

Dóchas

The Irish Association of Non-Governmental Development Organisations

Dóchas Board 86 (5-21)
25/11/21

Dóchas Board

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

Minutes

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)
Una Murray (Sightsavers)
Eamon Sharkey (GOAL)
Grace Milton (External Board Member)
Senan Turnbull (External Board Member)
Martina Fitzgerald (External Board Member)

In attendance: Jane-Ann McKenna (CEO of Dóchas)
Anna Farrell (Dóchas Finance & Operations Manager)

Guest: John Fitzsimons (Fifth Story) – for Welcome and Thank you section only

Welcome and Thank you: The Chairperson opened the meeting by warmly welcoming Jane-Ann, who took up the CEO position on 8 November, and thanking John, who recently completed a dynamic twelve weeks as Interim CEO. The transition between Suzanne's departure and Jane-Ann's arrival has been very smooth.

In introducing herself, Jane-Ann said that she is delighted to be here. It has been a very busy few weeks, with much of the focus on the new strategy. There has been quite a bit of progress in that regard and she is very excited about the next five years.

John thanked the Board for affording him the opportunity to undertake the interim CEO role. He has huge respect for Dóchas, its members and for the genuine power of the collective. Great credit is due to the team, they required little support and just got on with their work. He thanked Finola for her support.

Refresher on Board Governance: Senan gave a short presentation on governance focusing in particular on the role and duties of Directors under the Charities Act 2009 and Companies Act 2014 and touching on compliance with the Charities Governance Code. Dóchas is in a very good place in terms of its compliance with the Code. It was noted that Senan ran a series of workshops in Q1 to assist members in understanding the requirements of the Charities Governance Code and is available to run a second series in 2022 should the need arise.

Action:

- Anna to circulate Senan's presentation to all Board members.

1. Apologies and Agenda

There were no apologies but the Board noted that three members (John, Grace and Bobby) had to leave at 11am. It was agreed that we will add a private session of the Board to the agenda if time permits.

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 85th Board meeting (03/09/21): Sarah O'Toole (Proposed), Paul O'Brien (Seconded).

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:

- No new Directors have come forward to join the sub-committee on Finance, Audit and Risk.
- Our Annual Report to the Charities Regulator, which includes details of our compliance with the Charities Governance Code was filed on 19 October.

Decisions:

- Lucia agreed to join the sub-committee on Finance, Audit and Risk.
- The CRA Compliance Record Form workplan actions will remain on the to-do list but the coding will change to orange as the outstanding actions are all in process.

Actions:

- Anna to follow up with the team to see what progress has been made in relation to the use of 'Slack'.
- Jane-Ann will follow up with Consultant, Eileen Ryan, regarding progress on the analysis of structural costs over a 3-4 year period.

5. Review of the Risk Register

The Risk Register was reviewed by the sub-committee on Finance, Audit and Risk on the 9 Nov. Peter said that the sub-committee recommends that:

- we conduct a fundamental review of the Risk Register;
- move Risk 7 (Income declines) from Amber to Green as discussions with Irish Aid around future funding have been positive.

Following some discussion, it was agreed that Risk 7 (Income declines) will remain Amber following a bilateral meeting held with Irish Aid in November. During this meeting Irish Aid raised concerns in regarding the dependency of Dóchas on Irish Aid funding (2020 :70%), which they would like to see reduced to less than 50%. It was noted that organisations that receive over 50% of their funding from government sources essentially come under the remit of the Comptroller and Auditor General.

It was noted that the CEO plans to look at the issue of diversifying our funding in the New Year, as part of the new strategy.

The following amber risks were also discussed:

- Risk 4 (poor governance of members) remains amber. It was noted that this is an external rather than an internal risk and as such it is outside the control of Dóchas. We can, however, look at our own internal controls and ensure that they are robust.

- Risks 11 (staffing gaps and turnover) and 12 (health and safety of staff) remain amber. Team changes, including the recruitment of our new CEO (8 Oct) and Worldview Project Manager (15 Oct) have been managed well and hand-over with the interim CEO is now complete.

Decision:

- Risk 7 (Income declines) will remain Amber.

Action:

- The CEO will look at the issue of diversifying our funding.

6. Terms of Reference for Results and Safeguarding Groups

The Terms of Reference (ToR) for the Results and Safeguarding groups were circulated to members in advance.

During a general discussion it was noted that the structure and methodology of the two ToR's are different. It was suggested that we seek to develop a standard template that would apply to all working groups going forward.

Decisions:

- The Terms of Reference for the Results Working Group were approved. Peter McDevitt (Proposed), Finola Finnan (Seconded).
- The Terms of Reference for the Safeguarding Working Group were approved. John Moffett (Proposed), Sarah O'Toole (Seconded).

7. Signatories on Dóchas cheques and bank accounts

A copy of the banks Company Supplemental Mandate was circulated to members in advance. The current Mandate needs to be updated in light of the departure of Suzanne Keatinge and two Directors who were signatories. The FARC recommends that Jane-Ann, Anna, Peter and one other Director be added to the Company Supplemental Mandate.

The credit card held by Suzanne Keatinge was cancelled following her departure and an application will be made for a credit card for the new CEO.

Decision:

- Jane-Ann, Anna, Peter and Lucia will be added to the Company Supplemental Mandate as authorised signatories on Dóchas bank accounts.
- Dóchas will apply for a credit card for the new CEO.

Actions:

- Anna to organise completion of Company Supplemental Mandate and Application for new credit card for CEO.

8. Presentation of Draft Strategy

The CEO presented the draft Strategy. Copies of the presentation together with a word version of the strategy were circulated to those present.

Members broadly welcomed the new strategy, were pleased with its overall direction and felt that the content reflects the outcome of the discussions that took place with members during the REOS project. However, they would like more time to read, digest and feedback before signing off on the document.

The CEO felt that the level of ambition is achievable but emphasised the importance of the network and financial pieces in that regard. These are the pieces we will be focusing on in year one. Some of our more ambitious plans will be reliant on securing external support/funding (e.g. the public engagement project) going forward. Measuring what success looks like will be a challenge. We need to look at how we can measure the impact of the network, focusing on where the secretariat has that role and what impact the network brings to the membership.

In terms of next steps, the CEO said that we will submit a one-year proposal, results framework and indicative budget for 2022 (the first year of the new strategy) to Irish Aid in early December and advise them that we will submit a final version of the Strategy following board approval.

Decisions:

- A final version of the strategy will come to the Board for approval at its next meeting (27 Jan).

Action:

- CEO to circulate Doodle Poll to ascertain people's availability to participate in a short session to go through feedback and questions on the draft strategy.
- Board members to review draft strategy and send comments/feedback to CEO in advance, if they are not available to attend the session.

9. Plan for Budget 2022 approval

There is a DRAFT version of the 2022 budget which will need to be revised once the strategy and results framework are finalised. This will be worked on over the coming weeks with a view to bringing a proposed budget to the next meeting of the FARC (13 Jan) and Board (27 Jan).

10. Report by the CEO

The CEO Report was circulated in advance, and Jane-Ann outlined the main highlights.

Concern was expressed about the lack of clarity on the actual increase in the ODA budget, and on where and how it would be spent. Some of the ODA budget will be spent on refugee costs here in Ireland, as this is allowed under DAC rules.

It was noted that Olwyn Enright's contribution brought real value to the ODA campaign this year. Now that her contract has ended we are looking at the political engagement strategy she developed and at how we can build on that next year.

The Chairperson said further clarity will be sought on ODA Allocation with the Director General of Irish Aid, Ruairi de Burca, in a meeting planned for 26/11/21.

11. Report from Sub-committee on Finance, Audit and Risk (including financial report)

The minutes of the last meeting (09/11/21) together with a financial report covering the period 1 January to 30 September 2021, were circulated to members in advance. In the next year, the committee plans to stress test our financial procedures and controls; undertake a review of the Risk Register (to ensure that it includes the appropriate risks and is clearer and less crowded); and liaise with the sub-committee on Governance around seeking professional external advice on insurance issues. The committee would welcome the Board's input on the framework for risk management.

The cashflow forecast shows that our free reserves are likely to be approximately €84k at year end. This figure is higher than expected and while we will aim to reduce it in the long term we feel that having a reserves cushion is prudent given the uncertainties that exist in the economic climate. This was discussed with Irish Aid during the bilateral and no concerns were raised.

Actions:

- Chairperson to share Trócaire's recently revised Risk Register with the CEO.

12. Report from Sub-committee on Governance

The minutes of the last meeting (10/11/21) were circulated to members in advance. The priorities for 2022 will be to review the Constitution, progress the outstanding items on the CRF workplan

so that we reach full compliance in 2022, look at our system for recording, reviewing and acting on complaints received, look at Board nominations/succession planning, and follow up on the action plan that came out of the Board assessments in 2020 (internal) and 2021 (external).

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

Paul gave a verbal report on the last meeting (17/11/21). The office continues to operate on a hybrid basis with individual team members deciding on their level of comfort in terms of working from the office. We are reviewing the need to account for an inflationary increase in the 2022 salaries. The CEO is benchmarking against other organisations. Contracts are in place for all staff members but they will need to be updated to take account of employment legislation over the last number of years. The committee plans to look at salary benchmarking and scales over the coming months.

The CEO said that while the hybrid policy, which requires that staff work from the office one day a week, won't be strictly enforced, she would like to meet individual team members face-to-face in December to discuss their various roles.

14. Private Session of the Board

Jane-Ann and Anna left the meeting for the discussion on this item only.

15. Other Business

There was no other business.

16. Board Dates for 2022

The **next Board meeting** will take place on Thursday, 27 January 2022 at 10am.

Subsequent meetings will take place on: 24 March, 23 June, 22 September and 24 November. The AGM will take place on 12 May.

Chairperson:.....

Date:.....