



Governance Bulletin



Governance Bulletin #11 (Jan 2018)

Dear Scouter

Welcome to Scouting Ireland's Governance Bulletin, Issue 11, a publication developed to keep the membership informed of developments regarding the Governance Project that Scouting Ireland is currently undertaking.

Introduction

Following on from the receipt of a lot of feedback from Provincial, County and Youth Fora consultations the Governance review process is entering a crucial stage where the GRG is developing proposals/ideas which will be considered by the NMC for presentation to the National Council. The NMC has requested the GRG to set out some initial ideas being considered in this bulletin.

It must be stressed that some of the content of this Bulletin is a series of ideas. The detail will change as the proposal is being developed.

One of the triggers for the Governance Project has been to deal with issues arising from the changes in legislation and to achieve best practice, i.e. the Companies Act, 2014, the Charities Act, 2009 and the Code of Good Governance. There are a number of key fundamentals grounding the process:

1. Scout Groups will comprise the members of the company.
2. Company members will be able to vote at the AGM.
3. Company members will elect/ a Board of Directors based on competencies and skill sets.
4. The Board of Directors will be responsible for managing and controlling the company and ensuring compliance with laws.

After the transformation (to a company only) takes place, subject to it being approved by National Council, the **main object** of Scouting Ireland (the Company) is proposed to be: *to promote, advance and support the delivery of Scouting in Ireland*. The GRG is of the view that any changes that are proposed to the National Structure must be on the basis that they are required for the effective delivery of services and supports to our Scout Groups.

The delivery of services and support is guaranteed as part of the Charter between the Scout Group and Scouting Ireland. It also sets out the other obligations Scouting Ireland has to the Scout Groups and the obligations the Scout Group has to Scouting Ireland.



Services and support to the Scout Group

The services and support to be delivered to a Scout Group falls in to the following categories:

- Programme
- Volunteers
- Development
- Governance
- Quality

The type of supports under each category are explored below but the list is by no means exhaustive and is being developed further by the GRG in consultation with others:

PROGRAMME

Framework - SI Programme, Chief Scouts Award, DofE & Gasice, Inclusion, Health & Wellbeing.

Resources – Books, Badges, Online.

Spirituality Resources- Scouts own.

Events – Local, County, Province, National, International

Training - Programme Training, Adventure Skills, Specialist Training.

VOLUNTEERS

Training – Woodbadge, Safeguarding, Safeguarding Refresher Programme, Inclusion, Health & Wellbeing, Group Leader/Commissioner, Trustee, Conflict Resolution.

Personal Support - Awards / Recognition, Personal Records, Networking, Mediation, Dispute Resolution, Crisis support.

DEVELOPMENT

Local – Recruitment, Support Staff, Brochures, Stands, Marketing / PR.

Programme - Support Staff, Programme Packs.

Volunteers – Training.



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GOVERNANCE

Finance – Accounts, Budgeting.

Charity Legislation – Registration, Reporting, Trustee Training, Information Packs.

Safeguarding – Training, Resources, Refresher Training, Designated Officer, Information Technology, Database.

QUALITY

Quality Systems - Quality Scouting Experience, Staff Support, Development Planning.



Delivery of Support & Services

Scout Groups will continue to provide support for their Programme Sections and Scouters from within the Scout Group. But Scout Groups will be supported by Scouting Ireland through the delivery of services and support at local level in the same way as our Scout County Management Committees and Provincial Management Support Teams do today.

We will be working with the Provincial and County Commissioners and their teams to develop this further over the coming months.



Support from Scouting Ireland Services through National Office

The Operational Departments of the company will be restructured to ensure that the focus is on delivery of services and support to Scout Groups through the Provincial Support Hubs or directly depending on what is required.

The type of Departments envisaged are:

Safeguarding, Programme, Training, Administration (Membership), HR/Adult Development & Support, Finance, Facilities including National Scout Centres, Development & Growth



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The typical functions of each might be as follows:

Safeguarding – Vetting / Access NI, Reporting Process & Follow Up, Oversight of Process, Liaison with External Agencies, Training, Oversight of Programme / Events.

Programme – Resources and materials, Events, Initiatives, Research & Development, Oversight, Workshops, Rollout, Tailored Support, Section Support, Provincial Support Hubs liaison, Collection of data.

Training – Adult, Youth, Hard and Soft Skills, Specialist, Management, Development, Oversight of Delivery, Upskilling.

Administration (Membership) - Registration of Scouts and Scouters, data Collection and Protection, Legal, Insurance, Communications, Public Relations, Stakeholder Relationships, IT, Internal Secretarial Support.

HR/Adult Development & Support – Recruitment, Retention, Retirement, Contracts/Job Specifications, Employee relations, Disputes, Job Training & Continual Professional Development (CPD).

Finance – Fundraising (Revenue), Budgeting, Daily Finance Functions, Compliance & Audit, Annual Accounts, Internal Control, Risk Management.

Facilities including National Scout Centres – Property support, Campsite support, Safety and Risk Assessment, Asset Management, and support.

Development & Growth – Identification of Opportunities, Planning and Coordination of Development Process, Design of Process, Inclusion & Diversity, Research, Targeted Development.



National Council and Company AGM

At present the Annual Meeting of National Council serves as the Company AGM for the purposes of the Companies Act, 2014 as well as being a discussion forum for motions submitted for consideration.

Based on the feedback received during the various consultations over the last eighteen months it is clear that we need to do something to improve the process and to make the meeting more efficient and more effective. We must also ensure that whatever changes we make allow for the active participation of our Youth Members.

Proposals are being developed and will be presented in due course but one idea which is gaining traction is replacing the current National Council with the following:

A Scouting Ireland Annual Scouters & Scouts Conference either by way of one National 2-day meeting or 6 Provincial 2-day meetings. Attendees would be delegates from each Scout Group, including Youth members, and others with management roles in the company such as commissioners, county team's members, national teams etc. The meeting/s would be held about 3 months before the Company AGM.



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A Company AGM held in April each year with the company Members, i.e. Scout Groups, sending 4 or 5 delegates each. There would be motions for discussion from the Scouters & Scouts Conference.



Scouting Ireland Annual Scouters & Scouts Conference

This idea is being developed but could work along the following lines:

- **Saturday Morning** – 4 Work Streams at a time (to allow at least one delegates per Scout Group to attend each stream).
- **Saturday Afternoon** – Workshops for delegates on topics of interest. A resolutions committee would meet to determine agreed resolutions from each work stream, determine potential outcomes, advise on what may be finalised at the conference and what might be referred directly to the

company AGM.

- **Resolutions Committee** must be bipartisan and cannot agree or disagree with a motion but can help improve wording and advise on its Constitutionality and whether it may go forward to the company AGM.
- **Sunday** – report from Resolutions Committee.
- **Consider further amendments** to the resolutions and Vote on Final Motions to go forward to Company AGM if necessary

Work Streams (Operational Departments) for 4 hours duration – Chaired by independent person, i.e. someone not a member of the work stream team. Panel of - Head of relevant work stream supported by appropriate team members.

Suggested Working Method:

- List & Collate all related Motions in advance
- Short input from the relevant Work Stream Team to report on work undertaken during the year
- No need for formal proposal or seconding of motions
- Speak to the Key Points with speakers NOT limited to 2 or 3 minutes
- Get answers and explanations from the Work Stream Team
- Agree whether answers deal with the issue and withdraw the motion or come up with a consensus resolution/motion. If consensus not agreed or the submitting party is not agreeable to consensus, then the original motion is brought to the Sunday conference meeting for full vote.
- Resolutions Committee to review all motions before Sunday session
- Bring forward resolutions for Sunday meeting for vote in full plenary session



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- Board will present the Annual Report and Financial Statements
- Other motions submitted by the Board to the Company Secretary for inclusion on the agenda
- Motions sent forward from Scouters & Scouts Conference



The Board of Directors

It is envisaged that the current National Management Committee (NMC), who are also the Board of Directors of Scouting Ireland Services, will be replaced by a Board of Directors with up to 13 members. This will be an Oversight Board which means that none of the Directors will have an executive function. They will all be volunteers. The executive functions will be carried out by the Heads of Operational Departments.

It is being proposed that the Chief Scout will be elected but he/she will NOT be the Chairperson of the Board.

None of the Directors will be appointed to specific roles but will be appointed collectively to the Board. The Board will decide on how to allocate specific roles to the Directors.

It is being proposed that 10 of the remaining 12 members of the Board of Directors will be appointed at the Company AGM by the Company Members, i.e. the 4 or 5 delegates from each Scout Group, by means of a ballot. The remaining 2 Directors will be co-opted by the Board of Directors based to ensure that the Board collectively has the full range of skills needed to carry out its duties (see the list of skills in appendix 1).

Company AGM

- Needs to be held no later than April each year to satisfy statutory obligations.
- Attendees would be members of the Company, i.e. Scout Groups, with 4 or 5 delegates each, plus the Board of Directors.
- Youth members may attend as delegates of the company members.
- No other people will be members of the company, e.g. Honorary Vice Presidents etc.



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Directors appointed by the Members of the company will serve a three-year term. Directors co-opted by the Board will step down each year but may be re-appointed by the Board.

Sub-committees will be appointed by the Board and will have an appropriate Terms of Reference including delegated decision-making authority and reporting responsibilities. Sub-Committees should have appropriately skilled members.



Management of the Company

The Board will delegate the day to day Management of the Company to a Senior Management Team led by the CEO, who, together with the Heads of Department (these may be either paid or volunteer staff), will manage delivery of services and ensure that statutory obligations are complied with and that internal controls etc. are effective.

The Senior Management Team will report to the Board on at least a monthly basis. To support this new structure an appropriate Human Resources (HR) function is essential.

Board Sub-Committees

The Board will appoint Sub-Committees to support it in its oversight role and in developing policies and strategies for Scouting Ireland Services. Some sub-committees will be required on an ongoing basis, e.g. Audit & Risk, Property, Finance, etc. Other Sub-Committees will be formed as required, e.g. Strategy Development, Uniform Review.

Sub-committees will advise/develop/update policies for decision by the Board.





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Conclusions

The GRG arrived at these draft proposals after a lot of consultation and research. What has been described above is still very much at the developmental stage and more work will be needed before we arrive at the final proposals. The GRG is of the view that by making the changes proposed we will:

- Enable Scouting Ireland to provide services and support to Scout Groups more effectively.
- We will engage with one another in a more collaborative way than at present.
- Support can be tailored more effectively for those who need it.
- Those charged with the task of providing services and support will be answerable to the Company Members, i.e. the Scout Groups, both through the Work Streams at the Scouters & Scouts Conference and at the Company AGM.
- The Board of Directors will be able to focus on their Oversight Role without the distraction of also trying to develop and deliver services and this should facilitate better management and control.
- The statutory obligations of both Scouting Ireland Services and Scout Groups will be facilitated more effectively.

The GRG recognises that there is still a lot of work to be done and this is evident from the timetable set out below:

13/14 January 2018	NMC - update & Youth Fora	
28 January 2018	County Commissioners Meeting	
10 February 2018	NMC - update	
28 February 2018	GRG position papers deadline	These papers will underpin elements of the proposed structure
03 March 2018	GRG full day session	
10 March 2018	NMC - update	
22 March 2018	GRG Meeting	
13 April 2018	NMC Meeting & GRG Meeting	
14 April 2018	National Council Meeting	
21 April 2018	NMC - update (new directors briefing)	
26 April 2018	GRG Meeting	
11 May 2018	Initiate consultation with WOSM	
12 & 13 May 2018	GRG two-day session	
8/9/10 June 2018	NMC & GRG session (Friday evening to Sunday afternoon)	Agree and finalise proposals for National Council EGM



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16 June 2018	County Commissioners Meeting	Present NC draft proposals
17 June 2018	NMC Meeting	Discuss Commissioners Meeting Feedback and adjust proposals
20 June 2018	Publish draft NC EGM proposals with weekly mailing	
23 June 2018	Facebook Live Streaming Session on draft NC proposals	
07 July 2018	Facebook Live Streaming Session on draft NC proposals	
14 July & 1 September 2018	NMC Meeting	
08 September 2018	NC Notification	

06 October 2018	National Council EGM – Notice of Motions	Notice of Motion for new Constitution for Scouting Ireland Services. Helix
13 October 2018	NMC Meeting	
05 January 2019	Final decisions at NMC	
16 February 2019	1st NC Notification	
16 March 2019	2nd NC Notification	

13 April 2019	Final decisions at National Council	
April, May, June & July 2019	NMC and New Board Meetings	
01 September 2019	New company-only structure becomes operational	Board of Directors takes Office
01 September 2019	New Standing Committees and Sub-Committees established	New Operational structure



Suggested Competencies for the Directors of SI Services



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The competencies that ideally might be found within the Board of Directors include:

Vocation

- Clear understanding of the nature of Scouting and a deep sense of commitment to the objectives of Scouting.
- Understands the role of adult volunteers and the supports they need.

Safe Guarding

- Understands the complexity of the risks facing Scouting and the Board's role in its governance, assuring its governance and assuring itself of Safe guarding both our adult and youth members.

Youth Advocacy

- Experience of youth leadership in Scouting or other youth organisations.

Corporate Governance

- Expertise in monitoring executive performance. Understands clear separation of governance and management.
- Understands the role of the Audit & Risk Management Committee.
- Is familiar with the requirements of the Companies Act, 2014 and the code of Governance for Voluntary Organisations.
- Understands the roles of the External and Internal Auditors

Corporate Risk

- Understands the principles of corporate risk and the NMC's and Board's role in establishing risk management structures
- Understands how to ensure that risk management is assimilated appropriately into all levels of operations

Financial

- Expertise in financial planning and budgetary control and the presentation and interpretation of financial performance

Workforce planning and strategic HR – Board only

- Expertise in strategic human resource planning, performance review and staff motivation

Change management & corporate integration

- Experience in the management of change within organisations
- Understands organisational change and development

Legal Compliance and due diligence

- Knowledge of the legal system within which Scouting functions
- Understands how to deal with litigation cases and how the legal system generally works
- Knowledge of relevant legislation in Northern Ireland

Commercial Business Management - Board



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- Expertise in delivering outcomes based on best contemporary business practice, ICT, and performance management
- Expertise in Public Relation or marketing, especially in a consumer goods environment.
- Expertise in developing and delivering and monitoring Service Level Agreements

Public Service

- Understanding of public service objectives and work methods.

Education and Research

- Expertise in the development of education and research programmes in a youth or leader training context.

Chair

- Chair to possess leadership experience required to deliver major change whilst remaining accountable for delivering services.
- Experience of chairing boards/committees.

