

Dóchas
The Irish Association of Non-Governmental Development Organisations

Dóchas Board 83 (2-21)
25/03/21

Dóchas Board

held via Zoom on
Thursday, 25 March 2021 at 9.30am

M i n u t e s

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)
External Board evaluator – for Agenda item 5
Anna Farrell (Finance and Operations Manager, Dóchas) – not in attendance for item 5
Louise Finan (Head of Programme and Policy) – for Agenda item 6

1. Apologies and Agenda

There were no apologies and no changes to the Agenda as circulated.

2. Declaration of Conflicts of Interest

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

3. Minutes of Board Meeting

The Board approved the Minutes of the 82nd Board meeting (28/01/21): Sarah O'Toole (Proposed), Niamh Carty (Seconded).

Notes on the last exchange with Irish Aid (28/01/21) were circulated with the pack.

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:

- Niamh, Siobhán and Louise will be stepping down from the Board at the AGM. The Chairperson thanked them for their commitment and for the expertise they brought to the

Board. Their contribution was hugely valued and valuable and we will miss them greatly. Louise has agreed to remain a member of the sub-committee on HR and Remuneration.

- We will have five member Director vacancies to fill at the AGM. We currently have three nominations, but expect two more.
- Grace will also be stepping down, having completed her first three-year term on the Board, but has indicated her willingness to stand for election to serve a second term.

Decisions:

- The Board will recommend to the AGM that Grace be appointed to serve a second term on the Board. Finola Finnan (Proposed). Paul O'Brien (Seconded).
- We will revise the to-do list so that it is clear what has been done and what remains outstanding.

5. Report on the Board external evaluation

The external evaluator joined the meeting for this agenda item only.

As agreed, we conducted an external Board assessment in line with our policy to do so every three years. The consultant's (from the Carmichael Centre) summary report and recommendations were circulated in advance.

Recommendations agreed:

- Aim to fit in a short 'board-only time' regularly. Ideally it would be at the end of each meeting but it may not be feasible
- Be forward looking in terms of the content that is discussed at the Board
- While it was noted that Dóchas needs to consider its engagement with other key Government Departments, such as agriculture, Irish Aid should remain our primary focus for these exchanges.
- The composition and diversity of the Board should be considered to reflect the findings and direction of the new strategic plan. It was felt to be about getting the right expertise, noting the huge benefits of our current external directors.
- It was agreed that the FARC would continue to manage meetings with the independent auditor and therefore 'recommend' the finding to the Board. However, Directors should be invited to that audit meeting so that they can attend if they wish.
- Engagement by the Board on Dóchas new Communications strategy will be important

Actions:

- The recommendations noted here would be brought into the Board Action plan and actioned by the chair and/or Governance sub-committee
- As a broader process issue, it was agreed that in future any external evaluation should include an in-depth conversation with Dóchas management, rather than relying solely on a questionnaire. With that in mind, the evaluator agreed to join the next team meeting to assess the relationship between the staff and Board.

6. Working Groups

Dóchas' Head of Programme and Policy joined the meeting for this agenda item only.

It was noted that updates on Dóchas Peer Learning and Working Groups and on Dóchas Policy Positions were circulated to members in advance of this meeting. Following Louise's short presentation of the paper, key issues discussed included:

Role of the groups: they are the backbone of Dóchas and are valued by members particularly in relation to influencing Irish Aid and government policy. It was also noted that we shouldn't underestimate the importance of the networking space that these groups provide, beyond the technical exchange, which in turn helps to build trust among the network.

Oversight and managing risk: The recently revised Membership Handbook has been helpful in clarifying how the groups work as well as how we agree policy positions or statements. The key role for the Board is to feel confident that Dóchas is managing the peer learning groups effectively in order to deliver on pillar one of our strategic plan.

Challenges: Supporting, managing and engaging with 12 groups represents a considerable investment in terms of staff time, but is it too much? We do feel that we can manage the groups as they stand, while accepting that some will be more active than others. However we need to think carefully about setting up new groups.

Capacity to participate in and chair the groups will remain an on-going issue. The Caplor training has been useful in strengthening a sense of shared ownership. However, we do ask Directors (especially of larger organisations) to continue to encourage personnel to step forward where possible.

Actions:

- Dóchas to investigate the use of 'Slack' as a possible means to encourage better communication within/between the various groups.
- Board members are always welcome to join working group meetings.

7. Presentation of Director's Report and Financial Statements for the year ended 31/12/20

It was noted that copies of the Report and Financial Statements for the year ended 31 December 2020 together with the auditor's (Crowe) letter of representation and management letter were circulated to members in advance of this meeting. Directors had been given the opportunity to feed into the Directors report and their changes had been taken on-board in the final document.

The financial statements and management letter had been presented to the FARC (9 March) by Ms O'Hanlon (Crowe). The sub-committee had 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.

Decision:

- The accounts were approved: Senan Turnbull (Proposed), Siobhán McGee (Seconded).

Actions:

- The letter of representation as well the financial statements will be digitally signed by the Chairperson and Treasurer in their capacity as Directors of Dóchas.
- The signed letter of representation as well the signed copies of the financial statements will be returned to the Auditor by email copying the signatories so that they are aware that their digital signatures have been assigned to those documents.

8. Revised 2021 Budget and Reserves

Copies of the revised budget for 2021 together with an explanatory note was circulated to members in advance. It had been agreed at the last Board meeting, that a proposal to manage our reserves would be brought to this meeting. The budget revision therefore included an increase in activities as well as a proposal to offer a one-off members' fee reduction in 2021. The Board was asked to agree the level of the reduction, between €10k to €20k, as well as how it would be disbursed.

- The Treasurer noted that we had an unrestricted surplus of €31k in 2020. We had budgeted for a deficit but COVID restricted our ability to spend on some areas. In 2021 we can expect the deficit to be as high as €100k, but we will continue to have a small amount of extra reserves.

- In considering the amount to offer by way of a fee reduction, it was accepted that it is hard to judge how much members' incomes were impacted in 2020. In general, fundraising was not hit as hard as expected. However, there is very real sense that unrestricted income is under pressure and that small members in particular are struggling and therefore would welcome a fee reduction.
- To offer a fee reduction fairly, it was important to apply it to all members to avoid one-off case-by-case requests which would undermine trust in the process. It was also stressed that we needed to message to members that we don't expect to set a precedent whereby members will expect a similar arrangement in future years. The strengthening of our reserves policy should help in that regard.
- Our high dependency on Irish Aid was noted as an ongoing concern.

Decisions:

- The majority of Directors favoured a once-off fee reduction of approx. €15k which would give 85% of members the larger percentage of the reduction.
- The revised budget for 2021 was approved: Peter McDevitt (Proposed), Louise Supple (Seconded).

9. CEO Performance Review

It was noted that the CEOs annual performance review was satisfactorily completed by the Chairperson and Vice Chairperson in February and new objectives set. A fuller discussion on the CEOs performance by the Board had taken place at the December meeting in order to agree her contract extension.

10. Report by the CEO

The CEO Report was circulated in advance. A short update included:

- The team are safe and well and while the first quarter has been busy, everyone has worked very hard.
- We have had three recent events with the Joint Committee on Foreign Affairs, including an informal briefing about the Dóchas network where we presented our virtual aid map.
- The strategy process remains intense as we try to get members as involved as possible.
- Plans for the AGM are underway and we are delighted that the Irish Ambassador to the UN, Geraldine Byrne Nason has agreed to join on the first day (12 May). The second session will focus on our "Reimagining the future of INGO" project which is a key strand of our strategic planning process.

The Board noted that a huge amount of work has gone on during the first quarter and expressed its appreciation to the CEO and the team in that regard.

Action:

- Board members to encourage their teams to participate in the Strategy workshops.

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

The minutes of the last meeting (9 March) together with a financial report covering the period 1 January to 28 February 2021 were circulated to members in advance. It was noted that the tender process for the audit was ongoing in line with our procurement policy.

12. Report from Sub-Committee on Governance

The minutes of the last meeting (10 March) were circulated to members in advance. It focused on the Board nominations process, the review of the Governance Manual, the review of our Code of Conduct for non-Directors (for discussion under item 16) and our Protected Disclosures Policy.

Actions:

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

13. Report from the sub-Committee on Remuneration and HR

Minutes of the last meeting (10 Feb) were circulated to members in advance. It was noted that the CEO's contract extension has been finalised and that the committee is working with Adare on salary scales.

14. Applications for Membership

It was noted that applications for full membership have been received from two organisations: Salesian Missions – Don Bosco Aid Ireland, and Edmund Rice Development. 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 both applicants to the members at the AGM. Finola Finnan (Proposed), Siobhán McGee (Seconded).

15. CRF Standards 1 and 2

To ensure the Board is in a position to sign off on the new reporting form (CRF) of the Charities Governance Code (CGC) by October 2021, it was asked to review the first two standards, copies of which were circulated in advance of this meeting. The full CRF has been reviewed by the Governance sub-committee and an action plan drawn up. Dóchas is working towards being in full compliance with all the standards by the end of the year.

Decisions:

- The Board approved standards 1 and 2 of our Charities Governance Code Compliance Record Form (CRF). Peter McDevitt (Proposed), Grace Milton (Seconded).

16. Code of Conduct for Board Members

The Sub-committee on Governance (13 Jan) recommended the approval of this updated code of conduct (copies circulated in advance). It has been updated to reflect the importance of safeguarding, as well as adding a requirement that external Board members need to inform the chair if they change their role and/or organisation during their term in office to avoid any conflict of interest.

Decision:

- The Board approved the revised Code of Conduct for Board Members. Finola Finnan (Proposed), Martina Fitzgerald (Seconded)

17. Code of Conduct for Non-Directors participating on Board Sub-committees

The Sub-Committee on Governance (10 Mar) is recommending this revised Code (copies circulated in advance) which includes a section on safeguarding.

Decisions:

- The Board approved the revised Code of Conduct for non-Directors participating on Board Sub-committees. Finola Finnan (Proposed), Martina Fitzgerald (Seconded)

18. Review of the Risk Register

The Treasurer said that the Risk Register, copies of which were circulated to members in advance of today's meeting, was reviewed by the sub-committee on Finance, Audit and Risk (9 March).

It was noted that:

- Risk 4 (poor governance) remains amber for the reasons identified in the 'Actions' column. One member was in the news recently.
- Risk 12 (poor health & safety) remains amber as we continue to manage restrictions around COVID, working from home and look after the wellbeing of the team. We ran a team session with Caplor (Jan.), employees have access to an EPA and we are looking at hosting a resilience workshop for the team in May.

Given the importance of risk management to Dóchas' governance it had previously been recommended to include this item higher up the agenda.

Decisions:

- The Risk Register was noted and accepted without change.
- We will move this up on the agenda to allow more time for a broader discussion at our next meeting.

19. Other Business

There was no other business.

20. Dates for future Board Meetings and for AGM and Conference 2021

- **AGM and Conference 2021:** The AGM/Conference will take place on 12 May from 10am to 1pm and on 13 May from 9.30am to 12.30pm. Members will receive a save the date notice during the week of 29 March and the AGM pack will be sent out on 20 April.
- **Board Meeting dates in 2021:** Meetings will take place at 10am on the following dates in 2021: 24 June, 23 September and 25 November

Chairperson:.....

Date:.....