

Dóchas
The Irish Association of Non-Governmental Development Organisations

Dóchas Board 99 (3-24)
27/06/24

Dóchas Board

held on Thursday, 27th June 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 (Virtually)
Karol Balfe (ActionAid Ireland)
Olive Moore (Front Line Defenders) (Virtually)
Paul Donnelly (External Board Member) (Virtually)
- In attendance:** Jane-Ann McKenna (CEO of Dóchas)
Anna Farrell (Finance & Operations Manager, Dóchas)
Simon Murtagh (Head of Policy and Advocacy) for Agenda item 4 only
- Apologies:** Frank Long (Oxfam Ireland)
Martina Fitzgerald (External Board Member)

1. Meeting Opening and Standing Items

a. Welcome & introduction to New Board Members

The Chairperson opened the meeting, welcoming those present and congratulating Olive, Frank and John on their election/re-election to the Board. All three have received letters of appointment and an induction pack. The CEO had an induction meeting with Olive (24/06/24) and will organise to meet with Frank on his return from annual leave.

b. Apologies and Agenda

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

c. Declaration of Conflicts of Interest

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

d. Minutes of Board Meeting

The Minutes of the last meeting, held on 26/03/24 were approved: Karol Balfe (Proposed), John Moffett (Seconded).

e. Notes on Irish Aid Exchange

The notes on the Exchange, which took place on 26/03/24 were taken as read.

f. Matters Arising and To-do List

Most 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. Of the outstanding items it was noted that: we will engage with Adare Human Resources to review the Dóchas Employee Handbook over the Summer months, using that opportunity to address the notice period and hybrid working policy; and will look at the anti-fraud training for staff and briefing for Board members over the coming months.

2. Nominations for Board Officer Roles

It was noted that all Board members were invited (email dated 30/05/24) to nominate candidates for the roles of Vice Chairperson, Treasurer and Company Secretary.

- **Vice Chairperson:** John expressed an interest in serving in this capacity for a further term.
- **Treasurer:** Siobhan expressed an interest in serving in this capacity for a further term.
- **Company Secretary:** Siobhan expressed an interest in serving in this capacity for a further term.

Decisions:

- John was elected Vice Chairperson. Siobhan was elected Treasurer and was also appointed Company Secretary. Rosamond Bennett (Proposed). Paul Donnelly (Seconded). Agreed unanimously.

3. 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:

- Our annual conference and 50th anniversary celebration (9 May) went very well, with strong participation from the membership. We were delighted that President Higgins was available to give the keynote address on the day.
- The Charities Bill has passed through the Dáil, will go to the Seanad now and it is expected that it will be passed before the Dáil Summer recess (July). Minister O'Brien intends to introduce guidelines with respect to 'the advancement of human rights', which will be developed in consultation with representatives from the sector.
- At a meeting of the Worldview Steering (28 May) members discussed the terms of reference for the evaluation of the first phase of the project and the proposal for the second phase (from 2025). During the meeting DFA confirmed that they will not fund 100% of the next phase, but are looking for a 50/50 funding model on a multiannual basis. Future funding arrangements must be confirmed with DFA by October. In advance of that we will engage with CEO's to brief them on plans for the future of the project.

The Board acknowledged the huge amount of work done over the last number of months, which saw the organisation going through huge staff changes over a very short period of time. While the changes were stressful and difficult they didn't impact on output.

4. Strategic Topic: Pre-Budget & Political Engagement

Simon Murtagh, Head of Policy and Advocacy, joined the meeting for this section only.

In his presentation Simon outlined the process that has led to the development of our Manifesto and Pre-Budget Submission, briefing the Board on our political strategy, political engagement actions and ODA communications campaign to date. He finished by outlining next steps, which will include: bi-lateral meetings with politicians, finalising the Manifesto, a data project looking at electoral snapshots, the media and social media campaign around the pre-budget submission, and the launch of the manifesto, electoral snapshots and Worldview data.

During a general discussion the following comments were made:

- There has been a lot of consistent engagement, which is great to see.
- The electoral snapshot will be a really useful leverage tool in the runup to budget 2025 and to the general election.

5. Finance, Audit & Risk Committee

a. Report from Committee

The Treasurer said that the minutes of the last meeting (13/06/24) together with the January to May financial report and narrative were circulated to members in advance. These documents together with a review of the Risk Register, the committee's Terms of Reference and the Dóchas Debt Collection protocol were the key focus of the meeting. Our forthcoming bilateral with Irish Aid (5 July), which will be attended by the Chairperson, Treasurer and CEO, was also discussed. The committee also looked at our Bank Mandate and agreed to recommend that it be updated to add John Moffett and remove Lucia Ennis, who is no longer a Director of Dóchas.

In response to a question from Paul, the CEO said that the overspend on the Conference/50th anniversary event will be covered from underspends on other budget lines. Much of the additional spend relates to the necessity to engage a consultant to support us with organising the event. This additional expense wasn't anticipated when the budget was developed (Nov. 2023) but became necessary due to staff capacity issues.

b. Committee Terms of Reference

A copy of the revised Terms of Reference (ToR) was circulated to members in advance. The Treasurer outlined the main changes, noting that the ToR was reviewed by the FARC at its last meeting, when it was agreed that they would be brought to the Board with a recommendation that they be approved.

c. Dóchas Debt Collection Protocol

A copy of the revised Debt Collection Protocol was circulated to members in advance. The Treasurer outlined the main changes, noting that the document was reviewed by the FARC at its last meeting, when it was agreed that it would be brought to the Board with a recommendation that it be approved.

d. Risk Register: The Risk Register, which was reviewed by the FARC at its last meeting, was circulated in advance. It was noted that:

- Risk 5 (Anti-NGO and civil society sentiment amongst Irish Public): This risk has been added to the Register amid concerns around the increase in anti-NGO, anti-civil society and anti-ODA sentiment. Mitigating actions include ensuring that our communications are issue based and supporting members to use the evidence-based research from our Worldview project to communicate more effectively.
- Risk 13 (Staffing Gaps): This risk remains Amber due to recent significant staff turnover and while all staff are performing well, the changes have had an impact. We will be looking at the capacity piece over the coming months as we are currently working within tight margins in that regard. Also, we will be applying for significant funding in 2025 for an EU Presidency Project, which will require us to scale up our capacity.

Decisions:

- The Bank Mandate will be updated to add John Moffett and remove Lucia Ennis.
- The revised Terms of Reference for the FARC were approved. Siobhan Cassidy (Proposed), Paul Donnelly (Seconded).

- The revised Debt Collection Protocol was approved. John Moffett (Proposed), Karol Balfe (Seconded).
- There were no changes to the Risk Register as presented.

6. Governance

a. Report from Committee

It was noted that the minutes of the last meeting (18/06/24) were circulated to members in advance. Paul said that key agenda items included discussion on the outcome of the Board Self-Assessment, the review of the Committee's Terms Reference (ToR), and the review of our Governance Manual, Code of Conduct for Board Members, and Code of Conduct for Non-Directors participating on Board Sub-committees. The committee also discussed the external director vacancy and agreed a plan of action going forward to fill the vacancy.

b. Dóchas Board Survey

A synopsis of the responses to the survey, which was sent to all Board members on 28/03/24, was circulated to members in advance. The CEO presented the document, noting that it was discussed by the Governance Committee at its last meeting, when it was agreed to recommend that the Board:

- Look at how we can optimise the exchange with Irish Aid so that it is more dynamic and purposeful and focuses on strategic topics. Suggestions included reducing the frequency and putting more effort into planning the exchanges.
- Organise an away day to focus on the key strategic challenges facing the sector. A refresher on governance issues could form part of the day.
- Look at the composition, diversity and skills required by the Board. Going forward the invitation to members to nominate candidates for consideration should be very specific in terms of the skills required.

During a general discussion the following comments were made:

- The process for nominating Board members should include clear guidelines around the skills required by the Board so that members can make an informed decision when they are asked to vote on nominations.
- The process for electing Board members is very public and can be tough on Board members offering themselves for re-election if they are unsuccessful.

The CEO said that for the 2024 Board election process we were particularly targeting senior level people with leadership skills. In relation to the Board Away Day, we will be working on the mid-term review of our strategy together with our members survey in October and an away day following the completion of the review would provide an opportunity to discuss the evaluation and the way forward. It would be really helpful if Board members would take on some of the planning for the day.

c. Committee Terms of Reference

A copy of the revised Terms of Reference (ToR) was circulated to members in advance. Paul outlined the main changes, noting that the ToR was reviewed by the Governance Committee at its last meeting, when it was agreed that they would be brought to the Board with a recommendation that they be approved.

d. Review of Dóchas Policies

- Governance Manual
- Code of Conduct for Board Members
- Code of Conduct for Non-Directors participating on Board Sub-Committees

Copies of all three documents were circulated to members in advance. Paul outlined the main changes to each document, noting that the revised versions were reviewed by the Governance at its last meeting, when it was agreed that they would be brought to the Board with a recommendation that they be approved.

Decisions:

- The revised Terms of Reference for the Committee were approved. Paul Donnelly (Proposed), Siobhan Cassidy (Seconded).
- The revised Governance Manual, Code of Conduct for Board Members and Code of Conduct for Non-Directors participating on Board Sub-Committees were approved. Paul Donnelly (Proposed), Siobhan Cassidy (Seconded).

Actions:

- Governance Committee to look at strengthening the communications around the nomination and presentation of Board nominees at the AGM.
- The Chairperson and Paul will work with the CEO to plan the Board Away Day

7. Other Business

There was no other business.

8. Date of next meeting

The next meeting will take place on Thursday, 26th September 2024 at 10am.

The final meeting for 2024 is scheduled to take place on 28th November at 10am.

Chairperson:.....

Date:.....