



**Minutes of the Board Meeting**  
**Thursday 21<sup>st</sup> September 2017 3pm**  
**Board Room, Clare House, 303 Airport Road West, Belfast**

Present: Mr Stephen Peover (Chair)  
Ms Frances McCandless  
Mr Brett Hannam  
Ms Roisin McDonough  
Mr Gavin Boyd  
Mr Peter May  
Ms Anne Donaghy  
Mr Clark Bailie

In attendance: Mr David Cartmill      Executive Director  
Ms Lynsay Craig      Administrative Officer  
Mr Michael Scoffield      RSM UK Audit LLP

Apologies: Mr Liam McIvor  
Ms Evelyn Collins  
Mr Mark Hamilton  
Mr Iain Greenway  
Mr Noel Lavery  
Mr Hugh McCaughey

**2.0 Minutes of the Board Meeting – 30 March 2017**

Agreed

**2a Progress against Actions**

All actions completed

**3.0 Minutes of A&R Committee Meeting – 7 September 2017**

Minutes agreed. Mr May, acting Chair of the A&R committee, confirmed that the committee had reviewed the draft Annual Report and Financial Statement 2016-17 and had not identified any grounds for concern as the small deficit incurred would be covered by reserves. He noted however that the audit of the 2016-17 accounts had identified an omission in the Forum Articles of Association (2003). It was reported that provision to permit emoluments paid to Forum Chairs since that time was not included in the Articles.

Mr Peover and Ms McCandless absented themselves at this point and Mr Boyd chaired the meeting. Following detailed discussion, with information and advice provided by the Forum's external Auditor, Mr Scoffield, the Board determined that a legal opinion be sought on the matter with a view

to correcting the situation immediately and making necessary amendment to the Articles of Association before the AGM on 19 October.

The Board also determined that a statement be added to the draft Annual Accounts acknowledging discovery of the anomaly together with an outline of measures to correct the situation. Mr Cartmill committed to attend to this item urgently and to keep Mr Boyd and Mr May apprised of progress.

Mr Peover and Ms McCandless returned to the meeting. Mr Cartmill noted that actions arising from the discussion immediately previous meant that the Accounts would not be signed off today. Mr Boyd proposed the Chair be authorised to sign the Accounts following insertion of an appropriate accompanying statement and receipt of legal advices. The Board agreed to this approach.

### **3a Progress against actions**

Actions emerging (including those at above item) noted.

### **4.0 A&R Committee Annual report to Board; Draft Directors Report and Financial Statements y/e 31 March 2017**

The 2016-17 report was noted in context of the additional considerations and actions agreed at item 3. The Chair noted the improved situation regarding Forum finances and thanked Mr Scofield for his input. Mr Peover confirmed he would sign the Annual Accounts following receipt of legal advice and the insertion of an additional paragraph in the Directors' report.

### **5.0 Board and Business Committee Membership**

The Board agreed unanimously that NICS nominee Mr Noel Lavery replace Mr David Sterling on the CEF Board and Business Committee.

### **6.0 Risk Register and Action plan**

Mr Cartmill reported movements in the register and associated commentary noting that the risk scores associated with Member Relations (1); Finance and Operations (5); and Project Delivery (7) had been reduced. He explained that Business Continuity (6) continued to receive close attention and that the secondment of the Business Manager had been extended by one year until May 2019. He reiterated comments made at the earlier Business Committee meeting that his secondment, due to expire in March 2018, is being reviewed in discussion between the Chair and Belfast City Council.

The Board noted the changes.

### **7.0 2017 AGM**

Mr Cartmill reported that two speakers had been secured, former Secretary General of the Department of Education and Skills in the Republic of Ireland, Brigid McManus and public policy analyst, Iain James Parsley. The speakers had been invited to present on the theme of 'Leadership and Uncertainty' with Brigid McManus to comment also on her experience of gender diversity in the senior public sector in the RoI. Mr Peover commented that Mr Parsley is a skilled speaker and suggested that the content of his presentation will depend on the political situation at that time

### **8.0 Dates of future meetings**

Noted

**Meeting Closed at 15.40**

**Actions arising**

- 1 Immediate follow up on issue relating to Articles of Association and additional statement in Annual Accounts
- 2 Sign off Annual Accounts
- 3 Complete arrangements for AGM
- 4 Complete and distribute electronic copy of 2016-17 Annual Report

DRAFT