

Dóchas
The Irish Association of Non-Governmental Development Organisations

Dóchas Board 71 (2-19)
21/03/19

Dóchas Board

held in the Dóchas office on
Thursday, 21st March 2019 at 10am

M i n u t e s

Present: Sharan Kelly (Tearfund Ireland) Chairperson
Siobhán McGee (ActionAid Ireland) Vice Chairperson
Peter McDevitt (Self Help Africa) Treasurer
Paul O'Brien (Plan International Ireland)
Charlie Lamson (Sightsavers)
Niamh Carty (Oxfam Ireland)
Finola Finnan (Trócaire)
Heydi Foster-Breslin (Misean Cara)
Gerry Egan (External Board Member)
Grace Milton (External Board Member)

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

Apologies: Louise Supple (Concern Worldwide)

The Chairperson opened the meeting by welcoming those present, particularly our new External Director, Grace Milton, and noting that Orla McBreen (Irish Aid) is expected to join us after this meeting (approximately 12 noon).

1. Apologies and Agenda

Apologies (see above) were noted.

2. Welcome and introductions to new Director

Following a round of introductions, Grace thanked the Board, gave a short summary of her career to date and added that she is looking forward to using her skills to Dóchas' advantage.

3. Declaration of Conflicts of Interest

Heydi confirmed that she has a conflict of interest in relation to an Associate Membership issue which will come up under agenda item 12 and so will step out of the meeting for that discussion. All other members present confirmed that there were no conflicts of interest.

4. Minutes of Previous Meetings

The Minutes were approved: Heydi (proposed), Finola (seconded).

5. 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.

6. Presentation of Director's Report and Financial Statements 2018

It was noted that copies of the following documents were circulated in advance of this meeting: letter of representation, management letter, and report and financial statements for the year ended 31st December 2018. In presenting and report and financial statements the Treasurer explained that they were presented to the FARC (1st March) by Ms O'Hanlon (Crowe) when it was agreed that they would be forwarded to the Board for approval and signature.

Some key issues to note:

- Dóchas has proper financial controls and systems in place;
- the accounts represent a fair view of the organisations assets, liabilities and financial position;
- Income increased to €437,941 (2017: €425,036);
- Expenditure increased to €461,543 (2017: €432,151);
- The deficit for the year was €23,602 (2017: €7,115), which is in line with our plan to spend down excess reserves over a three year period;
- Unrestricted reserves at year end stood at €326,972 (2017 €335,324), which was slightly higher than planned. Our 2019 budget, which we will discuss under agenda item 7, includes plans to spend down some of the excess reserves so that they are more in line with our reserves policy at year end.

In presenting the management letter, the Treasurer said that the Auditor noted that: the issues identified during the 2017 process were not repeated in 2018; the findings in 2018 were minor and have already been addressed as outlined in the management response column. The auditor appended a workbook to assist charities with reporting requirements in relation to the new Charities Governance Code. Suzanne said that we plan to share the latter with the Governance Working Group for comment and feedback.

Decisions:

- The accounts were approved. **Proposed:** Peter. **Seconded:** Paul.

Actions:

- The letter of representation as well as three copies of the financial statements were signed by the Chairperson and Treasurer in their capacity as Directors of Dóchas.
- The signed letter of representation as well as 3 signed copies of the financial statements will be returned to the Auditor.

7. New Irish Aid proposal and budget

It was noted that a revised budget was circulated to members in advance of today's meeting, following more positive signals from Irish Aid that they may be willing to increase our grant.

Suzanne thanked the Treasurer for his help with finalising the proposal and budget, which was submitted to Irish Aid on Friday last (15th March). We will send on our revised Results Framework by 1st April. If we are successful in getting additional core funding (€90k) we will be able to recruit an additional staff member focusing on partnership and business development and if we get the funding for our public engagement project (€50k) we will be able to recruit a public engagement coordinator. We have included in-kind contributions around participation on the board, board sub-committees and working groups.

Decision:

- The revised budget was approved: Paul (proposed), Peter (seconded).

8. Fee proposal consultation and recommendations

The Chairperson thanked Directors for their help with contacting members for reactions to the fee proposal and noted that feedback from members was circulated (by email on 8/3/19) in advance of this meeting.

Suzanne said that while Dóchas members welcomed the review and understood the need for it, feedback on the proposal was varied. There wasn't consensus on the change, nor were there any alternative options put to us. She suggested our options were to:

- (1) Tweak the current proposal (option 1) by: adding two new bands covering incomes between €0-€100k with a set fee of €150, and between €15m - €20m; cap fees at €30k; introduce a phased approach over three years for members whose fees will increase by more than 100%; consider extending voting rights to Associate Members.
- (2) Consider a second option based on total income with set bands for blocks of income (i.e. based on Bond's new system which we have just learnt about).
- (3) Explain to the AGM that there was no consensus on the proposal and go back to the drawing board.

During a general discussion it was noted that:

- We need to be clear in terms of the narrative around why we want to change the system. Our first principle needs to be that we want a clearer, fairer and more transparent system. If this means that we have to explain to some members that they are facing significant increases because the system that is currently in place resulted in them not paying a fair amount in the past then so be it.
- At least three members have indicated that they will leave the network if their fees increase by the levels indicated in the proposal. Some of these organisations were likely to withdraw anyway, regardless of the change.
- The Director of Misean Cara informed the Board that they would consider stepping down from membership because of the magnitude of the increase for them, though they are not against an increase per se.
- Some members fees are decreasing because the current system is based on a three year rolling average of voluntary income – for some organisations there was a significant decrease between years 1 and 3 but they ended up paying a higher fee than they would have if the fee was levied on the previous year's voluntary income.
- Extending voting rights to associate members may distort the process of electing Board members.

Decisions:

- It will be important to seek the change in fee definition at the AGM, so option (3) above is not recommended.
- It was agreed not to progress the new membership categories for now.
- It was agreed not to extend voting rights to associate members and the current system of one vote per full member will remain.

Actions:

- Suzanne to prepare a further note to the Board outlining option 1 & option 2 (as above), for discussion at a virtual Board meeting on 4 April. It will be important to agree upon ONE recommendation to present clearly at the AGM (2 May). Members will also receive a further letter, ahead of the AGM, explaining the outcome of the consultation process, to come from the chairperson.
- The Board will lead on presenting the fee proposal to the AGM.

9. Board self-assessment

The findings of the Dóchas Board Self-Assessment 2018/19 were circulated in advance of this meeting. Gerry, as chair of the governance sub-committee, explained that the findings were discussed at their recent meeting (7th March). He noted that overall feedback was positive and scoring was consistently high. However, one member consistently gave low scores so asked if that person would come forward to meet with the new Chairperson to discuss how we can accommodate them more.

During a general discussion the following points were made:

- The importance of Board diversity is something we may want to look at in more detail, but moving beyond simply gender balance. It is also about being mindful of the number of times some people speak at meetings, etc.
- It was suggested that if the self-assessment findings were reviewed on the basis of average scores then improvement is needed in terms of our understanding of the impact of our work (Q11) and also in relation to clearly articulating the goals of Dóchas (Q17). [It was reviewed on the basis of 'high' and 'low' scores, not averages, as the intention is to build on the former, and mitigate the latter.]
- It was suggested that we could improve our understanding of the impact of our work by focusing on an element of the strategy (e.g. the public engagement piece, etc) on a quarterly

basis. The suggestion that staff give briefings on their area of work would also help in this regard.

- It was suggested that the self-assessment should be managed by the Chairperson rather than by the CEO. It was re-affirmed that the process was led by the Board's Sub-committee on Governance, and the Chair sits on that committee.
- It was suggested that the membership should have an opportunity to comment on Board performance (e.g. at the AGM, through our members survey, etc)
- It was noted that some Directors still felt that the Secretariat needed to involve the Board in a more timely manner when agreeing policy positions.
- More engagement with Irish Aid was also a common comment.

Action:

- The Board's Sub-committee on Governance will be asked to take these comments on board for the 2019 assessment process.

10. Report by CEO

Copies of the CEO Report as well as a draft outline of the agenda for the AGM and Conference (2nd May) and a paper on the lifetime achievement award 2019 were circulated to members in advance of today's meeting.

- **A Better World – Ireland's Policy for International Development:** It was noted that the fact that the CEO was invited onto a panel for the launch of the new policy (28th February), together with the commitment to provide additional financial support, provides evidence of the value of Dóchas to Irish Aid.
- Dóchas' new e-newsletter was noted as positive and a good idea.
- **Dóchas Awards 2019:** It was suggested to add the following to the lifetime achievement award list: Justin Kilcullen, Mary Lawlor, Sister Orla Tracey, and Sister Eugenia. It was also suggested that we add to the criteria to include something around how the recipient might support Dóchas into the future. For now, we will continue to insist that that person is present for the ceremony itself, but we may wish to review this in future.

Actions:

- A selection committee consisting of the Chairperson, Vice Chairperson and CEO, will use the criteria to select the winner of the lifetime achievement award as soon as possible.

11. Report from Sub-Committee on Finance, Audit & Risk

A full report on the last meeting (1st March) was circulated to members in advance of today's meeting. The Committee's Chairperson (Peter) said that in addition to the items discussed under agenda items 6 and 8, the committee also:

- Updated our Procurement Policy by including a new bullet point outlining the procedure for tendering for the audit process.
- Reviewed our Reserves Policy (copies circulated in advance), were comfortable with it as it currently stands, and are recommending it for approval.
- Discussed the need to update our Conflict of Interest Policy and will look at a draft document at its next meeting (31st May).

Decision:

- The Reserves Policy was approved: Peter (proposed), Paul (seconded).

12. Report from Sub-Committee on Governance

A full report on the last meeting (7th March) of the committee was circulated to those present. The committee's Chairperson (Gerry) said that in addition to the items discussed under agenda item 9, the committee also:

- Discussed and approved a revised Terms of Reference for the sub-committee, taking on board its role in supporting the nominations to the Board.

- Agreed a process for nominating a new Chairperson of Dóchas as per the Memo (dated 7th March 2019) and Role and personal specification (dated February 2019) in the meeting pack.
- Discussed the Dóchas Governance Code Review. The CRA Code came into effect on 1st November 2018, will be obligatory for all registered charities from 2020, with annual reports demonstrating compliance due from 2021. We are currently engaged in a consultation with members around the relevance of the Dóchas Code and what more we should be doing to promote good governance among the membership. The sub-committee will discuss the results of the survey on 29th March and decide whether it's feasible to include a proposal at the AGM.

Action:

- The Board approved the process for the election of a new Chairperson of Dóchas, so Directors interested in being considered for the role should put their names forward, to Anna, by 30th May 2019.

13. Report from Sub-Committee on Remuneration and Human Resources

A full report on the last meeting (14th February) of the committee was circulated to those present. The committee's Chairperson (Finola) outlined the main points discussed:

- It was agreed to recruit a Policy and Programme Officer (Maternity Cover) for 8 months from 1 May, and a Programme Support Officer for 12 months as soon as possible. Suzanne noted that interviews for the Programme Support Officer role took place on 20/3/19 and interviews for the Policy and Programme (Maternity Cover) post are planned for 28/3/19.
- The sub-committee meeting took place before we received the communication from Irish Aid about the possible increase in our grant for 2019, but committee members fed into additional staffing plans for the Irish Aid submission.
- The committee agreed that we would need to tender for all consultancy contracts, over €3k, going forward.
- The committee noted that as part of our annual report to Irish Aid we are now expected to complete an annex around safeguarding. Dóchas will need to develop a staff code of conduct by end of the year as well as do some staff training on dignity at work and review our whistleblowing policy to ensure it is explicit around referral pathways to donors
- The committee discussed the options to start a mentoring programme among and for women in the sector by hosting a Women's Leadership Breakfast on 12th March. The speaker, Carol Conway, spoke about the challenges she sees facing women leaders in the not-for profit sector.

Actions

- The committee will seek the participation of an additional Director to join, after the AGM

14. Review of the Risk Register

It was noted that copies of the Risk Register, which was reviewed by the FARC (1st March), were circulated to members in advance of this meeting.

In terms of amber risks (there are no red ones):

- Risk 4 remains amber for the reasons identified in the 'Actions to be taken' column.
- Risk 7 remains amber pending the outcome of discussions with Irish Aid around our grant for 2019, the roll-out of our income and fees strategy, and because we are finding it very difficult to attract corporate sponsorship for the conference.
- Risk 12 remains amber in order to monitor upcoming staffing changes and recruitment processes.

15. Other Business

15.1. Annual Appraisal of the CEO: The Chairperson will do an annual appraisal on 5 April, in advance of her departure from the Board. She will be asking a Director to assist with the process if possible.

16. Dates of future meetings

It was agreed that the Dóchas Board will meet in the Dóchas office on the following dates in 2019: **20th June, 19th September and 21st November.**

All meetings will start at 10am, with the exception of the June meeting, which will begin at 9.30am with a 30 minute 'refresher' on Board governance, facilitated by Gerry Egan. The AGM and annual conference will take place on 2nd May in the Radisson Blu Hotel, Golden Lane, Dublin 8.

Chairperson:.....

Date:.....