



**Minutes of Board Meeting No. 55 held on Monday 7 November at 9.30am
At CCNI, 257 Lough Road, Lurgan**

Present:

Tom McGrath, Chief Commissioner
Steven Cockcroft, Commissioner (Legal)
Norman Bennett, Commissioner
Brenda Maitland, Commissioner
Geraldine Donaghy, Commissioner
Seamus Magee, Commissioner

In Attendance:

Frances McCandless, Chief Executive
Aubrey McCrory, Head of Corporate Services
Punam McGookin, Head of Charity Services
Myles McKeown, Head of Compliance and Enquiries
Jennifer Black, Administrative Officer

The Chair opened the meeting by welcoming everyone.

1. Minutes of Meeting 19 September 2016

Following discussion, the minutes of the meeting held on 19 September 2016 were agreed subject to minor amendment, as a true and correct record as proposed by Steven Cockcroft, seconded by Seamus Magee.

AP1: Board minutes to be amended and published on CCNI website

2. Conflicts of Interest

No conflicts of interest were declared at the outset.

3. Chair's Business, Correspondence and Meetings

The meeting discussed matters relating to the sponsor department's strategic review of the Commission, which was due to have been completed by the end of September. Since then the Commission had not heard anything formally regarding changes to the Terms of Reference or extension of the timescale.

The Chair highlighted various communications and meetings with officials regarding the role, remit and operation of the Commission. Risks relating to policy scenarios had been highlighted to the department and views given on the remit of the Board in providing governance, strategic management and

challenge to the Executive. Commissioners confirmed the policy on taking decisions related to statutory powers, on which the Board had taken advice, which is that the Board would not be involved routinely in individual case decisions. It was noted the Commission operates within the resources and policy parameters of the department and it was clear it had been doing so with the sponsor department's support since the start.

It was agreed the Chair would respond to recent correspondence from the Attorney General indicating in broad terms the Commission was content with its legal position which reflected legal advice. It was noted that the matter had been passed onto the Commission's Counsel and had been raised as a matter before the Tribunal. The Chair and Legal Commissioner undertook to seek a meeting with the Permanent Secretary.

AP2: Chief Commissioner and Legal Commissioner to seek meeting with Permanent Secretary

4. Chief Executive's Report

The Chief Executive informed the meeting that an appeal to the Tribunal had been received concerning a decision that an organisation's purposes did not fall under the 'prevention or relief of poverty'. The Board accepted a ruling would be useful to clarify the poverty exception and further establish case law.

The meeting discussed the impact of recent staff turnover on business plan delivery. Given the loss of experienced casework staff and time required to train new staff, the Chief Executive advised that the registration target of 1,800 decisions in 2016/17 is no longer achievable. The Head of Charity Services outlined assumptions underpinning registration plans for the remainder of the year. Following consideration of current resourcing issues, the Board agreed there was no other option but to request approval from the sponsor department to reduce the target to 1,500 decisions, as proposed by Norman Bennett and seconded by Brenda Maitland.

The Chief Executive highlighted changes in the strategic Information & Communication Technology (ICT) direction of the Charity Commission for England & Wales, some of which may not be relevant to the Commission's own requirements. Plans to consider a new ICT strategy in the coming months were agreed by the Board. Finally it was noted the Policy & Research Manager had resigned and recruitment for a replacement was underway.

AP3: Chief Executive to contact sponsor Department to formally request the registration target be amended

5. HR Committee issues

The Chair of the Human Resources committee advised it had met on 19 October 2016 and considered a series of papers.

a) Review of staff/recruitment plans

The Head of Corporate Services outlined the review of staffing plans, noting the impact on service delivery of secondments coming to an end and temporary cover on a number of posts. The Board discussed the challenge of maintaining service delivery and responding to external challenges as a small organisation with a range of specialist posts. The Chair of the Audit & Risk Assurance Committee highlighted the need for Board's preferred Capacity Review option to be adopted by the department to address this point and prevent further staff and resource related risks emerging.

b) Staff survey results

The Chair of the HR Committee briefed the Board on the survey findings and advised that a People Strategy Action Plan would be considered at the next HR committee meeting. In the meantime the Chief Executive was taking forward a staff development group to further explore views and identify actions that would make a difference.

AP4: HR Committee to consider a People Strategy action plan.

c) Minutes of HR&R Committee on 26 May 2016

Minutes of the HR Committee on 26 May 2016 were adopted by the Board as proposed by Steven Cockcroft and seconded by Norman Bennett.

AP5: HR Committee Minutes to be published on website.

d) Code of Conduct

The Chief Executive highlighted work on HR policy development following 'On Boarding' to HR Connect. Commissioners considered the draft document, noting it brought together conduct requirements from various existing policies. The Chief Executive advised that the wording in Section 9.2 was being discussed with the recognised Trade Union. The Board agreed the proposed document as proposed by Seamus Magee and seconded by Steven Cockcroft.

AP6: HCorpS to pursue discussion with Trade Union.

6. A&RA Committee

The Chair of the Audit & Risk Assurance committee advised it had met on 29 September 2016 and considered a series of papers.

a) Corporate Risk Register

The Chair of the committee highlighted the dynamic situation regarding emerging risks, particularly arising from staff turnover, ICT system changes, and challenges through and related to the Tribunal process. Following consideration of the Committee's work the Board agreed that risk 6 be increased and that the wording also reflect '*other external challenges*', following proposal by Seamus Magee and seconding by Brenda Maitland.

b) Revised Travel & Subsistence Policy

Updates to the Travel & Subsistence Policy were outlined and agreed by the Board following proposal by Brenda Maitland, seconded by Steven Cockcroft.

AP7: Updated Travel & Subsistence policy to be communicated to staff.

c) Revised Finance procedures

The revised Finance procedures were outlined and agreed by the Board following proposal by Brenda Maitland, seconded by Geraldine Donaghy.

AP8: Updated Finance procedures to be communicated to staff.

d) Minutes of the A&RA Committee meeting 10 May 2016

Minutes of A&RA Committee meeting on 10 May 2016 were adopted by the Board following proposal by Seamus Magee, seconded by Geraldine Donaghy.

AP9: Minutes to be published to website.

e) NIAO Report to Those Charged with Governance

The Board noted the clean audit report and expressed their appreciation for staff and their efforts in achieving the outcome of the NIAO report which had previously been considered by the A&RA committee.

7. Draft Business Plan 2017-2018

The Head of Corporate Services presented the initial draft Business Plan document and noted this was subject to the outcome of the sponsor department's Strategic Review and consideration of the Board's preferred Capacity Review option. The Board discussed the overall document and the risk framework in particular, noting the increasing potential for impacts arising from lengthy litigation, and court and tribunal judgements. It was agreed to frame the risks under four headings and update the wording as suggested.

The meeting acknowledged that the Charity Commission was still at an early developmental stage where the legislation is being tested. While this presents opportunities for legislative clarity, the Commission has often to respond to externally initiated challenges and complaints from other parties, which require resourcing and rebalancing of core work. The Chair asked that comparative tribunal figures for CCEW be identified.

AP10: Head of Corporate Services to redraft business plan for consideration at December Board meeting.

AP11: Comparative tribunal figures for CCEW to be communicated to the Board.

8. Records management policy (including retention and disposal schedule)

The Head of Corporate Services introduced a series of changes to update the policy and the schedule. It was noted that following Board approval the revised retention and disposal schedule would be passed to PRONI for agreement and the Commission will start to actively work with PRONI on identifying and transferring a range of records that meet the historical records criteria. The Board accepted the recommended changes, as proposed by Seamus Magee, seconded by Steven Cockcroft.

AP12: Head of Corporate Services to pass schedule to PRONI for agreement.

AP13: Head of Corporate Services to disseminate to staff when agreed with PRONI

9. Complaints Manual

The Board reviewed the internal process which related to complaints about service standards. A series of potential changes were identified to the service standards process. It was agreed to assess a further process for other complaints relating to process outcomes which were not specifically covered by the processes related to service standards or challenging a decision of the Commission.

10. MOU with Arts Council

The Head of Charity Services introduced the proposed framework for co-operation and collaboration. The Board considered the benefits and agreed the memorandum following proposal by Norman Bennett and Steven Cockcroft.

11. Paper on travel to International Regulators' Meeting

The Board noted the paper and agreed to adopt the recommendation to attend the meeting as in previous years. Chief Executive to create report for the Board on shared learning following attendance. Proposed by Norman Bennett and seconded by Steven Cockcroft.

12. Legal Advisory Group issues:

a) Response to Law Commission Consultation – Supplemental

The proposed response was outlined by the Legal Commissioner and following review the response was approved.

b) Terms of Reference

The draft terms of reference were reviewed and agreed subject to minor amendment following proposal by Brenda Maitland and seconding by Geraldine Donaghy.

13. Quarter 2 Business Plan Report and Data Hub

The achievement of key performance targets and hub data was outlined by the Head of Corporate Services. The Board recognised what was being achieved by the staff team at this time.

14. Budget

The Head of Corporate Services highlighted the update and pointed out the results of the mid year budget review. The Board supported a further in year bid for additional resourcing for monitoring & compliance work.

15. Protection of Charities Bill update

Noted

16. FATF (Financial Action Task Force) update

Noted

17. Fundraising self-regulation update

Noted

18. Legal update

Noted

19. Press clippings

Noted

20. Review of meeting

No issues identified

21. Issues for next meeting – 12 December 2016

Proposed agenda items were discussed and agreed to be taken forward.

22. AOB

The Board identified a potential meeting on afternoon of 12 December to consider the strategic review, if outcomes were known by then.

It was agreed to deal with issues arising from the latest Board self assessment exercise after the strategic review was completed by the sponsor department.

Arrangements for an evening event with the former Deputy Chief Commissioner, Walter Rader, were agreed.

Register of Outstanding Action Points					
Board Meeting and Action Point Number	Date Raised	Agenda Item	Action	Owners	Status
55 (AP1)	07/11/2016	1	Board minutes to be amended and published on CCNI website	HCorpS	Complete
55 (AP2)	07/11/2016	3	Chief Commissioner and Legal Commissioner to seek meeting with Perm Sec	CEX	Complete
55 (AP3)	07/11/2016	4	Chief Executive to contact sponsor Department to formally request the registration target be amended	CEX	Complete
55 (AP4)	07/11/2016	5	HR Committee to consider People Strategy Action Plan	HCorpS	Underway
55 (AP5)	07/11/2016	5	HR Committee minutes 26 May 2016 to be published on the website	HCorpS	Complete
55 (AP6)	07/11/2016	6	HoCs to pursue discussion with Trade Union.	CEX	Underway
55 (AP7)	07/11/2016	6	Updated Travel & Subsistence Policy to be communicated to staff	HCorpS	Underway
55 (AP8)	07/11/2016	6	Updated Finance Procedures to be communicated to staff	HCorpS	Underway
55 (AP9)	07/11/2016	6	Minutes of A&RA committee 10 May 2016 to be published on website	HCorpS	Complete
55 (AP10)	07/11/2016	7	redraft business plan for consideration at December Board meeting	HCorpS	Complete
55 (AP11)	07/11/2016	7	Comparative tribunal figures for CCEW to be communicated to the Board	HCS	Complete
55 (AP12)	07/11/2016	8	pass records policy & schedule to PRONI for agreement.	HCorpS	Underway

55 (AP13)	07/11/2016	8	Disseminate to staff when agreed with PRONI	HCorpS	Underway
54 (AP4)	19/9/2016	3	Develop a protocol for attending meetings and producing an agreed note	CEX	Underway
54 (AP5)	19/9/2016	3	Arrange enhanced vetting for all Commissioners.	HCorpS	Underway
54 (AP6)	19/9/2016	4	Proposed Board meeting dates in 2017 to be circulated	Chair/ CEX	Complete
54 (AP7)	19/9/2016	4	Draft paper on Commission input to International Regulators forum event in 2017	CEX	Complete
53 (AP8)	19/9/2016	6	Monitor and review 7 month reminders and report to Board	HM&C	Underway
53 (AP10)	19/9/16	9	Review arrangements for removing inappropriate material from the website register	HCorpS	Underway
53 (AP)	22/6/16	6	Task & Finish group to meet and review register in light of emerging risk of reputational damage and harm to staff by vexatious complaints and statements	HCorpS	Complete
49(3)	17/12/15	CEX's Report	Chief Commissioner to draft agenda for board meeting with CRA	Chief Comm	Underway