

	Gasóga na hÉireann/Scouting Ireland			
	No.	Issued	Amended	Deleted
	SID 132/15	10 th Oct. 2015		
	Source: National Management Committee			
Scouting Ireland – Governance Renewal Project – Terms of Reference				
Revision	Date	Description		
#	10/10/2015	Document Issued		

The Project:

1. To carry out the process to resolve the governance issues in relation to the temporary operation of the Association and the Company within the organisation Scouting Ireland and so that the organisation (and therefore, both the Association and the Company) will operate in compliance with the principles of The Governance Code, and
2. To plan and complete the transition of the organisation Scouting Ireland from an Association & Company to the Company alone at the earliest possible date.

Terms of Office

Each Team shall be a sub-committee appointed by the National Management Committee for the duration of the Project but shall be appointed annually subject to Rule 127.

Purpose

The purpose of the Team is to devise and implement a plan, advise on sensitive issues, and make proposals to the National Management Committee on the transition of Scouting Ireland from an Association & Company to the Company alone. In essence the objective of the Team is to facilitate the success of the Project.

Project Co-ordination, Team Structure and Membership

The Teams working on the project will report to the National Secretary. The Governance Review Group will be available to provide advice and inputs when requested by either the Team Leaders or the National Secretary. Proposals for the NMC shall be shared in draft form with the Governance Review Group (with a copy to the National Secretary) before being delivered to the National Secretary for submission to the NMC. If amendments proposed by the Governance Review Group are not included in the final submission to the NMC, the NMC shall be so advised.

The Teams working on the Project shall each consist of up to 4-5 members of Scouting Ireland nominated by the National Secretary to the National Management Committee. At least one member of each Team will be a member of the National Management Committee and a Director of the Board of Scouting Ireland.

Selection and Representation

It is the responsibility of the National Secretary to nominate the Team Leader and the Team members.

Background

Over the last 14 months the National Management Committee has been working on the various issues which required attention by reason of legislation and a desire to comply with The Governance Code for the Community and Voluntary Sector ("The Governance Code") through the Corporate Governance Review Group/ Sub Committee to decide what is the best governance structure for Scouting Ireland. A series of reports were produced and presented to the National Management Committee by the Corporate Governance Review Group/ Sub-Committee, and ultimately having considered the options available in June 2015, it was resolved by the National Management Committee that:

- a. All Scout Groups both North and South should register with the Charities regulators in their respective jurisdictions. Legal requirements imposed by the relevant Charities Acts, the current structure of the organisation of Scouting Ireland at local level and the deadlines imposed by regulation were the most significant factors; and
- b. That having considered the various options, the optimal structure for Scouting Ireland was a company alone at national level.

First Team: Transition Team

This team will commence work as soon as possible and will devise a comprehensive plan to implement the resolution of the National Management Committee by creating, in the short term, a transition structure which complies with the principles of The Governance Code and so that the Association and the Company are clearly defined and managed. The team will be briefed by the Governance Review Group/ subcommittee. The team will submit proposals to the National Management Committee as soon as possible. These proposals will provide for the implementation of the transition governance structure of Scouting Ireland by clearly dividing the duties of the Association and the Company and having both bodies working independently after National Council 2016. All these proposals to be brought to the NMC for approval ahead of the National Council 2016 following consultation with the Governance Review Group/ sub-committee. The team should include in its deliberations recommendations for consultation with the membership in conjunction with the National Secretary. Regular communication on the progress to be a key ingredient of the work of this team.

Key areas of responsibility include the following:

- Drafting of amendments to the Memo and Arts of the Company (to include any amendments now required pursuant to the Companies Act 2014);
- Drafting a Service Level Agreement between the Company and the Association to operate for the duration of the transition period with a set of guidelines (forming part of the Agreement) as to how the NMC and the Board of the Company should interact with regard to the Agreement

- Preparing a proposal on the skill sets and size of the Board of the Company for the duration of the transition period.
- Making recommendations on who will be the members of the board with proposals
- on how the initial directors are chosen and who will be the members of the Company.
- Clarifying the impact of the transition structure on the role of the National Management Committee, the Chief Scout, the National Secretary and the National Treasurer.
- Clarifying the financial and statutory reporting requirements of the Association and the Company
- Other matters as required for the Project or as maybe included by the Governance Review Group/ sub-committee or the National Management Committee from time to time.

Second Team: Transformation Team

The team will be briefed by the Governance Review Committee/ subcommittee. This team will develop all proposals required to make the final transition for Scouting Ireland the organisation to a company only structure. These proposals to be put together as soon as possible after National Council 2016. If possible the new Charter should be ready for National Council 2016 even if only as a consultation document. All these proposals to be brought to the NMC for approval ahead of the National Council following consultation with the Governance Review Group/ sub-committee. Consultation with the membership in consultation with the National Secretary and regular communication on the progress to be a key ingredient of the work of this team.

Key areas of responsibility

- Mapping the Volunteer elements of the Association to the structure of the Company
- Proposal on all reforms required to set up Scouting Ireland as a Company only
- Proposal on who will be the members of the Company.
- Amendments to the Memo and Arts/ Constitution of the Company
- Making recommendations and proposals on the skill sets and size of the Company Board
- Proposal on how the directors are chosen and appointed
- Proposal on the term of the directors
- To put together a Charter between the Company and the Groups which should involve consultation and input from the Groups and other stakeholders.
- To make proposals on the subcommittee structure under the Company Structure
- To make proposals on how the Team leads for these sub-committees are appointed by the board
- To make proposals on the role of the Chief Scout, National Secretary and National Treasurer.
- Proposal on the group support structure such as national, county, provincial or other.
- Examine where the ownership and management of non-national campsites should reside.
- Examine whether there should be National conventions in addition to a National AGM, and if so, their purpose and objectives, especially in relation to the role of volunteers below national level.
- Proposal on all external relations and how they are handled and by whom
- Other matters as required for the Project or as maybe included by the Governance Review Group/ sub-committee or the National Management Committee from time to time.