

Dóchas  
The Irish Association of Non-Governmental Development Organisations

Dóchas Board 85 (4-21)  
03/09/21

**Dóchas Board**

held via Zoom on  
Friday, 3 September 2021 at 11.30am

**M i n u t e s**

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

**In attendance:** Suzanne Keatinge (CEO of Dóchas)–not in attendance for item 6  
John Fitzsimons (Interim CEO, Dóchas)–attendance for SP discussion (item 9)  
Anna Farrell (Dóchas Finance&Operations Manager)–not in attendance for item 6

**Apologies:** Una Murray (Sightsavers)  
Martina Fitzgerald (External Board Member)

**1. Apologies and Agenda**

There were two apologies (noted above).

**2. Declaration of Conflicts of Interest**

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

**3. Minutes of Board Meeting and Notes from Irish Aid Exchange**

The Board approved the Minutes of the 84<sup>th</sup> Board meeting (24/06/21): Grace Milton (Proposed), Paul O'Brien (Seconded).

Notes on the last exchange with Irish Aid (24/06/21) were circulated with the pack.

**4. Matters Arising and To-do List**

Most of the items on the to-do list, with the exception of the following, have either been completed or will be addressed during this meeting:

- Paul agreed to step forward as treasurer for the remainder of his term. He will be supported by Peter, who was re-elected as Chairperson of the FARC at their last meeting. Dóchas is still looking for new Directors to join this sub-committee

- The AGM minutes will be considered approved by the Board as we received no feedback. They will go to the 2022 AGM for formal approval.
- The action noted around the use of 'Slack' needs to remain on the to-do list as it hasn't been acted on yet.

Additional issues noted include:

- The FARC has agreed to review Dóchas' financial procedures and controls, particularly in relation to credit card use, in advance of its next meeting (9 Nov.) to ensure our processes are robust.
- Una and Bobby agreed to join the sub-committee on Human Resources and Remuneration and John has joined the sub-committee on Governance.

**Decision:**

- Paul was unanimously elected Treasurer. Finola Finnan (Proposed). Peter McDevitt (Seconded).

**Actions:**

- New Directors are asked to come forward to join the sub-committee on Finance, Audit and Risk to ensure future representation of the Board on that committee.

## **5. Review of the Risk Register**

Following a review of the Risk Register by the sub-committee on Finance, Audit and Risk (1 Sept.) an updated version was circulated to members in advance of this meeting.

It was recommended to move Risk 7 (Income declines) from green to amber in light of the uncertainty around the timing of the Irish Aid grant.

The following amber risks were also discussed:

- Risk 4 (poor governance of members) remains amber for the reasons identified in the 'Actions' column. It was noted that the CEO expects to meet with the Regulator as part of an informal dialogue with other platform CEOs, and will raise members' concerns around the CRA's process for reporting investigations. These investigations are placed in the public domain before the organisations' concerned are given a right to reply and before they are properly investigated. Other governance issues raised by members include the burden of the Governance Code reporting especially for smaller agencies; and the duplication of compliance checks between Irish Aid and the CRA. On the latter we expect to do a detailed mapping to understand where the duplication may occur.
- Risks 11 (staffing gaps and turnover) and 12 (health and safety of staff) remain amber as we re-introduce office working and endeavour to do everything we can to protect the team from COVID-19. We will be trialling a hybrid model from 20 September, requiring staff to work from the office one-day a week, moving to two-days a week from 18 October. It was noted that the team are understandably nervous about returning to the office particularly where it involves the use of public transport so we will need to be adaptable. We expect to finalise a blended remote working policy in the new year.

## **6. Recruitment of CEO (private meeting of the Board)**

Suzanne and Anna left the meeting for the discussion on this item only.

The Chairperson and Vice-Chairperson gave an update on the outcome of the final interview stage. The proposal is to offer the role to Jane-Ann McKenna who comes with significant expertise in the sector. The Board endorsed the decision. They congratulated all involved in a very good process.

Finola thanked Sarah O'Toole, Martina Fitzgerald, Senan Turnbull and Una Murray for their

engagement in the process and will notify the Board when the position has been accepted. A communication plan for informing staff, Irish Aid and members has been agreed.

## **7. Reforecast budget**

The Q3 reforecast budget, copies of which were circulated to members in advance, is recommended by the FARC, following its meeting on 1 Sept.

The chair of the FARC noted that while free reserves are likely to be higher than expected the committee was comfortable with this given the fluid situation in relation to staff transition, and the volatility that's likely to exist in the economy over the next 12-18 months. Having a reserves cushion is prudent whilst aiming to reduce it over the longer term.

Expenditure for the remainder of the year is on track and we are confident that we will spend down both Irish Aid grants. However, we do need to recruit a new Worldview Project Coordinator so there may be a short delay with that budget line.

It was noted that the increase in operational costs relates to the hiring of a recruitment firm to hire a new CEO, which was not previously foreseen.

The Chairperson said that it would be helpful to have an analysis of structural costs, particularly around staffing over the longer term (e.g. 3 to 4 years) so that we can see what that means in terms of having sufficient resources to cover those costs.

### **Decision:**

- The Board approved the Q3 Reforecast Budget. Peter McDevitt (Proposed). Sarah O'Toole (Seconded).

### **Action:**

- Consultant, Eileen Ryan, to be asked to conduct an analysis of structural costs over a 3-4 year period.

## **8. Charities Governance Code Compliance Record Form**

Copies of the Dóchas Charities Governance Compliance Record Form together with a workplan outlining the actions that still need to be taken in order to be fully compliant were circulated to members in advanced. It was noted that the Board already approved standards 1 to 4 and today is being asked to approve standards 5 and 6 and also to decide, with the support of the Sub-committee on Governance, whether Dóchas will sign off on Declaration A, B or C when it comes time to report on compliance (by 31 Oct.).

The chair of the Governance sub-committee recommended that the Board sign a "Declaration B" this year, but is confident that we will achieve A standard in 2022. He noted that we have made very good progress in complying with all the standards but that there are still a few outstanding issues as outlined in the workplan.

It was noted that there is an expectation among members that Dóchas, as the representative body, should be exemplary in its approach to good governance. That said, we need a bit more time to be fully comfortable that we have met all the new expectations.

### **Decisions:**

- The Board approved standards 5 and 6 of our Charities Governance Code Compliance Record Form (CRF). Senan Turnbull (Proposed). John Moffett (Seconded).
- The Board agreed that we would sign off on Declaration B this year, working towards Declaration A in 2022. Finola Finnan (Proposed). Paul O'Brien (Seconded).

### **Action:**

- Actions outlined in workplan need to be followed up by Dóchas/Board and/or at sub-committee level.

## 9. Report by the CEO

*[John Fitzsimons joined the meeting]*

The CEO Report was circulated in advance, and the following key points raised:

- **Worldview Project:** The Project Coordinator resigned in mid-July so we will be seeking a replacement. She has left the project in a good place and feedback from Irish Aid has been very positive. However, there is an urgency around submitting a new proposal to Irish Aid to secure funding for the project in 2022. It was noted that members are really engaged with the project so we don't want to lose the momentum.
- **ODA Campaign:** Dóchas was congratulated on the fantastic campaign so far.
- **Strategy Process:** we hired a strategy consultant, Kieran Murphy, over the summer, who has worked well with the team to design a very initial draft. However, we are now anxious for Board involvement, so we are looking for Board participation in two further meetings. It was also accepted that we would be hoping to include the new CEO in the process as much as possible, pending the timing of their appointment.

### **Actions:**

- The incoming CEO will be contacted when appropriate to secure opportunities to involve her in the strategy process
- Board to fill out a doodle poll to meet for a brainstorming session during the week of 13 September
- Board members to complete a doodle poll to agree a meeting on either on 27 September and 1 October for that final strategy session.

## 10. Sub-Committee on Human Resources and Remuneration – Terms of Reference

It was noted that revised Terms of Reference (ToR) for the Board's sub-committee on Human Resources and Remuneration was circulated to members in advance, as the committee is seeking formal sign-off.

### **Decision:**

- The Board approved the ToR for the sub-committee on Human Resources and Remuneration. Paul O'Brien (Proposed), Lucia Ennis (Seconded).

## 11. Other Business

**11.1.** The Board welcomed John Fitzsimons, who has been appointed interim CEO. John introduced himself and gave a brief synopsis of his background and past experience with Dóchas.

**11.2 Farewell for Suzanne:** The Chairperson, on behalf of the Board, expressed huge thanks and appreciation to Suzanne for her engagement with the Board and for all she has achieved since joining Dóchas (22/02/16). It has been a huge pleasure to work with her. She has brought fantastic energy and enthusiasm to the role as well as an increased level of professionalism to the pack that we receive in advance of meetings. We will have an opportunity to show our appreciation properly on 17 September.

## 12. Board Dates

The **next Board meeting** will take place on Thursday, 24 November 2021 at 9.30am.

Chairperson:.....

Date:.....