

**Minutes of Board Meeting No. 118 held on Monday 24 March 2025
at Marlborough House, Craigavon.**

Present:

Aoife Hamilton, Deputy Chief Commissioner (Chair)
Alan Hunter, Charity Commissioner
Hugh McKeag, Charity Commissioner
Kieran Donaghy, Charity Commissioner
Leanne McCullough, Charity Commissioner
Patricia Kelly, Legal Commissioner

In Attendance:

Frances McCandless, Chief Executive
Punam McGookin, Head of Charity Services
Rossa Keown, Head of Compliance and Enquiries
Aubrey McCrory, Head of Corporate Services
David McGurk, Minutes
Colleen Gallagher Legal Advisor – Item 5d

Apologies:

Gerard McCurdy, Chief Commissioner

The meeting commenced at 9.30am.

1. Minutes of Board Meeting 117, 3 February 2025

Following discussion, the minutes of the Board Meeting held on 3 February were agreed as a true and correct record, as proposed by Alan Hunter and seconded by Patricia Kelly. The Board noted the progress of the Action Points from the last meeting as highlighted by the Chief Executive.

AP1: Minutes of Board Meeting No 117, 3 February 2025 to be published on CCNI website.

2. Conflicts of Interest

Leanne McCullough declared a potential perceived conflict with a specific charity and the Chair agreed Leanne should leave the meeting for item 5d. The Chair also recognised Hugh McKeag had previously highlighted a potential perceived conflict relating to an organisation mentioned in papers for information.

3. Chair's Business, Correspondence and Meetings

The Chair noted correspondence from the head of sponsor team responding to a letter from the Chief Executive on the Commission's referral of the meaning of 'Office Holders' to the Charity Tribunal. Details of the stakeholder forum's recent meeting were highlighted, including interest in supporting the Commission's roll out of the Scheme of Delegation. Commissioners were reminded to complete the quarterly Board meeting assessments included in the supplementary papers. Arrangements for legal officers to join the

meeting for Item 5d and plans for a discussion of Commissioner Information & Communication Technology (ICT) equipment needs and future software developments after the meeting were outlined.

4. Chief Executive's Report

The Chief Executive highlighted a number of issues in her report. She confirmed planned amendments in the forthcoming Charities Bill would include a new 'warning power' and that the Bill would undergo a consultation process. However, issues the Commission had raised to reduce workload and regulatory burden would be for a future Executive mandate as they are too complex to draft quickly. The Board agreed the Chief Executive should sign an updated protocol on regulatory work with the Northern Ireland Audit Office (NIAO). The Board noted the new Corporate Governance Code of Good Practice from the Department of Finance which was circulated to all members and recognised the importance of being familiar with the updated version. Following discussion, the Commission agreed to appoint Elaine Armstrong as the new chair of the Stakeholder Forum, as proposed by Hugh McKeag and seconded by Alan Hunter.

AP2: CEx to sign updated protocol with NIAO.

5. Policies and Processes

a. Scheme of Delegation

The Chair recapped work by Department for Communities (DfC) and Commission staff leading to the Scheme of Delegation for the Charity Commission for Northern Ireland and noted the Minister had now approved it. The Board indicated it wanted to move implementation forward as soon as possible. The Chief Executive introduced her paper highlighting key aspects of the scheme and plans for introduction of arrangements based on highest volume first, starting in April with registration decision making by staff and other casework and monitoring and compliance decisions. Further time will be taken to consider the consequences for enquiries work. Following a number of queries and discussion, the Board agreed to adopt the scheme as approved by the Minister as proposed by Leanne McCullough and seconded by Alan Hunter.

The Board also agreed, following proposal by Hugh McKeag and seconding by Kieran Donaghy, with the proposed level and timings of assurance checks subject to review after one year. Following discussion on implementation the Board agreed the proposed changes to a number of manuals and related Specific Internal Guidance (SIG) as proposed by Kieran Donaghy and seconded by Alan Hunter.

AP3: Hard copy of the Scheme of Delegation to be circulated to Board members.

AP4: Project plan for full implement of the Scheme of Delegation to be developed.

AP5: Amended manuals and related SIG to be implemented.

AP6: Scheme of Delegation assurance checks to be implemented.

AP7: CEX to update May Board meeting on Scheme of Delegation implementation.

b. Accommodation options

The Head of Corporate Services introduced the options paper, highlighting the Board's previous consideration of accommodation needs and focus on ensuring continuity of service and staff welfare, along with seeking savings. Commissioners noted the policy context of broader public sector office rationalisation and hybrid working, which required a move away from traditional layout and space allocation. Commissioners noted the work by staff to draft the business case assessment and the related budget implications. Following in-depth discussion, the Board agreed a preferred option for new accommodation, as proposed by Patricia Kelly and seconded by Hugh McKeag. The Board supported a bid for additional resourcing to support the relocation project and agreed the Chief Executive would sign off the draft business case for submission to sponsor department for finalisation and sign off.

AP8: Bid for additional resourcing to support the relocation project to be made.

AP9: Chief Executive to sign off draft relocation business case for submission to sponsor department for finalisation and sign off.

c. Enquiries Manual updates

The Head of Compliance and Enquiries introduced the paper giving an overview of the proposed updates to the manual which incorporated remaining recommendations from the Review by Independent Counsel. It was confirmed further changes would be brought to reflect the scheme of delegation adopted by the Board under agenda item 5a. In the meantime, the Stakeholder forum would be engaged in a review of updated template letters. Following discussion, the updates to the Enquiries Manual proposed at this time were agreed, subject to minor amendments, as proposed by Hugh McKeag and seconded by Leanne McCullough.

AP10: Stakeholder forum would be engaged in a review of updated template letters.

AP11: Updated enquiries manual v10 to be implemented.

Leanne McCullough left, and Colleen Gallagher joined the meeting at 11.25am.

d. Legal issues

The Legal Advisor introduced the paper and outlined legally privileged information related to issues under litigation and advice on recommended ways forward. After discussion of various risks and related advice the Board agreed the first recommendation as proposed by Kieran Donaghy and seconded by Hugh McKeag, recommendation two as proposed by Kieran Donaghy and seconded by Hugh McKeag, recommendation three as proposed by Patricia Kelly and seconded by Hugh McKeag, and recommendation four as proposed by Hugh McKeag and seconded by Kieran Donaghy. The Board agreed that the Chief Executive would update sponsor department.

Colleen Gallagher left, and Leanne McCullough rejoined the meeting at 11.55am.

e. Strategic plan high level issues

The Chair noted the approach outlined by the Chief Executive and the various high level strategic plan issues identified by staff in advance of the Commissioner and management planning session on 14 April 2025.

f. MSFM compliance

The Chief Executive introduced the six-monthly check, and the Board noted no issues of non-compliance.

6. Reports from Committees

Human Resources Committee

Kieran Donaghy, chair of the Human Resources (HR) committee provided an update on the most recent meeting and future work. Commissioners were encouraged to review the HR dashboard and initial analysis of the latest staff survey which evidenced further increase in staff wellbeing.

a) Minutes of meeting No 43 – 17 February 2025

The minutes of the HR Committee meeting held on 17 February 2025 were approved for publication, as proposed by Patricia Kelly and seconded by Kieran Donaghy.

AP12: Minutes of HR Committee No 43 – 17 February 2025 to be published on the website.

Audit and Risk Assurance Committee

b) Update of meeting No 64 – 11 March 2025

The Chair of the Audit & Risk Assurance (A&RA) committee provided a verbal update on the most recent meeting held on 11 March 2025 and future agenda. Commissioners noted the committee had reviewed and noted changes to the Corporate Governance Code of Good Practice, and in particular section 6 related to Arm's Length Bodies.

AP:13 All Commissioners to review the Corporate Governance Code of Good Practice.

c) Review of Fraud & Bribery policy & assessment

Commissioners noted the updating of the assessment to reflect the scheme of delegation which was adopted by the Board as proposed by Hugh McKeag and seconded by Alan Hunter.

d) Review of Committee TOR

The Chair introduced the proposed changes which were agreed following discussion as proposed by Leanne McCullough and seconded by Kieran Donaghy.

AP:14 Updated A&RA committee terms of reference to be published on the website.

e) Internal Audit Plan 2025-26

Following discussion, the plan was agreed as proposed by Leanne McCullough and seconded by Alan Hunter.

f) NIAO Audit Strategy 2024/25

The NIAO audit strategy was noted.

g) Corporate Risk Register

The Head of Corporate Services introduced the risk register and provided an outline of the proposed reductions in two existing risks at this time and risk issues for consideration in 2025/26 including implementing the scheme of delegation and enquiries backlog. The Board agreed the updated register as proposed by Kieran Donaghy and seconded by Hugh McKeag.

h) Assurance statement

The Chief Executive introduced the assurance statement which had been amended following the A&RA committee. The Board agreed the submission of the statement as proposed by Hugh McKeag and seconded by Alan Hunter.

AP15: CEx to send signed assurance statement to DfC.

Schedule 1 Decisions

a. Three Commissioners Committee

- 21 February 2025 Noted

b. Sole Commissioner Registration Decisions

- 31 January 2025 Noted
- 28 February 2025 Noted

7. Corporate Services Report

The Head of Corporate Services introduced their report. Following discussion, the Board agreed to an extension of the current Information ICT Memorandum of Understanding (MOU) with Charity Commission for England & Wales (CCEW) with costs to be agreed and the MOU signed off by the Chief Executive, as proposed by Hugh McKeag and seconded by Alan Hunter.

Following discussion, the Board agreed to treat the Independent Review recommendations highlighted in the paper as 'mainstreamed' for year-end reporting purposes, as proposed by Leanne McCullough and seconded by Patricia Kelly.

AP16: Chief Executive to sign the updated ICT MOU with CCEW.

AP17: Highlighted Independent Review recommendations to be reported as 'mainstreamed' at year end.

8. Charity Services Report

The Head of Charity Services introduced their report noting various casework progress, trends and details of high-profile cases, which the Board noted.

9. Compliance and Enquiries Report

The Head of Compliance and Enquiries introduced their report and gave an update on cases and high-profile concerns. The Board welcomed the January end annual return filing peak compliance rate was 80% and commended staff on their work to support charities with their annual reporting obligations. Commissioners noted all actions recommended by Independent

Counsel were now completed. The high number of enquiries cases waiting to be addressed was discussed and the Board noted that a plan to address this will be brought to a future meeting, along with consideration of risks.

10. Issues for next meeting

The Chair noted the following items are likely to be included at the next meeting on 19 May 2025:

- A&RAC items
- Annual report text
- Board effectiveness action plan
- Legal update
- Comms and engagement update
- Trustee Anonymity guidance
- Retention schedule
- Social media options
- Incorporations manual
- Review of Hospitality Register
- Update on Independent Counsel report
- Stakeholder Forum update

11. AOB

The Chief Executive reminded Commissioners to submit their quarterly assessment questionnaire.

Meeting ended at 12.55pm

A discussion of Commissioner ICT equipment needs and future software developments took place over lunch.

Register of Outstanding Action Points

Board Meeting and Action Point Number	Date Raised	Agenda Item	Action	Owners	Status (target)
118(1)	24/03/2025	1	Minutes of Board Meeting No 117, 3 February 2025 to be published on CCNI website.	Comms	Complete
118(2)	24/03/2025	2	CEx to sign updated protocol with NIAO.	CEx	Complete
118(3)	24/03/2025	5a	Hard copy of the Scheme of Delegation to be circulated to Board members.	FAO	Complete
118(4)	24/03/2025	5a	Project plan for full implementation of the Scheme of Delegation to be developed.	CEx	Complete
118(5)	24/03/2025	5a	Amended manuals and related SIG to be implemented.	HCS	Ongoing (Q1 25/26)
118(6)	24/03/2025	5a	Scheme of Delegation assurance checks to be implemented.	HCS	Ongoing (Q1 25/26)
118(7)	24/03/2025	5a	CEx to update May Board meeting on Scheme of Delegation implementation.	CEx	Complete
118(8)	24/03/2025	5b	Bid for additional resourcing to support the relocation project to be made.	CEx	Suggest remove
118(9)	24/03/2025	5b	Chief Executive to sign off draft relocation business case for submission to sponsor department for finalisation and sign off.	CEx	Complete
118(10)	24/03/2025	5c	Stakeholder forum to be engaged in a review of updated template letters.	HoCE	Ongoing (Q1 25/26)
118(11)	24/03/2025	5c	Updated enquiries manual v10 to be implemented	HoCE	Ongoing (Q1 25/26)

118(12)	24/03/2025	6a	Minutes of HR Committee No 43 – 17 February 2025 to be published on the website.	Comms	Complete
118(13)	24/03/2025	6b	All Commissioners to review the Corporate Governance Code of Good Practice.	Board	Ongoing (Q1 25/26)
118(14)	24/03/2025	6d	Updated A&RA committee terms of reference to be published on the website.	Comms	Complete
118(15)	24/03/2025	6h	CEx to send signed assurance statement to DfC.	CEx	Complete
118(16)	24/03/2025	7	Chief Executive to sign the updated ICT MOU with CCEW.	CEx	Complete
118(17)	24/03/2025	7	Highlighted Independent Review recommendations to be reported as 'mainstreamed' at year end.	HCorpS	Complete
117(4)	03/02/2025	5d	Additional proportionate process to be put in place to identify and address any open amendment clauses relating to registered charities.	HCS	Ongoing (Q1 25/26)
117(6)	03/02/2025	7	CEx to sign letter re lease extension for current accommodation.	CEx	Complete
117(7)	03/02/2025	7	Comms officer to look at options for social media.	Comms	Complete
116(3)	16/12/2024	4	Commission to provide assistance to DfC on potential accommodation options.	HCorpS	Complete
116(6)	16/12/2024	5c	Retention schedule to be fully updated and brought to the February board meeting.	HCorpS	Ongoing (Q3 25/26)
116(9)	16/12/2024	6c	Staff to be briefed and updated information security to be implemented.	HCorpS	Ongoing (Q2 25/26)

115(3)	11/11/2024	5a	Commission to notify office holder representative bodies of any potential to intervene in Charity Tribunal reference.	CEx	Ongoing (Q1 25/26)
115(8)	11/11/2024	5f	Explore sending newsletter to charity contact emails and discuss options for developing regular communication with the sector with the Stakeholder Forum.	Comms Officer	Ongoing (Q1 25/26)
115(10)	11/11/2024	6b	A review of hybrid working policy to be undertaken following office relocation.	HR Cttee	Ongoing (Q4 25/26)
115(11)	11/11/2024	9	Procurement process for online forms to be progressed.	HoCorpS	Ongoing (Q2 25/26)
114(3)	16/09/2024	5b	Progress reports on Research Plan to be provided to SMT and Board updates.	HCS	Complete
112(7)	20/05/2024	5b	Organisational arrangements for ensuring data opt out to be confirmed.	HCS	Ongoing (Q2-25/26)
112(10)	20/05/2024	5d	Consideration to be given to changing committee roles and structures following scheme of delegation.	CEx	Ongoing (Q3-25/26)
104(2)	27/03/2023	3	Litigation to be progressed in line with legal advice.	Chair/CE x	Ongoing (Q2-25/26)
102 (10)	19/12/2022	5f	Action plan including disposal schedule to be implemented.	HCorpS	Underway (Q4-24/25)
98 (7)	16/05/2022	5e	Training in complaint handling and dealing with trauma to be arranged.	CEx/ HCorpS	Trauma element Complete Complaint handling (Q3 25-26)
94 (3)	15/11/21	5a	Corporate Social Responsibility policy to be developed as part of the next strategic planning process.	HCorpS	Ongoing (Q4 25/26)