**Citizens Information Board**

**Board Meeting 15 November 2017**

CIB, George’s Quay House, 43 Townsend Street, Dublin 2

**Present:** Ita Mangan (Chairperson), John Saunders, James Clarke, Tim Duggan, Seán Sheridan, Nicola Walshe, Joanne McCarthy, Tina Leonard, Ian Power, Niall Mulligan, Cearbhall O’Meadhra.

**Apologies:** Josephine Henry, Eugene McErlean, Noeline Blackwell, Mary Higgins.

**In attendance:** Angela Black, Chief Executive; Graham Long, Senior Manager, Support Services; Fiona Coyne, Senior Manager, Service Delivery; Gary Watters, Finance and Administration Manager; Stephen Valentine, HR & Governance Manager; Shona Geraghty (minutes), Ian Barrett – Associate Director and Project Lead & Matthew Hanrahan – Senior Accountant KPMG (Item 3).

**Minutes**

| **Item** | **Agenda Description** |
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| **1** | **Minutes of previous meeting** *(The minutes of the Board meeting held on 20th September 2017 were circulated in advance of the meeting.)* |
| 1.1 | Nicola Walshe was reappointed to the Board on 5th November 2017. With this amendment, the minutes were approved. .  |
| **2** | **Matters arising** |
| 2.1 | Item 2.1: A paper with options for the electronic issue of document to all Board members will be presented at the December meeting. |
| **3** | **Restructuring** |
| 3.1 | Presentation from KPMG |
| 3.1.1 | Ian Barrett, KPMG briefed the meeting on the implementation of the service delivery companies restructuring. The restructuring will be undertaken in two phases. Phase 1 will restructure 38 companies and phase 2 will restructure the remaining 55 companies. A brief overview of each stage was presented. Stage one – scoping and planning, stage two – information gathering, stage three – risk mitigation programme, stage four – implementation, stage five – completion, stage six – liquidation of current companies. KPMG are currently at the information gathering stage and information request list for companies to complete was issued on 1st November 2017. The information gathered will be used to draft an appropriate Risk Mitigation Programme, Stakeholder Management Strategy, Business Transfer Agreements and provide advice where required. KPMG are working closely with CIB’s solicitors in relation to all legal matters and are supported where required by a TUPE legal specialist procured for the restructuring. The timeline for the transfer of companies in phase 1 is expected to be end March with a commencement date of 1st April 2018, assuming cooperation at all stages. The start of the second phase of the project is expected to overlap with phase 1. |
| 3.1.2 | KPMG are drafting FAQs for companies and employees and proposed to have a detailed information pack updated as the project moves along. Chairs will be briefed face to face and briefing days will be organised. There will be full transparency throughout the project. It was noted that the timeline for new Chairs and Board members to be in place by end March was tight, however KPMG noted that although challenging, it is achievable and CIB executive are working in parallel with their work. The transfer will be seamless and there will be no loss of service and Board members were assured in this regard. New companies will have Service Level Agreements in place. It is anticipated that the project will be completed by end 2018.  |
| 3.1.3 |  The CEO advised the Board that to ensure an effective communication process an internal intranet portal for access by all service delivery companies has a specific section on the restructuring that is updated with live news regularly. Two email boxes have been set up (CIS and MABS) and any email queries are promptly answered.  |
| 3.1.4 | The Board noted that there was a programme in place and would support the work to ensure the timetable is adhered to.  |
| 3.2 | Role/Responsibilities of the Board A paper titled ‘Role/Responsibilities of the Board in relation to restructuring: for discussion’ was circulated in advance of the meeting and was presented by Seán Sheridan. |
| 3.2.1 | The paper outlined the suggested responsibilities/decisions for the Board and the role of the Executive in relation to the restructuring.  |
| 3.2.2 | It was agreed that the Board will be responsible for implementation overview and will require comprehensive reporting on all aspects of the project at every meeting, outlining progress against targeted completion dates and identifying delays or bottlenecks. The Board will have final sign-off on recommendations from the Executive on the following elements; new regional boards, local advisory committee, future roles for representative groups (NACIS, MABS NMF, Employer Groups) and post-implementation assessment of impact.  |
| 3.2.3 | It was further agreed that the primary responsibility of the Executive is the implementation of the restructuring and they are expected to take a lead role in TUPE, winding down of existing companies, transfer of assets/liabilities, recruitment. |
| 3.2.4 |  |
| **4** | **CIB Strategic Plan** |
| 4.1 | The Board Strategy Working Group prepared a paper titled ‘Discussion Document: Strategic Plan 2018-2020’ and was circulated in advance of the meeting. It outlined three key strategic priorities to be considered; enhancing service quality and availability, developing capacity and governance and accountability and drilled down further into each category.  |
| 4.2 | A pack will be collated by the Executive for Board members to include DEASP strategic priorities, CIB Executive feedback including the outcome of the CIB staff day, the discussion at the September Board meeting and any other related documentation. It was agreed that the Strategic Plan would be developed in house and Consultants would not be required. A two phase approach to the plan will be drafted; 2018-2020 firstly the consolidation phase- retaining and strengthening what we have, 2020 – 2022 expansion phase. Focus groups with key stakeholders including service delivery companies will be facilitated externally. Individual feedback will be sought from Board members. The subgroup will prepare a questionnaire through survey monkey for all CIB staff and staff within service delivery companies to inform this work. A facilitated day for Board members will be scheduled in Spring 2018.  |
| **5** | **Finance** |
| 5.1 | Budget Monitoring Period 10: The overall excess of expenditure over income for the year to October 2017 was €1,146,532.  |
| 5.1.1 | MABS variance of €220,076: This is due to postponement until November of the 4th quarter payment to Limerick MABS due to delays in receiving quarterly returns and associated submissions from the service and deduction of €119K from MABSndl from their September grant to fund MABS CMS project and Moodle development work.  |
| 5.1.2 | Abhaile variance €131,561: This is due to the fact that the budget is estimated as it is difficult to determine the timing and/or volume of vouchers cashed by citizens. |
| 5.1.3 | ICT variance of €79,985: This is due to software and licences under budget as online payments project not yet rolled out; hardware under budget as the procurement process is to be completed; ICT projects over budget as the ECMS annual maintenance has been paid in advance and MABS CMS over budget as the budget for this has been profiled for December.  |
| 5.1.4 | Overheads variance of €103,644: This was due to general building repairs and maintenance under budget by 91k year to date, rent and service charges under budget by €53k. |
| 5.1.5 | Salaries and Board Members Fees variance of €168,361: This will remain below budget in part until CIB has recruited up to its Employment Control Framework (ECF).  |
| 5.2 | Budget 2018: Exchequer Grant in Budget 2018 to the Citizens Information Board is €57,410,000, €1,066,700 less than requested. CIBs Budget Estimates for 2018 will issue to the Finance Committee next week for approval.  |
| **6** | **Report of the Chief Executive** |
| 6.1 | The Chairperson and Chief Executive recently met Minister Regina Doherty for routine meeting. Various matters were discussed; restructuring, Abhaile, money lending and Personal Micro Credit. The Minister outlined her support for the restructuring. CIB’s line management in the DEASP has now changed from Tim Duggan to Helen Faughnan.  |
| 6.2 | The Chairperson and Chief Executive will attend the Joint Oireachtas Committee on Employment Affairs and Social Protection on 23rd November 2017 to discuss the Cost Benefit Analysis report.  |
| **7** | **Committee Meeting Updates** |
| 7.1 | Audit & Risk Committee |
| 7.1.1 | A revised Audit Plan for 2018 and 2019 was presented to the Committee. An increase of two additional audits per annum will be scheduled requiring a budget increase for 18 additional days. Audits in ICT General Controls and ICT Governance will be undertaken in 2017. A final revised Audit Plan will issue to the Committee. |
| 7.1.2 | The Corporate Risk Register and Key Strategic Risks were circulated and discussed at the meeting. The Key Strategic Risk Register will issue to the December Board meeting.  |
| 7.2 | Social Policy Committee |
| 7.2.1 | The Committee met two weeks ago and are drafting Terms of Reference to guide the work of the committee. Brexit will feature and identifiable themes will be worked on. Geralyn McGarry and her team were complimented on their ongoing work. It was recommended that the CIB Social Policy and Research Team presented at the Board once or twice a year. Micheál Collins, UCD has joined the Committee. |
| **8** | **Any Other Business** |
| 8.1 | GDPR: Tim Duggan noted the date of 25th May 2018 when the General Data Protection Regulation will come into force. As a body under the aegis of the DEASP it is important for CIB to be ready in time to be compliant. Clarity is required in relation to how applicable this is to CISs and MABS companies as they are funded entirely from the Exchequer. Currently there is no distinction for charities. It was noted that the Citizens Information Board has a Data Protection Officer.  |
| 8.2 | GDPR will be discussed at the January Audit & Risk Committee and the Board Meeting in February.  |
| **9** | **Date of the next Meeting**  |
| 9.1 | The next meeting of the Board will take place on Wednesday 13 December 2017 at 1.30pm.  |