

Dóchas
The Irish Association of Non-Governmental Development Organisations

Dóchas Board 91 (5-22)
24/11/22

Dóchas Board

held in Conference Rooms 1&2, Concern Worldwide, 52-55 Lower Camden Street, Dublin 2, on
Thursday, 24 November 2022 at 10.00am

M i n u t e s

Present: Sarah O'Toole (CBM Ireland) Chairperson
Siobhán Cassidy (Trócaire) Treasurer
Lucia Ennis (Concern Worldwide)
Una Murray (Sightsavers) (virtually)
Karole Balfe (ActionAid Ireland)
Bobby McCormack (Development Perspectives)
Senan Turnbull (External Board Member)
Martina Fitzgerald (External Board Member) (virtually)

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

Apologies: Grace Milton (External Board Member)
Eamon Sharkey (GOAL)
John Moffett (Misean Cara)

1. Meeting Opening

The Chairperson opened the meeting welcoming those present and thanking Lucia and Concern Worldwide for hosting.

2. Apologies and Agenda

There were three apologies (noted above). There were no changes to the agenda as circulated.

3. Declaration of Conflicts of Interest

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

4. Minutes of Board Meeting

The Minutes of the last meeting, held on 6th October 2022, were approved: Karol Balfe (Proposed), Lucia Ennis (Seconded).

5. Notes on Irish Aid Exchange

The document on the Exchange (06/10/22) was noted.

The CEO said that Irish Aid will not be joining us today as there was nothing new to add since the last exchange. They will join us in January for a slightly longer period (30 mins).

6. 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: Karol will join the HR & Remuneration Committee and the CEO will follow up with members' HR managers regarding their availability to participate; we are awaiting clarification from our pension provider in relation to the age differential issue. Outstanding items will remain on the to-do list until they have been completed.

It was noted that there are three Board members on the sub-committee on HR & Remuneration (Una, Bobby and Karol). Una indicated that she will step down once an additional committee member has been secured.

7. CEO Report

The **CEO Report**, which was circulated in advance, was taken as read. It was noted that there was a huge amount of activity during the period covered by the report.

Emerging Issues

The CEO outlined the key areas of focus during the period covered by the Report:

- Irish Aid's new Secretary General, Joe Hackett, Director General, Michael Gaffey, and Director of the Civil Society Unit, Carina Connellan, came to the Dóchas office (14 Oct) to meet with the CEO to discuss Dóchas work and DFA priorities. They were very complimentary of our work on ODA and mentioned that cross party lobbying proved very effective in the run up to Budget 2023. The Secretary General is keen to move discussions beyond Irish Aid and across DFA. We discussed how the strong engagement with civil society around the UN Security Council (UNSC) could be adopted here in Ireland going forward.
- Political engagement, including attendance at the Sinn Fein and Fine Gael Ard Fheis, was a key focus during the period.
- Two new staff members will start over the coming days: Laura Gibbons, Worldview Project Manager (23 Nov.) and Gillian Ivory, Head of Membership Engagement (28 Nov.).
- The call for applications for our leadership course, which we will run in partnership with UCD Innovation Academy from February to May 2023, has been launched. The course is open to all members and the application deadline is 7 December.
- Dóchas partnered with the International Network on Explosive Weapons (INEW) to co-organise a civil society conference (17 Nov.) ahead of the adoption of a declaration around the protection of civilians arising from the use of explosive weapons in populated areas.

It was noted that the Good Governance Awards (announced 17 Nov.) provide an excellent opportunity to showcase the excellent work that goes on in the sector. A number of members were shortlisted this year and one member (Trócaire) won one of the 7 awards.

8. Sub-committee on Finance, Audit and Risk

8.1 Report from Committee

The minutes of the last meeting (15/11/22) together with the financial report and risk register were circulated to members in advance. The Treasurer reported that the meeting focused on reviewing the financial report, draft budget for the Irish Aid Application, risk register and Anti-Fraud & Anti-Corruption Policy. The committee is comfortable with the budget for the Irish Aid Application and doesn't have an issue with Dóchas extending the salary hosting agreement with ICVA for a further year. The committee is also comfortable that our financial position is healthy and that our year end unrestricted deficit (€57k) will be lower as savings are anticipated in some areas as outlined in the narrative.

It was noted that the Treasurer has conducted a review of Dóchas' internal financial procedures and controls, which she will discuss with the CEO over the coming days.

8.2 Review of Risk Register

The Risk Register was circulated to members in advance. It was noted that the CEO has started work on tidying the register, grouping risks together, and sorting the probability, impact and residual impact score columns. The colour codes remain unchanged since the register was last discussed by the Board (6 Oct). Further work is required but that will be undertaken as part of the committee's work programme for 2023.

Senan said that state bodies use a six category (financial; operational; reputational; health and safety; Strategic; Compliance) framework, which would be useful to look at as part of this process.

8.3 Review of Dóchas Anti-Fraud and Anti-Corruption Policy

It was noted that the Policy has been updated. The document has been reviewed by the FARC (15/11/22) and the committee is happy to recommend that it be approved.

8.4 Election of Company Secretary

The Chairperson said that now that Peter McDevitt has stepped down from the Board we have a vacancy for the Company Secretary role. Siobhán said that she would be happy to take on this role.

Decisions:

- The Board approved the revised Anti-Fraud and Anti-Corruption Policy. Siobhán Cassidy (Proposed). Senan Turnbull (Seconded).
- Siobhán Cassidy was unanimously elected to the Company Secretary role.

Actions:

- CEO and Treasurer to discuss Dóchas internal procedures and controls.
- CEO to review six category risk framework used by state bodies.

9. Strategic Topic

9.1 Dóchas-IA Strategic Partnership

The CEO presented our draft application for a strategic partnership with Irish Aid, copies of which were circulated in advance. There has been consistent engagement with Irish Aid around the development of the agreement over the last number of months.

10. Sub-committee on Governance

10.1 Report from Committee

The minutes of the last meeting (14/11/22) were circulated in advance. The meeting focused on: the process for suspending/removing a member, whether members should be required to be registered with the Charities Regulator and on the questionnaire for this year's Board Self-Assessment. All Board members will receive a link to the self-assessment survey over the coming days.

10.2 Formal Adoption of proposed changes to the Constitution of Dóchas

Copies of the revised Constitution in redline and clean format were circulated in advance. It was noted that the document has been approved by the Sub-committee on Governance. In terms of next steps, once the revisions have been agreed by the Board we will start the process with the Charities Regulator. This is expected to take three to six months and once

completed we will be in a position to bring the revised document to an AGM/EGM for formal approval.

10.3 Process for Suspending/Removing a Member

A document outlining the 'Process for Suspending/Removing a Member' was circulated in advance. It was noted that the document was approved by the sub-committee on Governance (14/11/22).

Action:

- **Anna** to circulate link to Board self-assessment survey to all Board members.

Decisions:

- The Board unanimously approved the revised Constitution and agreed that it would be submitted to the Charities Regulator. Senan Turnbull (Proposed). Sarah O'Toole (Seconded).
- The Board unanimously approved the Process for Suspending/Removing a Member. Senan Turnbull. (Proposed). Karol Balfe (Seconded).
- The results of the Board self-assessment survey will be discussed at the Board Away Day (26/01/23).

11. Policy Review

It was noted that these policies are being brought straight to the Board as they don't naturally fit with any of our Board sub-committees.

- **Acceptable Usage Policy**

The CEO said that this Policy has been reviewed and updated and is submitted here today for formal sign-off by the Board. The main changes are around working from home and taking responsibility for looking after Dóchas equipment and systems in use by individuals (staff, consultants and volunteers) undertaking work for Dóchas.

In response to a question from Karol, Anna said that our Right to Disconnect Policy forms part of our Employee Handbook (Ref: section 8, pages 36-38).

- **Online Communications and Social Media Policy**

The CEO said that this Policy has been reviewed and updated and is submitted here today for formal sign-off by the Board. The main change relates to section 7 (Employee Personal Accounts) which seeks to remind employees that what they do/say in their personal online accounts will reflect on Dóchas.

It was suggested that we add a reference to what an employee should do if they are the subject of online trolling/trailing.

Actions:

- Anna to amend the Acceptable Usage Policy to include a reference to our Right to Disconnect Policy.
- Anna to amend Online Communications & Social Media Policy to include a reference to the fact that those who find themselves the subject of online trolling/trailing should bring the matter to the attention of their line manager immediately.

Decisions:

- Policies that don't naturally sit with any Board sub-committee will in future be brought to the sub-committee on Governance for initial review.
- The Board approved the Acceptable Usage Policy subject to the above alteration. Sarah O'Toole (Proposed). Siobhán Cassidy (Seconded).

- The Board approved the Online Communications and Social Media Policy subject to the above alteration. Lucia Ennis (Proposed). Karol Balfe (Seconded).

12. Other Business

12.1. Space for sectoral meetings

The CEO said that the Dóchas office is now at full capacity, our meeting room is too small to accommodate sectoral meetings/events and as a number of our members have given up space we can no longer rely on those spaces for hosting meetings. As a result we are using external spaces (e.g. hotels, conference centres, etc), which are very costly. During 2023 we will look at how much we spend on external space as well as at how much time and effort we put into securing those spaces. At the end of that we will need to look at options, which may include looking at a shared service centre which would offer access to shared meeting space.

It was noted that the Irish Human Rights and Equality Commission have free space that might be worth looking at. We could also check with Irish Aid, DFA, Guinness Enterprise Centre, KPMG (they have a broadcasting studio) as well as other corporates to see if they have free/less costly spaces we could use for sectoral events.

Action:

- Board members to share corporate contacts with Jane-Ann.

13. Dates for meetings in 2023

The **next Board meeting** together with the **Board Away Day** will take place in person on Thursday, 26 January 2022 from 10am – 5pm (venue TBC).

Subsequent Board meetings will take place on: 30 March, 22 June, 21 September and 30 November. The AGM and Conference will take place on either 11 or 18 May (final date dependent on venue availability).

Actions:

- **Anna** to send diary invitations for Board meetings (including the Away Day), AGM and Conference to all Board members.
- **Chairperson and CEO** to draw up a broad outline for Board Away Day, which will include reviewing the results of the Board self-assessment survey.
- **All Board members** to send CEO suggestions for venues and facilitators for Board Away Day.
- **CEO** to engage a facilitator for Board Away Day.

Chairperson:.....

Date:.....