

**Charity Commission for Northern Ireland  
Board Operating Framework  
(Reviewed by Board June 2025)**

**Introduction**

This Operating Framework should be read in conjunction with the Board's Standing Orders and Code of Conduct.

CCNI was legally established on 1 June 2009 under the Charities Act (Northern Ireland) 2008 and is governed by this legislation. The Charities Act states that the objects for which the CCNI is established are:

1. The **public confidence objective** is to increase public trust and confidence in charities;
2. The **public benefit objective** is to promote awareness and understanding of the operation of the public benefit requirement;
3. The **compliance objective** is to promote compliance by charity trustees with their legal obligations in exercising control and management of the administration of their charities;
4. The **charitable resources objective** is to promote the effective use of charitable resources;
5. The **accountability objective** is to enhance the accountability of charities to donors, beneficiaries and the general public.

The general functions of the CCNI in pursuit of its objectives are:

1. Determining whether institutions are or are not charities;
2. Encouraging and facilitating the better administration of charities;
3. Identifying and investigating apparent misconduct or mismanagement in the administration of charities and taking remedial or protective action in connection with misconduct or mismanagement therein;
4. Determining whether public collection certificates should be issued, and remain in force, in respect of public charitable collections;
5. Obtaining, evaluating and disseminating information in connection with the performance of any of the Commission's functions or meeting any of its objectives;
6. Giving information or advice, or making proposals, to the Department on matters relating to any of the Commission's functions or meeting any of its objectives.

The Charities Act Section 10 outlines the powers which the CCNI shall have in order to further its objects.

**Purpose**

The Board operates under the terms of its Management Statement and Financial Memorandum, which sets out the relationship between the Charity Commission for Northern Ireland and the Department for Communities. The Board discharges its responsibilities by collectively scrutinising and advising on the five areas set out in the DoF Code of Corporate Governance - performance, strategic clarity, efficiency, capabilities and risk. The CCNI Board does this by:

- ◆ establishing the overall strategic direction of CCNI within the policy and resources framework determined by the sponsor Department and the Charities Act (Northern Ireland) 2008;
- ◆ ensuring that the sponsor Department is kept informed of any changes which are likely to impact on the strategic direction of CCNI or on the attainability of its targets, and determine the steps needed to deal with such changes;
- ◆ ensuring that any statutory or administrative requirements for the use of public funds are complied with; that the CCNI Board operates within the limits of its statutory authority and any delegated authority agreed with the sponsor Department, and in accordance with any other conditions relating to the use of public funds; that it complies with UKGDPR; and that, in reaching decisions, the CCNI Board takes into account all relevant guidance issued by NIAO, DoF, and the sponsor Department;
- ◆ ensuring that the CCNI Board receives and regularly reviews financial and performance information concerning the management of CCNI; is informed in a timely manner of any concerns about the activities of CCNI; and provides positive assurance to the sponsor Department that appropriate action has been taken on such concerns;
- ◆ demonstrating high standards of corporate governance at all times, including using an independent Audit and Risk Assurance Committee to help the CCNI Board address the key financial and other risks facing CCNI;
- ◆ appointing, subject to the Minister and sponsor Department's approval, a Chief Executive to CCNI and in consultation with the sponsor Department, set performance objectives and remuneration terms linked to these objectives for the Chief Executive which give due weight to the proper management and use of public monies;
- ◆ receiving reports from each of its sub-committees and ensure that the work being carried out by those sub-committees is as approved by the CCNI Board itself; and
- ◆ ensuring an effective risk management process is in place and is regularly reviewed.

## **Membership**

The CCNI Board shall, as per Section 6 of and Schedule 1 to the Charities Act (Northern Ireland) 2008, comprise:

- ◆ such persons as the Minister may from time to time appoint;
- ◆ of a chair, deputy chair and at least 3 but no more than 5, other members;
- ◆ at least one member who is legally qualified of not less than seven years' standing; and
- ◆ the knowledge and experience of members shall include appropriate knowledge and experience relating to charity law, charity accounts and financing, operation and regulation of charities.

An appointment of a Commissioner shall be in writing and shall be for such period (not exceeding five years) and on such terms and conditions as may be specified in the appointment. Appointments of Charity Commissioners who constitute the Board are made in accordance with the Commissioner for Public Appointments for Northern Ireland Code of Practice for Ministerial Appointments to public bodies. It is the responsibility of the Board membership to ensure that CCNI fulfils the aims

and objectives set by its sponsor Department and approved by the Minister and promotes the efficient, economic and effective use of staff and other resources.

CCNI currently has seven Charity Commissioners as follows:

- 1. Gerry McCurdy Chief Commissioner**
- 2. Aoife Hamilton Deputy Chief Commissioner**
- 3. Kieran Donaghy Commissioner**
- 4. Alan Hunter Commissioner**
- 5. Hugh McKeag Commissioner**
- 6. Patricia Kelly Legal Commissioner**
- 7. Leanne McCullough Commissioner**

The responsibilities of the Chief Commissioner and of the other Commissioners (the Board) are as set out in the Management Statement and Financial Memorandum (MSFM).

## **Roles**

**The Chief Commissioner** is appointed for up to five years and is responsible to the Minister of the sponsor Department (DfC). As Chair of the Board, the Chief Commissioner has a particular leadership responsibility on the following matters:

- ◆ formulating CCNI's strategy;
- ◆ ensuring the Board fulfils its responsibilities;
- ◆ ensuring that the business of Board meetings is conducted efficiently and effectively, that there is open debate and that all views are heard;
- ◆ summing up Board debates and seeking agreed decisions;
- ◆ controlling the order of Board meetings;
- ◆ ensuring that systems are in place to provide Board members with accurate and timely information of good quality to allow the Board to consider properly all matters before it;
- ◆ ensuring that a Board effectiveness review is performed annually with independent input as necessary, and that results are acted upon;
- ◆ Ensuring that CCNI, in reaching decisions, takes proper account of guidance provided by the Minister or the sponsor department;
- ◆ Promoting the efficient, economic and effective use of staff and other resources;
- ◆ Ensuring that a Code of Conduct for CCNI Board Members is in place;
- ◆ Encouraging high standards of propriety;
- ◆ Representing the views of CCNI to the general public; and
- ◆ Ensuring that the CCNI Board and other sub committees meet at regular intervals throughout the year and that the minutes of meeting accurately record the decisions taken and, where appropriate, the views of individual CCNI Board members.

The Chief Commissioner shall also:

- ◆ Ensure that all members of the CCNI Board, when taking up office, are fully briefed on the terms of their appointment and on their duties, rights and responsibilities, and receive appropriate induction training;

- ◆ Advise the sponsor department of the needs of CCNI when Board vacancies arise; and
- ◆ Assess the performance of individual CCNI Board members.

Communications between the CCNI Board and the Minister of the sponsoring department shall normally be through the Chief Commissioner, who will ensure that the other CCNI Board members are kept informed.

Individual CCNI Board members shall act in accordance with their wider responsibilities as Members of the Board; namely to:

- ◆ comply at all times with the Code of Conduct that is adopted by CCNI, with the rules relating to the use of public funds and conflicts of interest;
- ◆ not misuse information gained in the course of their public service for personal gain or for political profit, nor seek to use the opportunity of public service to promote their private interests or those of connected persons or organisations; and to declare publicly and to the CCNI Board any private interests that may be perceived to conflict with their public duties;
- ◆ comply with the CCNI Board's rules on the acceptance of gifts and hospitality, and of business appointments; and
- ◆ act in good faith and in the best interests of CCNI.

### **Board committees and support**

The work of the Board is supported by sub-committees. The standing sub-committees of the CCNI Board are the Audit and Risk Assurance Committee, the Performance and Appraisal Committee and the Human Resource Committee. There is also a Schedule 1 decision-making committee to take statutory decisions under the Charities Act 2008. Their Terms of Reference are attached at Annexes A, B, C and D.

The Board also has a Legal Advisory Group to support it in the discharge and monitoring of ongoing legal work. The purpose of the group is to consider complex and/or recurring legal issues to inform Board consideration.

### **Decisions and reporting**

The matters always dealt with by the Board cover decision making in relation to the following:

- setting the strategic direction for the Commission through Business Plans to achieve Ministerial objectives;
- agreeing and promoting the Commission's vision and values;
- financial planning and management, including allocation of resources to match delivery requirements and in-year monitoring and management of expenditure;
- monitoring performance against objectives and targets and assessing the risks to delivery;
- monitoring the overall financial position of the Commission;
- risk management policy, register, and the risk appetite;
- finance, human resources, communication and IT strategies;
- corporate governance arrangements within the Commission;

- agreeing the annual report and accounts, including the Governance Statement.

## **Meetings**

- ◆ A minimum of four members of the CCNI Board must be in attendance for the meeting to be deemed quorate;
- ◆ CCNI Board meetings will normally also be attended by the Chief Executive of CCNI. The CCNI Board may also invite other attendees as and when required;
- ◆ The CCNI Board may ask any of its sub-committees to convene further meetings to discuss particular issues which the Board considers they want that Committee's advice.
- ◆ The CCNI Board will hold meetings at such regular intervals as may be determined by the Members, normally seven times per year. The Chief Commissioner may convene additional meetings as deemed necessary.
- ◆ The minutes of meetings will be circulated to all members of the CCNI Board. The minutes will also be copied to the sponsoring department through the sponsoring branch (VCD). Minutes will be published on the CCNI website.

## **Support to the Board**

To enable the CCNI Board to carry out its duties the Chief Executive will provide the Board with the following documents:

- ◆ Corporate and Business Plans
- ◆ Risk Register
- ◆ Risk Management Policy and arrangements
- ◆ Corporate Governance Framework
- ◆ Annual Financial Statements
- ◆ Annual Report
- ◆ Regular reports from the Chief Executive and senior staff on operating activities
- ◆ Quarterly Performance Review against budget and against business plan
- ◆ Reports of the Audit and Risk Assurance Committee and Human Resources Committee
- ◆ Communications Plan
- ◆ Staff Handbook
- ◆ Management Statement and Financial Memorandum

## **Effectiveness**

The CCNI Board will periodically, and at least annually, review and update, as appropriate, its own terms of reference and, at appropriate intervals, and at least annually, evaluate its own performance against terms of reference and best practice.

## **Complaints/concerns**

If a complaint/concern is received about a Commissioner, the Chief Commissioner will deal with it in line with the process set out at Annex E.

## **BOF Annex A**

### **Audit and Risk Assurance Committee**

#### **Terms of Reference**

(Agreed by Board 24 March 2025)

The Board has established an Audit and Risk Assurance Committee to support them in their responsibilities regarding issues of risk, control and governance and associated assurance.

#### **1.0 Membership**

The Committee and its Chair shall be appointed by the Chief Commissioner, from among the Board members. The Committee consists of three Board Members plus an Independent External member also appointed by the Chief Commissioner, as set out in Annex 2. The Audit and Risk Assurance Committee will be provided with a secretariat function by Commission admin staff.

#### **2.0 Reporting**

- The Audit and Risk Assurance Committee will formally report to the Board and Accounting Officer after each meeting.
- The Audit and Risk Assurance Committee will provide the Board and Accounting Officer with an Annual Report, timed to support finalisation of the accounts and the Governance Statement, summarising its conclusions from the work it has done during the year.
- Minutes of the meetings will be circulated to all Board members for approval for publication and copied to DfC as sponsor department, Head of Internal Audit and NIAO.
- The Audit and Risk Assurance Committee will consider and recommend to Board the Accounting Officer's quarterly assurance statement for submission to the sponsor department.

#### **3.0 Responsibilities**

The Audit and Risk Assurance Committee will advise the Board and Accounting Officer on:

- the strategic processes for risk, control and governance and the Governance Statement;
- the accounting policies, the accounts, and the annual report of the organisation, including the process for review of the accounts prior to submission for audit, levels of error identified, and, timing permitting, management's letter of representation to the external auditors;
- the planned activity and results of both internal and external audit – the annual internal audit plan will be approved by the Board and the

Committee will consider whether any subsequent amendments to the plan in-year require Board approval;

- adequacy of management response to issues identified by audit activity, including external audit's Report to Those Charged with Governance;
- assurances relating to the management of risk and corporate governance requirements for the organisation, including regular review of key policies, and occasions when these policies have been used during the year;
- anti-fraud policies, concerns about the Commission processes, and arrangements for special investigations;
- review of cyber risk
- regular review of the budget and any conditions attached to major business cases.

The Audit and Risk Assurance Committee will also periodically review its own effectiveness and report the results of that review to the Board.

#### **4.0 Rights**

The Audit and Risk Assurance Committee may:

- co-opt additional members (in addition to the Independent member) for a period not likely to exceed one year to provide specialist skills, knowledge and experience;
- procure specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by the Board.

#### **5.0 Access**

The Head of Internal Audit and the representative of External Audit will have free and confidential access to the Chair of the Audit and Risk Assurance Committee.

#### **6.0 Meetings**

- The Audit and Risk Assurance Committee will meet at least four times a year. The Chair of the Audit and Risk Assurance Committee may convene additional meetings, as they deem necessary;
- A minimum of two members of the Audit and Risk Assurance Committee will be present for the meeting to be deemed quorate;
- Audit and Risk Assurance Committee meetings will normally be attended by the Accounting Officer, the Head of Corporate Services, Head of Internal Audit, a representative of External Audit, and an observer from the Department for Communities;

- The Audit and Risk Assurance Committee may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter;
- The Audit and Risk Assurance Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters. This will be done at least once per year, when members of the committee will meet with both internal and external auditors without staff present;
- The Board or the Accounting Officer may ask the Audit and Risk Assurance Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

## **7.0 Information requirements**

For each meeting the Audit and Risk Assurance Committee will be provided (one week in advance of the meeting) with:

- a report summarising any significant changes to the organisation's strategic risks and a copy of the strategic/corporate Risk Register;
- management assurance reports;
- reports on the management of major incidents, control enhancements to address potential weaknesses, and lessons learned.
- an update report on the implementation of audit recommendations
- a budget update
- a report reviewing any conditions attached to business cases and providing information on single tender actions
- a report on any fraud and concerns about the Commission incidents

As and when appropriate the Committee will also be provided with:

- a progress report from the Head of Internal Audit summarising:
  - work performed (and a comparison with work planned);
  - key issues emerging from the work of internal audit;
  - management response to audit recommendations;
  - changes to the agreed internal audit plan;
- a progress report from the External Audit representative summarising work done and emerging findings and an annual audit plan;
- proposals for the terms of reference of internal audit / the internal audit charter;
- the internal audit strategy and annual plan;

- the Head of Internal Audit’s Annual Opinion and Report;
- quality Assurance reports on the internal audit function;
- the draft accounts of the organisation;
- the draft Governance Statement;
- a report on any changes to accounting policies;
- external Audit’s Report to those Charged with Governance;
- a report on co-operation between internal and external audit; and
- the organisation’s Risk Management strategy.

## **Annex 1**

### **Audit & Risk Committee skills requirements**

As recommended in the *Treasury Audit Committee Handbook*, members of the Audit & Risk Committee should, between them, possess skills and knowledge in all the following areas:

- Accounting
- Risk management
- Knowledge of CCNI’s legal role as regulator
- Experience of managing similar sized organisations
- Understanding of the wider environment in which CCNI operates
- Detailed understanding of the government environment and accountability structures

## **Annex 2**

### **Current membership**

Hugh McKeag (Chair)

Alan Hunter

Leanne McCullough

Caron Alexander (Independent member appointed until 28 February 2026)

## **BOF Annex B**

### **Human Resource Committee Terms of Reference**

**Updated June 2023**

The Board of the Charity Commission for Northern Ireland (CCNI) has established a Human Resource Committee (Committee) to support them in their responsibilities regarding issues of staffing resource and staff performance.

#### **1. Membership**

The Committee and its Chair shall be appointed by the Chief Commissioner, from among the Board members. The Committee consists of three Board Members. A representative from Voluntary & Community Division (VCD) will also be invited to attend as an observer. The membership will be reviewed every two years, or at the discretion of the Chief Commissioner.

The Committee may, if it considers it necessary or desirable, co-opt up to two additional members with particular experience on terms which the Committee may specify or procure specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by the Board.

#### **2. Responsibilities**

The role of the Committee is to improve the health and wellbeing of the workforce through the following:

- Agree a draft People Strategy & Action plan for approval by Board and oversee its implementation
- Receive regular reports on the People strategy
- Monitor health & wellbeing and receive Health & Safety assurances
- Provide assurances on HR policies being developed and implemented
- Regularly review strategic information related to HR
- Receive reports as necessary on employment relations
- Receive any other reports on HR matters as appropriate, at the discretion of the Chief Executive or Committee Chair.

#### **3. Meetings**

- A minimum of two members of the Committee will be in attendance for the meeting to be deemed quorate.
- Committee meetings will be provided with a secretariat function by Commission admin staff and normally be attended and serviced by the Head of Corporate services.
- The Committee may ask any other staff of the Commission to attend to assist with its discussions on any particular matter.
- The Board may ask the Committee to convene additional meetings as required.
- The HR committee, like all CCNI Committees, is open to the CCNI Chief Commissioner and Chief Executive to attend as they feel appropriate or at the request of the Committee.

### Frequency of meetings

The Committee will meet at least three times each financial year. The timing and agenda of the meetings is the responsibility of the Chair of the Committee, subject to the expressed wishes of the Committee members. The Chair may convene additional meetings as deemed necessary.

### Authority

- The Committee is authorised by the Board to deal with any appropriate matter falling within its terms of reference.
- In carrying out its functions it is authorised to seek any information it requires from any employee, through the Chief Executive and all employees are directed to co-operate with any request made by the Committee.
- Subject to Board approval of any expenditure, the Committee is authorised by the Board to obtain outside legal or other independent professional advice and/or to engage the services of an appropriate third party and/or to secure the attendance of non-members with relevant experience and expertise if it considers this necessary and in consultation with the Chief Executive and/or Chair of the Board.

## **4. Reporting**

- The minutes of Committee meetings will be agreed by correspondence and furnished to the next scheduled Board meeting for approval for publication.
- The Committee will bring to the Board for approval any recommendations it considers necessary.
- The Chair will provide input concerning the activities of the Committee throughout the financial year for inclusion in the annual report of CCNI.

## **5. Review / self assessment**

The Committee will review and update its own terms of reference every two years requesting Board approval for proposed changes and, at appropriate intervals, evaluate its own performance against terms of reference and best practice.

### **Annex 1**

#### **Membership June 2025**

Kieran Donaghy (Chair)

Patricia Kelly

Aoife Hamilton

## **BOF Annex C**

### **Schedule 1 decision-making committee (Approved by Board September 2023)**

#### Terms of Reference

The Commission may delegate the discharge of functions to a Committee pursuant to paragraph 9 of Schedule 1 to the Act.

#### **4. MEMBERSHIP**

A committee established pursuant to Schedule 1 will be composed of at least one Commissioner and one other person. Contentious issues and matters of particular complexity may be referred to a Schedule 1 committee composed of two or more Commissioners. The Committee may include members of staff as long as one Commissioner participates. If the Committee includes an external person who is not a member of staff, they may be a decision maker. Otherwise, the Commissioner/s present are the only decision makers on such Committees and the staff role is confined to providing support and making proposals to the Commissioner/s, unless the committee is a recruitment panel to which the Board has delegated authority to appoint. In this case only, staff may act as decision makers along with a Commissioner.

#### **2. ROLE**

The role of the Committee is to discharge certain functions of the Commission through a Committee rather than through the full Board acting in a Board meeting. The Committee's decisions do not require ratification by the full Board of Commissioners.

#### **3. MEETINGS AND DECISIONS BY CORRESPONDENCE**

- Meeting dates will normally be scheduled on a regular basis, in advance, and all Commissioners will be asked to indicate their availability and willingness to attend.
- A minimum of two people, one of whom is a Commissioner will be in attendance for a meeting to be deemed quorate.
- As membership will change depending on availability, the Committee will be chaired by one of the Commissioners present. The role of Chair will be rotated and will be determined in advance, when meeting dates are set.
- The Committee may ask any members of staff of the Commission to attend to assist with its discussions on any particular matter or as members of the Committee in an advisory and support capacity.
- Committee members may ask for expert advice to inform decisions, both written advice and in person at meetings.
- All Committees are open to the Chief Commissioner and Chief Executive to attend as they feel appropriate or at the request of the Committee, unless the schedule 1 committee is operating as a recruitment panel, when only panel members will be present.

- Attendance at meetings can be by electronic means.
- Decisions may also be made by written procedure. In this case, there is no requirement for a Chair, but the membership requirements are the same as for a meeting and decisions will be made by Commissioners.
- When decisions are made by correspondence, the date of the decision will be the date on which the last Commissioner participating in the committee gives their decision.
- If a decision is made by correspondence, where a single Commissioner is sitting with a member of staff, and the Commissioner involved wishes to refer the decision to a meeting involving more than one Commissioner, this can be done in writing on the relevant decision template.

### 3.1 Frequency of meetings

The Committee will meet as required to make decisions as they arise. Committee decisions by correspondence will be arranged directly with the Commissioner(s) and any others participating and a final date will be given for decisions to be received.

### 3.2 Authority

- The Committee is authorised by the Board to discharge the Commission's functions under the Charities Act 2008 as set out in this terms of reference.
- In carrying out its functions it is authorised to seek any information it requires from any member of staff, through the Chief Executive, and all members of staff are directed to co-operate with any request made by the Committee.

## 4. REPORTING

- A record of the decisions made will be kept and furnished to the next scheduled Board meeting of CCNI for information.
- Decisions made will be published in line with the Commission's 'Publishing our decisions policy'.
- Commissioners will bring to the Board for approval any recommendations they consider necessary as to the operation of the Committee.

## 4. REVIEW / SELF ASSESSMENT

The Committee will periodically review and update its own terms of reference and procedure, requesting Board approval for proposed changes and, at appropriate intervals, evaluate its own performance against terms of reference and best practice.

## **BOF Annex D**

### **Performance and Appraisal Committee**

#### **Terms of Reference**

Agreed by Board 13 November 2023

The Board of the Charity Commission for Northern Ireland has established a Performance and Appraisal Committee (PAC) to support it in ensuring the performance of the Chief Executive and the Senior Management Team (SMT) is of the highest calibre to maximise the impact and benefits which the Commission's strategy delivers.

#### **4 Membership**

The Committee shall consist of three members: the Chair of the Board, the Chair of the Audit and Risk Assurance Committee and the Chair of the Human Resources Committee. The Chair of the Board will also act as Chair of the PAC. If the Chair is not available then the Committee will agree an acting Chair at the commencement of the meeting. Two members of the Committee must be present for the Committee to be quorate. Membership of the Committee may be extended to include one external appointment (for a specified time period) with relevant expertise in a required area. In addition, other individuals may be invited to attend for all, or part, of any meeting as and when appropriate.

#### **2 Responsibilities**

The committee will:

- Keep under review the leadership needs of the Commission.
- Devise and implement an appropriate mechanism to assess the performance of the Chief Executive, including the setting of appropriate annual performance goals, reviewing performance, providing feedback and identifying learning/development needs.
- Through the Chief Executive, review the performance of the Commission's SMT and identify appropriate development actions.
- Ensure that appropriate succession planning is in place for the Chief Executive and SMT members.

#### **3 Broad Approach**

- At the start of each year the Committee should agree, with the Chief Executive, appropriate goals for the year ahead along with associated performance measures.
- One goal should relate to the Chief Executive's setting and management of the SMT goals for that year.
- As part of the Committee's interim and/or annual review process for the Chief Executive, the Chief Executive should present feedback on the

delivery of his/her goals including his/her review of the performance of the SMT.

- The Committee should provide an update to the Board on matters assigned to the Committee (minimum of two times a year) as part of a scheduled Board meeting.

#### **4 Review/self assessment**

The Committee will review and update its own terms of reference every two years, requesting Board approval for proposed changes and, at appropriate intervals, evaluate its own performance against its terms of reference and best practice.

**BOF Annex E**

**Complaint/concern about a Charity Commissioner  
Process outline**

