

CONFIRMED**MINUTES OF THE TWO HUNDRED AND THIRD MEETING OF THE COMMUNITY RELATIONS COUNCIL BOARD HELD ON WEDNESDAY 13TH MARCH 2019 13:00 EQUALITY HOUSE, SHAFTSBURY SQUARE, BELFAST**

- 3085/19 Present:** Mr P Osborne (Chair), Mr R Campbell, Ms D Close, Ms L Keys, Mr D MacKay.
- 3086/19 In Attendance:** Ms J Irwin (CEO), Ms G Attwood (Policy Officer), Mr P Day (Director of Engagement), Mr P Jordan (Director of F&D), Mr G McKeown (DFAP)
- 3087/19 Apologies:** Ms K Garbal, Rev N Hamilton, Ms S McClelland, Mr N McKenna
- 3088/19 Observers:** Ms S Nicholson (TEO)
- 3089/19 Presentation from Marc Scott, Antrim and Newtownabbey Borough Council**
Mr M Scott presented to the Board a brief outline of the Good Relations work in Antrim and Newtownabbey Borough Council. He made particular reference to the following:
- The Council's Good Relations Action Plan is currently in the process of being agreed by TEO.
 - The Council run 16 programmes linked to the TBUC themes. £149,000 funding comes from TEO, while £49,000 from the Council.
 - He described a number of Programmes, which run under the following themes: Children and Young People; Shared Community; Our Safe Community; Our Cultural Expression.
 - The Council also provide Grant Aid as part of their Good Relations Programme, of up to £2,500.
 - He stated that the key challenges to Good Relations work in the Borough are: the capacity of groups, of which many are run by volunteers; Integration work on Syrian Refugees into the community i.e misunderstandings and cultural differences; Council area has only one GRO; and the merging of Councils with distinct and different issues.
 - He added that he hopes to implement 'Good Relations by stealth', co-operation becoming a normal part of young people's lives.

The Chair thanked Mr M Scott for speaking to CRC's Board, giving them an idea of how Good Relations is approached locally.

Mr M Scott left the meeting

3090/19 Standard Checks

- (a) *Members should declare any conflict of interests in any discussions where decisions were required.*
- (b) *Members need to register any offers of gifts or hospitality since the last Council meeting*

Nothing to declare

3091/19 Minutes

i) Minutes of the 31st January 2019 Board Meeting

A Board Member asked for the discussion on page 2 under 'Matters Arising' to be edited to read: "The Chair updated Board Members on the Bonfire Report FOI. Letters were drafted and due to be sent. The Chair is to have another conversation with TEO regarding this".

In addition, page 8, discussion on the CRC Information Sheets, to be edited to read: "The Chair suggested further consideration of the colours".

On completion of these corrections, the Board agreed that the minutes were a true and accurate record of this meeting.

ii) Minutes of the 19th December 2019 Board Meeting

The Board agreed that these minutes were a true and accurate record of this meeting.

3092/19 Matters Arising

i) Bonfire Report

The Chair updated Members on the progress of releasing the Bonfire Report. He stated that the letters to be circulated to local councils are currently on hold. He had received communications from TEO, and will email Mr G McKeown and the CEO on this.

ii) Purchase Order

The Board were presented with a Purchase order proposing to spend up to, but no more than £14,444.04 on toners for office printers. The Board agreed this purchase order.

3093/19 Correspondence**i) Pension Guarantee**

Mr G McKeown provided Board Members with background detail to this correspondence. He explained that CRC's Audit and Risk Assurance Committee asked TEO for a letter of guarantee on the pension liability. Two members of CRC's Audit and Risk Assurance Committee signed this guarantee on 1st March 2019 following approval by Chair. TEO and NILGOSC also signed the guarantee on the 1st March 2019. This guarantee was received by CRC and is now in place. The Chair noted that he was willing to sign the guarantee himself but was not available due to prearranged business on 1st March 2019.

Mr R Campbell welcomed this guarantee.

The Chair thanked Mr R Campbell and Mr D MacKay for signing this guarantee. He thanked Mr G McKeown and TEO for their work on this, and thanked past and present Board Members for keeping this on the agenda.

ii) Board Room Apprentice

CRC received correspondence from 'The Board Room Apprentice Scheme' asking if the organisation would like to take part in next scheme. The programme would see an individual placed on CRC's Board to shadow and observe the Members work.

The Board discussed this proposal and expressed interest, however, it was decided that the current Board were not in a position to make a decision on a scheme that the next CRC Board will have to carry out.

3094/19 Amendments to Articles of Association

Mr G McKeown reminded Board Members of the ongoing process to amend CRC's Articles of Association.

He stated that on the 8th February a sub-group of the Board met to discuss the proposals to amend the Articles. This sub-group consisted of the Chair, the CEO, Mr G McKeown, Mr R Campbell, and Mr N McKenna.

The sub-group reviewed CRC's current Articles, proposed changes, and made recommendations. The Board papers include:

- i) Summary of Sub-Group Considerations
- ii) CRCs solicitor's advice (considered by the sub group)
- iii) Draft revised Memorandum and Articles of Association
- iv) Current Memorandum and Articles of Association

Mr G McKeown talked the Board through the proposed changes:

- i) Remuneration of Board Members
As previously agreed, the new articles set out the details of the remuneration of all Board Members.
- ii) Maximum possible number of members and how to remove members.
The sub-group discussed and recommended that TEO will be given the power to appoint up to 10 Board Members, with CRC retaining the power to appoint up to 14. CRC retaining the power to appoint a number of Board members allow Board members to continue to act in the best interest of the CRC as they are obligated to do by charity legislation and trustee legislation. It was noted that this remains a power and is neither mandatory nor a duty. TEO's DSO is content with this approach.
- iii) Physical quorum
This change states that CRC's Board have to be physically present in order to be included in the quorum. Exceptional circumstances are expected to allow members '*dialling in*' to be counted in the quorum. Exceptional circumstances will be defined by standing orders.
- iv) Related Parties and Conflict of Interest
Board Members should not be in leadership roles in any group that receives a 'not small' grant from CRC. 'Not small' circumstances will be defined by standing orders.
- v) Notifications
Notifications can be issued by email except when a non-delivery notification is then received.
- vi) Indemnity
TEO confirmed that indemnity will be provided to members through their employment terms and conditions.
- vii) Dissolution
On dissolution any remaining assets will be used as near as possible for the intentions of the donor.

Mr G McKeown explained that once confirmed CRC would contact the solicitors to draft a special resolution. This resolution would be sent to Board members along with notification of an Extraordinary General Meeting to approve the special resolution.

The Chair added that he had received a letter from TEO setting out the timeframe for implementation of a new Board. This letter was circulated prior to this meeting.

The Board then went through each of the Articles for questions and comments, and the following changes were agreed:

- The Articles need to make clear the powers of TEO and CRC's Board to remove members, this clarity to be added to Article 9 and 12
- Articles 9-12 be reordered, so that 12 follows 9.

The Chair stated that, in terms of appointment of Board Members and CRC retaining the power to appoint 14 members, he is unsure if it this is a good way to proceed. He added that CRC should align with other ALBs, whose sponsor bodies appoint all Members.

The CEO explained that CRC retaining the power to appoint a number of Board members allow Board members to continue to act in the best interest of the CRC as they are obligated to do by charity legislation and trustee legislation. Mr G McKeown confirmed that this was the issue raised by the Sub-Group and address by the proposed changes.

The Chair concluded that, with the exception of the changes to Articles 9-12, the Board were content that these amendments capture the direction of travel previously agreed by the Board.

ACTION: Mr G McKeown to speak to solicitors about drafting the amendments. The Articles of Association will then be shared with Board members for comment. A resolution will be issued to Board Members with 21 days notice of the EGM.

The Chair, Board, and CEO thanked those on the sub-committee for their work on these amendments, and thanked Mr G McKeown and the DFAP team.

Thanks were noted to the TEO for their understanding of the need to make these changes.

3095/19 Planning**i) Business Plan**

The CEO thanked Board Members for their feedback on the previous draft of CRC's Business Plan. Following a meeting with TEO and Board Members feedback, the following amendments were made:

- Background material was moved to the appendices
- Under 'Funding Schemes' all CRCD grants, Publication Scheme grants, and Media Grants have been grouped together under the title 'Small Grants'
- Pg. 16-17 E2 – the agreed wording has been incorporated
- Outcome focus has been included where applicable. It is not currently applicable, for example, when discussing some of the Engagement teams work, but processes are being developed to measure outcomes.

Board Members were content with this draft.

3096/19 Minutes of the Core Funding Meeting 13th February 2019

Mr P Jordan presented to the Board, the minutes of 13th February Core Funding Decision Meeting. The minutes show the decisions the Board made when allocating Core Funding, and the rationale.

The Board agreed that the minutes were a true and accurate record of this meeting.

Thanks were expressed to those Board Members who took part in this decision making. Ms L Keys thanked the staff and the application assessors for their work on this. She added that additional funding for this grant scheme is needed.

The CEO added that she would be writing to TEO, highlighting to them what work could have been funded if CRC had additional funds for the scheme.

3097/19 Policy Briefing Papers

Ms G Attwood presented the Board with three policy-briefing papers on; flags; legacy; and interfaces.

She explained that each paper contained; background information on the subject; an introduction; snapshot of the content; information on the policy

context; a policy comment looking back at statements CRC have made on the topic; and CRC support.

Ms G Attwood asked Board Members for their comments and suggestions.

i) Legacy

Mr R Campbell welcomed the paper, stating that it was very insightful and a good reference point for Board Members.

Ms L Keys stated that the paper was very comprehensive.

The following amendments were suggested:

- Ms L Keys asked whether any details on local groups and women's groups that CRC fund could be added to the paper.
- Top of page 13 –to be amended to say “ Representation of voices most impacted by ... including those who may have been marginalised, including women and those in rural community”
- The Chair commented that reconciliation should not be a choice

ii) Interfaces

The following amendments were suggested:

- With regards rural areas, the paper should refer to the invisible interfaces, which cross rural areas, such as rivers and hedges. These interfaces, while invisible, are just as crystallised as walls.

iii) Flags

Ms G Attwood informed Board Members that she is still to clarify the Department names in the section on legislation.

The Board approved these three papers.

The Chair thanked Ms G Attwood for her work on these papers.

Mr D MacKay left the meeting

3098/19 Chair's Business

The Chair spoke on a number of events he attended following the last Board Meeting:

- Chinese New Year celebration
- Attended CRC staff meeting in February
- CRC Core Funding meeting
- CRC Board sub-group meeting to discuss the amendments to the Articles
- All Ireland Forum on Brexit
- Launch of Imagine Festival
- Urban Villages tour of East Belfast

- 4 Corners Festival event

He then spoke on a number of events coming up:

- Taking part in podcast with Holywell Trust
- Panel discussion on Camlo film in the Braid, Ballymena 14th March
- Speaking at REACT's 20th anniversary dinner
- NVTV on cross border discussion
- North West Migrant Forum conference.
- Tom Hartley launch 14th March
- CRC Shared Learning Event 11th April, Derry/Londonderry
- CRC Community Relations Award and David Steven's Memorial Lecture 26th March

Derek Wilson will be conducting the lecture, and, confidentially, the winners are Marion Jamison and Charmain Jones.

3099/19 Chief Executive Officer's Report

The CEO presented the Board with her Report, and made particular reference to the following:

- Page 2 TEO – Ms D Blaney, TEO, will be taking up a new post. The CEO expressed thanks to Ms Blaney, and wished her well for the future.
- Page 3 Engagement Forum – The CEO thanked Mr P Day and his team for their work on the forum. She added that there was a great turnout.
- The Peace Monitor Report – The CEO thanked the Chair for sending on correspondence highlighting an error in the Report. This update has been made to the online copy and a note has been added to the website explaining this small change.
- Page 4 Meetings in Derry/Londonderry – The CEO informed Board Members that as she was unwell these meetings did not take place, They will be rescheduled for a future date.

The CEO thanked Ms D Close for attending the Good Relations Concert on behalf of CRC.

3100/19 Financial Projections to 31st March 2019

Mr G McKeown presented the Board with the financial projections up to 31st March 2019. He made particular reference to the following:

- Expenses are on target
- £27,000 underspend projected in January.

- Mr G McKeown is working with Mr P Day, Mr P Jordan, and Ms H George to use up this underspend.
- An additional £171,000 to Pathfinder during the financial year. This was a result of a successful bid for £50,000 and an amount allocated to fund The Holocaust Education Trust project
- All procurement had been undertaken in line with CRC and CPD procurement policies and procedures.

3101/19 Fair Employment Monitoring Report

Mr G McKeown presented the Board with CRC's Fair Employment Monitoring Report. No affirmative action is required. The Board noted this report.

3102/19 Pay Remit

Mr G McKeown informed Board Members that there has been no update on the Pay Remit issue. TEO had been in touch with more queries with regards solving 'No Better No Worse Off'. A revised business case on the 6% allowance and equal pay claim has been drafted.

3103/19 Health and Safety

No instances to report

3104/19 Sickness and Absence Report

The Board noted this report.

3105/19 Union Update

i) Alignment of CRC policies with NICS

Mr G McKeown updated Board Members on the progress of the consultation process to align CRC policies with NICS. He stated that all policies have now been discussed. Clarity is being sought on a small number of policies, and three policies have been set aside for discussion at the next meeting.

Ms L Keys stated that Ms J Adamson, Mr G McKeown, and Ms L Foster (Sector Matters) have conducted a huge piece of work on this. She added that the meetings have been very positive.

The CEO thanked Ms L Keys for her involvement in the process, and added that the positive tone is in part due to Ms L Keys contribution.

The Board noted their thanks to Ms L Keys and CRC staff for their work on this consultation.

3106/19 Funding and Development Director's Report

Mr P Jordan presented the Funding and Development Director's Report to the Board. He made particular reference to the following:

- The number of small grants had increased on last year.
- CRC are in the process of designing a new online grant system
- Core Funding decision letters have been sent, following the decision meeting in February.
- The Core Funding review panel will be meeting on 20th March, only one appeal request received so far.
- The Engagement Team and the Funding and Development Team are meeting to discuss the evaluation of funded groups and projects.
- North Belfast applications have been reviewed and scored. Mr P Jordan and Ms L Johnston will be meeting each of the groups in the coming weeks. Letters of offer will follow these meetings.
- He added that the Report includes a detailed report of all projects and groups funded by CRC.

The Board noted this report.

3107/19 Engagement Director's Report

Mr P Day presented the Board with his Engagement Report, making particular reference to the following:

- TBUC Engagement Forum – The event has received positive feedback, with 131 people in attendance, and 81 evaluations received. This meeting saw the first showing of CRC's new display material with the new logo. This received very positive feedback. The next TBUC Forum will be taking place on 21st May in the Guildhall, Derry/Londonderry.
- Shared Learning events – At the previous event all Core Funded groups were in attendance. Mr A Cole, CEO, spoke well, and talked to all groups. The next event will be taking place on 11th April in An Gaeláras, Derry/Londonderry. All Board Members are welcome to attend.
- CR Awards and David Steven's Memorial Lecture will be taking place on 26th March. Places are limited so if any Board Members would like to attend, please let CRC know.

The Chair reminded Board Members that the names of the CR Award winners are confidential until the event.

- Social Media – There has been a steady engagement with social media. There has been no decreases in the public’s engagement with CRC’s social media platforms.
CRC will be encouraging groups to promote their projects on social media. Some work still to be completed on the website.
- Video project – Jcomms have been compiling content for CRC’s video project. A rough cut is expected at the end of April.
- GR Week – the Steering Committee will be meeting in the first week of April to begin preparations.
- Decade of Centenaries – The Decade Conference Working Group will be meeting to prepare for the event taking place in November.

3108/19 Report from Audit and Risk Assurance Committee

i) Verbal update from Chair

The Chair of CRC’s Audit and Risk Assurance Committee informed Board Members of discussions at the last Committee meeting. He stated that the Political Risk, assigned a Red rating, was reviewed and the Committee recommended it remains red.

He added that at the next ARAC meeting the risk around ‘Board Appointment’ would be reviewed, considering the developments in this area.

ii) Minutes from ARAC meeting 17th January 2019

The Board noted these minutes.

3109/19 AOB

None

3110/19 Date of Next Meeting

16th April 13:00 Ante Room – Equality House.