**Citizens Information Board**

**Board Meeting, Thursday, 20 October 2022**

George’s Quay House, Dublin 2

**Present:** Catherine Heaney, Tina Leonard, Seán Sheridan, Nicola Walshe, Mary Doyle, Teresa Blake, John Saunders, Ian Power, Claire Byrne, Brid O’Donovan

**Apologies:** Fiona Penollar, Seamus Smith, Sarah Harte, Joan O’Connor, Cearbhall O Meadhra

**In attendance:** Fiona Coyne, Chief Executive, Rachel Downes, Carmel Beirne, Adrian O’Connor, Graham Long (also taking minutes), Gary Watters (item 5); Claudia Carr, Clare McCarthy (BearingPoint, item 6)

**Minutes**

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| **Item** | **Agenda Description** |
| **1** | **Declaration of Interests** |
| 1.1 | The Chair invited Board members to declare any relevant interests. No relevant interests were declared. |
| **2** | **Board Business and Agenda for the Meeting** |
| 2.1 | The Chair noted that Mary Higgins had resigned from the Board and acknowledged with thanks Mary’s contribution to the Board, especially in relation to social policy matters and in the development of the strategy.  The Chair also noted that this meeting would be Nicola Walshe’s last meeting as her term on the Board is coming to an end. Nicola was thanked very much for her service on the Board.  The agenda for the October meeting was adopted by the Board. |
| **3** | **Minutes of Previous Meeting** |
| 3.1 | The minutes of the meeting held on 7 July 2022 were proposed by John Saunders and seconded by Nicola Walshe.  The minutes of the special meeting held on 29 September 2022 were proposed by Teresa Blake and seconded by John Saunders. |
| **4** | **Chief Executive and Chair’s Report** |
| 4.1 | Fiona Coyne spoke to a number of areas set out in her Chief Executive’s Report. Fiona noted that the review of volunteering in the Citizens Information Services had been commenced by BearingPoint and that surveys had been sent to the Regional Managers for distribution, with the intention of engaging with volunteers past and present, as well as CIS management and staff members. To date more than 200 surveys have been completed, while interviews are progressing with Regional Managers and Development Managers. In-person focus groups will be held in November in Dublin and Cork. CIB continues to respond to Parliamentary Questions and a limited number of media queries in relation to volunteering in the CIS. Fiona noted that the completed report on volunteering will be published so that it is available to everyone who provided input into the review process.  Fiona attended the MABS@30 event in Dublin Castle on 28 September. The event had approximately 250 attendees and was very well received, with numerous excellent speakers including a number of former clients of MABS.  Fiona noted that she also spoke at the launch of a joint CIB/Threshold research report, “Renting and Risk”, on private rented accommodation. The report was launched on 13 October. |
| **5** | **Finance Matters** |
| 5.1 | Risk Management |
| 5.1.1 | The risk register was discussed by the Board. The Board noted that a risk in relation to CIB’s internal reorganisation had been closed following the conclusion of the reorganisation process. It was also noted that cybersecurity remains a continuing risk, with the organisation currently adopting NIST standards to assist in managing the risk. The risk of adverse publicity and the risk of service access and opening were discussed, and it was requested that further mitigants be added to these risks for approval by the Board. |
| 5.2 | Budget Monitoring Report |
| 5.2.1 | The budget monitoring report for September shows an excess of income over expenditure of €605,158. The larger elements of the variance include underspends on building repairs and maintenance, on ISL development and supports, on ICT and on contingencies for the funded companies, while overspends occurred in relation to strategy development and communications.  The current projected outturn for 2022 is €57.784m. |
| 5.3 | Budget Estimates 2023 |
| 5.3.1 | The estimate for the Citizens Information Board in Budget 2023 is €60.757m, which represents the full ELS budget requested. No further details in relation to the budget have been received as yet. It was noted that the figure requested did not include any increases in public sector pay. |
| 5.4 | Procurement |
| 5.4.1 | Following two procurement competitions, the Board approved the award of a contract for Microsoft licences and a contract for non-Microsoft software licences to Micromail. |
| 5.5 | Bank Mandate |
| 5.5.1 | The Board approved the completion of a bank mandate form. |
| **6** | **Update on Mazars Report on Board Oversight of Service Delivery Company Funding** |
| 6.1 | Carmel Beirne presented on actions following the Mazars report of February 2022. Of the five recommendations made in the report, four have been completed, with quarterly reports now being provided to the FAR Committee, an annual report provided to the Board on surplus funds, the documenting of the functions of the FAR Committee and Allocations Sub-Group in the Code of Practice and the tracking of recommendations made in other reports by Mazars. The only outstanding recommendation is the documenting of a materiality threshold for reporting variances in the funded companies. It was agreed that a proposal for the threshold would be brought to the Allocations Sub-Group.  The work of the Allocations Sub-Group will be continued by the Compliance and Reporting Committee under the new committee structure. |
| **7** | **Strategy 2023 – 2025: Outcomes of Consultation Phase** |
| 7.1 | Claudia Carr and Clare McCarthy from BearingPoint presented on the consultation phase of the strategy development project. BearingPoint has engaged with stakeholders through interviews, surveys and workshops. Stakeholders consulted include CIB Board members and staff members, as well as representatives of the funded companies and members of the public. Priorities emerging from the surveys include improved access to services, demonstrating value, measurable quality standards, digitalisation and improved communication. |
| **8** | **Service Level Agreements (SLAs) with CIB’s Funded Companies** |
| 8.1 | Following a request for feedback from the funded companies, a revised draft of the Service Level Agreement was circulated to the Board. It was agreed that authority would be given again to the SLA Sub-Group to review the feedback and proposed changes in detail and to finalise the SLA. |
| **9** | **Committee Structure to Support the Strategy** |
| 9.1 | The Chair noted that the new committee structure would come into effect in the New Year and proposed John Saunders to chair the Compliance and Reporting Committee, Ian Power to chair the ICT, Digital and Data Committee, Seán Sheridan to chair the Standards and Development Committee and Joan O’Connor to chair the Finance, Audit and Risk Committee. This was agreed by the Board, as was the proposal that all the current committees and sub-groups, with the exception of the FAR Committee, would be stood down before the December meeting of the Board. It was also agreed that terms of reference would be proposed to the Board for a new Governance Committee, to consist of the chairs of the other committees. The Executive will now prepare workplans to identify the workflow for each of the committees in 2023.  Following the survey seeking expressions of interest, Board members will be contacted in relation to joining a committee. Each committee will be responsible for the identification of external members, and it was proposed that members of the committees have a maximum term of 3 years.  Following this discussion, it was also requested that a list of contact details for Board members be circulated. |
| **10** | **Committee Reports** |
| 10.1 | Finance, Audit and Risk Committee |
| 10.1.1 | A report from the Finance, Audit and Risk Committee meeting of 21 September was circulated in advance.  Mazars presented on an internal audit report of South Munster CIS. It was noted by the committee that audit findings tend to recur across the funded companies. All SDCs have been contacted in relation to audit recommendations.  The revised risk register was circulated in advance. It was noted that the existing risk on adverse publicity, currently based on social policy findings, will need to be broadened.  The FAR Committee discussed the Allocations Sub-Group meeting of 13 September 2022. A separate note from this meeting was prepared in advance of the FAR meeting.  It was noted that the C&AG was finalising their audit and had requested CIB’s accounts to be approved at the next opportunity, which will be the special Board meeting on 29 September 2022.  The budget monitoring report for August showed an excess of income over expenditure of just over €1,000,624. Larger variances arise in relation to the operating grant to South Connacht MABS, ICT and the operating grant to SLIS.  A revision had been made to the mid-year review of the budget and this was approved by the committee. The revision was made because the SLIS grant was reduced by €13,637, which was the surplus that CIB retained.  It was noted that CIB would see its provisional allocation for 2023 when it was announced in Budget 2023 on Tuesday, 27 September.  Requests to award two contracts following procurement competitions were approved by the Committee for presentation to the Board. These are awards for the supply of Microsoft licences and the supply of non-Microsoft licences. Both contracts are to be awarded to Micromail.  David Dunne spoke to developments in relation to the cyber risk register, while  Stephanie McKeown provided an update on the actions taken to address the issues raised in the recent internal audit report from Mazars, with the development of a retention policy the only item outstanding. |
| 10.2 | Allocations Sub-Group |
| 10.2.1 | A report from the Allocations Sub-Group meeting of 13 September was circulated in advance of the meeting.  The Service Delivery Companies reported a combined cumulative cash saving at the end of June 2022 of €1.67m, when the cumulative Q2 cash budget of €20.78m is compared with the actual cash payments for the corresponding period of €19.11m.  The Allocations Sub-Group agreed to reduce the Q4 grant payments by €0.96m and were advised that this may change, but not materially. The changes may arise following a review of the Q3 financial returns due to be submitted by the Service Delivery Companies in October. |
| 10.3 | Social Policy and Research Committee |
| 10.3.1 | The last Social Policy and Research Committee meeting took place on 12 September. The Committee noted the importance of continuing links with the DSP, of carrying out an audit of data held and of placing due attention and priority on social policy in the new ICT, Digital and Data Committee. |
| 10.4 | Sub-Groups |
| 10.4.1 | The Strategy Sub-Group also had its last meeting on 12 September and its work will now be continued by the Governance Committee. The SLA Sub-Group was temporarily re-purposed as the Volunteering in CIS Sub-Group and will now meet again to finalise the SLAs with the funded companies. |
| **11** | **Charities Regulator – Compliance Record Form and Annual Report** |
| 11.1 | A draft compliance record form and annual report for the Charities Regulator were circulated to the Board in advance of the meeting. The Board approved the compliance record form and agreed that the annual report could be submitted to the Charities Regulator. |
|  | **Date of the Next Meeting** |
|  | The next meeting of the Board is scheduled to take place on Thursday, 15 December 2022. A number of meetings in 2023 will be organised as in-person meetings, while the remainder will be virtual meetings. One meeting will be organised off-site. |