

Board Meeting

Friday, 21st March 2025 at 10:30 am
In-person at George's Quay House

Present: Catherine Heaney, Seamus Smith, Stephen Lycett, Patrick Gibbons, Claire Byrne, Catriona Curtis, Mary Dorgan, Sean Sheridan, Orlagh Nevin, Teresa Blake, Bríd O'Donovan

In attendance: Graham Long (after closed session), After closed session and CEO presentation - Rachel Downes, Carmel Beirne, Elsa Flanagan, Caroline Mitchell (minutes), Gary Watters (for items 8 and 9)

Apologies: Sarah Harte, Mary Corcoran, Fiona Ward

Minutes

Item	Agenda Description
1.	Declaration of Interests
	The Chair invited Board members to declare any relevant interests. No interests were declared.
2.	Board Business and Approval of Agenda
	Apologies were received from Sarah Harte, Mary Corcoran and Fiona Ward. The agenda was approved.
3.	Closed Session
	The Board met in a closed session.
4.	Minutes of Previous Meeting
	The minutes of the meeting held on 28 th February 2025 were approved.
5.	CEO Presentation
	The CEO gave a presentation, and it was discussed by the Board.
6.	Reports of Acting Chief Executive and Chair (for discussion)
	The Acting CEO provided a high-level summary of the report, highlighting several positive developments: <ul style="list-style-type: none"> • The CEO attended two events related to financial literacy. The first event was a joint Atlantic Technological University / MABS launch of a financial readiness module for students. This module has wide applicability across the third-level sector. • The second event was the Competition and Consumer Protection Commission (CCPC) launch of the 2025 Global Money Week. During this week, which runs from 17 to 21 March, MABS companies visit schools in their region to discuss budgeting and money management.

	<ul style="list-style-type: none"> • Mullingar Premises. CIB has put in a request to the DSP to retain surplus funds. The CEO wrote to the Chief Executive of Westmeath County Council for support regarding the premises lease. The Council confirmed the ground floor tenancy can continue, and a deed of variation will be drawn up once service arrangements are finalised. A confirmation email is awaited. • The CEO and the Head of Division, Corporate Services visited the Citizens Information Centre on Usher’s Quay. The Minister will be invited to the launch of the centre, and a further update on the matter will be provided to the Board. <p>Recent correspondences from NAS will be responded to in conjunction with the relevant Heads of Division.</p> <p>The Board discussed the €1.6m surplus which will be returned to the DSP. The executive advised that the main drivers were staff pay and vacancies. The Executive is currently exploring options in relation to underspend. The average underspend across the 22 companies is approximately €72k. It is important to note that the pay is ringfenced from the non-pay spend.</p> <p>The Board noted that the updated format and layout of the Board papers are a welcome improvement.</p> <p>CIB has been contacted regarding a further extension of board terms from some of the SDCs. This was already supported last year, by an additional one-year term, which required a change to the company’s constitution i.e. 7-year max term.</p>
7.	Committee Reports
(a)	<p>Report from the Standards and Development Committee, 26th February</p> <p>The Chair gave a high-level overview of the Committee meeting. Key points related to:</p> <ul style="list-style-type: none"> • The Evaluation of NAS draft report, findings and recommendations. The Committee will review it again at its next meeting once NAS feedback has been received. • Service User Impacts Framework: Indecon presented on the progress to date and outlined the upcoming steps. • Long-term strategy and approach to volunteering in the CIS network. • Progress on the Digital Strategy project, including joint meeting of the ICT, Digital and Data and Standards and Development Committees where 4OC provided an update and welcomed the Committee’s input for the next stages of the strategy development. The Head of Division, ICT, Digital and Data proposed to push out the upcoming meeting on 28th March as the draft strategy is still in its early stages.
(b)	<p>Report from the Compliance and Reporting Committee, 5th March</p> <p>The Chair of the Committee provided an update on the recent meeting on 5th March, which focused on the Compliance and Reporting Division work plan for 2025, review of SDCs, Abhaile</p>

	<p>and DMA Quarter 4 service activity, SDC’s Quarter 4 WTE reports, updates to the Financial Controls and Reporting handbook and Quarter 4 Quarterly Financial Returns update.</p> <p>The Chair gave an update on the recent actions taken by NT MABS to comply with the recommendations of two audit reports and raised concern in relation to contingency funding and ELS erosion.</p>
(c)	<p>Report from the Governance Committee, 13th March</p> <p>The Chair gave a high-level overview of the Committee meeting, which focused on updates from Committee Chairs, preparation for the upcoming Board meeting and discussion around Board recruitment.</p> <p>The Committee agreed to have a panel for recruitment of new directors. The PAS handbook will be updated, and the Chair of the Board will request that procurement and oversight are included in the external Board evaluation by the Institute of Directors Ireland.</p>
(d)	<p>Report from the Finance, Audit and Risk Committee, 10th March</p> <p>The Chair gave a high-level overview of the Committee meeting.</p> <p><u>New Strategic Risk Reporting</u> The Committee reviewed the proposed strategic risks. With a few amendments, the FAR Committee approved the new strategic risks presented by the Executive. The Finance Manager will present the new strategic risk register to the Board under agenda item 9(b).</p> <p><u>Fraud Risk Framework</u> The Committee approved the Fraud Risk Framework and recommended it for Board approval. The framework has been reviewed by the FAR Committee several times and version control will be applied once it has been approved by the Board.</p> <p><u>Procurement Approval Process</u> The FAR discussed the procurement approval process, considering issues in the media regarding procurements in other state bodies. It was noted that the existing procurement process is very thorough. The procurement executive’s checklist is seen as providing a good level of assurance.</p> <p>The FAR requested that an extra criterion is added to the procurement checklist which obliges the contract owner to assess organisational readiness. The committee has requested that if there are any issues regarding a procurement it should be highlighted to the FAR, for review.</p> <p>The Committee recommended to the Board that the Institute of Directors Ireland should consider Board oversight of spend as part of their review. There is strong oversight of key strategic projects, but other projects/spend should be considered.</p> <p><u>Draft Annual Audit Assurance Report</u></p>

	<p>This report will be finalised once the blended working review is completed. This draft report gives a split opinion, satisfactory assurance for CIB and limited assurance for the SDCs. The ratings are as follows:</p> <ol style="list-style-type: none"> 1. Satisfactory 2. Limited 3. Unacceptable <p>The Chair noted that when the overall thematic summary report is provided to the Committee by Sumer NI, the FAR will issue recommendations to be implemented in the SDCs, via the Financial Controls and Reporting Requirements Handbook.</p>
8.	Finance Matters
(a)	<p>Budget Monitoring Report, February 2025 (for review)</p> <p>The Finance Manager presented the management accounts. The budget for 2025 is €66.796m, which represents an Existing Level of Service (ELS) budget of €61.748m and a budget for SDC pay Claims of €5.048m.</p> <p>By the end of February, income had totalled €17.457m, of which €17.425m was Government funding and €31,767 was “other income”. Total expenditure to the end of February was €16.998m, leaving an excess of income over expenditure of €458,126.</p> <p>The year-to-date variance against profiled expenditure was €531,577, while income was €14,151 behind profile due to delays in receiving funding from the Department of Foreign Affairs (DFA), the receipt of additional funding from the Department of Children, Equality, Disability, Integration and Youth (DCEDIY) and agreed reduction in the February DSP grant drawdown.</p> <p>There was a query in relation to ICT underspend and it was noted that the Head of Division started at the end of the month and will be reviewing ICT budget spend, projects and current resources in place.</p> <p>Q4 returns from the SDCs are delayed, due to the companies been given extra time to bring Thrive into alignment with their AFS for 2021-2023. The DSP have been made aware of this.</p> <p>(b) Annual Financial Statements and Statement on Internal Control (for approval)</p> <p>2024 Draft Annual Financial Statements & 2024 Letter of representation (for approval)</p> <p>The Finance Manager noted updates that were made to the AFS following the FAR Committee meeting. Mary Dorgan proposed, and Sean Sheridan seconded the 2024 Draft Annual Financial Statements and the 2024 Letter of representation.</p> <p>Summary of CIB Management Internal control questionnaire responses</p> <p>No significant findings were notified to the FAR Committee and the Board. This a one of three levels of assurance in relation to internal controls.</p>

	<p>Statement on Internal Control internal audit</p> <p>It was noted that there was nothing significant to report from this audit. Sumer NI presented at the recent FAR with some of the findings relating to procurement, updates to the financial controls including the agenda item to follow related to delegated authority for payroll processing. It was discussed while some issues have been raised previously that items are being considered and work done on e.g. Fraud Risk Framework. Outstanding items are being brought to the Management Team meetings for updates and check-ins.</p> <p>Pensions disclosure explanatory note</p> <p>A note on pensions disclosure was presented to the Board, outlining the movement in the overall CIB pension liability and assets.</p> <p>(c) Delegated authority for payroll processing (for approval)</p> <p>Approval to grant delegated authority to CIB’s external payroll provider, Crowleys DFK, for payroll bank file authorisation was sought from the Board. This follows a recommendation from CIB’s internal Auditors, Sumer NI, as part of their annual review of the effectiveness of internal controls in CIB. Proposed by Seamus Smith and seconded by Catriona Curtis.</p> <p>The finance manager sought approval from the Board to increase the payment file threshold. It is proposed to increase 400k up to 500k. This is due to pay increases and Board fee payments. The payroll file had to be split in December to facilitate both staff and board fee payments. The Board approved this and requested a note to go on this change to the FAR. Proposed by Mary Dorgan, seconded by 2nd Patrick Gibbons.</p> <p>(d) Procurement (for approval)</p> <p>The Executive sought the Board’s approval to commence two procurements:</p> <ol style="list-style-type: none"> 1. Software licences over a period of 4 years with a total budget of €1,800,000. There is a framework in place with 5 providers. A mini competition will be run for this contract. 2. Microsoft licenses over a period of 4 years with a total budget of €2,500,000. This will have to be a direct run tender. The procurement relates to software licensing outside direct Microsoft licensing, but will include several types of supporting software including Adobe Pro, Adode Sign, Acrobat, Zoom, Snow. There are approximately 1600 users in the CIB and SDC companies. <p>Approval to commence procurements was proposed by Sean Sheridan and seconded by Teresa Blake.</p>
9.	Risk Management
(a)	Risk Register

	<p>An overview of the top 10 risks on the CIB Risk Register are included in the Risk Management slide deck. The Finance Manager provided an overview of the top organisational risks as well as risk changes and new risks added since February 2025.</p>
(b)	<p>Fraud Risk Management Framework (for approval)</p> <p>This was recommended from a previous internal audit. This work has been developed by the Executive with support from the current and the previous auditors and has been brought to the FAR at least twice.</p> <p>Risk assessments will be carried out in in each Division. The Board noted that there has been Board Risk training held on two occasions.</p> <p>The Fraud Risk Management Framework was proposed by Seamus Smith and seconded by Patrick Gibbons.</p>
(c)	<p>New Strategic Risk Reporting (for approval)</p> <p>At the January meeting of the FAR Committee, the CIB Executive proposed separating out organisational/strategic risks from unit risks on the current risk register. It was further discussed at the March 10 meeting and the updated document is presented for discussion and approval.</p> <p>The Board considered whether to include misinformation on the risk register. This would cover instances where information from citizensinformation.ie is misused or misrepresented, especially when presented without proper context. As an action the ICT, Digital and Data Committee should review misinformation as a risk.</p> <p>The new strategic risk reporting was approved by the Board.</p>
	<p>Date of next meeting</p>
	<p>The next meeting will be held off-site in Castlebar, Co. Mayo on Friday, 6th June.</p>