

**Caranua Board minutes 13<sup>th</sup> December 2018**

**Present:** David O’Callaghan, Tom Daly, Damian Casey, Katherine Finn, Frances Harrington, Patricia Carey, Phyllis Morgan-Fann, Richard Heeneey.

**Apologies:** Francis Treanor, Damian Casey

**In attendance:** Rachel Downes, Saragh Fitzpatrick (Secretary), Caitriona Ni Mhurchu, Sinead Dwyer, Jane Merrigan

Item	Discussion	Decision Action	Update from last meeting
<b>Executive session was held with Board members alone (without the presence of the Senior Management Team) from 11:00am to 11:30am</b>			
<p>At the commencement of the meeting, the Chair noted the following:</p> <ul style="list-style-type: none"> <li>• A formal welcome to two new Board members, Phyllis Morgan-Fann and Richard Heeneey</li> <li>• Congratulations to the Director of Service on her appointment to the role;</li> <li>• A formal thank you to the Head of Administration &amp; HR for all her hard work and assistance to date and wish her well in new role;</li> </ul>			
1. Quorum, Apologies and Conflicts of Interest Declarations	The Chair noted that there was a quorum present and that apologies had been received from two members who were unable to attend. No member had declared an interest in the Agenda.		
2. Minutes	<p>Minutes of the last Board meeting were agreed, with action points from the last meeting reviewed and discussed. A column detailing the update from the last meeting will be added to all future minutes.</p> <p>Minutes proposed by: Patricia Carey Seconded by: Tom Daly</p>		

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3. Matters Arising not on the Agenda	All action points were agreed as appearing on the agenda for this meeting.		
4. Report on Applications and Spend	<p>The CEO presented a report on the number of applications received to date and a statistical analysis in relation to those applications.</p> <ul style="list-style-type: none"> <li>• The number of Part 1 applications received to 30<sup>th</sup> November is 6,535. Of these 5,943 have been deemed eligible to apply.</li> <li>• There are currently 2,244 survivors with current open applications, and 262 awaiting first time assignment.</li> <li>• The proposed amendments to the advisor team will take place in early 2019 to assist survivors with open applications through the process ahead of the wind down of the organisation.</li> </ul> <p>A discussion was held in relation to the advocacy support provided / offered to those survivors who submitted applications after 01/08/2018.</p>		
5. Executive Report	<p>CEO took the Board through the Executive Report, covering:</p> <p><b>Staffing update</b></p> <ul style="list-style-type: none"> <li>• The Head of Administration &amp; HR role has been advertised.</li> <li>• The advisor team will be restructured in early 2019 to reflect the developing nature of the work being done as the organisation reaches the wind down phase.</li> </ul> <p><b>Department of Education</b></p> <ul style="list-style-type: none"> <li>• The Department of Education presented on the work of Caranua to the Oireachtas Joint Committee on Education &amp; Skills on 15th November. The executive is</li> </ul>		

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	<p>currently reviewing the transcript and a response to the committee will be prepared.</p> <ul style="list-style-type: none"> <li>• A discussion was had in relation the letter of apology received from the Oireachtas Joint Committee on Education &amp; Skills in relation to defamatory remarks made against the Acting CEO by a committee member.</li> </ul> <p><b>Communications and Outreach</b></p> <ul style="list-style-type: none"> <li>• Three targeted outreach days were held in November, in Cork, Limerick and Waterford. The targeted nature of these meetings allowed staff to meet with survivors who had complex cases, and because they were able to review the applications in advance, the meetings were very constructive and had positive outcomes.</li> <li>• Deaf Associations – outreach continues in the Deaf Village, where advisors meet with applicants in a private and confidential setting and a sign language interpreter is available. In addition, targeted outreach in conjunction with Cork Deaf Association with survivors who would benefit from a face to face meeting will be carried out before Christmas</li> <li>• Prison outreach - Work is underway with the Midlands &amp; Portlaoise prisons to hold outreach meetings in the first quarter of 2019. The meetings will be facilitated as professional visits. Discussions have been very constructive and there is mutual support to provide solutions to the logistical challenges that have arisen.</li> </ul>		
6. Governance Matters	<ul style="list-style-type: none"> <li>• Board self-evaluation surveys returned by all Board members</li> <li>• The question of the external evaluation of the Board will be revisited in early 2019. Should Departmental advice be that external evaluation is required in</li> </ul>		

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	<p>2019, contact will be made with RSM UK to discuss the possibility of them conducting this evaluation as part of their Internal Audit work.</p> <ul style="list-style-type: none"> <li>• Updated Board handbook provided to all Board members for information.</li> <li>• The Audit and Risk Committee, in compliance with the Code of Practice for Governance of State Bodies recommend a resolution in relation to the procedures whereby Board members, in the furtherance of their duties, may take independent professional advice, if necessary, at the reasonable expense of the State Body where they judge it necessary to discharge their responsibilities as Board members.</li> <li>• The Code of Practice dictates that we must obtain confirmation that no employees are on State Boards (or that they are not receiving payment for same).</li> </ul>	<p>Board reviewed and agreed this resolution.</p> <p>Director of Finance will obtain confirmation of this from all employees prior to year-end, and will ensure that this is obtained in 2019.</p>	
7. Finance & Risk Matters	<p><b>Finance Report</b></p> <ul style="list-style-type: none"> <li>• Director of Finance took the Board through the finance report for October and November into fund status and expenditure information. An amount of €8,408,726.94 remains outstanding from religious congregations.</li> <li>• To the end of November 2018, Caranua has made payments on foot of 45,000 applications, to 5,100 unique applicants.</li> <li>• The Board reviewed the update from the last Audit and Risk Committee, presented by the Director of Finance with prior sanction by the Chair of the Audit and Risk Committee:</li> </ul>		

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	<ul style="list-style-type: none"> <li>○ Internal Audit – two reports being completed in December (Risk Management and Corporate Governance and Claims Payment Process controls)</li> <li>○ Code of Practice for Governance of State Bodies – action plan on track for 100% compliance at year end.</li> <li>○ Risk Management – review risk register and mitigating actions document</li> <li>○ Management of out of date cheques</li> <li>○ External Audit of 2017 AFS by C&amp;AG (complete, revised Statement of Internal Control reviewed by ARC, and AFS to be reviewed by the Board to confirm signatory agreement by Chair of Board and Acting CEO)</li>   <li>○ Management accounts and financial projections</li>   <li>○ Meeting schedule – ARC meetings will be held one week prior to each Board meeting. Previously, ARC was held prior to all except one Board meeting in a year, but given the period of wind down being entered into, it might be more appropriate to have ARC meetings prior to every Board meeting in 2019.</li> </ul>	<p><b>Financial statements approved for signature by the Board subject to no material changes.</b></p> <p>General agreement that this would be a prudent schedule for meetings.</p>	
8. Subcommittee of the Board on wind down of the organisation	<ul style="list-style-type: none"> <li>● Terms of reference for the subcommittee as proposed approved by the Board.</li> <li>● Minutes of the first meeting reviewed, and a discussion was held around records and retention after wind down as impacted by GDPR.</li> <li>● CEO took the Board through the research proposal with TILDA as discussed by the subcommittee. The estimated benefits of the research would be legacy</li> </ul>	Proposal sanctioned by the Board	

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	related, but also potentially the strengthening of the case for the requirement for enhanced health supports for survivors after the wind down of Caranua.	CEO will liaise with the project team in relation to the application.	
9. Correspondence & PQs	No correspondence or PQs for discussion		
10. A.O.B.	No additional items arising		
11. Next meeting	Dates for Board meetings were agreed for 2019:	Director of Finance to circulate these meeting dates to all and add to BoardPacks calendar.	