**Citizens Information Board**

**Board Meeting, Thursday, 15 December 2022**

George’s Quay House, Dublin 2

**Present:** Catherine Heaney, Seán Sheridan, Mary Doyle, Teresa Blake, John Saunders, Ian Power, Claire Byrne, Brid O’Donovan, Seamus Smith, Sarah Harte, Cearbhall O Meadhra

**Apologies:** Fiona Penollar, Joan O’Connor, Tina Leonard

**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 10)

**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 | Joan O’Connor will be leaving the Board at the end of December. The Chair thanked Joan for her support to the Board, particularly in relation to the development of new SLAs. The Board expressed their appreciation for Joan’s contribution to the organisation.  The agenda for the December meeting was adopted by the Board. |
| **3** | **Minutes of Previous Meeting** |
| 3.1 | The minutes of the meeting held on 20 October 2022 were proposed by Ian Power and seconded by Seán Sheridan. |
| **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 timeline for the review of volunteering in the Citizens Information Services had been extended due to the volume of people involved in the consultation with BearingPoint.  The revised estimates have been published and CIB’s estimate has increased by €101,000 to €60.858m. No breakdown has been received as yet on the ringfenced elements of the budget.  CIB has recruited a Communications and Public Affairs Executive to assist with internal and external communications.  The CIB staff day took place on 30 November and was a good day with high energy and a focus on innovation and design thinking.  SLIS has now responded in full to outstanding audit recommendations and has returned to normal funding timelines.  Fiona attended a workshop run by DPER in relation to a life events portal. |
| **5** | **Finance Matters** |
| 5.1 | Risk Management |
| 5.1.1 | A review of CIB’s risk management is now at an advanced stage with the draft report received from Mazars. On foot of the report, it is expected that the risk framework will be updated with refined risk categories, that risk appetite will need to be further defined and that there will be changes to the risk discussions at CIB’s management team meeting. The final report is scheduled to go to the FAR Committee on 1 February 2023. |
| 5.2 | Budget Monitoring Report |
| 5.2.1 | The budget monitoring report for November shows an excess of income over expenditure of €537,954. The larger elements of the variance include the withholding of grants following the mid-year reprofiling, along with underspends in relation to RISLI and the contingency budget.  The current projected outturn for 2022 is €56.6m.  It was asked that an executive summary be provided for future financial reports setting out the key 5 or 6 matters for attention. |
| 5.3 | Procurement |
| 5.3.1 | Following a procurement competition, the Board approved the award of a contract for HR and IR services for CIB and the Service Delivery Companies to RSM Ireland. |
| 5.4 | Budget Estimates 2023 |
| 5.4.1 | The estimate for the Citizens Information Board in Budget 2023 is €60.858m, which does include provision for public sector pay increases or for the funding requested in a business case to meet the costs of a pay claim in MABS. It was noted that the Executive was confident this would be resolved. CIB will now write to the Service Delivery Companies with the allocations for 2023. |
| 5.5 | Materiality Threshold |
| 5.5.1 | The Board agreed to a materiality threshold for explanations of variances in the Service Delivery Companies. The threshold will be +/-5% of the cumulative budget or €3,000, whichever is higher. The setting of a threshold was one of the recommendations in the Mazars report on Board oversight of Service Delivery Company funding. |
| **6** | **Committee Reports** |
| 6.1 | Finance, Audit and Risk Committee |
| 6.1.1 | A report from the Finance, Audit and Risk Committee meeting of 16 November was circulated in advance.  The FAR Committee discussed the Allocations Sub-Group meeting of 9 November 2022. A separate note from this meeting was prepared in advance of the FAR meeting. The revised risk register was also circulated in advance, with the majority of changes made following the Board meeting of 20 October 2022. The risk framework will be updated once the Mazars report on risk management has been reviewed by the FAR Committee.  The Budget Monitoring Report for October shows an excess of income over expenditure of €1.6m. Larger variances arise in relation to grants and contingency budgets. The current projected outturn for 2022 is €57.6m.  The Committee approved the virement of €199,000 from contingency budget to ICT to cover costs for the MABS CMS and PowerBI project.  There is no update as yet on the details of CIB’s budget for 2023.  Updated financial procedures were approved by the Committee, with changes to the procedures including the addition of a virement policy and a supplier setup section.  It was noted that the Annual Financial Statements have been presented to the Houses of the Oireachtas. The management letter from the C&AG has not yet been received.  A request to award a contract for HR Support Services to RSM Ireland was approved by the Committee to recommend to the Board.  David Dunne spoke to developments in relation to the cyber risk register. There are continued delays in the implementation of a system to restrict network access but the solution has been tested and is due to be rolled out in George’s Quay House shortly.  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. Work on the policy is still in progress. In relation to FOI, two decisions of CIB have been affirmed by the Office of the Information Commissioner.  The Committee noted that there would be a change of membership in the New Year and that the Allocations Sub-Group would cease. All members were thanked for their contribution to the Committee. John Saunders was thanked for his chairing of the Committee. The annual self-assessment of the Committee was discussed and members were asked to return the self-assessment sheet by end December 2022.  Mazars presented on an internal audit report of North Leinster CIS, which had one medium and four low priority findings, with an overall audit opinion of reasonable assurance provided.  The Committee approved a proposal to set the materiality threshold for explanation of variances in the funded companies to +/-5% or €3,000. This will now be brought to the Board for approval. |
| 6.2 | Allocations Sub-Group |
| 6.2.1 | A report from the Allocations Sub-Group meeting of 9 November was circulated in advance of the meeting.  Carmel Beirne reported on the analysis of the financial returns from the Service Delivery Companies for Q3 2022. The Service Delivery Companies reported an overall cash surplus at the end of Quarter 3 2022 of €840,972. This is a reduction of almost fifty percent, when compared with the reported cumulative cash savings of €1,676,953 at the end of Quarter 2 2022. Of the cash savings, the CIS companies account for 43% of the total, while the MABS companies account for 47%. Forty-one percent of the savings are related to pay, with savings arising from delays in filling posts, along with unpaid leaves. Fifty-nine percent of the savings are related to non-pay, with savings across a number of budget lines including professional fees, training and T&S.  Carmel Beirne also reported on the proposed grant allocations to the SDCs for 2023. It was noted that CIB’s budget estimate would allow for Existing Level of Service (ELS) budgets for the SDCs in 2023. At present, CIB is waiting on confirmation of the continuation of the DMA programme, as well as confirmation that a number of business cases have or have not been approved, including a pay claim for MABS, three premises projects, and a number of smaller requests in relation to NAS.  Carmel Beirne noted that, with savings currently being realized and projected to be in place at the end of the year, the reduced allocation in 2022 has not had a significant impact to date.  One of the recommendations of the Mazars report on Board Oversight of Grants to the Service Delivery Companies was that CIB would document a materiality threshold for detailed explanations of variances arising in the SDCs. Carmel Beirne proposed a materiality threshold for the SDCs of +/-5%, or €1,000, whichever is greater. Following discussion, the sub-group agreed to recommend to the FAR a materiality threshold of +/-5% or €3,000, whichever is greater. |
| 6.3 | SLA Sub-Group |
| 6.3.1 | The SLA Sub-Group met on 11 November and agreed that the draft SLAs would be sent to the DSP for observations. Observations have not been received as yet, and so the existing SLAs were extended to the end of March 2023. The SLAs will be brought back to the Board once input from the DSP is received. |
| **7** | **Committee Structure to Support the Strategy, including Terms of Reference for the Governance Committee** |
| 7.1 | The terms of reference for the Governance Committee were approved by the Board. The Governance Committee will consist of the Chair of the Board and the chairs of the committees. A number of changes to the terms of reference for the other committees were also approved, including the method for appointing external members. Claire Byrne’s appointment as the Chair of the Finance, Audit and Risk Committee was approved by the Board. |
| **8** | **Quorum for Meetings of the Board** |
| 8.1 | The Board approved the increase of the quorum for Board meetings to eight. |
| **9** | **Action Plan 2023** |
| 9.1 | The Executive gave a summary of the draft action plan for 2023. The action plan is based on the preliminary findings of the strategy consultation process and gives context to the likely work of the new committees in 2023. |
| **10** | **Presentation by BearingPoint on Review of Volunteering in the CIS** |
| 10.1 | BearingPoint presented on the consultation process for their review of volunteering in CIS and on the findings from their engagements with stakeholders. Along with interviews and focus groups, the process involved the receipt of more than 230 survey responses from volunteers, as well as more than 200 from CIS staff members and scheme staff members. BearingPoint described some of their findings from the consultation process, including the disparity in volunteer numbers in the different regions, the volunteer experience pre- and post- Covid-19, as well as the volunteer role in service provision. |
| **11** | **Closed Session** |
| 11.1 | Board agreed that the CEO annual review tale place with the chair and Brid in January, using the PMDS and SMART goal matrix; they will report back on the process in a closed session in February.  Board was appraised of the selection process of an external evaluator. The external consultant will commence work in New Year. Board members encouraged to be as fulsome and engaged in the process as possible, including feedback on meetings; comms with chair and exec; and on-boarding process for new members.  Chair thanked members for their work in 2022. |
|  | **Date of the Next Meeting** |
|  | The next meeting of the Board is scheduled to take place on Friday, 10 February 2023. |