outstanding Action Points

Board Meeting and Action Point Number	Date Raised	Agenda Item	Action	Owners	Status
82 (1)	18/05/20	1	Minutes of Board Meeting No 81 to be published on CCNI website.	HCorpS	Complete
82 (2)	18/05/20	8b	A&RA Committee to revisit the asset policy as part of its annual review of the finance procedures.	HCorpS	Underway
82 (3)	18/05/20	8c	Draft Governance Statement to be amended and included in the annual report and accounts document for approval at June Board meeting.	CEx	Complete
82 (4)	18/05/20	8h	Minutes of A&RA committee meeting 43 to be published on website	HCorpS	Complete
82 (5)	18/05/20	9b	Chief Executive to write to sponsor team seeking clarity on Minister's proposed way forward and views on communicating with the sector	CEx	Complete
82 (6)	18/05/20	9b	Communications plan based on option 3 to be developed subject to any feedback from sponsor department.	CEx	Complete
81 (4)	31/03/20	3	Commissioners to submit outstanding expense claims before year end.	Commissioners	Complete
81 (6)	31/03/20	5	Amendments to be made and registration manual version 15.0 to be implemented going forward.	HCS	Complete
81 (8)	31/03/20	8b	Draft minutes from most recent A&RA meeting to be brought to Board for adoption once agreed by A&RA.	HCorpS	Underway
81 (9)	31/03/20	9a	Restitution proceedings to be progressed.	HC&E	Complete

81 (12)	31/03/20	12	Commissioners to develop a form of words to enable additional information to the sector.	Commissioners	Complete
80 (3)	10/3/20	4	Identify new date for Board Residential and Governance training.	CEX	Complete
79 (5)	27/01/2020	5	Agreed amendments to Closures Manual to be implemented in version 3.0 going forward.	HCS	Complete
79 (8)	27/01/2020	9d	Development of CSR strategy to be included in 2021/22	HCorps	Underway
73 (2)	13/05/19	4	CEx to arrange Fundraising Regulator briefing for all Commissioners and Staff	CEx	Underway
73 (8)	13/05/19	9(d)	Research strategy to include a baseline and evaluation of comms work	HCS	Underway
56-12	12/12/16	18	MOU with CRA to be drafted	HCS	Underway