**Citizens Information Board**

**Board Meeting, Wednesday, 21 March 2018**

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

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

**Apologies:** Tina Leonard, Josephine Henry

**In attendance:** Angela Black, Chief Executive; Graham Long, Senior Manager (minutes); Fiona Coyne, Senior Manager; Adrian O’Connor, Senior Manager

**Minutes**

| **Item** | **Agenda Description** |
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| **0** | **Various matters** |
| 0.1 | IPA Training |
| 0.1.1 | Board members attended training provided by the IPA in relation to risk appetite. |
| 0.2 | Welcome to Mary Higgins |
| 0.2.1 | Ita Mangan welcomed Mary Higgins back to the Board and was joined in this welcome by all Board members present. |
| 0.3 | Declaration of interests |
| 0.3.1 | Ita Mangan invited Board members to declare any relevant interests. No interests were declared. |
| **1** | **Minutes of previous meeting**  *(The minutes of the Board meeting held on Wednesday, 14 February 2018 were circulated in advance of the meeting.)* |
| 1.1 | The minutes were proposed by Cearbhall O’Meadhra and seconded by Seán Sheridan. |
| **2** | **Matters arising** |
| 2.1 | There were no matters arising. |
| **3** | **Board matters** |
| 3.1 | Correspondence |
| 3.1.1 | Noeline Blackwell and Eugene McErlean have resigned from the Board. Ita Mangan asked that the thanks of the Board be formally recorded for their service to both the current and previous Board. |
| 3.1.2 | Ita Mangan noted that the Minister of Employment Affairs and Social Protection will select replacements for Noeline Blackwell and Eugene McErlean from qualified applicants. A process of advertising through the Public Appointments Service is due to commence this week. |
| 3.2 | Quorum |
| 3.2.1 | Ita Mangan suggested reducing the Board’s quorum to six until new members are in place or existing members are in a position to return. James Clarke suggested that the reduced quorum be in place up to and including the meeting of Wednesday, 19 September 2018. It was agreed unanimously to reduce the quorum to six, up to and including the meeting of 19 September 2018. |
| 3.2.2 | The reduction in quorum was proposed by James Clarke and seconded by Joanne McCarthy. |
| 3.3 | Membership of the Audit and Risk Committee |
| 3.3.1 | Board members were asked to contact Ita Mangan if interested in joining the Audit and Risk Committee. |
| **4** | **Restructuring update** |
| 4.1 | *(An updated report on phase 1 of the restructuring project was circulated to Board members at the meeting.)*  An update on the restructuring project was provided. It is expected that the restructuring companies will go into voluntary liquidation after Monday, 16 April 2018. The liquidator for the companies will be KPMG. All the new companies have been incorporated and they are currently being registered with the relevant bodies. Interviews for Regional Managers are now underway; pension schemes will be reviewed and insurance will be in place. The project is on track. |
| 4.2 | It is planned that induction training for new Boards and Regional Managers will be delivered by the IPA in relation to governance. |
| 4.3 | Draft Service Level Agreements between the Citizens Information Board and the new companies will be circulated to the Board once a review is complete. The SLA will be discussed at the next Audit and Risk Committee meeting. Congratulations were offered to the staff involved in the restructuring project for the progress made. A further update will be provided to the Board before 16 April 2018. |
| **5** | **Finance matters** |
| 5.1 | Risk appetite |
| 5.1.1 | Cearbhall O’Meadhra noted that the IPA will report to the Board on the risk appetite training held earlier in the day. Senior Management will now be involved in the exercise and will coordinate the Board and management’s approach to risk management. |
| 5.2 | CIB Annual Financial Statements 2017 |
| 5.2.1 | The CIB Annual Financial Statements 2017 were presented to the Board. These had already been reviewed by the Audit and Risk and Finance Committees. Amendments from those Committees were incorporated in the document before the Board. The draft required Board approval in order to meet the March deadline for submission to the Department of Employment Affairs and Social Protection. The draft will also go to the Comptroller and Auditor General (C&AG) for review. The C&AG have appointed the firm DHKN Ltd to carry out this year’s audit and they will commence work on 14 May. Following clearance by the C&AG, the Financial Statements will be before the Board in June for final approval. New features in this year’s Statements include the Statement of Internal Controls and the Governance Statement. Both of these statements are linked to the Code of Practice. |
| 5.3 | Budget Monitoring |
| 5.3.1 | Budget Monitoring Report February 2018 showed an overall excess of income over expenditure for the year to February 2018 as €2,189,795, with larger variances relating to Abhaile, Overheads and Salaries, to be dealt with by re-profiling the budget at mid-year. |
| **6** | **Committee Meetings – Update** |
| 6.1 | Audit and Risk Committee |
| 6.1.1 | John Saunders reported that the Audit and Risk Committee had identified delivery services to participate in an internal audit process in 2018. In CIB, an audit of ICT by Deloitte is due to start in March. |
| 6.1.2 | The Risk Register was also reviewed by the Committee and some minor changes made. Risk appetite was discussed by the Committee. |
| 6.1.3 | The Audit and Risk Committee approved the draft financial statements for 2017. |
| 6.1.4 | John Saunders recommended that risk management be added as a standing item to the Board agenda. |
| 6.2 | Finance Committee |
| 6.2.1 | Ian Power reported that the Finance Committee had met before the Audit and Risk Committee. A report on surplus funds in delivery service companies was requested by the Committee and has since been circulated. |
| 6.2.2 | Minor changes were suggested to the draft financial statements for 2017. |
| 6.2.3 | The outturn for 2017 was reviewed by the Committee and the variance discussed. |
| 6.3 | Social Policy & Research Committee |
| 6.3.1 | Joanne McCarthy reported that she had met with members of the CIB Executive as the Committee had not had a quorum for the last scheduled meeting. |
| 6.3.2 | A submission by CIB made to the Department of Health on deprivation of liberty safeguards was described. |
| 6.3.3 | Joanne McCarthy noted the recent launch of CIB’s report, *Information provision and access to public and social services for the Deaf Community*, and expects the dissemination and outcomes of the report to be discussed at future meetings of the Committee. |
| 6.3.4 | Cearbhall O’Meadhra raised a possible social policy issue in relation to documents in Braille. This issue will be discussed at the next Committee meeting. |
| 6.4 | Strategy Working Group |
| 6.4.1 | The Strategy Working Group has agreed to meet following the next Audit and Risk Committee meeting. |
|  | Ita Mangan will invite Senior Management to review the draft strategy document and to contribute to the meeting. |
| **7** | **Report of the Chief Executive** |
| 7.1 | The Report of the Chief Executive was issued in advance of the meeting. |
| **8** | **HR Matters** |
| 8.1 | It was reported that interviews for the temporary position of Senior Manager, Citizens Information, Advocacy and Social Policy, will be held next week. |
| 8.2 | The Code of Practice is currently being adapted for the Citizens Information Board and it is hoped that it will be finalised and circulated in advance of the Board meeting in May. |
| **10** | **Date of the next Meeting** |
| 10.1 | The next meeting of the Board will take place on Wednesday, 16 May 2018 at 1.30pm. |