



Councillor Deirdre Heney,
Chairperson,
Protocol Committee,
Dublin City Council.

23rd June 2023

Re: St. Patrick's Festival

Dear Councillor Heney,

Thank you for your letter dated 22nd December 2022 regarding representation on the Board of St. Patrick's Festival. We appreciate and value the important role that the Festival plays in the lives of Dublin's citizens and visitors, and we understand the significance of seeking Council representation on the Board.

According to the St. Patrick's Festival Constitution, the authority to appoint Board Directors rests with the Members of the St. Patrick's Festival Company. Consequently, I brought this matter before the Members during the Annual General Meeting (AGM) held on June 22nd, 2023. Having carefully deliberated on the issue, I am now responding on behalf of and at the request of, the Members.

Firstly, I wish to draw attention to the significant legal and fiduciary responsibilities associated with assuming a directorship position on the Board of St. Patrick's Festival. In line with the Charities Governance Code and relevant company law, Directors of St. Patrick's Festival have a duty to act in the best interests of the charity; this requires Directors to act independently and not in line with their own personal interest or the interest of other individuals or bodies. Should a local Councillor be appointed to the Board of St. Patrick's Festival, they would need to personally assume these responsibilities and act in the best interests of the charity at all times.

While the Members appreciate the desire for Council representation on the Board, they must carefully consider the potential conflicts that may arise when Councillors are required to prioritise the best interests of St. Patrick's Festival, which may not always align with matters concerning Dublin City Council. Balancing these dual responsibilities can present challenges, and it is the Members' duty to ensure that Directors can fulfil their fiduciary obligations to the Company/Charity without any hindrance or conflicting interests.

To address the abovementioned concerns, we propose a potential solution. We suggest establishing a dedicated engagement forum in which members of the Executive can regularly meet with a subgroup of relevant Council members. This engagement forum would serve as a platform for briefing Council members on St. Patrick's Festival's activities, ensuring their involvement and input. In this manner, Councillors can express their Council views and maintain interaction, while adhering to the legal requirement for Directors to primarily act in the best interests of the Charity.

Furthermore, we would like to reassure you that we continue to wholeheartedly welcome the Lord Mayor's attendance at Board meetings as an observing Director, as has been the customary practice. This practice has been invaluable to St. Patrick's Festival as a source of guidance and advice in

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Council matters, while ensuring that the Council's interests are well-represented during the decision-making process, thereby maintaining a strong connection between St. Patrick's Festival and Dublin City Council.

We believe that our proposed approach strikes a balance between the Council's desire for involvement and the legal and practical considerations involved in appointing Directors. We look forward to further discussing this proposed solution and working collaboratively to ensure the continued success of St. Patrick's Festival.

Once again, thank you for your valuable input and understanding. Your ongoing support and collaboration are greatly appreciated.

Yours sincerely,



Maree Gallagher
Acting Chairperson, St. Patrick's Festival