

# Dóchas

## The Irish Association of Non-Governmental Development Organisations

Dóchas Board 98 (2-24)  
26/03/24

### Dóchas Board

held on Tuesday, 26<sup>th</sup> March 2024 at 10:00 in the Dóchas office, Suite 8, Olympic House,  
Pleasants Street, Dublin 8

### M i n u t e s

**Present:** Rosamond Bennett (Christian Aid Ireland) Chairperson  
John Moffett (Misean Cara) Vice Chairperson  
Siobhán Cassidy (Trócaire) Treasurer & Company Secretary  
Karol Balfe (ActionAid Ireland) (Virtually)  
Lucia Ennis (Concern Worldwide) (Virtually)  
Eamon Sharkey (GOAL) (Virtually)  
Martina Fitzgerald (External Board Member) (Virtually)  
Paul Donnelly (External Board Member)  
Grace Milton (External Board Member)

**In attendance:** Jane-Ann McKenna (CEO of Dóchas)  
Anna Farrell (Finance & Operations Manager, Dóchas)  
Roseanna O’Hanlon (Crowe) – for agenda item 3(a) only

**Apologies:** Bobby McCormack (Development Perspectives)

## 1. Meeting Opening and Standing Items

The Chairperson opened the meeting, welcoming those present.

### a. Apologies and Agenda

There was one apology (noted above) and no changes to the agenda as circulated.

### b. Declaration of Conflicts of Interest

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

### c. Minutes of Board Meeting

It was agreed that Item 4b would be amended to include the following action: Dóchas to organise anti-fraud briefing for Board members.

The Minutes of the last meeting, held on 25/01/24, incorporating the above alteration, were approved: Paul Donnelly (Proposed), Grace Milton (Seconded).

### d. Notes on Irish Aid Exchange

The notes on the Exchange, which took place on 25/01/24 were taken as read.

## **e. Matters Arising and To-do List**

All of the items under Matters Arising or on the to-do list have been completed, are in progress or will be addressed during this meeting. It was noted that: the CEO will engage with the Treasurer around the Risk Review process; we will look into organising anti-fraud training for the team when all new staff are in place and have settled in.

## **2. Reports and Updates**

### **a. CEO Report**

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

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

- In Q4 2023 we, in consultation with agencies operating in Gaza, developed a holding statement, which we have used as our go to position on Gaza since then. We have also engaged bi-laterally with politicians on key messages.  
During a general discussion the following comments/suggestions were made:
  - There is a role for Dóchas in terms of developing a thought piece/plan of action which looks at the changing political landscape and at the broader context, including the scale of what's happening in Gaza where a catastrophic humanitarian situation is unfolding, and international law is being completely undermined.
  - Getting the right balance in terms of messaging and reaching consensus across a network is very difficult. One approach might be to require members to sign off on advocacy style communications. Another might be to separate the voice of the network from those of CEO's of individual members.

The Board noted that Q1 has been a very busy period for the CEO and the team.

The CEO said that priorities over the last few months have included recruitment, facilitating members conversations around Gaza, working with members and others on the Charities Bill and organising our AGM, Conference and reception to mark our 50<sup>th</sup> anniversary.

#### **Decisions:**

- The Board agreed that activism isn't the role of Dóchas. A softer approach to advocacy that is encompassing of members views is the correct approach for Dóchas.

### **b. Emerging Issues**

- During a general discussion it was noted that on foot of the recent referendum, there has been a worrying shift in political thinking about NGOs, with an increase in questions, criticisms and critiques about the number of NGOs, levels of funding and more particularly around advocacy work. The CEO said that we will use our pre-election manifesto to engage with politicians and to build political support more broadly. The Policy Group will meet in April to work through the first draft of the pre-election manifesto and we plan to finalise our pre-budget submission in early May.

## **3. Finance, Audit & Risk Committee**

### **a. Directors Report & Financial Statements, Management Letter and Letter of Representation**

The Chairperson welcomed Ms O'Hanlon (Crowe) to the meeting, noting that copies of the Directors' Report and Financial Statements for the year ended 31 December 2023, together with the auditor's (Crowe) letter of representation and management letter were circulated to members in advance.

In presenting the **Directors' Report and Financial Statements for 2023**, Ms O'Hanlon noted that the audit went very smoothly, all requests for documentation/clarification were dealt with expediently and efficiently, the books are well kept and the auditor's report is clean and unqualified. Income and expenditure increased by 10% on 2022 figures; there was a surplus of €51k (2022: €59k), which led to an increase in reserves (2022: €431k, 2023: €431k), which are split between Restricted (€31k) and Unrestricted (€400k); the balance sheet shows Net Assets stood at €431k at year end (2022: €380k); Debtors (€33k) is made of up membership fees due at year end, most of which have since been paid, and some prepayments for 2024; Creditors (€30k) include payroll taxes, and some accruals, including the cost of the 2023 audit; Leasing commitments (Note 15) decreases annually in line with rent due over the remainder of the lease agreement. Core costs (Page 35) increased to €249k (2022: €226k), mainly due to a back payment due on the pension fund and an increase in donated services. Dóchas might want to look at the options available to maximise the potential presented by the return of interest on deposits.

The Treasurer said that this is the second year that we will report a surplus, which is mainly due to a timing issue. If the spend rate isn't where it should be mid-2024 we will need to take corrective action in order to ensure that we aren't reporting an underspend for a third year.

Ms O'Hanlon said that she looked at the reserves policy, which sets the target level at 'between five and seven months of budgeted, committed and recurring unrestricted expenditure' and has noted that planned expenditure for 2024 will address much of the issue.

Ms O'Hanlon said that the **Management Letter** is clean with no issues identified during the course of the audit. The letter includes an update on the matters identified in the 2022 Management Letter, noting that recommendations following the fraud risk assessment are in progress, and that the bank mandate was updated. The **Letter of Representation** is standard and requires approval and sign-off by the Board.

The Board thanked Ms O'Hanlon for her presentation and for her support during the audit process. Ms O'Hanlon left the meeting.

#### **b. Dóchas Reserves Policy**

Copies of the Reserves Policy were circulated to members in advance. The Treasurer said that there were no changes to the Policy, which was last reviewed by the Board on 30/03/23. The policy sets the target level of unrestricted reserves at 'between five and seven months of budgeted, committed and recurring unrestricted expenditure'. In the event that there is a derogation from the target level the FARC will bring the matter to the Board for discussion.

- c. Risk Register:** The Risk Register, which has been adjusted in light of the fraud risk assessment, was circulated in advance. It was noted that 12 (Staffing gaps or turnover) remains Amber due to staffing gaps/turnover.

#### **Decisions:**

- The Directors Report and Financial Statements for 2023 and Letter of Representation were approved: Rosamond Bennett (Proposed), Siobhan Cassidy (Seconded).
- The Dóchas Reserves Policy was approved. John Moffett (Proposed), Paul Donnelly (Seconded).
- There were no changes to the Risk Register as presented.

#### **Actions:**

- Rosamond and Siobhan signed Directors Report and Financial Statements and Letter of Representation and Anna to return signed versions to Crowe.

## 4. Governance

### a. Report from Committee

The minutes of the last meeting (11/03/24), which were circulated to members in advance, were taken as read. It was noted that the meeting discussed the Board Self-Assessment, Nominations for the External Director vacancy and preparations for the 2024 AGM, with particular focus on the presentation of the special resolution to amend the Constitution of Dóchas. In relation to the latter, it was noted that John, with support from the other members of the committee, will present the revised Constitution to the membership at the AGM.

### b. Board Nominees

It was noted that we received five nominations for three member Director vacancies: Fiona Dowling (Edmund Rice Development), Lucia Ennis (Concern Worldwide), Frank Long (Oxfam Ireland), John Moffett (Misean Cara) and Olive Moore (Front Line Defenders).

The Governance Committee considered six nominations for the vacancy for an External Director with experience in Political Engagement and Public Affairs but decided against recommending any of the candidates as their skills and experience don't match our requirements. The Committee agreed that we would open up a longer recruitment process and seek to co-opt someone onto the Board during the year, for nomination at the 2025 AGM.

During a general discussion it was noted that Grace and Martina have skills and experience in the areas of communications, political engagement and public affairs. With Grace due to step down from the Board at the AGM, it would be advisable to look for a new external director with experience and skills that compliment and add to Martina's.

### c. AGM Agenda

A draft agenda for the AGM (9 May, 10am – 12noon, RCPI, Kildare Street) was circulated in advance. The CEO said that items will include the usual statutory business and a video on the highlights and achievements of 2023. Members will also be asked to vote on a special resolution to amend our Constitution.

#### Decisions:

- The draft AGM agenda was agreed.
- The vacancy for an External Director will be re-opened, with a focus on recruiting someone with skills and experience that will compliment and add to Martina's.

#### Actions:

- AGM participants to reflect for a moment on the humanitarian situation facing the people of Gaza.

## 5. Human Resources and Remuneration

### a. Report from committee

The minutes of the last meeting (20/02/24), which were circulated to members in advance, were taken as read.

Karol said that there has been a significant level of change in the team over the last number of weeks. In reviewing the exit interviews undertaken with departing staff, the committee didn't find any underlying issues and noted that a set of circumstances led to each person deciding to leave Dóchas. The committee is very supportive of the CEO in this time of transition. The fact that senior staff are only required to give one month's notice was also discussed. This has left Dóchas in a difficult position and so it was suggested that this be looked at going forward. The committee also discussed the review of the Employee Handbook and the development of a hybrid working policy.

The CEO said that she plans to engage with Adare HRM around the notice period issue and the review of the Employee Handbook. Work on the hybrid working policy will be deferred until all new staff are in place and have settled in.

**Action:**

- CEO to check with Adare HRM re: the legal requirement around notice periods.

**6. Other Business**

- **CSF Funding Round**

The CEO said that members have received confirmation of their grants under the CSF over the last few days. Under the scheme projects can be up to five years in duration, with grants ranging from €50k to €800k. Some members have indicated that they received confirmation of funding for two or three years, with two indicating that they received confirmation of funding for five years. Also some members say that they received less than they applied for. During our exchange with Irish Aid we will ask for an update on the process.

**7. Date of next meeting**

The next meeting will take place on Thursday, 27<sup>th</sup> June 2024 at 10am.

Subsequent meetings in 2024 are scheduled for 10am on the following dates: 26<sup>th</sup> September and 28<sup>th</sup> November.

Chairperson:.....

Date:.....