

Dóchas

The Irish Association of Non-Governmental Development Organisations

Dóchas Board 93 (2-23)
30/03/23

Dóchas Board

held in Concern Worldwide, 52/55 Lower Camden Street, Dublin 2
on Thursday, 30 March 2023, from 10:00 to 12:30

Minutes

- Present:** Sarah O'Toole (CBM Ireland) Chairperson
John Moffett (Misean Cara) Vice Chairperson
Siobhán Cassidy (Trócaire) Treasurer (virtually)
Lucia Ennis (Concern Worldwide)
Karol Balfe (ActionAid Ireland) (virtually)
Eamon Sharkey (GOAL) (virtually)
Senan Turnbull (External Board Member)
Martina Fitzgerald (External Board Member)
Grace Milton (External Board Members) (virtually)
- Apologies:** Bobby McCormack (Development Perspectives)
Una Murray (Sightsavers)
- In attendance:** Jane-Ann McKenna (CEO of Dóchas)
Anna Farrell (Finance & Operations Manager, Dóchas)
Ronan Doyle (Head of Communications & Public Engagement, Dóchas) – for item 4 (Guide to Ethical Commutations) only

1. Meeting Opening and Standing Items

The Chairperson opened the meeting welcoming those present.

It was noted that this meeting will be recorded and that the recording will be used for transcription purposes only. The process around recording Board meetings will be discussed under Matters Arising [Agenda item 1(e)].

a. Apologies and Agenda

There were two apologies and no changes to the agenda as circulated. One member (Siobhán) left at 11am, two members (Grace and Eamon) left at 12 and one member (Karol) left at 12.20pm.

b. Declaration of Conflicts of Interest

Senan confirmed that he has a conflict of interest in relation to the application for full membership from SeeBeyondBoarders Ireland [Agenda item 5(c)] and so will absent himself from the discussion on that item. All other members present confirmed that there were no conflicts of interest.

c. Minutes of Board Meeting

The Minutes of the last meeting, held on 26th January 2023, were approved: John Moffett (Proposed), Lucia Ennis (Seconded).

d. Notes on Irish Aid Exchange

The notes on the Exchange, which took place on 26/01/23 were taken as read.

e. Matters Arising and To-do List

Most of the items under Matters Arising or on the to-do list, with the exception of the following, have either been completed or will be addressed during this meeting:

- **Process for Recording of Dóchas Board Meetings:** A note outlining the process around recording Board meetings was circulated in advance.

Anna confirmed that the recording of the last Board meeting (26/01/23) together with those of all previously recorded Board meetings were destroyed once the minutes had been transcribed.

- **To-do List:**

It was noted that a number of items on the to-do list have been started but have not yet been completed:

- ✓ FARC to follow up on recommendation from 2021 audit in relation to the fraud risk assessment.
- ✓ CEO to follow up with: ICVA on the long-term plan in relation to the salary hosting agreement; the Treasurer on our financial procedures and controls; Board members to see if they can support with regard to corporate contacts.
- ✓ John to share cyber security service level agreement Misean Cara has with Right-Click with the CEO

Decision:

- The document outlining the Process for Recording of Dóchas Board Meetings will be amended. However, in the closed session following the Board meeting the Board agreed that no recording of Board meetings should take place going forward. This was communicated by the Chairperson to the CEO.

2. Finance, Audit & Risk Committee

a. Report from Committee

The minutes of the last meeting (14/03/23) were circulated to members in advance. The 2022 audit process, Budget 2023 and the review of the Reserves Policy were the key focus of the meeting.

The Treasurer said that the committee was comfortable with the 2023 budget (copies circulated in advance). There has been an extremely high level of rigour around the budget process this year as a result of our engagement with DFA around our grant for the next four years (2023-2026).

Action:

- CEO to revise 2023 budget based on revised core grant (€365k) from Irish Aid and share with FARC for sign-off.

Decision:

- The 2023 Budget was approved in principle pending sign-off by FARC following the above revisions: Sarah O'Toole (Proposed), Eamon Sharkey (Seconded).

b. Directors Report & Financial Statements, Management Letter and Letter of Representation

Copies of the Report and Financial Statements for the year ended 31 December 2022, together with the auditor's (Crowe) letter of representation and management letter were circulated to members in advance.

In presenting the Financial Statements to the meeting the Treasurer noted that the audit went very smoothly and that the auditor's report is clean and unqualified. The management letter contains two points, one relating to the need to update the bank mandate, which we will deal with under agenda item 2(c). The second relates to the fraud risk assessment recommended as part of the 2021 audit process. We partially addressed this issue during 2022 when we reviewed a number of internal policies and procedures with a particular focus on strengthening the controls we had in place. We plan to discuss the risk review process with the Board in June. The financial statements and management letter were presented to the FARC (14/03/23) by Ms O'Hanlon (Crowe) and the committee agreed unanimously that they would be forwarded to the Board for approval and signature. The Board is also required to approve and sign the letter of representation.

The Treasurer said that our unrestricted reserves increased (by €44k) and were above the target level outlined in our Reserves Policy (i.e. six months of budgeted, committed and recurring unrestricted expenditure) at year end. This wasn't of concern to our Auditor. It is very difficult to ensure that we are always within the required range and so the committee has proposed a change to the target level, which we will discuss under agenda item 2(d).

Decisions:

- Reserves will be used to fund IT infrastructure costs (systems etc) to progress the network piece.
- The Directors Report and Financial Statements for 2022 and Letter of Representation were approved: Senan Turnbull (Proposed), Siobhán Cassidy (Seconded).

Action:

- Sarah and Siobhán to sign Directors Report and Financial Statements and Letter of Representation and Anna to return signed versions to Crowe.

The Chairperson thanked those involved in the audit process.

c. Updating Bank Mandate

A copy of the mandate was circulated to members in advance. The current mandate requires updating in light of Peter's departure from the Board. It was noted that other signatories are: Lucia, Jane-Ann and Anna. The FARC recommends that Siobhán be added to the mandate in place of Peter.

Decision:

- Siobhán to be added to bank mandate.

Action:

- Anna to organise completion of mandate and send final signed version to both AIB and Crowe.

d. Dóchas Reserves Policy

Copies of the Reserves Policy were circulated to members in advance. The Treasurer said that the Policy was reviewed by the FARC (14/03/23) and the committee recommends that the target level outlined in the policy be changed from 'six' to 'between five and seven' months of budgeted, committed and recurring unrestricted expenditure.

During a general discussion it was noted that expenditure on developmental pieces (e.g. capital investment) or on extraordinary items that fall outside the budget process could result in the target level falling below the minimum requirement. Such an eventuality would require Board sign-off.

Action:

- Treasurer to work with Jane-Ann on appropriate wording around alerting the Board should the target level of reserves fall below the five month minimum level.

- e. **Risk Register:** The CEO presented the Risk Register, copies of which were circulated in advance, noting that risks 9 (Irish Aid withdraws support), 11 (Fraud, theft by 3rd parties) and 12 (Staffing gaps or turnover) remain Amber for the reasons identified in the 'Actions to be taken/or taken since last review' column. In relation to Risk 9, we now have confirmation of our grant from Irish Aid for the next four years and so can move that from Amber to Green. We have done some work on Risk 11 in terms of updating internal policies and procedures and have plans to carry out a Fraud Risk Assessment, which we will bring to the Board in September. Risk 12 remains Amber because we are a small team and the loss of a staff member has a significant impact on our ability to deliver on our strategic objectives.

Decisions:

- Risk 9 (Irish Aid withdraws support) will move from Amber to Green as we have received confirmation of our grant from 2023-2026.

3. Reports and Updates

a. CEO Report

The **CEO Report**, which was circulated in advance, was taken as read.

b. Emerging Issues

The CEO highlighted some key areas of focus during the period covered by the Report:

- The meeting with Irish Aid in Limerick (2 Mar.) provided an opportunity for constructive dialogue with the Policy, Climate, Humanitarian, Civil Society and Africa units.
- The Tánaiste and Minister for Foreign Affairs, Micheál Martin TD and the Minister of State for Overseas Development, Sean Fleming TD met with Dóchas and DFA's ICSP and strategic partners (22 Feb). The Tánaiste expressed an interest in meeting quarterly and a follow up meeting is tabled for June. Meeting invitations were managed by DFA and some of our smaller members were disappointed that they weren't invited to attend.
- We have submitted funding applications to CADA for cross-learning on standards of practice and to CIVICUS for strengthening the network. We have also engaged with the Public Interest Law Alliance (PILA) around providing pro-bono support for the review of our risk register.

Members were pleased to hear that the Tánaiste has committed to quarterly meetings. While it was understood that invitations to the meeting were issued by DFA, Dóchas' role is to create spaces and opportunities for members to engage and so we need to ensure that engagement opportunities are inclusive.

4. Strategic Topic

- **Guide to Ethical Communications:** Ronan Doyle, Head of Communications and Public Engagement, joined the meeting for this discussion. A note outlining the process for the review of the Dóchas Code of Conduct on Images and Messages and a copy of the new Guide to Ethical Communications was circulated to members in advance.

Ronan focused his presentation on the review process and on what has changed from the original Code (2006) and Illustrative Guide (2015) to the new Guide to Ethical Communications (2023). In summary, the content is substantially the same, the name has changed to indicate the nature and aim of the document, the 7 principles have become 4 commitments, previously separate sections have been incorporated throughout the document, illustrations have been replaced with check lists, a bank of online resources will be curated by the Dóchas Communications Group, two learning/training sessions will take place annually and the Guide will be self-regulatory.

The Board thanked Ronan for his presentation, congratulated those involved in the process to date and were generally supportive of the new Guide.

During a general discussion the following comments were made:

- Self-regulation and self-compliance are key.
- The learning/training sessions will be vital in terms of engaging people.
- Consideration may need to be given to translating the document into other languages (e.g. French) so that it can be used with partners in the field.
- Greater emphasis on anti-racism would be expected given the increase in focus on anti-racism and on decolonisation.
- The inclusion of language around power and privilege would be welcome.
- The consent piece should include a reference to the four commitments.

In response to a question from Martina, Ronan said that the GDPR doesn't permit the holding of information, including photos, indefinitely even if consent was originally obtained. He added that the Communications Group considered the language very carefully and talked at length about the use of terms like racism and power dynamics.

The CEO said that if the Board agrees the Guide will be launched at the AGM and members will be asked to endorse it.

Decisions:

- The Board approved the Guide to Ethical Communications. John Moffett (Proposed). Martina Fitzgerald (Seconded).
 - The Guide will be launched at the AGM and members will be asked to endorse it.
- **ODA Campaign 2023:** The CEO briefed the Board on the process and timeline for our 2023 pre-budget submission and ODA campaign. Louise Finan, Head of Programme and Policy, will link in with Martina and Grace in May around the development of the pre-budget submission, which we plan to launch in Buswells (14th June) and present to the Joint Committee on Foreign Affairs and Trade (20th June). As part of the process we will: engage with opposition parties, Ministers and their advisors (June-July); attend the HLPF (New York, 13-19 July); seek meetings with opposition leaders (28 Aug-6 Sept.); work on our social media and media engagement (28 Aug. to Budget day); and attend UNGA in New York (18-22 September).

It was noted that Louise will attend the HPLF in July as chair of Coalition 20:30 and that the CEO will attend UNGA in September.

5. Governance and AGM

a. Board Planning

It was noted that a Board calendar was circulated in advance to assist planning for 2023. In presenting the plan the CEO proposed that we: (a) change the date of the 21 September Board meeting as she will be in New York for the UN General Assembly; and (b) postpone the review of the Membership Handbook to 2024 as we have some work to do on the network piece, which will impact the sections around peer learning groups and the membership fees structure.

Decisions:

- The September Board meeting will be postponed to the week of 25 September (date TBC).
- The review of the Membership Handbook will be postponed to 2024.

Action:

- Anna to circulate Doodle with proposed dates for rescheduling September Board meeting.

b. Board Nominees

The CEO said that we are still awaiting feedback from the Charities Regulator on our revised Constitution (submitted 15/12/22). If the changes are approved the number of Board members will reduce to a minimum of 7 and a maximum of 9 (currently 9:12). Senan and Una will step down from the Board at the AGM and will not be seeking re-election and Martina has indicated her

interested in being considered for a second term. Following consultations with the Chairperson and Vice Chairperson, we decided to recruit for two Directors, one from the membership and one external, which would bring the composition of the Board to 10. Profiles were developed for Board members with specific skills and experience in the areas of governance/risk and leadership. All full members were invited (15 March) to nominate candidates for the member vacancy and the external Director role was advertised through Boardmatch.

During a general discussion it was noted that it would have been helpful for the Board: to have received a note outlining the size of the incoming Board in advance of today's meeting; if this item had been tabled for discussion earlier in the meeting.

The Chairperson said that the running order for today's meeting had to be adjusted to facilitate some board members who had to leave early due to other commitments.

Decision:

- The Board unanimously endorsed Martina's nomination for a second term on the Board.

Action:

- Details of Martina's nomination to be included in AGM pack.

c. Application for Full Membership – SeeBeyondBorders Ireland

Senan left the room for the discussion on this item.

We received an application for full membership from SeeBeyondBorders Ireland. Due diligence was carried out and a briefing document on the application was circulated in the Board pack in advance of this meeting. It was noted that SeeBeyondBorders Ireland originally applied in 2022 but as they were unable to provide all of the supporting documentation the Board decided against forwarding their application to the AGM. They have since provided the required documents and so their application is being re-submitted to the Board for review.

Decision: .

- The Board agreed to recommend to the AGM (18 May) that the application from SeeBeyondBoarders Ireland be approved. Sarah O'Toole (Proposed), Lucia Ennis (Seconded).

Action:

- Anna to follow up with SeeBeyondBorders Ireland re: representation at AGM for the discussion on their application for full membership.

6. Other Business

6.1. Resignation from the Board – Sarah O'Toole, CBM Ireland

The Chairperson said that she is moving on from CBM Ireland and so will be resigning her position from the Board with effect from today. Sarah was first appointed to the Board in May 2019 and was re-elected to serve a second term in May 2022. The Board recorded a vote of thanks to Sarah for her contribution to the Board during her tenure and wished her every success in her new role.

In thanking her Board colleagues, Jane-Ann and the team for their support, she said that she very much enjoyed her time on the Board and as Vice Chairperson and as Chairperson and wished the Board well going forward.

It was noted that John will step into the role of Chairperson at least until the first Board meeting after the AGM.

Action:

- Anna to update CRO, CRA and ROB re: Sarah's resignation as Director of Dóchas.

6.2. Membership of Board sub-committees

The CEO said that following an open call to members (14/03/23) for volunteers to join our three Board sub committees we received one nomination for the FARC and one for the Governance committee. We will follow up with both over the coming days.

Chairperson:.....

Date:.....