

Dóchas

The Irish Association of Non-Governmental Development Organisations

Dóchas Board 77 (2-20)
26/03/20

Dóchas Board

held via Zoom on
Thursday, 26 March 2020 at 10am

M i n u t e s

- Present:** Finola Finnan (Trócaire) Chairperson
Siobhán McGee (ActionAid Ireland) Vice Chairperson
Peter McDevitt (Self Help Africa) Treasurer
Paul O'Brien (Plan International Ireland)
Sarah O'Toole (CBM Ireland)
Louise Supple (Concern Worldwide)
Gerry Egan (External Board Member)
Niamh Carty (Oxfam Ireland)
- In attendance:** Suzanne Keatinge (CEO of Dóchas)
Anna Farrell (Finance and Operations Manager, Dóchas)
Seamus O'Gorman (Head of Membership Engagement) – for Agenda Item 5
- Apologies:** Grace Milton (External Board Member)

1. Apologies and Agenda

Apologies (see above) were noted. The CEO explained that due to the current Covid-19 pandemic a revised agenda was circulated to Board members on 23 March 2020. The CEO explained that much of the focus of this meeting will be on our response to the pandemic and on preparations for our Exchange with Irish Aid (12 noon, via Zoom). We will also need to sign off on our financial statements for 2019 and review a number of applications for membership. Discussion on the Board self-assessment, the strategy process, plans for the AGM and the Members Handbook will be deferred to a later date.

2. Declaration of Conflicts of Interest

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

3. Minutes of Board Meeting

The Minutes of the 76th Board meeting (30/01/20) were approved: Sarah O'Toole (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. It was noted that all Dóchas staff have signed the Code of Conduct.

Copies of the Terms of Reference (ToR) for the Sub-Committee on Governance were circulated to members in advance of this meeting. Following a brief discussion it was agreed that the ToR would be amended to include a reference to the fact that the Chair of the committee must be a Director.

Decision:

- Subject to the above amendment, the ToR of the sub-committee were agreed. Finola (proposed), Gerry (agreed).

5. Response to Covid-19

It was noted that the CEO shared our Contingency Plan on Covid-19 with the Board (18 March). The CEO said that the team have laptops and are predominantly working from home. The office remains open on the proviso that only one staff member is present at any one time. Members of the team are well. We've had to shift quite a lot of our focus to Covid-19. The team have been brilliant in that regard and also in terms of coping with our new reality and she is hugely grateful for that. We've been having regular team meetings to check in with each other, keep ourselves motivated and chat about how we are all managing both personally and workwise. Over the coming days we will be looking at whether staff have what they need in terms of their home office setup or whether there is anything else we can do to support them in that regard.

During a general discussion members of the Board thanked the CEO and the team for 'keeping the ship afloat' and for making everything work so well in what is a very difficult situation for everyone. If there is anything that Dóchas can do in terms of facilitating the home office environment to work better than we should look into that. We are all on the same curve and we need to keep reaching out and asking for support. We will all have good and bad days over the coming weeks and we need to learn not to beat ourselves up when we don't feel motivated or when things don't go according to plan. We need to be able to take a step back, do something else, and come back to the task later in the day or even the next day.

The CEO said that she has asked staff to relook at their work plans with a view to reprioritising. There is a lot that we can continue with (e.g. Public Engagement Project, CRM system, Website, Beijing +25 policy consultancy). The things that are less clear include the following:

- Our AGM is scheduled for 7 May. She proposed that we postpone it to September and hold our next Board meeting on that date, using the opportunity to do some communications to members, which could include launching the Charter. The AGM could take place in the same venue (Richmond Barracks) and the format could be extended (e.g. 10am to 4pm) and could include a session on Covid-19.
- Our Conference is scheduled for 9 September. It is expected to cost approximately €27k. We were hoping to raise approximately €15k from corporate sponsorship and €8k from ticket sales. Given the current situation we will not be meet those income targets and so it is proposed that we cancel the event altogether, host the Awards at the AGM and look at doing a half-day policy event on Beijing +25 in Q4 instead.
- It is unlikely that we will be able to deliver on our new Strategy (details circulated with Board pack) this year. We were planning to host consultations with Members in April-May but given the current situation that will not now be possible. It was proposed that we go to Irish Aid and ask if they would be open to us extending our current plan to 2021 so that we can focus on the impact the Covid-19 crisis will have on our work and on that of our members.
- We will need to re-look at our 2020 work plan and budget. We will also need to consider the effect the crisis will have on our members income from the public and the impact that may have on our income from membership fees. The FARC felt that it is too early to look at all of this yet but we will be doing so over the next 2-3 weeks and will come back to the FARC with a revised budget over the coming weeks, which we will then bring to the Board (7 May).

During a general discussion members felt that September will be a very busy time for everyone as people try to organise events that were postponed during the Covid-19 crisis so it might be best to stick to a shorter agenda for the AGM. If we are planning to have a shorter conference/policy type event on gender we should look at the possibility of doing it jointly with others (e.g. Cii, the Wheel, etc).

Seamus joined the meeting for Suzanne's presentation on Dóchas initial response to Covid-19. The presentation focused on the key sectoral asks to Irish aid, key policy asks and the next steps for Dóchas.

During a general discussion it was suggested that different conversations need to happen in the right spaces, with the strategy conversation taking place at the level of the recently convened Covid response group and the operational conversation taking place at working group level, with the latter supporting the Covid response group. These are challenging times for our members but there are particular challenges for organisations that don't have supports (e.g. HR, IT, etc) so we may need to look at how we can support members in that category.

Seamus said that sharing and supporting what others are doing might be of benefit to organisations in the small/medium category. During recent meetings of the HAWG and Covid response groups and conversations with members it was clear that there is a desire for high level dialogue with Irish Aid. There is a real urgency around the need for flexibility, allowing people to respond now and explain later. This rationale is being used for dealing with the situation domestically and so the case can be made that it should apply internationally also.

During a general discussion it was noted that Dóchas represents a diverse range of organisations, with a wide range of needs requiring support. Some of our members are in receipt of either large or small grants from Irish Aid, while others do not receive any money from Irish Aid

Suzanne said that during a recent conversation with Cii and the Wheel she learned that they are drafting a letter to government seeking a resilience fund to help charities impacted by this crisis. We may consider joining them in that appeal.

It was agreed that Suzanne will bring Irish Aid through the slides on the key sectoral asks to Irish Aid, the key policy asks and the next steps for Dóchas. The issue of flexibility in terms of allowing organisations to respond quickly and ask questions later needs to come across clearly.

Seamus left the meeting.

Actions:

- Louise to share details of companies offering assistance programmes for employees.
- Finola to share details of employee assistance programme provide as well as on some online courses on remote working.
- Sarah to share a copy of CBMs Covid-19 Risk Register.
- Suzanne to share presentation on Dóchas initial response to Covid-19.

Decisions:

- AGM postponed to 24 September (date TBC). The event will run from 10am to 1pm) and will incorporate the 2020 Awards.
- Board to meet again on 7 May.
- Conference cancelled, to be replaced by a short policy type event (details to follow).
- A crisis management team, consisting of Peter (lead), Gerry, Siobhan and Suzanne (and the Chairperson if required) was established to manage the crisis.

6. Presentation of Directors Report and Financial Statements for 2019

It was noted that copies of the Report and Financial Statements for the year ended 31 December 2019 together with the management letter from the auditors (Crowe) were circulated to members in advance of this meeting. It was noted that the Director's Report was already circulated to Board members and that some had fed back comments. In presenting both documents the Treasurer explained that they were presented to the FARC (18 March) by Ms O'Hanlon (Crowe). The audit went very smoothly, the auditor's report is clean and unqualified and there were no management issues in 2019. The committee agreed unanimously that the financial statements would be forwarded to the Board for approval and signature. The committee also reviewed the letter of representation and are pleased to recommend it to the Board for signature.

Decisions:

- The accounts were approved: Finola Finnan (Proposed), Peter McDevitt (Seconded).

Actions:

- The letter of representation as well as three copies of the financial statements will be 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 and one copy will be filed with the CRO in line with our Annual Return Date (26 April).

7. Applications for Full Membership of Dóchas

It was noted that applications for full membership have been received from 8 organisations. Two are from organisations that are applying to move from associate to full membership due to the recent rule change to our membership categories: Addressing the Unaddressed and Front Line Defenders. The other six are from a variety of organisations, some of which we are very familiar with and others

that we may not know so well: CHEEERS: Developing Healthcare Together; Ethiopiaid Ireland, IDEA, Nepal Leprosy Trust, UCD Volunteers Overseas, and Operation Smile). We have carried out due diligence in respect of each application and a briefing document on each was circulated in the Board pack in advance of this meeting.

Decisions:

- The Board agreed to recommend to the AGM that the following organisations be admitted to full membership: Frontline Defenders; Addressing the Unaddressed; CHEEERS: Developing Healthcare Together; IDEA; Nepal Leprosy Trust; and UCD Volunteers Overseas. Niamh Carty (Proposed), Siobhan McGee (Seconded).
- The final decision on their applications rests with the AGM (postponed to September) these organisations will be invited to participate in our Working Groups (WGs) pending the outcome of the discussion on their applications at the AGM, but making it clear that if their applications are unsuccessful they will be removed from whatever WGs they have signed up to. Niamh Carty (Proposed), Siobhan McGee (Seconded).
- We will revert to Operation Smile's second referee and if it is forthcoming their application will be referred to the AGM for discussion and decision and they will be invited to participate in WG's in line with the above.
- It was agreed that we will hold off on recommending Ethiopiaid Ireland for membership until they are in a position to provide the names of two referees and a second annual report.
- As the AGM has been postponed, the Board agreed to consider an application for full membership from Irish Rule of Law International if they can submit the required documents in advance of the June Board meeting.

8. Applications for Associate Membership of Dóchas

It was noted that two existing full members have submitted letters confirming their acceptance of the re-categorisation of their membership from full to associate due to the recent rule change to our membership categories: Irish Family Planning Association (IFPA) and the National Youth Council of Ireland (NYCI). Copies of both letters were circulated with the Board pack in advance of this meeting.

Decision:

- The Board approved to the re-categorisation of both organisations from full to associate membership: Siobhan McGee (Proposed), Finola Finnan (Seconded).

9. Dóchas Charter

The CEO said that the draft Charter was circulated to members for feedback. Comments were received from 14 and these were incorporated into the document where applicable. One responder suggested that the 3 page document be reduced to a single page but it was felt that it was a little late in the process to look at refining it further.

Decisions:

- The word 'association' (bullet point one, bottom of page 2) will be replaced by the word 'network'.
- Pending the above amendment, the document was approved by the Board. Finola Finnan (Proposed), Sarah O'Toole (Seconded).
- We will extract the key points from the document to create a single poster type visual which members can then display in their offices.

10. Report by the CEO

Copies of the CEO Report, covering the period 18 January to 11 March, were circulated to members in advance of this meeting. Suzanne gave a few short updates including:

- The launch of Ireland's DAC peer review has been delayed indefinitely.
- Our work with the Bank of Ireland marketing experts has been postponed.

The Chairperson said that a huge amount of work has taken place during the period covered by the report and congratulated the CEO and the team on a job well done.

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

The Treasurer said that the main focus of the last meeting (18 March) was the presentation of the Report and Financial Statements for 2019, which we discussed earlier under agenda item 6. The meeting also:

- reviewed our **Reserves Policy**, was comfortable with it as it stands and is happy to recommend it for approval;
- discussed **Fixed Asset Capitalisation** and agreed that qualifying expenditures above €1k will be capitalized on the Balance Sheet and expenditures below that threshold will be expensed in the SOFA. This policy will be reflected in the Finance Policy and Manual when it is next updated;
- Deferred discussion on finances until we have final figures for Q1. We will look at those in conjunction with reforecasting the budget for the remainder of 2020;
- Reviewed the Risk Register, which we will discuss under agenda item 12.

The CEO said that we had some concerns around covering the finance function in the event that Anna becomes ill but following conversations with other organisations where the function is managed by one person we are comfortable that we have put sufficient mitigation actions in place in order to ensure that the function continues to run smoothly.

Decision

- The Reserves Policy was approved: Peter McDevitt (Proposed); Gerry Egan (Seconded).

12. Review of the Risk Register

It was noted that copies of the Risk Register, which was reviewed by the FARC (18 March), were circulated to members in advance of this meeting.

Risks that remained 'amber' (there are no red ones) were briefly discussed:

- Risk 4 – 'poor governance of a member leads to the sectors reputational damage' - remains amber because the Garda vetting issue has resulted in members being compromised in terms of best practice.
- Risk 6 – 'members leave the network' – we are fairly comfortable that this will not be the case in the foreseeable future, but as the invoicing for the new fee structure won't take place until September, we have to continue to watch this closely.

Decisions:

- The following risks will move from 'green' to 'amber':
 - ✓ Risk 7 (Income declines) will move from 'green' to 'amber' in recognition of the impact the Covid-19 pandemic is likely to have on our income streams. If members experience a drop in public funding it will have a knock on effect for Dóchas in terms of their ability to pay fees and purchase tickets for our conference. The crisis will also impact on our ability to secure corporate sponsorship.
 - ✓ Risk 13 (health and safety of staff) will move from 'green' to 'amber' because of the threat posed by Covid-19, although strong mitigation efforts are in place, including going virtual for all staff so that they can work from home.
- Covid-19 will be added (as Risk 15) to the Risk Register for the duration of the emergency.

13. Other Business

13.1 Board Nominations

Decision:

- Due to time constraints it was agreed that discussion on this item will take place by email over the coming days.

14. Dates of future meetings

The next Dóchas Board meeting will take place on 7 May 2020. The AGM will be held on 24 September 2020 (date TBC).

Chairperson:.....

Date:.....