CONFIRMED

**MINUTES OF THE ONE HUNDRED & EIGHTY FIFTH MEETING OF THE COMMUNITY RELATIONS COUNCIL HELD ON FRIDAY 11TH NOVEMBER AT 10.30AM IN THE ANTE ROOM, EQUALITY HOUSE, 7-9 SHAFTESBURY SQUARE, BELFAST BT2 7DP**

**2780/16 PRESENT:**

Mr P Osborne (Chair), Ms L Keys, Mr R Campbell, Very Rev Dr N Hamilton, Ms D Close, Ms S McClelland, Mr N McKenna, Mr D Mackay, Mr B McAllister

**2781/16 APOLOGIES:**

Ms K Garbal, Ms R McGlone

**2782/16 IN ATTENDANCE:**

Dr M Browne [TEO], Mr P Robinson [TEO]

Ms J Irwin [CEO], Mr G McKeown [DFAP Director], Mr P Jordan [Funding and Development Director], Ms D MacBride [Cultural Diversity Director], Ms D McGlade [Policy Director], Ms T Gibson [Admin Officer, DFAP]

**2783/16 OBSERVER:**

None

2784/16 STANDARD CHECKS:

 *1****(a)*** The Chair reminded Members of the requirement to declare any

 conflicts of interests in any discussions where decisions were

 required.

*1****(b)***The Chair advised thatMembers need to register any offers of gifts or hospitality since the last Council meeting.

**2785/16 OPENING REMARKS:**

The Chair informed members that the quorum for the meeting was 5 members and not 7 as previously thought. He said Mr G McKeown, DFAP Director, had received clarification from CRC’s lawyer on this matter. He added that the quorum for the Annual General Meeting would be 7 members.

The Chair welcomed Dr M Browne and Mr P Robinson from The Executive Office [TEO] to the meeting.

2786/16 MATTERS ARISING:

* Governance Review

The Chair said it was a very important time for the organisation and said he was grateful that Dr M Browne and Mr P Robinson had come along to update members and to answer any questions they may have in relation to the reviews. He invited Dr M Browne to address the meeting.

*Ms S McClelland entered the room at 10.45am.*

 Dr M Browne highlighted the following points:

* Currently there are a number of reviews taking place – constant process of change;
* The Executive Office is looking at its policies and including CRC’s role in delivering those policies;
* Programme for Government sets out outcomes that are to be achieved;
* Reviews are not an assessment of CRC’s previous work; The Executive Office and Ministers recognise the work of Community Relations Council;
* Ministers are keen for the new governance arrangements to be put in place as soon as possible;
* The Executive Office are aware that the uncertainty creates it is a concerning period for staff;
* Dr M Browne, TEO, said whilst the staffing review provides a clear sense of direction in relation to the management structure of the CRC, he indicated that he felt it would be more appropriate to take forward the recommendations when the new Board is in place and when there would be greater clarity over the ongoing review of good relations funding and the role of CRC (letter dated 10th November 2016 refers – *letter tabled at the meeting*)
* If required, Voluntary Exit Scheme, could be introduced for the Community Relations Council;
* The Executive Office are looking at broader funding arrangements – envisages CRC allocating more funding - greater clarity of the size and shape of the organisation going forward is required;
* The Community Relations Council has a continued role with the T:BUC Engagement Forum;
* The Community Relations Council as an ALB has an input into policy through its grassroots engagement and providing feedback to Ministers; and
* A joint conversation with The Executive Office and the Board to be taken forward.

Dr M Browne referred to the letter he had sent outlining the key recommendations of the Governance Review and outlined the proposed timetable for the changes to be implemented, beginning with the recruitment process for the new Board and Chair.

Board members highlighted the following concerns:

 ***Staffing Review***

* Staff are anxious – lot of uncertainty and low morale amongst staff

***Governance Review***

* “critical friend” of government / civic leader in civic society is missing from the new arrangements
* Need for the Community Relations Council to be at the core of the Community Engagement Forum – more than a secretariat
* Concern regarding the skills of new Board members appointed by Ministers – need to ensure they have the appropriate experience

The Chair said that he and the Board would try to keep to the proposed timetable but felt that the start of the recruitment process for the new Board the following week (w/c 14th November 2016) was rushing things and was mindful of due diligence and the need to get things right.

The Chair said he and the Board had a lot to discuss and do. The Chair said, if the Board agrees, they would strive to change the Articles as quickly as possible and would write to the Secretary of State as requested. The Chair added that contact with the Charity Commission would continue.

The Chair once again thanked Dr M Browne and Mr P Robinson for coming to the meeting, adding that the discussion was very constructive. He also expressed thanks to Board members and other departmental officials.

Dr M Browne said he thought the upcoming changes were positive but understood that there were aspects that caused concern for the Board. Dr M Browne said he would look seriously at the skills of the new Board members and said he realised the importance of the civic voice being heard. With regards the proposed timetable, he said Ministers were keen for this to be progressed. Dr M Browne said that he felt the charity aspect was not critical to the department and could be taken forward by Community Relations Council and the Charity Commission NI.

Ms J Irwin said she had had a very informative conversation with Ms F McCandless from the Charity Commission NI during which she was informed that CRC will be required to submit an application to the Charity Commission NI for a Section 96 Consent to amend any governing documents.  A change to the Articles would therefore have to be agreed by the Charity Commission.

Ms J Irwin said that after further discussions with the Charity Commission and with CRC’s lawyers, it has become apparent that, as CRC is a Company Limited by Guarantee, CRC was required to engage with the Charity Commission and that will determine the timetable going forward. A suggestion was made to have a three way conversation between CRC, the Charity Commission and TEO as a matter of urgency to work out a way to move forward.

**ACTION: CEO/TEO/Charity Commission**

*Mr G McKeown and Ms T Gibson left the room at 11.45am*

Board members, Dr M Browne and Mr P Robinson had a short discussion on the staffing review. Dr M Browne advised that with respect to the staffing review, whilst it had provided a clear sense of direction in relation to the management structure of the CRC, the Department felt it would be more appropriate to take forward the recommendations when there is greater clarity over the ongoing review of good relations funding and the role of CRC and the new Board was in place.  The department felt that this should provide greater reassurance to staff allowing for change over a longer period of time taking account of CRC’s future role.

He advised members that the report was incomplete and therefore off the table for the present.

*Dr M Browne and Mr P Robinson left the meeting at 12.00pm.*

*Mr G McKeown and Ms T Gibson entered the room at 12.00pm.*

The Chair informed members that a motion to the AGM for a change to the Articles needed to be issued with 21 days’ notice and would therefore need to be issued by 21st November.

After consideration and discussion members agreed to a “motion in principle” to proceed with amending the Articles of Association to allow for the Board to be appointed by The Executive Office ministers.

The Chair noted that in advance of the Board meeting to approve the change the approval of the Secretary of State for Northern Ireland to amend the Articles of Association would be require. Members agreed that the Chair should write to the Secretary of State for Northern Ireland to seek his consent to amend the Articles accordingly.

The Chair also noted that the approval of the Charity Commission NI to amend the Articles of Association would be required. Members agreed that the Chair, those Board members that wish, Community Relations Council staff and The Executive Office should meet with the Charities Commission NI.

Members agreed that the AGM would go ahead on 12th December and that a special meeting be called in January or February 2017 if the issue with the Charity Commission was not resolved in time for 12th December meeting.

After discussion members suggested some changes to the proposed amendments to the Articles made by TEO. These were:

1. Correction of minor errors
2. Remove the section on Company Secretary
3. Include an option of having remote Board meetings which would help to resolve the ongoing problem of meetings not being quorate

The Board were content to proceed with the suggested changes to the Articles dependent on the resolution of the issue with the Charity Commission and the changes mentioned above being incorporated.

Mr N McKenna – Proposer

Rev Dr N Hamilton – Seconder

Mr R Campbell will make the suggested changes to the Articles and will forward to Mr G McKeown who will liaise with CRC’s solicitor.

**ACTION: ARAC Chair**

The Chair summarised the discussion noting that formal notification would be issued on 21st November, giving 21 days’ notice in advance of the AGM and that members would then take a vote on 12th December – he said this would be subject to approval from the Secretary of State to amend the Articles and also the outcome of the discussions with the Charity Commission.

*Rev Dr N Hamilton left the meeting at 12.45pm*

*Mr D Mackay left the meeting at 12.45pm*

*Ms S McClelland left the meeting at 12.45pm*

**2787/16 ACHIEVEMENT AWARD:**

The Chair said that this award was given out to a practitioner who made a contribution to community relations at grassroots level and who influenced thinking in the sector. He said nine nominations had been received and that the panel had been hugely impressed with all the nominations.

The panel unanimously recommended that the award this year to Father Gary Donegan.

The Board were content to endorse the recommendation.

**2788/16 POLICY PAPERS:**

* Engagement with the Commission on Flags, Identity, Culture and Tradition

[Paper CRC/184/11/16/**09** refers]

Ms D McGlade, Policy Director, provided members with some background information on the Engagement with the Commission on Flags, Identity, Culture and Tradition paper.

The Board agreed to ratify the paper subject to the addition of some organisations to be added to responses to Question 4 and Question 5.

* Bonfire Scoping Exercise

[Paper CRC/184/11/16/**10** refers]

Ms D McGlade provided some background information on this paper for members. She said a small amount of money was available to spend on this scoping exercise. She thanked Mr G McKeown for helping her prepare the business case for this piece of work. She informed members that it was CRC’s intention to work alongside SOLACE and the Commission on Flags, Identity, Culture and Tradition on this exercise.

The Chair identified a gap in the proposal and suggested looking at the legal requirements of public bodies in relation to bonfires.

The Board approved the proposal subject to this amendment.

* T:BUC Engagement Forum Summary

[Paper CRC/184/11/16/**11** refers]

Ms D McGlade said this summary report was for information and related to the forum which took place in September in Dungannon. Ms D McGlade informed the Board that TEO are planning an additional engagement forum for young people; one of the four key areas of the T:BUC Policy.

The next T:BUC Engagement Forum will take place in February 2017.

* Programme for Government

Ms D McGlade updated members on the CRC consultation response on the three indicators for the Programme for Government most relevant to our work. She advised members that the Chair and CEO were giving evidence to the committee at the end of the month.

*Mr B McAllister left the meeting at 1.30pm*

*Ms D MacBride joined the meeting at 1.30pm*

**2789/16 MINUTES:**

* Board Minutes – 29th September 2016 [Paper CRC/184/11/16/**01** refers]

Minutes dated 29th September 2016 having been circulated were taken as read and agreed.

* Board Minutes – 28th October 2016 [Paper CRC/184/11/16/**02** refers]

Minutes dated 28th October 2016 having been circulated were taken as read and agreed.

**2790/16 FINANCE AND GENERAL PURPOSES:**

* ***Annual Report and Accounts***:

Mr G McKeown said adjustments had been made to the Annual Report in relation to the Pension Bulk Transfer after receiving information from the actuary. He said the report is now back with the NIAO. He said he was expecting some further queries to come through and when these were made he hoped that he would have the final version of the Annual Report ready for the Audit and Risk Assurance Committee meeting on 8th December. He said it would then come to the Board for final approval.

* ***Management accounts:***

[Paper CRC/184/11/16/**04** refers]

Mr G McKeown said the accounts were being reconciled each month and that projections were made until 31st March 2016. He added that the projected expenditure for the 2016/17 financial year was within the 1.5% tolerance.

* + - ***Health and Safety:***

Mr G McKeown reported that there had been no Health and Safety incidents. He advised members that a Fire Risk Assessment would be taking place in December.

* ***Pay Remit:***

Mr G McKeown said the process is continuing, queries being addressed and approval awaited.

* ***Sickness statistics:***

[Paper CRC/184/11/16/**05** refers]

Mr G McKeown reported that the sickness statistics remained within the tolerance level set by NICS. He said there had been three instances of long term sick leave.

The Chair asked for an explanation on how the statistics are derived as he couldn’t understand the figures. Mr G McKeown said he would provide a paper at the next Board meeting with a more detailed explanation as to how the figures are calculated.

**ACTION: DFAP Director**

2791/16 TEO REVIEW UPDATE FOR PROGRAMME DIRECTORS:

The Chair said he would provide Programme Directors with an update on the governance and staffing review as they had not been in the meeting earlier when the discussion took place.

He advised the Programme Directors that the staffing review would not be taken forward until the outcome of The Executive Office Funding Review and the impact on CRC was known and the new governance arrangements were in place. Ms D McGlade voiced concerns raised by some staff members on the reviews in particular not being engaged and not being aware of the content of the report. She added that staff had hoped that the current Board would take the proposed changes forward. Mr P Jordan and Ms D MacBride agreed with these points.

The Chair said that relevant staff had been engaged and had provided information to reviews. He said he and the Board would be as open as they possible could but there was some information that could not be discussed with staff. He said he and some members of the Board would come along to the next staff meeting to update staff on the governance and staffing reviews. He added that the Department have now given their consent for CRC staff to see the Governance Review Report.

ACTION: Chair / Board

**2792/16 CHAIR’S BUSINESS:**

The Chair advised that due to the amount of business at the meeting he would forward details of his meetings / events afterwards.

***Resignation of Mr G Deane:***

The Chair advised members of the resignation of Mr G Deane, Board member. He said he had had a conversation with him and had discussed his reasons for his resignation which Mr G Deane had outlined in his resignation letter. The Chair expressed his disappointment at Mr G Deane’s resignation and conveyed best wishes to him and his organisation going forward.

**2793/16 STRATEGIC / OPERATIONAL PLANNING:**

* Strategic Plan / Operational Plan

[Paper CRC/184/11/16/**06** refers]

Ms J Irwin said Second Quarter Review of the Operational Plan had been circulated with the papers for the meeting and had been submitted to the Department. She added that there were no issues to report at this stage in the year.

**2794/16 REPORT FROM THE AUDIT AND RISK COMMITTEE:**

Mr R Campbell, Chair of the Audit and Risk Assurance Committee gave an overview of the Audit and Risk Committee meeting which took place on 27th October 2016.

Mr R Campbell explained that the approved minutes from the previous the Audit and Risk Assurance Committee meeting was included in the papers. [Paper CRC/184/11/16/**07** refers]

***2015/16 Annual Report and Accounts (including the Governance Statement):***

Mr R Campbell informed members that the pension issue for staff who left CRC and went to VSS is in the process of being resolved.

He added that the Annual Report and Accounts are to be completed for the Companies House deadline of 31st December 2016.

***Internal Audit Report:***

Mr R Campbell reported that of the four reviews which are to take place, three have been completed and all have received Priority 3 ratings. He added that action plans are in place to ensure the recommendations are put in place as soon as possible.

***Audit Investigations***:

Investigation 1 - this is a new group which had been added to the audit investigations as the group had entered administration. CRC are seeking to vouch the final quarter of the groups claim for 2015/16. The first three quarters of the organisations 15/16 claim has been vouched. The remaining amount to be vouched is £23k and would be completed when the information becomes available from the administrator.

Investigation 2 – existing group - The Chair of the organisation concerned provided a verbal update to the Director of Funding and Development and said he would put this information into writing and forward to CRC.

***Risk Register:***

Mr R Campbell said there are two amber risks which have been there for some time relating to new policies and economic issues. The Chair reminded members that the “economic risk” relates to the pension issue and the requirement to be *“no better or worse off”* than NICS equivalents.

*Mr R Campbell left the meeting at 2.05pm*

**2795/16 FUNDING:**

[Papers CRC/184/11/16/**08** refers]

Mr P Jordan, Director of Funding and Development, provided an update on the current status of the CRCD, Core, Pathfinder, Media, Publications and North Belfast Funding Schemes.

***CRCD:*** Mr P Jordan informed members that the CRCD Grants Scheme closes on 28th November 2016. He said the focus has now turned towards year end.

***Pathfinder:*** Mr P Jordan said the Pathfinder Scheme was much smaller this year than previous years.

***Core Funding:*** Mr P Jordan said that there were 32 applications for the 2017/18 Core funding scheme which is now closed. He said 19 of these were renewals and 13 were new applications.

***Media Grant:*** Ms D MacBride said the Media Scheme for 2016/17had closed and she had received 11 applications. She said the Panel would meet next week to consider the applications.

***North Belfast Scheme:*** Mr P Jordan said work was progressing with this scheme and there were no concerns to report.

**2796/16 CEO’S REPORT:**

[Paper CRC/184/11/16/**12** refers]

The CEO presented her report to the Board, highlighting some of the meetings and events she had attended and giving updates on other areas of business.

**2797/16 REVIEW OF COMMUNITY RELATIONS AND CULTURAL AWARENESS WEEK 2016:**

[Paper CRC/184/11/16/**13** refers]

The CEO presented a report from JComms on Community Relations and Cultural Awareness Week. The report contained highlights from the week and made some suggestions for next year. The CEO advised members that a meeting of the Advisory group had already taken place to plan for next year. The week will take place again in September.

**2798/16 SECTOR REPORTS:**

These papers were noted for member’s information / updates on the main areas of programme work.

* Cultural Diversity Programme

[Paper CRC/184/11/16/**14** refers]

* Communications Programme

[Paper CRC/184/11/16/**15** refers]

* Policy Programme

[Paper CRC/184/11/16/**16** refers]

* Funding & Development Programme

[Paper CRC/184/11/16/**17** refers]

**2799/16 AOB:**

***Practitioners Award*** – this will be presented at the David Stephens Memorial Lecture which will be planned for January 2017 subject to discussions with David’s widow, Mathilde Stevens.

**2800/16  PROPOSED DATES OF NEXT MEETINGS:**

Monday 12th December 2016 at 11.00am

Thursday 2nd February 2017 @ 1.00pm