

# Dóchas

## The Irish Association of Non-Governmental Development Organisations

Dóchas Board 90 (4-22)  
06/10/22

### Dóchas Board

held in Conference Rooms 1&2, Concern Worldwide, 52-55 Lower Camden Street, Dublin 2, on  
Thursday, 6 October 2022 at 10.00am

### M i n u t e s

**Present:** Sarah O'Toole (CBM Ireland) Chairperson  
Siobhán Cassidy (Trócaire) Treasurer (virtually)  
Peter McDevitt (Self Help Africa) Company Secretary (virtually)  
Eamon Sharkey (GOAL) (virtually)  
Lucia Ennis (Concern Worldwide)  
Una Murray (Sightsavers)  
Karole Balfe (ActionAid Ireland)  
Senan Turnbull (External Board Member)  
Grace Milton (External Board Member)  
Martina Fitzgerald (External Board Member)

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

**Apologies:** John Moffett (Misean Cara) Vice Chairperson  
Bobby McCormack (Development Perspectives)

#### 1. Meeting Opening

The Chairperson opened the meeting welcoming those present and thanking Lucia and Concern Worldwide for hosting our first in-person meeting since January 2020.

#### 2. Apologies and Agenda

There were two apologies, noted above. One member (Eamon) joined at 11.20am and one member (Grace) left at 12noon. 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

It was agreed that bullet point 3, paragraph 6 of item 11 of the Minutes of the 89<sup>th</sup> Board meeting (23/06/22) would be amended to read "We need to engage more with opposition parties. A key interlocuter would help us to engage with them at a more strategic level." The Minutes, incorporating the above alteration, were approved: Sarah O'Toole (Proposed), Una Murray.

#### 5. 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: The CEO has yet to follow up on the suggestions to bolster

the membership of the HR & Remuneration committee. These actions will remain on the to-do list until they have been completed.

In response to a question from Grace, it was noted that the issue of the age differential on staff pension contributions (Ref: Staff & HR Update – June 2022) will be raised with the HR & Remuneration Committee.

**Action:**

- HR & Remuneration committee to review age differential on staff pension contributions.

## 6. CEO Report

The **CEO Report**, which was circulated in advance, was taken as read.

### Emerging Issues

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

- ODA campaign: we were delighted to welcome the €177m increase in the ODA budget, which brings the overall 2023 budget to an expected €1.22m. Through our consistent engagement with political representatives we successfully built support from number of parties who are using the language of our pre-budget submission in their communications. The campaign encouraged collaboration in the sector, and resulted in members being very engaged and talking about the same issues.
- Approximately 40% of the ODA budget goes to other government departments (e.g. Agriculture, Finance, etc). Our engagement now will be on how the money is being spent across departments and on the effectiveness of that.
- The CEO was a guest at the Fianna Fáil Ard Fheis last week and she and the Head of Programme and Policy have been invited to the Sinn Féin Ard Fheis (5 Nov) as guests.
- The RTE trip to the Horn of Africa in August, was coordinated by Dóchas with Concern Worldwide, Oxfam Ireland. Our Head of Programme and Policy accompanied the Minister and officials from Irish Aid on the trip to Nairobi and to Northern Kenya.
- A grant of €30k has been secured from the Training Links Programme and we are working with the UCD Innovation Academy to develop a leadership course for the sector.
- Recruitment is very challenging at the moment - we still have two staffing gaps:
  - ✓ Head of Membership Engagement: We put an interim arrangement in place to enable us to proceed with the member survey and mapping.
  - ✓ Worldview Project Manager: We have an interim solution in place until the end of November to enable key pieces of work to progress.
- Our Head of Programme and Policy, who chairs Coalition2030, attended the launch (5 Oct) of [Ireland's Second National Implementation Plan for the Sustainable Development Goals – 2022-2024](#).

The Board congratulated the CEO and the team on their work in relation to the ODA campaign and on the huge amount of effort involved in bringing the highly successful media/ministerial trip together. The trip contributed to keeping the focus on the issues in the run up to budget day (27 Sept.).

Senan complimented the CEO on the style of the CEO report and its focus on the elements of the strategy.

**Action:**

- CEO to look into feasibility of attending annual conferences of other political parties in an informal capacity.

## **7. Sub-committee Finance, Audit and Risk**

### **7.1 Report from Committee**

The minutes of the last meeting (23/08/22) together with the financial report, risk register and revised finance manual were circulated to members in advance. Peter said that the meeting focused on reviewing the financial report, risk register and finance manual. The committee is 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.

Senan complimented the team on the clarity of the finance narrative.

### **7.2 Review of Risk Register**

Following a review of the Risk Register, the FARC recommends that Risks 4 (poor governance of a member) and 7 (income declines) be moved from Amber to Green. The CEO said that we are comfortable that we are doing what we can to mitigate Risk 4. In relation to Risk 7, we are in a solid position with our primary funder and are confident that they will fund us for the next four years.

During a general discussion the following points were raised:

- Risk 4: the probability (4) is too high and the Impact (2) is too low. It was suggested that the scores be inverted.
- The increase in political engagement brings benefits but also increased risk, which needs to be reflected in the register.
- The Risk Register should align with our Strategy and respond to the strategic focus.
- A strategic review of our risk approach should be undertaken.
- The Charity Regulator's [Risk Management for Charities](#), may help with the review process.

It was noted that a review of the framework for risk management is on the FARC's to-do list. The committee is currently waiting for some organisations to finalise their own frameworks so that they can be used to assist with the process.

### **7.3 Review of Dóchas Finance Manual**

It was noted that the Manual has been updated, with the main change being the inclusion of a section on fraud prevention (Ref: section 5.3). The document has been reviewed by the FARC and the committee is happy to recommend that it be approved.

#### **Decisions:**

- The Board agreed that Risks 4 and 7 would be moved from Amber to Green.
- The Board approved the revised Finance Manual. Senan Turnbull (Proposed). Siobhán Cassidy (Seconded).

#### **Actions:**

- CEO to look at probability and impact columns in relation to Risk 4.
- CEO to look at adding a risk around political engagement.
- Board members to send their organisational Risk Frameworks to the CEO.

## **8. Strategic Topic**

### **8.1 Check in on Progress against Strategic Plan**

The CEO gave a presentation outlining high level progress against our strategic ambition:

**Network:** The network delegate piece has been launched and the survey and mapping piece, which will be the first step towards how we will grow and develop our network, is underway.

**Transform:** The Safeguarding Working Group is leading on a series of 4 sessions on safeguarding (1 - 10 Nov). As part of Charity Trustees' Week (14-18 Nov), the group will host an event to raise awareness of the roles and responsibilities of directors and trustees around safeguarding (details to follow). The review of the Code of Conduct on Images and Messages is underway. We have engaged with members on this. We don't anticipate that the Code will change dramatically but we want to check that it's still fit for purpose before we move to reinvigorate it and bring it more alive. We initiated a discussion on Locally Led Development (LLD) at our annual conference (May) and incorporated it into the mapping piece to see where there is interest among members to collaborate on particular topics.

**Influence:** we have implemented our political engagement and ODA strategy over the last number of months with meetings with political representatives and their advisors, the Horn of Africa event (14 June), the RTE/Ministerial visit to the Horn (27-31 Aug.), pre-budget submission and the ODA campaign, etc. In advance of the Ministers visit we provided DFA (the Embassy and the Africa Unit) with a full overview of every organisation working in the Horn (e.g. contact details, type of organisation, the work they are doing, etc) so that they would have a picture of the breadth of Irish organisations working in the region, which they found useful.

**Lead:** as already outlined, the grant (€30k) has been secured for the partnership with UCD Academy to develop an accredited leadership course for the sector is underway.

The Chairperson said that the Strategy has hit the ground running. There has been great engagement and buy-in because the whole process was very inclusive. It's a really vibrant Strategy that everyone can get really excited about.

In response to a question from the Chairperson, the CEO said that we are due to report against the strategy at the end of this year.

## 8.2 Four-year Irish Aid Application

We are due to submit our application for a 4-year strategic partnership to Irish Aid by mid-November. Conversations with Irish Aid are underway as to how best to reflect the partnership in a multi-year application. They have requested that we submit an approximate budget over a 4-year period, which we will engage on annually as needs and demands shift. There will be a single application covering Dóchas and Worldview, with a request that the latter be treated as a protected budget structure. As part of the strategy process we prepared a template outlining how we were going to measure our impact. We are currently collating data through the survey and the mapping exercise, which will form the baseline for our application.

Our engagement with Irish Aid has been positive. They are very supportive of the Strategy and of the progress to date. Our grant (€340k per annum) has remained static since 2019 – this application provides us with an opportunity to look for an increase in our funding. This may impact our % reliance on Irish Aid. However, we hope to mitigate this by diversifying our funding and/or looking for specific project funding for initiatives in addition to core funding.

We reviewed office, structural and programme costs with the team. When it comes to structural costs, we identified a number of areas where additional investment/resources are needed:

**Network:** digital systems and physical meeting space for the sector. We need to invest in our database, and online tools to fulfil our network ambitions. We require digital/systems resources to optimise our ways of working. In terms of physical space, our members value meeting in person but our office is too small to host meetings and there is no default meeting place for the sector.

**Transform:** Innovation lab or platform for LLD.

**Influence:** scaling up research around IE policy and expenditure (e.g. climate financing, etc). Also, there is a significant gap in terms of Irish organisations being able to policy influence and access EU funding. There has been no real investment at a state level to encourage this for INGOs, and we are lobbying for this to be considered. Currently, the Wheel have a tender for the EU Access programme, but this does not meet the needs of International NGOs.

During a general discussion the following points were made:

- Separating out core, structural and programme costs is a really good approach and will help us to show growth in our network and also in our funding diversity.
- The proposal should include something about the sector's response to the increased emphasis on climate.
- It would be interesting to see a strong emphasis specifically looking at increased engagement around elections.
- Irish Government could be more transparent about ODA so looking at the accountability of ODA will be really valuable to the sector.
- We need to be more ambitious in terms of influencing EU policy on aid as a sector. We also need to push for more funding from the EU.

The Chairperson suggested that we propose that Irish Aid create an innovation or LLD fund that is managed by Dóchas for the sector.

Siobhan said that while the 4-year approach secures an element of income, it also carries risks. It would be useful to note the risks and mitigations that are appropriate at this moment

It was noted that the budget that will accompany the application will be discussed with the FARC at its next meeting (15 Nov).

**Decision:**

- The Board is fully supportive of an ambitious and propositional proposal.

**Action:**

- CEO to develop proposal and share with Board members. The timeframe for feedback will be short if we are to submit the proposal by mid-November.

## **9. Sub-committee on Governance**

### **9.1 Report from Committee**

The minutes of the last meeting (22/08/22) were circulated in advance. The meeting focused on: the constitutional review process; the process for suspending/removing a member; and on defining what we mean by diversity as it applies to the Board and to the Dóchas membership.

### **9.2 Revised Constitution**

Copies of the revised Constitution in redline and clean format were circulated in advance. If there any questions/comments they can be brought to the Governance committee at its next meeting (14 Nov). Once the document has been signed off by the Board it will be submitted to the Charities Regulator for approval and the changes will be implemented at an AGM/EGM.

Matheson have provided the pro-bono support and guidance on the amendments which include:

- The language and terminology in the main and subsidiary objects have been updated and old references (e.g. to developing countries, CONCORD, etc) have been removed.
- Full and Associate members have been defined;
- Associate members are approved and removed by the Board.

- Full members are approved and removed by the AGM but can be suspended by the Board.
- The minimum number of Board members reduced from 9 to 7 and the maximum from 12 to 9.
- Board members can serve no more than three terms of three years either consecutively or cumulatively in their lifetime (currently Board members can serve six years and can be elected for another three years after a gap of one year).
- The Treasurer can be elected annually up to a maximum of six years (current max. is 3 years).

During a general discussion the following points were made:

- Reducing the maximum number of Board members to nine would mean that less members, and particularly smaller ones, will have access to the Board. If we continue with three externals there will only be six-member places. The reduction would also impact on the membership of Board sub-committees. Communicating the rationale behind the decision will be important.
- The premise is to move away from representative to skills-based boards with governance and oversight responsibility.
- If the reduction in Board numbers is approved there will be a transition period of three years following the adoption of the revised Constitution.
- Managing the changeover will be very important to ensure that the terms of the three externals do not end at the same time.
- To date, we don't have an established approach around how Dóchas responds when there is a governance issue within a member organisation. As it currently stands, the Constitution doesn't give the Board power to suspend a member. The decision to suspend a member would never be taken lightly but the Board should have the power to suspend if there is a significant grievance.
- It was suggested that it an external view on the constitutional changes should be considered. However, it was felt that the support from Matheson allowed for this level of oversight.
- A query was raised around the criteria for membership. We have admitted to full membership two organisations that are not charities and so are not required to be registered with the Charities Regulator, which may have implications for Dóchas. We might also need to consider a scenario where the work of a for profit organisation meets the Criteria for Membership.

The CEO said that there was a lot of consideration around Board numbers. We want to keep the Board proportionate to the size of the organisation. In terms of the sub-committees, we will still need Board members to participate but we need to broaden our reach to bring in people with the required skillset but who are not on the Board. In reviewing the main objects, we felt that the place for distinctions around members was within the Membership Handbook rather than in the Constitution.

Senan said that both of the non-registered members referred to above are companies limited by guarantee so we can expect that in their objects they have a very clear mandate that says that no directors are paid fees and once we are clear on that we can eliminate the profit element of a commercial organisation. An increasing number of non-charities are signing up to the Charities Governance Code so we could consider asking them to do that. The charities act defines charitable purpose under three headings: education; religion; and development of community and wellbeing. There is an amendment going through that will add human rights as a fourth criteria. Martina's point around non-registered charities is a valid one that needs to be addressed but from the point of moving this on it should be separated out from the adoption of the new Constitution.

The CEO said that we have amended our main object to reference the fact that we are acting as the Irish network for organisations that are advancing "charitable purposes in accordance with the Charities Act 2009" which is a step further than we had before. If we want to adopt a clause whereby all organisations have to be registered then that clause

belongs in the Membership Handbook rather than in the Constitution. There are many different organisations that are not-for-profit but are not registered charities (particularly campaigning organisations) we don't want to create an exclusion within our Constitution.

During a general discussion the following points were made:

- For-profits and non-registered charities will be the exception rather than the rule.
- Full membership applications are recommended by the Board in the first instance but the final decision rests with the membership at the AGM so there is a protection there.
- The nature of the two organisations are more around campaigning precludes them from registering as charities.

**Action:**

- Sub-committee on Governance to look into whether we should include a clause in our Criteria for Membership that requires members to be registered charities and come back to the board with a recommendation in that regard.

**Decision:**

- As the governance committee had oversight of the review process an external review was deemed unnecessary.
- The decision in relation to the revised Constitution was deferred to the next meeting (24 Nov).

**10. Other Business**

**10.1 Resignation from the Board – Peter McDevitt, Self Help Africa**

The Chairperson said that Peter is moving on from Self Help Africa and so will be resigning his position from the Board with effect from 22 November 2022. Peter was first appointed to the Board in May 2019 and was re-elected to serve a second term in May 2021. The Board recorded a vote of thanks to Peter for his contribution to the Board and to the FARC during his tenure and wished him every success in his new role.

In thanking the Chairperson, his Board colleagues, members of the FARC and Jane-Ann and Anna for their support, he said that he very much enjoyed his time on the Board and wished the Board well going forward. He added that he will attend the next FARC meeting (15 Nov.).

**10.2 Lunch with Board Members who stepped down in 2022**

The CEO said that over the coming weeks we will organise a lunch to thank those who stepped down from the Board in 2022 (Finola, Paul and Peter).

**11. Board Dates for 2022**

The **next meeting** of the Board will take place at 10am on Thursday, 24 November 2022.

Chairperson:.....

Date:.....