

**Minutes of the 183<sup>rd</sup> Meeting of the Board of InterTradeIreland, the Trade and Business Development Body.**

**Tuesday 24<sup>th</sup> April 2018 – InterTradeIreland (12.20pm – 14.00 pm)**

Present:

Board Members:

Mr Ken Nelson	Chairman
Mr Paul O’Sullivan	Vice Chair
Mr Terry Crossan	
Mr Paul Greenfield	
Mr James Spratt	

Mr Timothy Cairns – via video conference (12.58pm – 1.26pm)

In Attendance:

Observers:

Ms Florence Bayliss	Nominated Board member
Ms Adrienne McGuinness	Nominated Board member

Executive:

Mr Aidan Gough	Designated Officer
Ms Margaret Hearty	Assistant Designated Officer
Ms Alayne Kinver	Assistant Director of Strategy and Policy
Mr Alan Morrow	Assistant Director of Programmes and Business Services
Ms Orla McGlennon	Board Secretary

**183.1 Apologies**

Apologies were received from Mr Micheál Briody, Mr Patrick Joy and Ms Ann Rudden.

### 183.2 Opening Remarks

The Chairman welcomed all to the meeting. He advised that the agenda had been revised to reflect the time that Mr Cairns was available to join the meeting via tele conference call and those items requiring Board decisions. Quorate business would be conducted by teleconference with Mr Cairns – in line with the agreed Board policy. The Board Secretary distributed a copy of the revised agenda to all at the meeting.

### 183.3 Conflict of Interest

The Chairman asked members to declare any conflicts of interest relating to today's agenda. The Chairman declared a potential conflict of interest arising from his position as CEO of LEDCOM, which is a member organisation of Enterprise Northern Ireland and is involved in the delivery of the Co-Innovate programme. Mr Greenfield declared a potential conflict of interest arising from his position as a member of the Peace IV Working Group and as Board member of East Border Region Ltd, which is involved in the delivery of the Co-Innovate programme.

No other conflicts were declared.

### 183.4 Matters Arising

Mr Gough reported that the results of the Board Effectiveness Self-Assessment Questionnaire would be considered by the Board following the Board meeting. He advised that there was ongoing dialogue with the Sponsoring Departments and NSMC regarding the potential for increasing the headcount for the Body. He advised that any change to the headcount may need to be noted at an NSMC meeting.

### 183.5 Chairman's Business

The Chairman reported on recent meetings with Ms Arlene Foster, MLA and Ms Michelle O'Neill, MLA. There had been good engagement at the meetings and both are very supportive of the work being carried out by the Body, particularly in the area of Brexit. An invitation to visit InterTradeIreland has been extended to Ms O'Neill. The Chairman advised that meetings will be arranged with the other political party representatives. He informed the Board that there had been good engagement with Minister Humphreys at recent events. The Chairman informed the Board that he had represented InterTradeIreland at a recent Interreg Va monitoring committee meeting held in Belfast at which there was positive feedback on the Co-Innovate programme. SEUPB may invite the Co-Innovate team to present at the next monitoring committee meeting due to be held in the Border region.

### 183.6 Designated Officer Report

Mr Gough advised that the recruitment process for the new Corporate Services Director has been concluded successfully. Mr Martin Agnew who is currently the Deputy Finance Manager in InterTradeIreland has been appointed and will take up his new position on 30<sup>th</sup> April 2018.

A new option to fill permanent vacancies has been introduced in order to create opportunities for staff to broaden their experience and develop new skills. Going forward, when a permanent vacancy arises within the Body, the position will be advertised in the first instance to staff at the same grade, as a lateral transfer opportunity. Mr Gough advised that it is hoped that this will benefit both the organisation and staff. He advised that secondments for permanent staff are also being considered.

Mr Gough informed the Board of our commitment to making InterTradeIreland a best practice workplace and the process of Investors in People has commenced.

Mr Gough gave a brief update on recent engagements with stakeholders. He reported that InterTradeIreland hosted a delegation from the US Heads of District Offices and members of the US Congress and House of Representatives.

Mr Gough advised that InterTradeIreland will be hosting a meeting with the EU Brexit Chief Negotiator, Mr Michel Barnier on Monday 30<sup>th</sup> April 2018. The meeting will be attended by local businesses and local representatives. The Board were informed that the Chairman and Vice Chairman would be in attendance.

The Board noted the Designated Officer's report and the Chairman thanked Mr Gough for his update.

### 183.7 Board Sub Committee Reports

#### *Audit and Risk Assurance Committee Report*

Mr Crossan reported back from the Audit and Risk Assurance Committee meeting held on 27<sup>th</sup> March 2018. He advised that the full committee report is included within the Board papers. The key points discussed at the meeting were:

- No incidences of fraud were reported. Mandatory Fraud Awareness training for all staff has been arranged for later this week;
- The draft 2017 Audit Strategy was presented by the NIAO representative and key audit risks were highlighted;
- Draft 2017 Accounts were presented by the Finance Manager;
- The internal auditor's representative reported on the internal audit of Programmes. An overall 'satisfactory' assurance rating was awarded.
- The Risk Register has now been further developed, with the compilation of ten functional team risk registers. These had been considered by the Senior Leadership team and their content has been used to inform and update the high-level Corporate Risk Register, which is included in the Board papers; and

- The Committee approved a proposal and draft policy in relation to the introduction of a credit card to facilitate payments.

The Board noted the Audit and Risk Assurance Committee report and the Chairman thanked Mr Crossan for his comprehensive report.

#### *Innovation Sub Committee Report*

Mr Spratt reported back from the Innovation Sub Committee meeting held on 26<sup>th</sup> March 2018. He advised that one project deferred at the February meeting had provided the necessary information and had been approved. Fifteen new Fusion applications were considered. Thirteen projects were approved and two were deferred for further information.

The Board noted the Innovation Sub-Committee report and the Chairman thanked Mr Morrow for his update.

#### *Trade Sub-Committee Report*

Mr Greenfield reported back from the Trade Sub-Committee meeting held on 27<sup>th</sup> March 2018. He advised that the Committee considered eighteen new Acumen applications and one deferral. Fifteen projects were approved, one was deferred and three projects were rejected. Mr Greenfield informed the Board that the times of the meetings had changed to morning meetings.

The Board noted the Trade Sub-Committee report and the Chairman thanked Mr Greenfield for his update.

Mr Timothy Cairns joined the Board meeting via teleconference call at 12.58pm.

#### **183.8 Approval and Authorisation of the 27<sup>th</sup> March 2018 Board Minutes**

The minutes of the 27<sup>th</sup> March 2018 Board meeting were agreed as a true record of the meeting and were approved by the Board and authorised by the Chairman.

#### **183.9 For Consideration, Discussion, Decision &/or Approval**

#### *Governance and Financial Matters*

Ms Hearty presented the Governance and Financial Matters report. She advised that the next internal audit is scheduled for June 2018 and will focus on HR practices and procedures.

Ms Hearty informed the Board that following the appointment of the new Corporate Services Director, an amendment to the bank mandate is required to appoint Mr Agnew as an authorised signatory. The Board passed a resolution authorising Mr Agnew as bank signatory.

Ms Hearty advised that following a request from the Board in November 2017, the Executive reviewed the Risk Register and identified a number of high-level Corporate risks. As previously mentioned by Mr Crossan, the risk management process has now been further developed with the compilation of ten functional team Risk Registers. These have been reviewed by the Senior Leadership team and their content has been used to inform and update the high-level Corporate Risk Register which is included in the Board papers. The Board discussed and approved the high-level Corporate Risk Register.

The Board noted the Governance and Financial Matters report and the Chairman thanked Ms Hearty for her report.

#### *Tenders and Variations to Letters of Offer/Appointment*

Ms Hearty sought permission to go to competitive tender for the services of a suitably qualified consultant/researcher to carry out a review of public procurement on the island of Ireland. She informed the Board that in 2009, InterTradeIreland produced an All-island Public Procurement Competitiveness Report which contributed to the development of our current Public Procurement and Go-2-Tender activities. Ms Hearty reported that there was now a necessity for a review of the public procurement market and the current opportunities it presents, particularly to SMEs and those companies operating on a cross border basis including the possible implications of Brexit.

The Board discussed and approved the request to go to competitive tender for the services of a suitably qualified consultant/researcher to carry out a review of public procurement on the island of Ireland.

Ms Hearty sought permission to go to competitive tender for an IT Managed Services Contract. She advised that the current contract expires in July 2018. The Executive propose to change from a remote monitoring service (3 days per month) to a full time IT Resource. Ms Hearty reported that previously we had a dedicated IT Executive who left to take up another position and, due to budgetary constraints at that time, was not replaced. A recent internal IT survey highlighted significant disadvantages in not having a dedicated IT technical support person on site. Ms Hearty emphasised the impact of the current contract on the delivery of our services and the downtime caused when a problem was unable to be fixed remotely. The new IT Managed Service will also greatly assist in the Body's digitization strategy including the integration of the new website and other IT resources. Ms Hearty advised that it is proposed to proceed with a two-year contract subject to a satisfactory performance review after one year and a review of the Body's business needs.

The Board discussed and it was agreed that a dedicated resource to manage the IT technical maintenance on all IT systems comprising both hardware and software support including digital platforms and solutions would be beneficial to the organisation. The Board approved the request to go to competitive tender for an IT Managed Service Contract for up to two-years, subject to a satisfactory performance review after twelve months.

Ms Hearty informed the Board that at the May 2017 Board meeting, the Board approved Phase Two of the Funding Advisory Service for Established SMEs. To date seven workshops have been held with good attendances and satisfactory feedback. The one-to-one advisory aspect of the programme involves 20 companies per annum working closely with the delivery agents

over a series of meetings to improve their funding capacity. (Companies can avail of up to five meetings).

My Hearty advised that in the course of reviewing the applications to date for the one-to-one advisory aspect of the service, there are a number of companies who meet the basic criteria for a one to one session but given the limited places available they will not make it onto the shortlist of 20 companies. The Executive however feel that they would benefit significantly from a one-off one-hour meeting with the appointed advisor.

It is proposed under the current contract to offer up to 40 SMEs per annum the opportunity of a one-off one-hour meeting with the service provider.

The Board discussed and approved the request to vary the letter of appointment for the Funding Advisory Service to include one off, one hour advisory meetings for up to 40 companies for a two –year period.

#### *Review of Board Sub Committees Terms of Reference*

Ms Hearty advised that in accordance with best governance practice, it is proposed that the Board should review Board Sub Committee Terms of Reference every three years to ensure that they remain fit for purpose. She advised that Ms McGlennon had updated the Terms of Reference and the quorum for the committees to reflect our current Board appointments. Each of the Sub Committees have reviewed and ratified the amended Terms of Reference.

The Board approved the updated Board Sub Committee Terms of Reference and the Chairman thanked Ms Hearty and Ms McGlennon for their work in this area.

Mr Cairns concluded the teleconference call at 1.26pm.

#### *Preparing for General Data Protection Regulations*

Mr Gerry Campbell, Facilities Manager joined the Board meeting for this agenda item.

Mr Campbell gave a presentation on how the Body was preparing for General Data Protection Regulations (GDPR) due to come into force on 25<sup>th</sup> May 2018. He advised that the regulation is a uniform law at EU level across the member states which aims to protect the privacy of all EU citizens and prevent data breaches. It will apply to any public or private organisation processing personal data. The new regulation will replace the Data Protection Directive which was adopted in 1995 and will require data controllers to keep enhanced documentation and place new obligations on data processors. Mr Campbell outlined that in practice this will lead to the protection of the fundamental rights and freedoms of individual persons and protection of free movement of personal data within the EU. He advised that according to the Data Protection Act 1998, personal data is data which relates to a living individual who can be identified e.g. name, address, telephone number, email address etc.

Mr Campbell informed the Board of the work which has been undertaken by the Body to ensure compliance with GDPR. Staff recently attended a mandatory GDPR awareness training

seminar. He advised that he had participated in a departmental GDPR working group and has liaised with Invest N.I. An InterTradeIreland cross directorate working group was formed in February 2018 and an implementation plan has been drawn up and agreed by the Senior Leadership team. Legal advice has been sought to proof all relevant policies for GDPR compliance. The Senior Leadership team also undertook an in-depth briefing to understand the Body's responsibilities in this area. The implementation plan includes reviewing document management schedules (including electronic documents) and conducting a 3<sup>rd</sup> party data processing audit. Mr Campbell advised that staff will continue to be briefed and mandatory GDPR training will be undertaken annually to ensure individuals are aware of their responsibilities. On-line GDPR staff training will be undertaken to demonstrate staff competences. The Body's policies and practices will be reviewed on an on-going basis.

Mr Campbell outlined the implications of GDPR for the Board. He advised that GDPR training will be organised for Board members. The Board discussed and endorsed the approach outlined and agreed to receive GDPR training. A copy of the GDPR presentation should be circulated to Board members.

The Chairman thanked Mr Campbell for his work in this area.

#### *Operations Directorate Progress and Activity Report*

Mr Morrow advised that demand for the Brexit Start to Plan Vouchers has significantly increased in both N.I. and Ireland. The Brexit team have targeted specific locations where uptake on the vouchers has been low.

Mr Morrow updated the Board on public procurement activities including our participation at the Procurex Ireland event in the RDS Dublin.

The economic appraisal for Phase V of the Acumen programme has now been approved by both sponsoring Departments and the tender process for a managing agent to deliver the next phase has commenced with Central Procurement Directorate.

The Board noted the Operations Directorate and Activity report and the Chairman thanked Mr Morrow for his update.

#### *Communications Update*

Ms Hearty presented the Communications update. She advised the RTE1 Brexit radio campaign had commenced the previous week.

At the March meeting, the Board approved the requests to go to competitive tender for an advertising, design and print agency and PR and events management services. In accordance with the Body's financial procedures, Board members were invited to sit on the tender evaluation panels. She advised that panel members must have attended tender evaluation training which could be organised for interested Board members. The Chairman and Mr Spratt expressed their interest in attending training.

The Board noted the Communications update.

*Brexit Update*

Mr Gough gave a brief update on Brexit activities.

*Co-Innovate Programme Update*

The Board noted the Co-Innovate programme update.

*Business Plan Commentary Report*

The Board noted the Business Plan Budget Variance and Milestone Exception Report.

**183.10 AOB**

The Chairman asked that a note of congratulations be sent to Mr Briody on behalf of the Board on his recent success on winning the Monaghan Business Person of the Year Award.

.....Authorised by:

Mr Ken Nelson  
Chairman, InterTradeIreland  
29<sup>th</sup> May 2018