**Citizens Information Board**

**Board Meeting, Thursday, 10 February 2023**

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, Tina Leonard, Fiona Penollar

**Apologies:** Cearbhall O Meadhra

**In attendance:** Fiona Coyne, Chief Executive, Rachel Downes, Carmel Beirne, Adrian O’Connor, Graham Long (also taking minutes); Claudia Carr, Clare McCarthy (BearingPoint, item 8)

**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 | A number of members were welcomed to their first in-person meeting. The agenda for the February meeting was adopted by the Board. |
| **3** | **Minutes of Previous Meeting** |
| 3.1 | The minutes of the meeting held on 15 December 2022 were proposed by Seamus Smith and seconded by Brid O’Donovan. |
| **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. CIB met with officials from the Department of Social Protection and has received confirmation of the ringfenced elements of the 2023 budget. SLIS funding was discussed, as was a planned briefing for the Minister on the review of volunteering in the CIS; unfortunately, this briefing could not go ahead as planned on 9 February. CIB has also established a Public Sector Duty Working Group which has carried out a number of pieces of work including a briefing to 55 members of staff. Fiona described the group as vibrant and enthusiastic and noted that it is expecting to assess the human rights and equality implications of the new strategy. |
| **5** | **Committee Reports** |
| 5.1 | Standards and Development Committee |
| 5.1.1 | A briefing note on the committee meeting of 18 January 2023 was circulated in advance of the Board meeting. The meeting was inquorate but proceeded on an information basis only. Managers from the Standards and Development Division presented on their work and work plans, while risks for the division were discussed in detail. Possible external members for the Committee were discussed, as was the review of volunteering in CIS, which was on schedule for the February meeting of the Board. |
| 5.2 | Compliance and Reporting Committee |
| 5.2.1 | A briefing note on the committee meeting of 31 January 2023 was circulated in advance of the Board meeting. The meeting of was inquorate but proceeded on an information basis only. Pending confirmation, the Committee members agreed to recommend Senan Turnbull to the Board as an external member of the committee. Carmel Beirne presented on the year-end cash surplus in the SDCs. The SDCs reported an overall budget versus actual cash payments surplus of €1,048,151. Following the retention of funds, the cash surplus to be recouped will be €1.9m. It was noted that the SLAs are currently with the Department for observations. Risks for the division were discussed in detail. Carmel Beirne presented a high-level overview of the remit of the new division, covering the Financial Compliance and Reporting team, the Operational Compliance and Reporting team and the Abhaile team. |
| 5.2.2 | The Board agreed that the Committee should approach Senan Turnbull to join as an external member. |
| 5.3 | ICT, Digital and Data Committee |
| 5.3.1 | A briefing note on the committee meeting of 31 January 2023 was circulated in advance of the Board meeting. Adrian O’Connor presented on the three teams in the ICT, Digital and Data Division: Digital Content, ICT and Data and Research. Adrian O’Connor also presented on the cyber risk register, which currently has one red and three yellow risks. The Committee discussed the relevant risks from the main risk register and asked about the process for engagement by staff members in risk management. The Committee also discussed possible external members. |
| 5.4 | Governance Committee |
| 5.4.1 | A briefing note on the committee meeting of 1 February 2023 was circulated in advance of the Board meeting. The Committee discussed the draft strategy and had a number of pieces of feedback for the next iteration of the document. The Chairs of the committees provided updates from the committee meetings and the process for reviewing risks was discussed. It was agreed to propose amendments to the Code of Practice to allow access to the register of interests (both for Board members and external committee members) to the Chairs of the committees. It was also agreed to propose further changes to the Code of Practice that were recommended in the FAR Committee, including an induction process for external committee members. A proposal on CIB’s classification as a charity was agreed for submission to the Board. An update on the external evaluation process for the Board was provided, noting that twelve of thirteen Board members had completed the survey from Lionheart Consultants, with interviews to follow shortly. |
| 5.5 | Finance, Audit and Risk Committee |
| 5.5.1 | A briefing note on the committee meeting of 1 February 2023 was circulated in advance of the Board meeting. Maria Gannon of Mazars presented on a report on risk management in CIB, which included seven recommendations on areas including the description of risk processes in the risk framework, the language used to describe risks, the recording of controls and actions for risks and the risk appetite statement. Susanna Britz presented on the internal controls report for South Leinster CIS. The report included eight low priority findings and provided an audit opinion of “reasonable assurance”.  CIB’s risk register was presented to the Committee. It was asked that a summary of the significant changes in the register would be included with Board papers and future FAR papers. Risk reports from the other committees of the Board were reviewed and it was agreed that this process would be discussed at the Governance Committee meeting of 2 February with the aim of describing the process fully in the revised Risk Framework.  The management letter from the C&AG for the 2021 Annual Financial Statements was discussed. The letter includes three low findings and will be brought to the Board on 10 February prior to being sent to the DSP. CIB’s outturn for 2022 was €56.123m. The excess of income over expenditure at the end of the year was €424,362. The Committee approved the proposed budget for 2023, which sets out expenditure of €61.283m. The DSP has confirmed that funding for the MABS pay claim and for increased salary costs in CIB are to be taken from underspend in the first instance but will be funded by way of a supplementary budget if required.  The Committee approved the award of a contract for cleaning services, the award of a contract for helpdesk services and the award of a contract for managed print services. It was asked that future notes on contract award include a reference to conflicts of interest.  The Committee received updates in relation to data protection, in particularly the development of retention policy, and the year-end cash surplus in the SDCs, as previously discussed with the Compliance and Reporting Committee.  The Committee approved a number of steps following a gap analysis relative to the evaluation questionnaire for ARC committees. The actions include formalising induction for new committee members and the production of an annual report from the FAR Committee. |
| 5.5.2 | The Board noted that each committee would own its risks and that the FAR Committee would oversee the risk register as a whole, along with the risk framework. It was also noted that Mazars would be requested to add details in relation to testing in their audit reports. |
| **6** | **Finance Matters** |
| 6.1 | Risk Management |
| 6.1.1 | The Mazars report on risk management was discussed by the Board. It was noted that the report makes seven recommendations on areas including the description of risk processes in the risk framework, the language used to describe risks, the recording of controls and actions for risks and the risk appetite statement.  The highest risk on the register remains cyber security with a rating of 16. The second-highest risk at present is directly related, that is, data protection. This risk has a rating of 15. The third-highest risk at present, rated at 12, is related to service opening. It will be influenced by the outcome of the volunteering in CIS report.  Since November, one risk has been closed (WAN/Telephony infrastructure), two risks have had their ratings changed (failure to exploit emerging technology and data analysis) while five risks have had changes including actions or mitigants added. |
| 6.2 | Outturn 2022 |
| 6.2.1 | CIB’s original budget for 2022 was €60.442m, while the mid-year reprofiled budget was €59.194m. CIB’s total expenditure for 2022 was €56.123m, with an excess of income over expenditure at the end of the year of €424,362. Total income was €56.548m. |
| 6.3 | Management Letter |
| 6.3.1 | The 2021 management letter from the C&AG was discussed. It includes 3 points, each with a rating of low. The Board approved the letter to be sent to the Department of Social Protection. |
| 6.4 | Procurement |
| 6.4.1 | The Committee approved the award of a contract for cleaning services to Allpro, the award of a contract for helpdesk services to PFH and the award of a contract for managed print services to Datapac. |
| 6.5 | Budget Estimates 2023 |
| 6.5.1 | A budget of €61.283m in total was approved by the Board. It was noted that this includes notional income of €219,000, which is to meet CIB’s obligations under the Building Momentum agreement. The DSP has committed to provide this funding if it cannot be sourced from underspend in the course of the year. |
| **7** | **CIB Governance Matters** |
| 7.1 | CIB Code of Practice |
| 7.1.1 | Changes to the CIB Code of Practice were agreed, including the addition of formal criteria for the appointment of the Chair to the FAR terms of reference and a change to the registers of interests that allows the chairs of the committees to access these registers. A formal induction process for new external committee members was added.  It was also agreed that the agenda for committees would include a standing item to cover relevant developments in CIB. This is to ensure that external committee members are informed of key developments for the organisation. |
| 7.2 | Charities Classification Standard |
| 7.2.1 | Following discussion of proposed options, the Board approved the following classification to be submitted to the Charities Regulator for CIB:  *Primary category*  5. Community relations, Reconciliation, Advocacy and Civic Responsibility > provision of information or advice or working to raise awareness of an issue  *Secondary category*  6. Funding, Philanthropy, Benevolence and Volunteering > funding, consultancy or other charity support services |
| 7.3 | External Evaluation of the Board |
| 7.3.1 | The evaluation is on track for presentation at the Board meeting in March. Interviews with Board members are now being organised by Lionheart Consultants following the closing of the survey. A skills and diversity audit will also be undertaken by Lionheart. |
| 7.4 | IPA Governance Forum |
| 7.4.1 | Details of the IPA Governance Forum seminars for 2023 were circulated to Board members. Members were asked to contact the secretary about seminars of interest. |
| **8** | **Strategy 2023 - 2026** |
| 8.1 | Claudia Carr and Clare McCarthy from BearingPoint presented on the current draft of the Strategy 2023 – 2026. The strategy sets out its link to the environment scan that had been commissioned by the Board, as well as its context in the next number of strategy cycles. The draft includes values, a vision and a mission statement and describes five strategic objectives, with a number of initiatives listed for each objective. There is a section on implementation and a section on monitoring, along with a placeholder for CIB’s assessment of human rights and equality issues. A commitment is made to carry out a mid-point review of the strategy.  The Board asked that consideration be given to reducing the operational detail in the draft and to further contextualise the long-term approach the Board wishes to take. Board members were asked to send all proposed changes to the secretary for follow up with BearingPoint. |
| **9** | **Review of Volunteering in the CIS** |
| 9.1 | Fiona Coyne spoke to the draft review from BearingPoint, which was circulated in advance of the meeting. It was noted that it had not been possible for a briefing to be provided to the Minister on 9 February. It was agreed that the publication of the review be delayed until a briefing can be provided to the Minister. The Executive has prepared a set of stakeholder communications in relation to the report. In the meantime, the Board was asked to provide any observations on the draft review to the secretary for follow up with BearingPoint. |
| **10** | **Closed Session** |
| 10.1 | The PMDS process for the Chief Executive was discussed at the closed session. |
|  | **Date of the Next Meeting** |
|  | The next meeting of the Board is scheduled to take place on Friday, 24 March 2023. |