

Dóchas

The Irish Association of Non-Governmental Development Organisations

Dóchas Board 82 (1-21)
28/01/21

Dóchas Board

held via Zoom on
Thursday, 28 January 2021 at 10am

Minutes

Present: Finola Finnan (Trócaire) Chairperson
Sarah O'Toole (CBM Ireland) Vice Chairperson
Peter McDevitt (Self Help Africa) Treasurer
Siobhán McGee (ActionAid Ireland)
Louise Supple (Concern Worldwide)
Paul O'Brien (Plan International Ireland)
Niamh Carty (Oxfam Ireland)
Una Murray (Sightsavers)
Grace Milton (External Board Member)
Senan Turnbull (External Board Member)
Martina Fitzgerald (External Board Member)

In attendance: Suzanne Keatinge (CEO of Dóchas)
Anna Farrell (Finance and Operations Manager, Dóchas)

1. Apologies and Agenda

There were no changes to the Agenda as circulated. There were no apologies but the Board noted that three members (Grace, Peter and Niamh) had to leave between 11 and 11.30am. The chair asked that Directors put the meeting dates in their diaries and do their best to attend in full.

2. Declaration of Conflicts of Interest

All members present confirmed that there were no conflicts of interest.

Una Murray informed the Board that she was recently been appointed lecturer in development practice at NUI Galway and has been working with the International Organisation for Migration since November 2020. She is still Chairperson of Sightsavers, the capacity in which she was nominated to the Board (July 2020).

3. Minutes of Board Meeting

The Board approved the Minutes of the 81st Board meeting (03/12/20): Senan Turnbull (Proposed), Niamh Carty (Seconded).

4. Matters Arising and To-do List

Most of the items on the to-do list have either been completed or will be addressed during the course of this meeting. A few additional notes:

- Suzanne thanked Peter and Senan for reaching out to Aidlink and ICOS respectively and the Board for joining the team for a pre-Christmas coffee (16 Dec).
- The Chairperson will meet with Suzanne tomorrow (29 Jan) to discuss what we need to do to take forward the key recommendations from the Board self-assessment.

5. Private Session of the Board

[Suzanne and Anna left the meeting for this agenda item.]

6. What to expect in 2021

[Suzanne and Anna re-joined the meeting.]

A wide-ranging discussion was had on context and trends, both globally and in the Irish NGO sector. The main purpose was to ensure that the Dóchas interim strategy is prioritising the right things, and that we are considering any possible risk and shocks.

Some overarching themes that emerged included:

- There are facing huge economic uncertainty in 2021, but its impact on the sector and Dóchas is unknown, so we need to be cautious whilst focusing on a positive reset for the sector, rather than working under “the shadow of the pandemic”.
- Members will be effected very differently, so Dóchas will need to continue to meet diverse needs while trying to focus on collective interests and the ODA campaign.
- Understanding in more detail the flow of funding to organisations and from Irish Aid to civil society will be important.
- Diversity, inclusion, and power dynamics will remain a key issue for INGOs, hence our strategy’s focus on reimagining a changing role for INGOs is an important one.
- Engaging with the public needs to remain a key focus for Dóchas against a backdrop of an increasingly insular, domestic-focused political and media environment. We should consider increasing our capacity in this regard if we can.

The Board was also asked to share their ambitions for change as we start our strategy process. 7 members wanted to see Dóchas’ strategy substantially change (7 members voted either 7 or 6 on a scale of 1-10), while 3 felt it was more about consolidation (voted 5 on the scale). It was noted that Dóchas is finalising contracts to do the first phase of the strategy which is the reimagining/visioning exercise. We will be inviting Board members to participate in a kick-off meeting in February.

Actions

- Dóchas to update stakeholder map (that was circulated in advance) to include the media and politicians

7. Report by the CEO

The CEO Report was circulated in advance. It was noted that the format of the report has been revised in order to highlight issues of particular concern to the Board or that are due to come up on the agenda. Members were happy with the style and content. There were no further issues.

8. Report from Sub-Committee on Finance, Audit and Risk

It was noted that the minutes of the last meeting (21 Jan) were circulated to members in advance. Since that meeting, draft accounts have been submitted to our auditors showing that

we will have a surplus of approximately €25.5k and that our unrestricted reserves will be approximately €382k. We are therefore in a healthy financial position.

There was concern in relation to the high-level of unrestricted excess reserves which had previously been noted by several members at our AGM last year. We are significantly in excess of the minimum level. The CEO will be bringing a revised 2021 budget, including a strategy to fully utilise the free reserves over two years, to the next FARC meeting, for recommendation to the Board. This will need to be discussed in full with members at the AGM. Directors agreed that Dóchas should be considering a one-off reduction on fees in 2021 given the financial uncertainty facing many.

The Chairperson thanked the Treasurer for his work on drafting the accounts and for his support around the audit process. She noted that he will be coming to an end of his term as Treasurer so we will need to seek a replacement through the nomination process. The latter will be discussed at the Governance sub-committee.

Actions:

- Members to consider putting forward any colleagues with either finance or HR expertise who would be interested in joining our sub-committees.
- Suzanne will bring proposal to the next meeting (25 Mar) around utilising the free reserves.

9. Report from Sub-Committee on Governance

The minutes of the last meeting (13 Jan) were circulated to members in advance. The Chair reported to the Board that the committee is confident that Dóchas will have in place most of the requirements to comply to a high standard with the Charities Governance Code Compliance Record. It will be brought to the Board in October.

A revised Code of Conduct for Directors has been completed for recommendation by the Board at the next meeting.

It was noted that Senan is running a series of workshops (26 Jan, 16 Feb and 9 Mar) to assist members in understanding the requirements of the Charities Governance Code.

As agreed by the Board we will be conducting an external Board assessment, and Dóchas has finalised the contract with a consultant from the Carmichael Centre. Directors will be asked to complete a questionnaire in February, and be available for a feedback session (45 minutes) at the start of the March Board meeting.

Actions:

- Directors to consider if they know of anyone who may be interested in joining the Governance sub-committee and to notify Dóchas.

10. Reserves Policy

The Governance sub-committee recommended a revised reserves policy to the Board, which was circulated in advance. It has been developed with the assistance of a consultant.

- A proposed change to include reference "to retaining free reserves in the event of economic uncertainty", was not approved. Directors stressed the importance of not holding reserves above the 6-month operating costs and we need to manage it that way.
- It was agreed to add a reference to the fact that reserves are approved by members at our AGM. We will also put the policy on our website to ensure full transparency.

Decisions:

- The policy was approved, on the basis of the amendments noted above.

11. Review of the Risk Register

Directors were asked to approve the revised Risk Register as well as discuss current risks. While there haven't been major revisions, we have incorporated COVID-related risks into the main risk descriptions (where appropriate) and expanded on them where necessary. Mitigation actions have also been strengthened in some instances.

It was noted that:

- Risk 6 (members leave) **will move** from amber to green. We lost four members at the end of December but have no reason to believe that others are planning to leave.
- Risk 4 (poor governance) remains amber. Although we are not aware of any major concerns among our members this risk remains amber in light of ongoing investigations by the Charities Regulator, which have been delayed due to restrictions around COVID.
- Risk 12 (poor health & safety) remains amber as it will be important to continue to closely manage and monitor the wellbeing of staff during this lockdown.

Decisions:

- The revised Risk Register was agreed.
- We will move this up on the agenda to allow more time for discussion at our next meeting.

12. Other Business

There was no other business.

13. Board Planning and dates for AGM and Conference

Board Planning: A 'Board Agenda Planning 2021' sheet was circulated to members in advance. Directors broadly welcomed the approach to planning meetings throughout the year, whilst recognising that it will need to evolve depending on circumstances.

- **Action:** It was requested that Dóchas circulate 2020 expenditure report and make sure that a financial report is shared at each Board meeting.
- **AGM and Conference 2021:** It was agreed to hold the AGM/conference over two mornings on 12 and 13 May. It was felt that it would be hard to gather members virtually for longer sessions and/or days so the conference will be scaled down. The first session will focus on AGM business and dialogue with Irish Aid; the second morning will be the finalisation of the 'Re-imagining the sector' project.
- **Board Meeting dates in 2021:** Meetings will take place at 10am on the following dates in 2021: 25 March, 24 June, 23 September and 25 November

Chairperson:.....

Date:.....