

# Dóchas

## The Irish Association of Non-Governmental Development Organisations

Dóchas Board 84 (3-21)  
24/06/21

### Dóchas Board

held via Zoom on  
Thursday, 24 June 2021 at 9.30am

### Minutes

**Present:** Finola Finnan (Trócaire) Chairperson  
Sarah O'Toole (CBM Ireland) Vice Chairperson  
Peter McDevitt (Self Help Africa) Treasurer  
Paul O'Brien (Plan International Ireland)  
Una Murray (Sightsavers)  
John Moffett (Misean Cara)  
Bobby McCormack (Development Perspectives)  
Lucia Ennis (Concern Worldwide)  
Eamon Sharkey (GOAL)  
Grace Milton (External Board Member)  
Martina Fitzgerald (External Board Member)

**In attendance:** Suzanne Keatinge (CEO of Dóchas)—not in attendance for item 9  
Anna Farrell (Dóchas Finance&Operations Manager)—not in attendance for item 9  
Louise Finan (Dóchas Head of Programme and Policy)—for Agenda item 10  
Olwyn Enright (Dóchas Advocacy Consultant)—for Agenda item 10

**Apologies:** Senan Turnbull (External Board Member)

#### 1. Welcome to new members

The Chairperson welcomed Bobby, Eamon, John and Lucia to their first Board meeting and congratulated Peter and Grace on their re-election to serve a second 3-year term.

It was noted that all four new Board members have received an induction pack and have had induction meetings with the CEO. It was also noted that all new and re-elected Board members have returned their signed letter of appointment, Code of Conduct and Conflict of Interest Disclosure Form.

#### 2. Apologies and Agenda

There was one apology (noted above). It was agreed that items 10 (Strategy process and evaluation) and 11 (ODA Campaign) would be switched.

#### 3. Declaration of Conflicts of Interest

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

#### **4. Minutes of Board Meeting & AGM**

The Board approved the Minutes of the 83<sup>rd</sup> Board meeting (25/03/21): Sarah O'Toole (Proposed), Paul O'Brien (Seconded).

It was noted that copies of the draft minutes of the 2021 AGM (held on 12 May) were circulated to the Board in advance of this meeting.

Notes on the last exchange with Irish Aid (25/03/21) were circulated with the pack.

##### **Actions:**

- The AGM minutes will be presented to the membership at the 2022 AGM (date TBC) for formal approval.

#### **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 this meeting. There is one outstanding item, which involves investigating the use of 'Slack' to improve working group communications, which will remain on the to-do list going forward.

#### **6. Election of Dóchas Officers**

##### **6.1. Vice Chairperson**

Sarah O'Toole has indicated her willingness to serve a further term in this capacity.

##### **6.2. Company Secretary**

Peter McDevitt has indicated his willingness to serve a further term in this capacity.

##### **6.3. Treasurer**

Our current Treasurer (Peter McDevitt) must step down as he has served the maximum term (3 years) allowed under our Constitution. We had hoped that the incoming Chairperson of the FARC (Colette Harte, UNICEF Ireland) could be elected to this role but are constrained by our Constitution which requires that the Treasurer role is held by a Director. The Treasurer is required to sit on the FARC but the bulk of the work in relation to the role will be carried out by Colette and Peter. There were no nominations for this role ahead of the Board meeting.

##### **Decisions:**

- It was unanimously agreed that Sarah would be re-elected to the post of Vice Chairperson and Peter to the Company Secretary position.

##### **Actions**

- Directors are asked to come forward to fill the Treasurer role and to discuss their interest with CEO and the Chair. An option to be considered is a six-month posting for two members. The Chair and CEO will follow up to ensure that a nomination is secured ahead of the next meeting.
- Directors are encouraged to consider joining one of our three sub-committees (Finance, Audit and Risk, Governance, and Remuneration and Human Resources).

#### **7. 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 (1 June).

It was agreed to:

- Move Risk 11 (staffing gaps or turnover) from green to amber particularly in light of the CEO recruitment.

It was also noted that:

- Risk 4 (poor governance) remains amber particularly as there have been a number of negative governance stories about members in the media. We expect to develop a short governance statement for the website and are chasing members' signatories in relation to the Handbook
- Risk 12 (health and safety of staff) remains amber as we continue to manage restrictions around COVID, working from home and look after the wellbeing of the team.

**Action:**

- Dóchas to share our (draft) messaging on the Bóthar issue for information
- Dóchas to check that email to members about Handbook signatory has gone out as not all Directors were aware of it.

**Decision:**

- The Risk Register was noted and accepted without change.

## **8. Strategy Process and Evaluation**

The CEO said that the first two phases of the process are almost complete (see section 2.2 of CEO report) but we need direction from the Board on the final strategic design/decision-making phase. There is a question mark as to whether it's best to wait until a new CEO is on-board so that they can put their stamp on the direction of the strategy. It's important to note that any delay would need to be negotiated with Irish Aid. The team is keen to be fully involved in the process and so we have scheduled 3 team meetings in July and August to draft a strategy framework (i.e. vision, mission, values and key objectives) which we would then bring back to the Board in September for discussion.

During a general discussion it was felt that engagement with the membership will be an important part of the process. Similarly, it would be important that the new CEO is involved in some way, and at least has some oversight of the final strategy before it is signed off.

**Decisions:**

- We will negotiate with Irish Aid to see if it might be possible to delay delivery of the new strategy to March to give us time to involve the new CEO in the process.
- The team will develop a draft strategy for discussion with the Board in [9 September, 14:30 – 17:00].

## **9. ODA Campaign**

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

A briefing paper on the Campaign was circulated to members in advance of this meeting. Our pre-budget submission, which included slightly revised asks, was circulated to all members yesterday for comment and feedback.

Louise and Olwyn gave a presentation focusing on the campaign's background, strategic objectives, key policy messages as well as on the public and political engagement aspects of the campaign. The campaign needs to influence the outcome of Budget 2022 and build a strategy which can be refined and used during 2022 and 2023. The key message is Now More than Ever, Ireland *needs to get back on track* to reach the target of spending 0.5% of GNI by 2025, in order to reach 0.7% of GNI by 2030.

Board members welcomed the campaign and nuanced messaging.

It was mentioned that Dóchas should look at establishing a more permanent policy sub-committee to help support these kinds of campaigns.

**Action:**

- Tweak the messaging in the pre-budget submission using language around 'the pace of increases to ODA' and messaging that COVID is endanger of eroding 'all the gains around development' that we've made over decades.

## **10. Report by the CEO**

The CEO Report was circulated in advance. Suzanne focused on:

- **Evaluation of Dóchas AGM and Conference** (12 and 13 May): Copies, including recommendations, were circulated in advance. It was suggested that we should track the profile of attendees in future, other than CEO's, so that we can target attendance by younger people/activists.
- **Transitioning:** The CEO's focus in advance of her departure (17 Sept) will be on: the strategy; the global solidarity workshop with Hugo Slim and Sonja Hyland (8 July); Getting the office ready to enable staff to return safely and putting a blended working policy in place (by 3 Sept); and Budget Reforecasting (for FARC on 31 Aug). Following the CEO Forum (Feb.) she had planned to convene a series of informal coffee meetings for CEOs but now won't have time to do that.

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

The minutes of the last meeting (1 June) together with a financial report covering the period 1 January to 30 April 2021 were circulated to members in advance. In addition, it was noted that we have budgeted for a 10% increase from 1 July, but it now seems likely that the increase will be deferred to 1 July 2023, which will have implications in terms of this year's budget.

## **12. Report from Sub-Committee on Governance**

The minutes of the last meeting (9 June) were circulated to members in advance. It was noted that the sub-committee request that the FARC check Dóchas' robustness relating to financial controls in light of recent sector scandals. In response the chair of the FARC said it was discussed briefly at the last meeting, and that he is comfortable with what we have in place (e.g. Finance Manual, Procurement Policy). We also have a very strong FARC in place, which has three fully qualified accountants among its membership.

## **13. Sub-committees Terms of Reference**

It was noted that revised Terms of Reference (ToR) for the Board's sub-committee's on Finance, Audit and Risk and on Governance were circulated to members in advance. The revised ToR have been approved by both committees and are submitted here today for formal sign-off by the Board.

**Decisions:**

- The Board approved the ToR for the sub-committee on Finance, Audit and Risk. Finola Finnan (Proposed), Peter McDevitt (Seconded).
- The Board approved the ToR for the sub-committee on Governance. John Moffett (Proposed), Grace Milton (Seconded)

## **14. CRF Standard 3 & 4**

To ensure that the Board can sign off on our Charities Governance Code (CGC) Compliance Record Form (CRF), it was asked to review the standards 3 and 4, copies of which were circulated in advance of this meeting. We have made good progress in terms of completing the form and gathering the evidence and are working our way through what needs to be done if we are to be fully compliant with all 6 standards by the 31 October reporting deadline. The final two standards (i.e. 5 and 6) will be brought to the September meeting and the Board will then need to sign off on the entire CRF and decide whether to aim for declaration A or B in terms of our level of compliance in advance of the CRA's October deadline.

It was noted that:

- the Sub-Committee on Governance has set up a small group to review the Constitution (Ref: section 4.1 of CRF) with a view to bringing a revised version to the AGM in 2022.
- the FARC agreed that we would increase our insurance cover (Ref: section 4.6 of CRF) to include to Directors and Officers Liability and Professional Indemnity policies.

The Chairperson thanked the sub-committee on Governance for their work on the CRF.

### **Decisions:**

- The Board approved standards 3 and 4 of our Charities Governance Code Compliance Record Form (CRF).

## **15. Employee Handbook**

The Handbook had been substantially revised with input from Adare Human Resources, the Sub-committee on Human Resources and the Dóchas team. It has been discussed with the Sub-committee on Remuneration and Human Resources on three occasions and the committee is happy to recommend it to the Board for approval.

### **Decision:**

- The Board approved the revised Employee Handbook. Una Murray (Proposed), Sarah O'Toole (Seconded)

## **16. Safeguarding Code**

This Code was developed in 2019 but was never been formally signed off by the Board.

### **Decision:**

- The Board formally approved the Safeguarding Code. Una Murray (Proposed), Sarah O'Toole (Seconded)

## **17. Protected Disclosures Policy**

This policy (formerly Whistleblowing Policy) has been completely revised, with the support of Adare Human Resource Management, and is in line with current Irish and forthcoming EU legislation. The policy was approved by the Sub-committee on Governance (9 June) and is submitted here today for formal sign-off by the Board.

### **Decision:**

- The Board approved the Protected Disclosures Policy. Finola Finnan (Proposed), John Moffett (Seconded)

## 18. Data Protection/GDPR Policy Revision

This policy has been revised, with the support of Adare Human Resource Management, and is in line with current legislation. The policy was approved by the Sub-committee on Finance, Audit and Risk (1 June) and is submitted here today for formal sign-off by the Board.

### Decision:

- The Board approved the Dóchas Data Protection Policy. Eamon Sharkey (Proposed), Lucia Ennis (Seconded)

## 19. Governance Manual

The Manual has been substantially revised, with new sections added (CEO recruitment, delegation of authority to Sub-Committee to review Dóchas policies, recruitment of Member and External Board members, blended approach to Board meetings, external advice to Board members, etc). It is a holding document as it will require further work once our Constitution has been reviewed. The manual was approved by the Sub-committee on Governance (9 June) and is submitted here today for formal sign-off by the Board.

### Decision:

- The Board approved the Governance Manual. Martina Fitzgerald (Proposed), Peter McDevitt (Seconded)

## 20. Board Dates

- The **next Board meeting** (currently scheduled for 23 September at 10am) will be moved to 3 September. Agenda items will include: CEO recruitment update and decision, reforecast budget, and CRA Compliance Record Form. Suzanne to circulate Doodle Poll to check availability.
- The Board Away Day will be replaced with a **workshop**, to be held on [9 September, 14:30 to 17:00), to finalise the **new strategy framework**.

Chairperson:.....

Date:.....