



**Scouting Ireland**  
**Proposed New National Structure**

**Overview & Supporting Documentation**  
**to the Motions for the EGM of National Council**  
**6<sup>th</sup> October 2018**



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## **Preamble**

Following the decision of National Council at its meeting on the 30<sup>th</sup> June 2018, this document has been updated to reflect consultation that has taken place with various National Teams to prepare for a new national structure.

The governance proposals set out in this document have been developed by a dedicated knowledgeable team of Scouting Ireland volunteers with the assistance of legal professionals (Arthur Cox). The Governance Review Group (GRG) worked independently of the NMC/Board in developing the ideas and proposed structures that are included in the proposals. In developing the proposals, the GRG was significantly influenced by the feedback received from the provincial consultation meetings and the thoughts and ideas expressed at those sessions helped immeasurably.

The proposals comprise:

1. A new constitution for Scouting Ireland Services (“the Company”); and
2. A new charter between the Company and each Scout Group, which includes and requires a constitution for each scout Group and a new charter between the organisation and its youth members.

A support document setting out the details of how the national organisation should be restructured has been drafted and has been updated from the version which was circulated prior to the EGM of the National Council on 30<sup>th</sup> June last.

An independent oversight group which was endorsed by the National Council in June will oversee and report on the progress of the implementation of the proposals and to ensure that what is approved by National Council is what is delivered by the Board of directors.

The motion to amend the constitution of the Company was accepted by notice to the EGM on 30<sup>th</sup> of June.

The support document sets out a broad range of submissions as to how the national organisation should be restructured to be more efficient, more effective and more accountable than heretofore. This is a living document and can, has and will be amended to improve the suggested structures based on feedback received from the membership.

It should be noted that there are no substantial changes to the Scout County and Province structures, but they now clearly sit within the Group Support & Development Department. Scout Counties and Provinces are vital to the delivery of supports and services to Scout Groups.

Details of how the independent oversight group will work are set out in the support document but its main purpose is to report periodically and therefore provide independent assurance of implementation of the changes approved by National Council.

## **Introduction**

Since the commencement of the relevant sections of the Charities Act 2009, the Charities Act (Northern Ireland) 2008 - 2013 and the new provisions in the Companies Act 2014, Scouting Ireland has been engaged in a governance review.



The key objective was to review the organisation of Scouting Ireland and bring about any changes necessary which would:

- a) ensure that services and support for Scout Groups is delivered efficiently and effectively;
- b) ensure that the organisation of Scouting Ireland at national and local level was structured to best comply with the changes in the legislation and modern challenges for an organisation of its size; and
- c) enhance principles of governance and internal systems within Scouting Ireland which would create an environment for improved oversight of operations, clearer lines of responsibility and accountability for the delivery of services and facilitate corrective action where there are identified failures.

The governance review determined that Scouting Ireland should be organised at national level through a company alone.

The proposals provide for the Company being managed by a board of directors (13 persons) who are solely volunteers. The board's role is one of oversight and is not operational in nature which is a significant change to our present structure. Operational authority for the delivery of services is delegated to departments of the Company by the board.

The members of the Company delegate the powers of the Company to be exercised by its directors. The members of the Company meet at general meetings, usually once a year at the Annual General Meeting. In this new structure, the members of the company are solely the Scout Groups. Each Scout Group sends their delegates to the AGM to vote on their behalf.

These new changes at national level will be overseen for an initial three-year period by a Governance Oversight Group. This Group, established by the National Council will make reports on progress to the members independently of the directors. It will also be available for guidance and advice to the Company and its directors as may be required.

Chapter 1 provides further details on the proposals before the National Council. Chapters 2 to 6 provide information as to how the new national structure could and is likely to work. Chapter 7 provides detail of the Oversight Group which will be established pursuant to the resolution of the National Council in June.

## **CHAPTER 1 – COMPANY OVERVIEW**

### **Summary**

Scouting for young people will be achieved in Ireland through a local Scout Group supported by a company called Scouting Ireland Services (there is a proposal to the EGM of the National Council to change the name of the company to Scouting Ireland).

### **The Scout Group**

The Scout Group is the local and primary level of Scouting. Every Scout Group will be a registered charity. It will be registered with the appropriate regulator in the Republic or in Northern Ireland. Every Scout Group will have its own constitution: The Scout Group Constitution. The Scout Group Council (the members of which are the Charity Trustees) is responsible for the administration and support of Scouting in the Scout Group.

The relationship between the Scout Group and the Company will be governed by the Scout Group Charter. This document is, in essence, a contract between Scouting Ireland Services and every Scout Group.

### **The Scout Group Constitution**

This document is the governing document for the Scout Group. It is filed with the relevant Charity Regulator and is filed with Scouting Ireland. It contains regulations which are required for charities under the legislation and it contains principles and rules required by both the Scout Group and Scouting Ireland pursuant to the Scout Group Charter.

The Scout Group Constitution contains the aims and objectives of Scouting in Ireland. It stipulates that the Scout Group and its members be registered with Scouting Ireland. It determines how a young person, or an adult may become a member. The Scout Group Constitution also describes how the Scout Group is organised, delivering the Youth Programme through Programme Sections, and administered by the Scout Group Council. It requires the Scout Group Council to report to the Annual General Meeting of the Scout Group.

### **The Scout Group Charter**

The Charter defines the relationship between the Scout Group and the Company, Scouting Ireland Services. It is renewed on an annual basis. It describes the supports which Scouting Ireland Services provides to the Scout Group in the achievement of its aims and objectives and the delivery of the Youth Programme to the youth members of the Scout Group. It also stipulates the obligations of the Scout Group to Scouting Ireland Services. The Charter requires youth member representation and involvement in decision making within the Scout Group. If a Scout Group fails to observe the conditions of the Scout Group Charter and ceases to be supported by Scouting Ireland Services there are procedures for its closure. These obligations protect the reputation of Scouting and all other Scout Groups throughout the island.

### **The Youth Charter**

The Youth Charter explains the commitment which each Scout Group and the Company gives to each of our youth members. The commitments are jointly made by the Scout Group and by the Company. That is to say that the Scout Group will ensure that the Company honours its role in the commitment and the Company will ensure that the Scout Group honours its role. Implementation of the Youth Involvement Policy is part of the commitment. As is the establishment of the National Youth Assembly, made up of the National Youth Reps and chaired by the Chief Scout. The National Youth Assembly will meet with the Board as needed and have the ability to participate in all discussion and debate at General Meetings of the Company.

## **Scouting Ireland – the Company**

The Company is a registered charity with a charitable purpose of benefit to the community to encourage, and to support Scout Groups in encouraging, the social, physical, intellectual, character, emotional and spiritual development of young people so that they may achieve their full potential and, as responsible citizens, to improve society. The Company's primary purpose will be to support Scout Groups throughout the island. It is governed by its constitution – the Company's Constitution and managed by its Board of Directors.

### **The Company's Constitution**

The constitution of the Company consists of its Memorandum of Association and its Articles of Association.

The Memorandum of Association explains the main and subsidiary objects of the Company. It also prescribes the powers of the Company and includes provisions for the protection of the income and property of the Company as a registered charity. Several clauses of the Memorandum of Association may not be amended without the approval of the Revenue Commissioners or the World Organisation of the Scout Movement.

The Articles of Association establish the principles of how the company is governed. Each Scout Group will be a member (shareholder) of the Company. To be registered as a member of the Company, a Scout Group must be party to the Scout Group Charter. The constitution provides for the admission of Scout Groups as members and for the termination of members.

### **Scout Groups and General Meetings of the Company**

Scout Groups will meet as members of the Company at General Meetings. There will be at least one General Meeting every year – the Annual General Meeting. The date for the next AGM will be fixed by the Board of Directors at the first Board meeting after each AGM. Notices and meeting documents will be sent out at least 21 days in advance of the AGM. Otherwise any motions may be proposed, by any Scout Group, at any time during the year but not in the 14-week period before the AGM. All motions are subject to the approval of a special Motions Committee chaired by the Chief Scout. No Director may be a member of the Motions Committee.

The Constitution also allows for the convening of an EGM. An EGM may be called by the Board of Directors or it may be requisitioned by not less than 10% of registered Scout Groups.

At General Meetings (AGM or EGM) there is a quorum of 50 Scout Groups and each Scout Group may send up to 5 delegates. Each delegate has one vote. Provision will be made to have at least one of the delegates to the general meetings from a member Scout Group to be a registered Scout (youth member). This will be provided for within the revised Scout Group Charter.

The Constitution may only be amended by approval of a special resolution of the Scout Groups voting at a General Meeting.

### **The Chief Scout**

The Chief Scout is the inspirational leader of Scouting Ireland. It is a voluntary role and is the highest elected position in Scouting Ireland. It is an office of great honour and history in Irish Scouting and it goes all the way back to the first Chief Scout, Robert Baden Powell. The role includes senior administrative duties for the Company and ceremonial obligations towards youth members in terms of the Youth Programme Awards & achievements and Adult Awards & distinctions.

The Chief Scout is elected by the Scout Groups at the AGM of the Company for a term of 3 years subject to a maximum of 6 years. An individual may only become a candidate for Chief Scout if he/she has been nominated by at least 10 Scout Groups and he/she has been through an independent induction process. Candidates



nominated for election as Chief Scout will undergo an induction process to ensure that they fully understand the role they would be undertaking and that they have the necessary skills, capabilities and experience.

Scout Groups will elect a Chief Scout through postal ballot supervised by the Company's statutory auditors. Each Scout Group will have a single transferable vote. The results of the election will be announced at the Annual General Meeting. When elected the Chief Scout will take up the role at the close of the AGM at which the election result is announced.

The Chief Scout is the chairperson of the General Meetings of the Company. He/she may also chair other meetings or conferences from time to time as appropriate, such as the National Youth Assembly. The Chief Scout will also be chairperson of the Motions Committee which will examine motions received by members for consideration at the AGM and will be assisted by two others none of whom may be directors of the company.

The role of the Chief Scout will require regular interaction with Scouts and Scouters throughout the island. He/she will represent Scouting Ireland at home and abroad. He/she will be supported by a dedicated team of staff.

The Chief Scout is not a Director of the Company but the Board will consult with him/her on a constant basis. As such he/she will have to attend Board meetings as often as necessary to discharge his/her responsibilities and to make and receive reports.

The Chief Scout and the Board will work together to be guardians of the Scout Promise & Law with the responsibility to ensure that all within Scouting Ireland are true to the Scout Principles and Method and endeavour to live the Scout Law and Promise.

### **The Directors**

A Board of Directors (all of whom will be volunteers) elected by the Scout Groups at the Annual General Meeting of the Company will manage the Company pursuant to the Company's constitution. The Board will manage the Company and ensure that the Company meets its legal obligations and including its commitment to the Scout Groups pursuant to the Charter.

A Scout Group may nominate an individual for election as a Director. All such nominees will be subject to an independent induction process prior to being accepted as a candidate. Not more than 10 individuals will be elected by postal ballot by Scout Groups. Each Scout Group will have one vote per vacancy on the Board and the election process will be supervised by the Company's statutory auditors. The results of the election process will be announced at the AGM.

Three individuals may be co-opted as Directors by the Board. This opportunity will allow the Board flexibility to cover any perceived skills/capability deficiencies. The Board will elect its own Chairperson on an annual basis at the first Board meeting after the AGM of the Company.

Every year one third (or the number which is one less than one third where one third is not an even number) of the Board will resign. No individual may serve more than 6 years as a Director.

The Board may appoint sub-committees subject to terms of reference being agreed. Otherwise the Board will oversee the operations of the Company and shall develop and publish rules, procedures and guidelines. The Board will ensure that the Company adopts and maintains appropriate policies.

## **The Company Organisation**

The operations of the Company will be managed through various departments such as (a) Youth Programme, (b) Group Support & Development, (c) Finance & Compliance, (d) Volunteer Support, (e) Administration & Relations, (f) Facilities (Campsites & Property), (g) Safeguarding, (h) Human Resources, (i) Communications and (j) Transition.

The Company will have volunteer and paid staff to manage and run its services through the departments. The departments of the Company will interact directly or indirectly with the Scout Groups to support Scouting in Ireland.

### **Who will be responsible for running the company?**

Scouting Ireland and its predecessor organisations was built by volunteers. Over time it became possible to employ paid professional staff. Scouting Ireland is a charity and it will continue to be led by volunteers.

It will be led by a Board of Directors comprising only of VOLUNTEERS. Of the 13 directors, 10 will be elected by the company members, i.e. the Scout Groups, with the remaining 3 being co-opted by the Board to fill any skill or capability gaps there might be amongst the 10 elected directors.

The Board will develop and set the long-term strategy and budget and the annual operational plans, and this will include setting targets for the operational departments. While all departments of the company will exist to achieve the main objects of the company and the support of our Scout Groups, the company's local organisations at County and Provincial levels will be of paramount importance in the delivery of frontline services and support and providing feedback to the board on the success of its strategy.

### **CEO, Department Heads and Staff**

The Board of Directors will appoint Department Heads. They may either be volunteers or paid staff. Subject to strategic and operational plans and targets the Board will decide on which Department Heads (or staff roles for the Company) will be paid and which will be led by volunteers.

The Board will appoint a Chief Executive Officer to assist the Board in setting delivery targets. The Board will be presented with monthly reports from each operational department and the CEO, which will enable the Board, where necessary, to take corrective action early. The Board will appraise the performance of the CEO and the heads of the operational departments on a regular basis.

The CEO will be responsible for ensuring that the strategies and plans set by the Board are implemented by the operational departments. This will be done in conjunction with a senior management team comprising the CEO and all Department Heads. All members of the senior management team including the CEO will be subject to annual or other regular appraisals. The CEO will report to the Board as often as necessary but at least monthly and will meet with the Chairperson of the Board between Board meetings.

### **Governance Oversight Safeguards**

The proposals provide several safeguards regarding the operations of the company:

- Firstly, the Board of Directors will primarily have an oversight role which means that the Operational Departments will be involved in the direct delivery of services under the strategies and plans developed, directed and overseen by the Board;
- Save in extraordinary circumstances, Directors will NOT be permitted to take up other roles at national level and must focus only on their role as a Director of the Board;



- There will be mandatory monthly reports to the Board from each Operational Department and the CEO;

### **Initial Three-Year Governance Oversight and Board Induction Group**

The Governance Oversight and Board Induction Group will act as an independent group to oversee the implementation of the governance proposals by the Board of Scouting Ireland to ensure that they are being implemented in accordance with the spirit of the support papers presented to National Council in support of the proposals. This group will report on progress directly to the members of the company, i.e. the Scout Groups, and other key stakeholders at least every six months.

This group will act independently to oversee the implementation of the Induction process for prospective Board members to ensure that they fully understand the responsibilities of the role they wish to be elected to and that they have the minimum skills and capabilities to undertake such a role.

We believe that these safeguards are vital to provide confidence that the governance proposals being put to National Council are implemented as fully as possible if approved.

### **Conclusion**

The new proposals with regard to changes in governance have been reviewed and approved by legal advisers to Scouting Ireland. It is essential that Scouting Ireland adopts the proposed governance changes as soon as possible to bring about the implementation of the new changes.

The following chapters set out the detail behind the proposed operations of the company.

## **CHAPTER 2 – COMPANY DEPARTMENTS**

### **Introduction**

The new structure of Scouting Ireland gives clear authority to the Board of Directors to manage the Company. The Board will grant authority to various departments to run the Company's operational matters.

Operational procedures and guidelines will be agreed by the Board to clearly set out the structure, function and authority of each department along with the reporting procedures the Board will require of that department. The authority granted by the Board will be subject to conditions and procedures to be followed. That is to say the Board will expect the Department to function and to meet its objectives but certain matters will require further approval.

The contents of this Chapter explain and propose a Company Department structure taking into account everything which the organisation currently does primarily to demonstrate how it would continue to operate in a company environment.

### **Department Head and Personnel**

Each department will have a department head, appointed by the Board. The department head will form part of the Senior Management Team.

The personnel working in the department will be a combination of volunteer and paid staff members. Each candidate for the role of Department Head will go through an induction process prior to appointment to familiarise them with the role and responsibilities of being a Department Head. Some departments will be headed by full time staff others will fall to volunteers. The new HR function will be crucial in managing the performance of those in Department Head roles, be they volunteer or paid staff members.

Each department head and team member should have a contract of appointment, setting out their job specification, term of appointment, standards and responsibilities that would be expected of someone taking up a role within Scouting Ireland. Both parties to the contract should have the opportunity to review this contract at least annually. For all paid members of staff, this should be done in accordance with employment law as set out in the jurisdiction in which they are employed.

Management and/or job specific training for all department heads should be delivered by Scouting Ireland prior to or as soon as possible after appointment. Team members should receive training if it is required or necessary for their role. It will be the responsibility of the department head to organise this within an appropriate period of time from the commencement of the role, but no later than three months after the appointment commences.

Team members require approval from the Board before receiving an appointment to their role.

### **Policy**

It is the board that sets policy, but it is expected that a department will contribute to the formation of policy from its experiences or challenges that it faces in the performance of its duties.

## Company Departments

The following are proposed Departments within Scouting Ireland:

- Youth Programme
- Group Support & Development
- Finance & Compliance
- Volunteer Support
- Administration & Relations
- Facilities – Campsites and Property
- Safeguarding
- Human Resources
- Communications
- Transition



## **YOUTH PROGRAMME**

Youth Programme is a core department within Scouting Ireland. Without it, Scouting has no method of delivering upon its aim. Youth Programme requires significant resources, both human and others in order to carry out its function.

Areas of responsibility:

- Programme Framework
- Programme Resources
- Programme Support – including events
- Programme Initiatives & Projects
- Youth Programme Award Schemes
- Programme recognitions, e.g. uniform badges
- Support of the Scout Group going abroad or Scouts coming to Ireland
- Participation in European or World Scouting youth events such as the World Scout Jamboree, World Scout Moot, World Scout Youth Forum, Roverway, etc.
- Spirituality in Scouting
- Programme provided at National Scout Centres & Facilities
- Youth Affairs – including Youth Representatives & the support of the young person's role in the Scout Group
- FUN – someone has to be responsible for this key area!

The organisation of the programme into programme sections is within the scope of the Youth Programme Department but changes to its structure will require Board approval. The identity of the Programme Sections and the need for a lead in each section, such as a Programme Commissioner, is key for the membership as they relate to this most of all, given the uniqueness of each programme section within the Scout Group.

The Educational Objectives of Scouting Ireland which underpin its Youth Programme may be worked on and proposals made by the Youth Programme department, but changes to these may only be made by the Board.

Interactions with other departments will be key to the success of the Youth Programme. Working relationships in key areas are essential to success. For example, the relationship with those responsible for Health & Safety will be essential for the success of areas such as water activities, hill walking, rock climbing, etc.

The Board may decide to review the Youth Programme or aspects of the programme periodically. This function is likely to be carried out by a Board sub-committee or delegated project lead. This person will interact and consult with the department but report directly to the board.

## **GROUP SUPPORT & DEVELOPMENT**

Scouting in Ireland is delivered through the Scout Group. It is the support of the Scout Group that enables the delivery of Scouting that is part of the primary function of Scouting Ireland Services.

Whilst the Group Support Department will run as a single department, it is anticipated that there will be at least 4 permanent Service Teams delivering services. Other Service Teams may be created on an ad hoc basis depending on services needs and ongoing projects.

1. Provincial and County Support
2. Growth and Quality Scouting
3. Diversity and Inclusion
4. Professional Support Team

### **Areas of Responsibility for Group Support & Development Department**

#### **Provincial and County Support**

- The Provincial Support Teams will be part of this department. They will be charged with delivering services to local Scout Groups and supporting Scout Counties in their role. Where appropriate they may deliver direct support to local Scout Groups.
- The Scout County Support Teams will be part of this department. They will be charged with supporting local Scout Groups.
- Support to the Scout County and Scout Province to enable them to carry out their primary role of supporting local Scout Groups
- The organisation, co-ordination & support of the Scout Province as the primary service provider within Scouting Ireland to the Scout Group
- Support for the running of the annual Provincial Conference
- Development and oversight of quality control systems for County and Provincial Teams to support their work with Scout Groups
- Co-ordination of National initiatives delivered through the County and Province

#### **Growth and Quality Scouting**

- Development and oversight of a growth & sustainability strategy
- Development of tools and resources to support the growth and sustainability strategy
- Development of tools and resources to support the opening of new Groups and Sections.
- Co-ordination of the resources necessary to open, sustain and support Programme Sections and Scout Groups
- Co-ordination of Programme Support resources to Scout Groups
- Development of new forms of local organisation to account for shifts in population trends, services to minority communities, partnerships with colleges, etc.
- Development and oversight of quality control systems for Scout Groups for the delivery of Youth Programme and services
- Support for compliance in partnership with the Finance & Compliance, Administration and Relations and Safeguarding Departments.
- Induction Training for new Group Leaders
- Support the delivery of the Story of Scouting for new Scout Groups.

### **Diversity and Inclusion**

- Development of strategies to promote Scouting to all regardless of gender, race, ability, background, beliefs or orientation.
- Development of tools and resources to support Scout Groups be open to all regardless of gender, race, ability, background, beliefs or orientation.
- This area should have a primary focus on the Scout Group but also look at how this is being adhered to at other levels within Scouting Ireland.

### **Professional Support team**

This team consists of paid local support staff who work with Scout Groups. Their role is to work directly with Groups to support them in line with the Department's operational plan. Their appointment will be overseen by the HR department in line with employment legislation and the strategic aims of the organisation.

Whilst their specific purpose is to directly support Scout Groups, they may also support Counties and Provinces from time to time in support of their role in delivering services to local Scout Groups.

### **The Head of Department**

The Head of Department will be appointed by the SI Board after an open call to SI Groups. The HR Department, on behalf of the Board, will develop a recruitment process, role description and a set of competencies for this role. The HR department will also ensure that an induction takes place to a standard agreed by the SI Board.

The head of the department will play a key role in the Senior Management Team, working with all department heads and the CEO to deliver services. The department will have particularly strong links with the Youth Programme, Safeguarding and Volunteer Support.

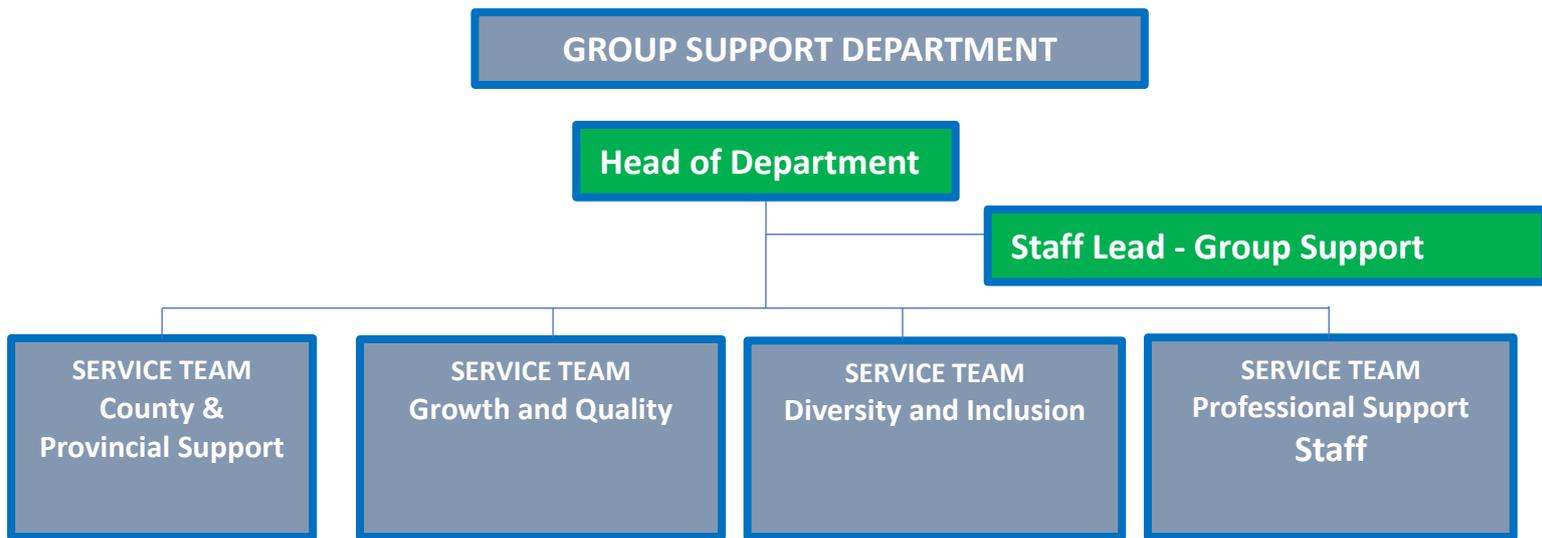
### **Role of the Scout County and Scout Province in providing support to Scout Groups**

The Scout County should be the first port of call when a Group needs some additional support. Some of this support can be delivered from several sources:

1. By members of the County Support Team
2. By seeking help from the Provincial Support Team
3. From National Teams
4. In specialist areas, where necessary, sourcing outside help e.g. mental health

The County Support Team will consist of many of the same personnel as it does today. The difference may be in the roles that they will play.

A separate document will set out the detail of the role of the Scout County and Scout Province in greater detail.



### Service Teams

It is anticipated that each of the Service Teams will recruit members, by methods agreed with the HR Department, to carry out the work of the department as a whole and in particular the service team they will lead.

A Team Lead will be appointed for each service team by methods agreed with the HR Department. Each of the Service Team leads, along with the Head of Department and the Staff Lead, will form the Leadership Team to co-ordinate the work of the department. Other ad hoc team leads will attend the co-ordinating team meetings as required.

It is anticipated that the County and Provincial Support Teams will have a Group Support Co-ordinator. These will meet with the Leadership Team at the annual Provincial Conferences and from time to time as required by the work of the department.

### Further Work

Further work will need to be carried out, at the appropriate time, in the following areas.

- Recruitment of a head of department
- Recruitment of a County and Provincial Support Lead
- Recruitment of a Growth and Quality lead
- Recruitment of a Support Diversity and Inclusion Lead
- Recruitment of Staff Lead
- Recruit Professional Support Staff
- Development, with the HR Department, of role descriptions for the various roles
- Development, with the HR department, of recruitment processes and job competencies
- Take part in the Senior Management Team review of service delivery within the new governance structures
- Further develop support services to local Groups

## **FINANCE AND COMPLIANCE**

The Finance and Compliance Department will have responsibility for the control and operation of the financial services of Scouting Ireland.

Primarily this function will be centred at National Office, but it will interact with all functions and services of Scouting Ireland.

Regulation, oversight of our systems, transparency in our reporting and independent audit are all necessary to give confidence to all stakeholders including our members, parents, the community and the government.

Works with the independent Audit & Risk Committee, which is a sub-committee of the board.

### **Areas of Responsibility**

- Preparation of a budget for approval by the board
- Sourcing funding, e.g. suggested levels and collection of membership fees, submissions for Government Grants, sponsorship and fundraising, etc.
- Implementation of the financial controls of Scouting Ireland
- Ensuring compliance with tax & financial regulations and laws
- Financial services to the company including treasury, accounting, reporting, filing and forecasting
- Preparation of monthly, quarterly and annual management accounts for the board and management of Scouting Ireland
- Preparation of Annual Financial statements for approval by the board and later the AGM of Scouting Ireland
- Preparation and co-operation for the audit of Scouting Ireland and its related companies as appropriate
- Reports to the Audit & Risk Committee as required
- Collection of financial statements from Scout Groups and supports to Scout Groups in their preparation as required
- Supports to related companies in financial services, reporting and filing
- Ensuring filing of reports for Scouting Ireland and its related companies in accordance with the law
- In conjunction with the Administration and Relations Department, management and review of all systems and procedures to ensure compliance with the law and regulation

The terms of reference will set out the decision-making process for the agreement of capital spend and investment. Expenditure that is outside of budget will also have a process for agreement and action.

## **VOLUNTEER SUPPORT**

The adult volunteer is at the centre of the delivery of Scouting to young people. Preparing the volunteer to undertake their role and providing supports to the volunteer are an essential function of Scouting Ireland.

Whilst the Volunteer Support Department will run as a single department, it is anticipated that there will be at least 4 permanent Service Teams delivering services. Other teams may be created on an ad hoc basis depending on services needs and ongoing projects.

1. Training Delivery
2. Recognition of volunteers
3. Support Services - resources and events
4. Fellowship Network

### **Areas of Responsibility for Volunteer Support Department**

#### **Training**

- Design of Woodbadge Training courses in line with Scouting Ireland & WOSM educational objectives in co-ordination with the Youth Programme department
- Delivery of section Scouter Woodbadge Training
- Delivery of Group Leader and County Commissioner Woodbadge Training
- Awarding of the Woodbadge
- Development of continuous learning modules for Scouters
- Development of specialist modules including safeguarding, management, trustee, department head training, etc. to adult volunteers as required.
- Scheduling of training courses through the Scout Provinces or nationally as appropriate
- Co-ordination and oversight of training standards
- Recruitment, training and support of trainers
- Co-ordination of Scouting Ireland's participation in International Scout Training or educational opportunities

#### **Recognition**

- To put in place, and maintain, appropriate ways of recognising the length of service volunteers give.
- To put in place, and maintain, appropriate ways of recognising outstanding or exceptional service to the aim of Scouting Ireland, given by volunteers.
- To put in place, and maintain, appropriate ways of recognising service given in exceptional circumstances.
- To co-ordinate volunteer recognition events where appropriate.

#### **Support Services - Resources and events**

- Design of supports for Provincial and County personnel such as handbooks and guidance on roles. This role to be carried out in consultation with other appropriate departments
- Working with other department to provide appropriate conferences or gatherings for volunteers to support them in the role, either through the Scout Provinces or nationally
- Provision of adult supports, access to counselling and listening ear services including at national events in co-ordination with the Youth Programme and Safeguarding departments
- Develop tools for volunteers to map their learning and the transferable skills gained through their involvement in Scouting Ireland.

### Fellowship Network

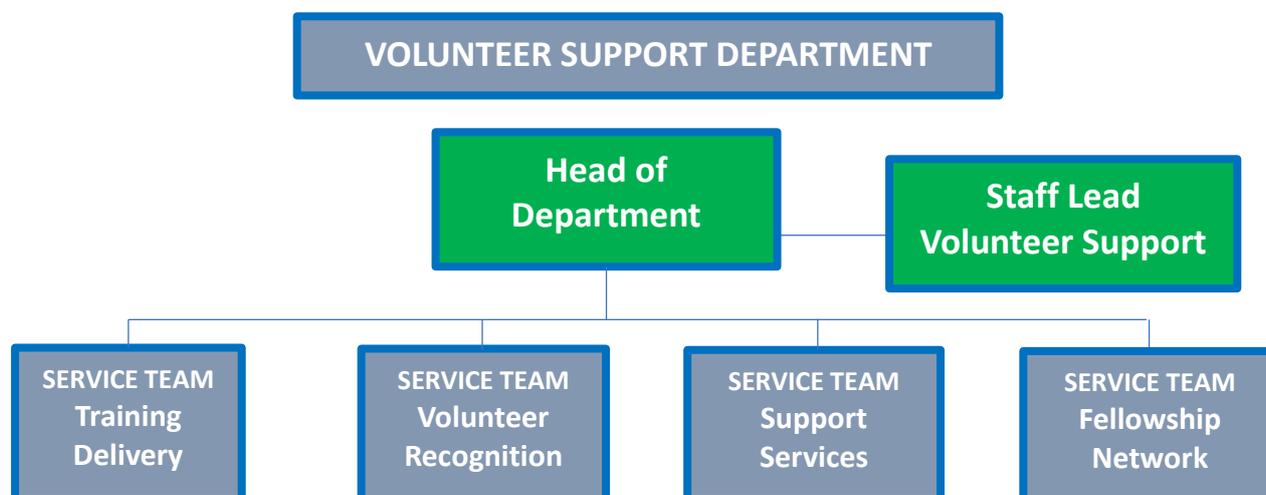
- Develop a Fellowship Network within Scouting Ireland
- Agree the procedures for membership of the Network
- Agree the role of this Network
- Support the members of the Fellowship Network

The department will support the delivery of services through the Scout Province. From time to time, it may be necessary to deliver services nationally, but always the focus should be on the local delivery of services to a national standard. The department has responsibility for the setting of those standards in line with policy.

### The Head of Department

The Head of Department will be appointed by the SI Board after an open call to SI Groups. The HR Department, on behalf of the Board, will develop a recruitment process, role description and a set of competencies for this role. The HR department will also ensure that an induction takes place to a standard agreed by the SI Board.

The head of the department will play a key role in the Senior Management Team, working with all department heads and the CEO to deliver services. The department will have particularly strong links with the Youth Programme, Safeguarding, Group Support and Human Resources Departments.



### Service Teams

It is anticipated that each of the Service Teams will recruit members, by methods agreed with the HR Department, to carry out the work of the department.

A Service Team Lead will be appointed for each Service Team by methods agreed with the HR Department. The HR Department, working with the department, will develop a list of competencies for each Service Team Lead.

Each of the Service Team leads, along with the Head of Department and the Staff Lead, will form a Leadership Team to co-ordinate the work of the department. Other ad hoc team leads will attend the co-ordinating team meetings as required.

## **Scouting Ireland Proposed New Structure**



It is anticipated that the County and Provincial Support Teams will have a Volunteer Support Co-ordinator. These will meet with the Leadership Team at the annual Provincial Conferences and from time to time as required by the work of the department.

The Department and service teams will not function as standing committees but rather as teams delivering on the operation and strategic aims of Scouting Ireland. The department head will report to the senior Management Team on a regular basis.

### **Further Work**

Further work will need to be carried out, at the appropriate time, in the following areas.

- Recruitment of a head of department
- Recruitment of a Training Delivery lead
- Recruitment of a Volunteer Recognition lead
- Recruitment of a Support Services lead
- Recruitment of Staff Lead
- Development, with the HR Department, of role descriptions for the various roles
- Development, with the HR department, of recruitment processes and job competencies
- Take part in the Senior Management Team review of service delivery within the new governance structures
- Further develop support services to volunteers

## **ADMINISTRATION & RELATIONS**

Scouting Ireland's strength is its membership and it is vital that accurate records are maintained of the register of both youth and adult members. Regulation, oversight of our systems, transparency in our reporting and independent audit are all necessary to give confidence to all stakeholders including our members, parents, the community and the government. Works with the independent Audit & Risk Committee, which is a sub-committee of the board.

### **Areas of Responsibility**

- Maintenance of the register of Scouts and Scouters
- Maintenance of pertinent records relating to Scout Groups, Scouts and Scouters via the Scouting Ireland Membership Management System
- Provision of administrative services to all departments, management, board and related companies
- Provision of administrative, booking, reporting and support systems for all services including events, projects and conferences
- Provision of IT Systems including hardware, software, content storage, maintenance, planning, training and roll out – link with communications department on requirements for the delivery of content and communications internally and externally
- Storage and security of data in accordance with data protection laws & regulations
- Maintenance of the register of Scout Groups as Company Members
- Interaction with the Government through the Department of Children and Youth Affairs
- Preparation of the annual report, compliance with Freedom of Information requests and reports as requested by the board or management
- Provision of an internal audit function in conjunction with the independent Audit & Risk Committee
- Preparation and Maintenance of the Risk Register
- Provision of the functions of Company Secretary.
- Co-ordination of all legal services for Scouting Ireland
- Support to the board, management, and membership in the interpretation of the Constitution, Rules and Policies of Scouting Ireland
- Management of Insurances for Scouting Ireland
- Co-ordination of Health & Safety within Scouting Ireland including appropriate authority to take necessary action as provided within the law
- Assistance with the preparation of a strategy for Scouting Ireland for decision by the board
- Management and co-ordination of the roll out of the Scouting Ireland Strategy including regular reporting to the board
- Organisation of the AGM, Scouters and Scouts Conference and other gatherings required by the law or the constitution of Scouting Ireland
- Compliance with the Governance Code for Charities
- Management of Scouting Ireland's relationship with the World Organisation of the Scout Movement
- Co-ordination of Scouting Ireland's participation in International Scout Conferences and Committees, such as the European or World Scout Conference
- The archiving and recording of Scouting Ireland's historical records including historical artefacts for the purposes of maintaining an accurate history of Irish Scouting
- Supports to related companies in administrative services

Part of the function of this department will be to look at administrative burdens at all levels and reduce this burden where possible. Automation of systems will assist with this, but necessary trialling of systems is essential before any roll out to the membership at large. Legal and Governance skill sets will be required by those working in this area. This important function requires rigorous oversight and will give oversight to compliance with the laws and regulations within by other departments and functions within Scouting Ireland.

## **FACILITIES – CAMPSITES AND PROPERTY**

Scouting Ireland counts amongst its resources the National Scout Centres and their associated buildings. In addition, Scout Groups have the ability to use facilities organised by other Scout Groups or Scout Counties through the Scouting Ireland Campsites Network.

The purpose of this department is to manage all matters relating to Scouting Ireland's properties and support the campsites and facilities within the Scouting Ireland Campsites Network.

### **Areas of Responsibility**

- Operations of all National Scout Centres in conjunction with other departments including Finance and Administration
- Management of all Health and Safety matters at the National Scout Centres in conjunction with the Governance department
- Provision of Programme at the National Scout Centres in conjunction with the Youth Programme Department
- Management, Training and Oversight of all staff, volunteer and paid, working at the National Scout Centres
- Maintenance of the National Scout Centres and all Scouting Ireland facilities
- Provision and oversight of a customer service charter at all National Scout Centres
- Promotion of Scouting Ireland's principles and programme through the National Scout Centres including supports to Scout Groups in demonstrating standards expected on a Scout overnight or event
- Support of Scouts coming to Ireland in conjunction with the Youth Programme department
- Commercial operations of all National Scout Centres including diversified use to non-Scouting activities, but never to groups or bookings that would be at odds with Scouting's ethos or where the use of the centre would be a denial of service to Scout Groups or Scouting Ireland events
- Support and promotion of the Scouting Ireland Campsites Network
- Provision and oversight of a customer service charter at all Scouting Ireland Campsite Network members
- Co-ordination of all Scouting Ireland Campsite Network member sites facilities to ensure standards are met and maintained including health and safety, governance, Scouting ethos and programme offered at each facility.

The National Scout Centres and members of the Scouting Ireland Campsites Network are at the coal face when it comes to the support of the delivery of programme by Scout Groups. The standards of the centres should be set, maintained and continually reviewed to be in line with international best practice. They should be facilities open to all members of WOSM, particularly Scouting Ireland, first and then others for commercial gain to ensure the facilities are continually viable.

## **SAFEGUARDING**

Safeguarding of all members, young person and adult, is Scouting Ireland's primary responsibility.

The purpose of this department is to manage all matters relating to safeguarding within Scouting Ireland and provide supports and systems necessary to perform this task.

### **Areas of Responsibility**

- Provision of a Safeguarding service to all members of Scouting Ireland with suitably qualified paid staff deployed throughout Scouting Ireland
- Support and oversight of training course content, materials and supports to train all Adult members of Scouting Ireland in safeguarding in conjunction with the Training & Volunteer Support Department
- Development of safeguarding resources and programmes for youth members in conjunction with the Youth Programme Department
- Update and continuous review of the recruitment process including vetting in the relevant jurisdiction
- Management of the volunteer application and vetting process in conjunction with the Finance and Administration Department
- Development and maintenance of support materials for safeguarding
- Communication of safeguarding materials in conjunction with the Communication Department
- Operation of standardised recording and reporting systems of all safeguarding matters
- Implementation of the disciplinary code and code of good practice in the safeguarding area
- Oversight of training, counselling and other supports for those working in safeguarding
- Operation of a process for supporting all involved in safeguarding
- Monthly reporting to the Board of Directors on all safeguarding matters
- Liaison with the state agencies and Government Departments as required in the safeguarding area including statutory reporting in line with legislation in both jurisdictions
- Co-ordination of external appraisal of policies, practices, and materials for safeguarding

The safeguarding department will have specific delegated authorities relating to members of Scouting Ireland who are involved in or have allegations made against them in safeguarding matters. The use of these authorities will be reported on regularly to the Board who have final say in all matters.

In addition, the safeguarding department will have specific duties as provided in legislation in terms of reporting of safeguarding matters. A good relationship is essential with the relevant agencies in both jurisdictions such as Tusla, An Garda Síochána, the Health & Social Services Gateway Team NI and the Police Service of Northern Ireland.

The safeguarding department will have essential links with other departments within Scouting Ireland in order to perform its function.



## **HUMAN RESOURCES**

The Human Resource function is vital to how the Company works to implement performance management systems, manage, and set behaviour standards for all and ensure fairness and correctness in conflict resolution. The Human Resources function will also be charged with managing the relationship between volunteers and paid staff members to ensure a cohesive and positive working relationship for all.

### **Areas of Responsibility**

- Design and implementation of Performance Management systems for Volunteer and paid staff members.
- Establishment and management of behavioural standards for all members with the Scout Law and Promise at its core
- Management and Oversight of the Conflict Resolution process at all levels in Scouting Ireland
- Design and approval of job specifications for all positions and appointments within Scouting Ireland
- Design and management of recruitment processes for volunteer and paid staff members

The rights and responsibilities for any person within Scouting Ireland should be the foundation of the work of this department. The department will have a key role in assisting the board in the management of all persons within Scouting Ireland and will require specific skill sets to work effectively.



## **COMMUNICATIONS – INTERNAL AND EXTERNAL**

Communication of what Scouting is, how it works and what it is doing is fundamental to all being able to understand Scouting Ireland. This department will have responsibility for communicating that message externally to all stakeholders, including parents, and internally to all members, including youth members.

This department will be responsible for the Scouting Ireland brand, its image and look, including the Scout Uniform and other items which are components of the image of Scouting.

### **Areas of Responsibility**

- Design, promotion, and maintenance of the Scouting and Scouting Ireland brand
- Communications with the public and external stakeholders such as parents, government, sponsors, and communities along with the media
- Communications with the membership of Scouting Ireland to keep them informed of progress, initiatives, and general news
- Operation and maintenance of all communication services including the Scouting Ireland Website and Social Media channels
- Maintenance of a database of images and footage of Scouting for promotional and historical recording purposes
- Development of promotional material for Scouting
- Design and roll out of the Scouting Ireland Uniform and any associated clothing in conjunction with the brand license holder
- Support of Scout Groups in their interactions with local media

Significant resources are required to meet Scouting Ireland's needs in this area. A mix of both volunteer and paid staff is required along with oversight of the training of youth members who may have an interest in this area and wish to gain experience for the betterment of their own career.

## **TRANSITION DEPARTMENT**

Because we are endeavouring to move a working and busy organisation with teams and committees and working groups with work in progress into a new structure it would not be sensible to expect everything to change at once (indeed in many cases it may not be necessary to make any or even many changes). The most sensible plan is therefore to move pieces of the existing organisation over while they continue to function and to make any changes necessary over a period of time. That is essentially what we need this Department to help achieve.

The Transition department will be set up for a time limited period to help support the Board and the organisation, as a whole, through the transition to the new Governance structures. It will work with all Departments and ensure that they end up where they should be. It is imperative that this department is up and running as quickly as practical.

The Department should be time limited to two years unless the Board of Scouting Ireland agrees to extend its operations. It may then be extended on an annual basis for a maximum of 2 years.

There will be 2 permanent teams within the Transition Department. Other teams may be created on an ad hoc basis depending on services needs and ongoing projects.

1. Planning and Delivery
2. Stakeholder Engagement and Communications

The Department will be immersed in the rationale for and the shape of the new governance structures and will assist the Board in achieving Transformation on all fronts.

### **Areas of Responsibility for the Transition Department**

#### **Planning and Delivery**

- To develop a transition plan for the move to the new governance structures, setting key milestones
- Support the Board of Scouting Ireland through the governance changes
- Develop support material to assist other Departments through the change process
- To work with the *Oversight Group* to ensure the changes are to the letter and spirit of those approved by the EGM in October 2018.
- To carry out research that may help in the transition by bringing new perspectives to the discussions and decision making
- To work with the other departments to support them through the transition process
- To assess the resources that will be needed to ensure the change happens in a planned way
- Monitor the delivery of the project
- Works with the Audit & Risk Committee to ensure that all risk factors, associated with the change are identified

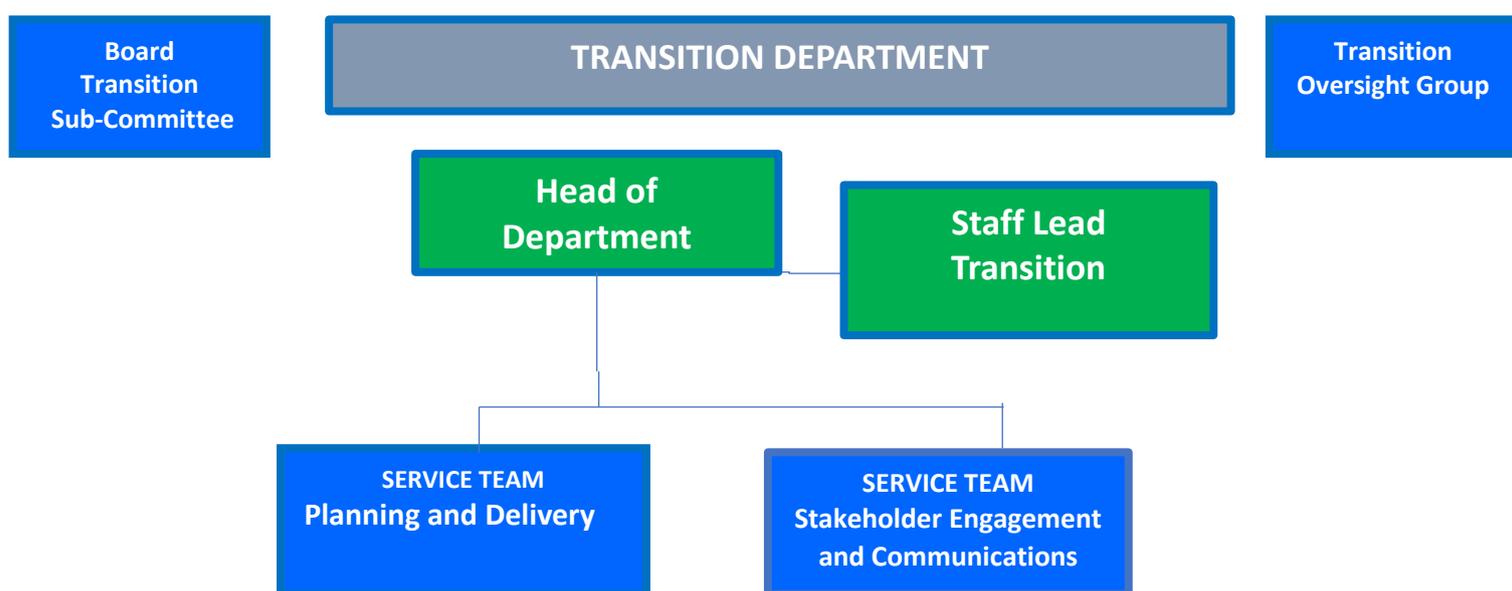
#### **Stakeholder Engagement and Communications**

- To support the Board of SI in communicating the changes as they are planned
- To manage expectations of the change and the rate at which it will happen
- Support Groups, Counties and Provinces through the governance changes
- To work to build the capacity of the individuals taking on roles within the new governance structures.
- Ensures all necessary supporting documentation for the change is available and a record kept

### The Head of Department

The Head of Department will be appointed by the SI Board. The HR Department, on behalf of the Board, will develop a recruitment process, role description and a set of competencies for this role. The HR department will also ensure that an induction takes place to a standard agreed by the SI Board.

The head of the department will play a key role in the Senior Management Team, working with all department heads and the CEO to deliver services. The department will have particularly strong links with the Board of SI, the Oversight Group and the Admin and Communications departments.



It is anticipated that the Service Teams will recruit members, by methods agreed with the HR Department, to carry out the work of the department.

A Service Team Lead will be appointed for each Service Team by methods agreed with the HR Department. The HR Department, working with the department, will develop a list of competencies for each Service Team Lead.

Each of the Service Team leads, along with the Head of Department and the Staff Lead, will form a Leadership Team to co-ordinate the work of the department. Other ad hoc team leads will attend the co-ordinating team meetings as required.

### CHAPTER 3 – SCOUT COUNTIES AND PROVINCES AS SUPPORT HUBS

To minimise disruptive changes and build on achievements to date, it is suggested that County and Provincial structures transform to the new structure largely as they are for the time being but with a distinctive change in emphasis of their role to that of support for local Groups. Emphasising this collective responsibility moves us to a more sustainable model of support instead of relying on a small number of paid staff who can never have the time and resources to deliver all the support that is needed.

The primary purpose of Scouting Ireland structures should be to support the delivery of high quality Scouting in local communities. Support can be delivered to these local Groups from a variety of sources but primarily –



#### National Support Team

This is the new department that will exist at National level. Its primary function is to co-ordinate the supporting of local Groups through Scout Counties and Scout Provinces.

#### Provincial Support Team

The Provincial Management Support Team will be charged with the co-ordinating and support of the Scout Counties.

#### Scout County Support Teams

They will be charged with supporting local Groups.

#### Outside Specialist Support

This will be about partnership building with other agencies that can help deliver specific non-Scouting specialist support e.g. mental health, first aid, etc. and could include delivery of specialist skills or other training that isn't already provided for within the Scouting Ireland.

### Role of the Scout County in providing support to Scout Groups

The Scout County should be the first port of call when a Group needs some additional support. Some of this support can be delivered from several sources: -

1. By members of the County Support Team
2. By seeking help from the Provincial Support Team
3. From Scouting Ireland National Teams
4. In specialist areas, where necessary, sourcing outside help e.g. mental health

The Scout County Support Team will consist of many of the same personnel as it does today. The difference may be in the roles that they will play.



### Short description of possible roles

**Commissioner:** The primary leader of the Scout County whose role is to co-ordinate the delivery of support to the Scout Group. The Commissioner has responsibilities and authorities that include managerial authority for the work of the Scout County, sign off and approval for Adult Scouter programme appointments within the Scout Group, representative of the Chief Scout at local level, leadership of the Scout County in the development, implementation and support of new initiatives, programmes and projects, representation of the Scout County at other levels within Scouting Ireland and being responsible for the development of new programme sections and new Scout Groups within the Scout County area.

**Treasurer:** the treasurer has responsibility for the finances of the Scout County and the support of the Scout Group with their finances and regulatory reporting.

**Secretary / Communications:** Responsible for keeping a record of meetings and communication internally and externally on behalf of the Scout County.

**Programme/Training:** The County Programme Team has responsibility for the support of programme within the Scout Group; co-ordination of programme support requirements including; communication of programme initiatives, resources & support materials, and the schedule of training courses.



**Events co-ordinator**

Responsible for the organisation and delivery of Scouting events that enhance the delivery of programme to young people.

**Youth Representative Support:** Hearing the voice of our youth reps is both necessary and core to how Scouting works. A dedicated role to work with youth reps, guiding them in their role and ensuring the supports are in place so that young people can fulfil their role.

**Youth Rep:** as laid out in the youth rep role SID

**Adult Support:** a role designed to directly support Adults in their role within Scouting, perhaps involving mediation at times of difficulties or challenging behaviour amongst adults.

**Other potential roles within the Scout County**

Others may be appointed where additional support is identified.

**Governance:** with the changed legal environment it may see the need for a role to concentrate on supporting Scout Groups meeting these requirements. There is a tie in with the Treasurer role, but this may be particularly helpful role.

**Safeguarding:** It is important that someone takes a lead role in championing safeguarding in the organisation. This includes promoting the protection of children; the protection of vulnerable adults; health and safety. This may be a separate role or one of the existing members of the County Support Team may take a lead in this area.

**Knowledge Required for the Support Team**

- Youth Programme
- Events Management
- SI Policies & Procedures
- Governance
- Compliance
- Finance
- Training
- Volunteer Management
- Conflict Management
- Quality
- Planning
- Safeguarding

Proposed model for the operation of the Scout County

COUNTY SUPPORT TEAM	GROUP LEADER COUNCIL	SCOUTERS FORUM
<p>CHARGED WITH MANAGING THE DELIVERY OF SUPPORT REQUIRED BY LOCAL GROUPS</p>	<p>ADVISES THE SUPPORT TEAM OF THE SUPPORT REQUIREMENTS OF LOCAL GROUP.</p>	<p>MEETS TO DISCUSS COMMON ISSUES AND SUPPORT THE PLANNING OF EVENTS. COULD ALSO TAKE THE FORM OF A TRAINING SESSION</p>
<p>Meets as required. At least 4 times a year</p>	<p>Meets as required. At least twice a year</p>	<p>Meets as required</p>

## Role of The Scout Province in providing support to Scout Groups

The Scout Provinces primary role is to provide support to the Scout County and services to the Scout Groups when required. This support can be delivered from several sources: -

1. From the Provincial Support Team
2. From Scouting Ireland National Teams
3. By sourcing outside help for specialist areas e.g. mental health

The Provincial Support Team will consist of many of the same personnel as it does today. The difference may be in the roles that they will play.



**Provincial Support Team**

### Short description of possible roles

**Provincial Commissioner:** The primary leader of the Province who's role is to co-ordinate the delivery of support to the Scout County and services to Scout Group where appropriate. The Provincial Commissioner has responsibilities and authorities that include managerial authority for the work of the Scout Province, representative of the Chief Scout in the Province, leadership of the Scout Province and its Scout Counties in the development, implementation and support of new initiatives, programmes and projects, representation of the Scout Province at other levels within Scouting Ireland.

**Treasurer:** the treasurer has responsibility for the finances of the Scout Province and the support of the Scout Groups with their finances and regulatory reporting.

**Communications:** Responsible for keeping a record of meetings and communication internally and externally on behalf of the Scout Province.

**Programme:** the Provincial Programme Team has responsibility for the support of programme within the Scout Group; co-ordination of programme support requirements including: communication of programme initiatives, resources & support materials, supporting County Programme Co-ordinators.

**Training:** Responsible for the co-ordination and delivery of Woodbadge Training within the Province; the delivery of skills or other training that isn't already provided for within the Scouting Ireland Woodbadge Training Scheme, support County Training Co-ordinators, liaising with national Training Department.



**Events co-ordinator**

Responsible for the organisation and delivery of Scouting events that enhance the delivery of programme to young people.

**Youth Representative Support:** Hearing the voice of our youth reps is both necessary and core to how Scouting works. A dedicated role to working with youth reps, guiding them in their role and ensuring the supports are in place so that young people can fulfil their role.

**Youth Rep:** as laid out in the youth rep role SID

**Adult Support:** a role designed to directly support Adults in their role within Scouting, perhaps involving mediation at times of difficulties or challenging behaviour amongst adults.

**Other potential roles within the Scout Province**

**Governance:** with the changed legal environment it may see the need for a role to concentrate on supporting Scout Groups meeting these requirements. There is a tie in with the Treasurer role, but this may be particularly helpful role.

**Safeguarding:** It is important that someone takes a lead role in championing safeguarding in the organisation. This includes promoting the protection of children; the protection of vulnerable adults; health and safety. This may be a separate role or one of the existing members of the Provincial Support Team may take a lead in this area.

**Knowledge Required for the Provincial Support Team**

Youth Programme  
Events Management  
SI Policies & Procedures  
Governance  
Compliance  
Finance

Training  
Volunteer Management  
Conflict Management  
Quality  
Planning  
Safeguarding

PROVINCIAL SUPPORT TEAM	COMMISSIONER COUNCIL	PROVINCIAL CONFERENCE	SCOUTERS FORUM
<p>CHARGED WITH MANAGING THE DELIVERY OF SERVICES REQUIRED BY LOCAL GROUPS &amp; SUPPORTS TO SCOUT COUNTIES</p>	<p>ADVISES THE SUPPORT TEAM OF THE SUPPORT REQUIREMENTS OF LOCAL GROUPS &amp; COUNTIES.</p>	<p>Reps from local Groups Company personnel in the Province</p> <p>Reviews the performance of the Company in the Province.</p>	<p>MEETS TO DISCUSS COMMON ISSUES AND SUPPORT THE PLANNING OF EVENTS. COULD ALSO TAKE THE FORM OF A TRAINING SESSION</p>
<p>Meets as required. At least 4 times a year</p>	<p>Meets as required. At least twice a year</p>	<p>Meets once a year in a normal year prior to AGM</p>	<p>Meets as required</p>

## **CHAPTER 4 – HUMAN RESOURCES IN SCOUTING IRELAND**

### **Introduction**

The Human Resources function is vital in how every company works and is critical in managing performance and behaviour standards to ensure that all staff, both volunteer and paid are treated fairly in all aspects of the work they undertake for Scouting Ireland. We should make no differentiation between Volunteer staff and paid staff except what is required by employee legislation for paid members of staff. Apart from those elements all other items should be on a par.

It is very important, and a key objective for the company to have a very good working partnership between volunteer and paid staff with everyone knowing what is expected of them and that there is no overlap in responsibilities or the same work being done twice.

Within a large charitable company like Scouting Ireland, it is important that we have appropriate HR procedures in place to manage and control this area and to have an effective disciplinary process to deal with failures and transgressions. It will be Scouting Irelands position that it will have a standalone HR department with various sub departments to look after this crucial area.

### **Key Responsibilities**

The 4 key areas of responsibilities will be.

- Design and oversight of job specifications for all positions and appointments in Scouting Ireland.
- Design and implement a performance management system for volunteer and paid staff members.
- Design and management of behavioural standards for all members with the Scout Law and Promise at its core.
- Management and oversight of the conflict resolution process at all levels in Scouting Ireland.

**Key Deliverables**

The following is a non-exhaustive list of Key Deliverables that will be required to be designed to enable this department to work effectively in its work on managing on behalf of the Board all persons within Scouting Ireland working at national level. Each staff member, whether paid or volunteer, will be issued with the following information before taking up their role:

<b>Paid Staff</b>	<b>Volunteer Staff</b>
Aims and Fundamentals of Scouting Ireland	Aims and Fundamentals of Scouting Ireland
Employee Handbook	Volunteer Handbook
Contract of employment	Volunteer Agreement
Role Specific Training	Role Specific Training
Detailed Job Specifications for all positions	Detailed Job Specifications for all positions
The strategy and operational plan of SI	The strategy and operational plan of SI
Policies and Procedures book	Policies and Procedures book
Health and safety policy	Health and safety policy
Safeguarding Policy	Safeguarding Policy
Code of Good Practice	Code of Good Practice
Alcohol and Drugs Policy	Alcohol and Drugs Policy
IT Policy	IT Policy
GDPR Policy	GDPR Policy
Environmental Policy	Environmental Policy
Performance Appraisal process	Performance Appraisal process
Code of Conduct	Code of Conduct
Harassment/Bullying policy	Harassment/Bullying policy
Conflict resolution process	Conflict resolution process
Disciplinary Process	Disciplinary process
Remuneration	Recognition/Awards



**Conclusion**

Scouting Ireland needs to treat all staff fairly but also staff need to expect that if they are not delivering what they signed up to, that during the performance appraisal process issues are identified and dealt with. Outcomes may be that further training is required or that the role doesn't suit the skill set of the individual, so another role is sourced that may. Ultimately if Scouting Ireland finds that the performance of any staff member is not what is required then that person will be asked to step down and the role will be filled by someone who will produce the required level of performance.

Scouting Ireland now must realise that non-performance in any role is not acceptable as it is not only that area that suffers but indeed the whole service delivery of Scouting Ireland suffers consequently.

Partnership is the key word in all this. Scouting Ireland, with the myriad of staff working together towards the goal of providing the best possible support and service to our Scout Groups to enable them to provide the best possible Programme to our youth members.

## **CHAPTER 5 – BOARD APPOINTMENT PROCESS**

Scouting Ireland will be moving from a **nomination/election** process to a process of **nomination/selection/election**. This increases the timeframe required to complete it. In our current circumstances it is achievable between the end of June and the end of October. The early processes at the start could be compressed this time around if it were necessary.

### **Resources Consulted**

**Deloitte** – *The Effective Not-For-Profit Board*

**National Council Voluntary Organisations UK** – *Trustee Recruitment For Small Organisation*

**The Governance Institute** – *Charity Trustees Competence Matrix*

**The Charity Commission England & Wales** – *Trustee Recruitment, Selection and Induction*

**The Wheel** – *Getting to Grip with Governance*

**Scouting Ireland** – Governance Bulletin 11

**Scottish Council for Voluntary Organisation** – Trustee Induction Checklist

**Volunteer Now** – Northern Ireland

### **The Board of Directors**

The Board of Directors is made up of 13 members. This is an Oversight Board. This 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 all of whom will be appointed by and report to the Board.

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

10 of the 13 members of the Board of Directors will be elected by the Company Members, the Scout Groups. The Board of Directors will co-opt the remaining 3 Directors to ensure that the Board collectively has the full range of skills needed to carry out its duties. These co-opted Directors may be from outside of Scouting Ireland.

### **Board Competencies (See Appendix 1 for details and Scoring Matrix and application form)**

- Scouting Vocation
- Safe Guarding
- Youth Advocacy
- Corporate Governance
- Corporate Risk
- Financial
- Workforce planning and strategic HR – Board only
- Change management & corporate integration
- Legal Compliance and due diligence
- Commercial Business Management - Board
- Public Service
- Education and Research
- Chair

**What makes a good Director?**

There are some fundamental characteristics that are required by a director.

- Interest and enthusiasm for what the organisation is trying to achieve
- Motivation
- Commitment
- Skills and/or knowledge relevant to the organisation
- Curiosity and a willingness to ask questions, no matter how obvious or potentially unpopular
- Active involvement
- Critical friend

### TIMELINE AND STAGES FOR APPLICATIONS/NOMINATIONS

**ADVERTISE POSITIONS ON  
THE BOARD & ALL DATES**  
14 Weeks Before the AGM

**RETURN APPLICATIONS /  
NOMINATIONS**  
12 Weeks Before the AGM

**INVITATIONS TO  
CANDIDATE INDUCTION**  
12 Weeks Before the AGM

**INDUCTION COURSE**  
10 Weeks Before the AGM

**NOMINATION & BALLOT PAPERS  
SENT TO MEMBERS**  
8 Weeks Before the AGM

**Ballot Papers Returned**  
2 Weeks Before the AGM

**ANNUAL GENERAL  
MEETING**  
Election Results announced

**INDUCTION**  
Considered part of the election process.  
Must attend within 8 weeks.

Dates for all stages advertised at the start. They are not optional.

Applications/Nominations to be returned by email and signed by the candidate. See Appendix 1

Invites are sent to people to attend a pre-appointment induction course. This is a must attend and must be successfully completed by any candidate to become a nominee for election.

Candidate selection/induction course to include information on role, interview, and selection activities. Appendix 2. Panel agree final shortlist. Results sent to nominees.

Nominations sent to members the AGM.

These are to be returned to our statutory auditors for counting. They will inform the Chairperson or Company Secretary of the Board of the results.

Election results announced

As a condition of appointment new Board members **MUST** attend an induction within 8 weeks.

### **Director Induction Process**

We will be moving from a **nomination/election** process to a **nomination/induction/election process**. Any candidate who does not successfully complete the pre-appointment induction course will not be eligible for election as a Director of Scouting Ireland. The Induction Course is a scored event and some candidates may not be successful in becoming a nominee for election.

### **Advertisement 14 weeks**

#### **Application form against selection criteria**

Application form should include permission to undertake:

Garda / Access NI Check

Check against disqualified directors list

Check against disqualified charity trustees list

Confirmation that they are not disqualified from being a director or trustee

### **Details of the suggested Candidate Induction Course are set out in appendix 2 below.**

Dates for all stages advertised at the start. They are not optional.

### **List of Candidates to membership 8 weeks**

Postal Ballot details sent to Scout Groups.

### **Elections**

Announcement of elections at the AGM of Scouting Ireland.

Induction pack should include copies of:

<b>Key documents</b>	<b>Date provided</b>
	<b>Received</b>
Constitution	
Recent annual report and accounts	
Overview of current financial position of the organisation	
Recent Minutes of committee meetings	
Dates of next Board meetings/other key dates	
Details of any subcommittees	
Copy of code of conduct	
Expenses policy and claim form	
Outline of board members' roles and responsibilities	
List of main sources of funding	
Risk register	
Complaints Policy	
<b>Organisational Information</b>	
Organisation/Staff Structure/Departments	
Contact details of board members and key personnel	
Copies of relevant policies	
Job description of Chief Executive or key staff/volunteers	
Business or strategic plan	
List of key stakeholders	
Information on current projects, challenges, activities etc.	
Sign 'Mutual Agreement' or 'contract'.	



## **CHAPTER 6 – CODE OF CONDUCT FOR THE MEMBERS OF THE BOARD OF DIRECTORS OF SCOUTING IRELAND SERVICES CLG**

### **The Scout Promise**

On my honour I promise that I will do my best, to do my duty to God, to serve my community, to help other people and to live by the Scout Law.

Or

On my honour I promise that I will do my best to further my understanding and acceptance of a Spiritual Reality, to serve my community, to help other people and to live by the Scout Law.

Or

On my honour I promise to do my best, to uphold our Scout Principles, to serve my community, to help other people and to live by the Scout Law.

### **The Scout Law**

- A Scout is to be trusted;
- A Scout is loyal;
- A Scout is helpful and considerate to all;
- A Scout has courage in all difficulties;
- A Scout makes good use of time and is careful of possessions and property;
- A Scout has respect for self and others;
- A Scout respects nature and the environment.

### **Introduction**

The aim of Scouting Ireland Services CLG is to encourage the physical, intellectual, character, emotional, social, and spiritual development of young people so that they may achieve their full potential and, as responsible citizens, to improve society.

The Board of Directors of Scouting Ireland CLG (“the Board”) must build and maintain the trust and confidence of those with whom it deals and sustain a reputation for honesty, integrity, independence and fair dealing. The Board has a duty to promote the aims of Scouting Ireland and conduct its business in accordance with Scouting Ireland’s governing principles, and the laws governing companies in both jurisdictions it has members in. To meet its obligations the Board is required to maintain and build rewarding relationships with its stakeholders including the members of Scouting Ireland, employees, suppliers, the Government, local authorities, regulators and communities in general.

This Code of Conduct has been developed to provide best possible guidance to the Directors of the Board and to ensure that the Board carries out its responsibilities to the highest ethical standards. The Code outlines the responsibilities of each director to the Company and amongst other things establishes procedures for dealing with any potential conflict of interest which may arise between the responsibilities of a director and any other outside interest which he/she or a connected party may have. The Code is not a full statement of the obligations of a director arising from his/her relationship with the Company and it is appreciated that it is not possible to cover every eventuality that could arise in the conduct of each Director’s duties. The spirit as well as the wording of the Code should be observed.

Accordingly, this Code of Conduct:

- establishes an agreed set of ethical principles to guide Directors in their conduct;
- is designed to promote and maintain confidence and trust in the Board generally; and
- seeks to prevent the development or acceptance of unethical practices.

The Code of Conduct is reviewed by the Board on an annual basis.

### **Code of Conduct for each Director of Scouting Ireland Services CLG**

#### **Integrity and honesty**

- Loyalty, integrity, honesty and trustworthiness will be the hallmarks of all my conduct when dealing with colleagues within Scouting Ireland Services CLG and equally when dealing with individuals and organisations outside it.
- I will ensure to the best of my ability that everything that Scouting Ireland Services CLG does will be able to stand the test of ethics and scrutiny by all relevant stakeholders, including: members, employees, the public, funders, the media and regulators.
- I will declare any conflict of interest or any circumstance that might be viewed by others as a conflict of interest, as soon as such a situation arises, and I will abide by the Companies Conflict of Interest Policy (???) and any amendments to that policy which may be adopted at a future date.
- I understand if I am a Director who has been elected by members of the company that I must accept that my responsibility is to Scouting Ireland Services CLG and its Board of Directors as a whole, and not to promote the interests of any internal or external special interest group. In any circumstance that might be viewed by others as a conflict of loyalty I will submit to the judgment of the Board and do as it requires regarding potential conflicts of loyalty.
- I will not gain materially or financially from my role as Director, beyond seeking reimbursement of out-of-pocket expenses.
- I understand that acceptance of gifts, hospitality and other benefits is permissible only if the following criteria are met:
  - are unsolicited and are not being offered to influence decision-making; and
  - are infrequent and of minimal value of less than €100, for example, low-cost promotional objects, simple meals, or souvenirs with no cash value; and
  - arise out of activities or events related to my duties as a Director; and
  - are declared on receipt to the Company Secretary (or the Chair of the Board in the case of the Company Secretary); and
  - are within the normal standards of courtesy, hospitality or protocol; and
  - do not compromise or appear to compromise in any way my integrity as a member of the Board of Directors of Scouting Ireland Services CLG.

#### **Responsibility and Obligations**

- I will not break the law in any aspect of my role as a Board Director and will do everything in my power to ensure that Scouting Ireland Services CLG complies with all relevant legislation in the jurisdictions within which it operates.
- I will support the mission, values, aims, objectives and strategy of Scouting Ireland Services CLG and I will abide by the Companies Constitution and its policies and its procedures.
- I understand my responsibility to act as a champion for the organisation by promoting its work and

reputation.

- I will always strive to act in the best interests of the company as a whole.
- I have read and understand my fiduciary duties as a Director as set out in Appendix 1 of this Code of Conduct and as per the companies act
- I will strive to punctually attend all board meetings (and other relevant meetings), giving apologies ahead of time to the Company Secretary if unable to attend.
- I will study the agenda and other information sent to me in good time prior to the meeting and be prepared to engage in debate, and if necessary vote, on agenda items during the meeting.
- I will respect the authority of the Chairperson.
- I will accept a majority board vote on an issue as decisive and final, unless the board has reviewed/amended the original decision.
- I will take an active involvement in the company, including contributing to committees and working groups as required and I will promptly undertake actions that I have agreed to take on during meetings.
- I will participate in induction, training and development activities for Directors.
- I will support the CEO in his/her executive role but will not interfere with his or her work or undermine his/her authority.
- I understand that from time to time that I as a director may make an honest mistake. Should that happen I undertake to inform the Board so that remedial action can be taken where necessary.

#### **Relationships and Communication**

- I will strive to establish open, respectful, supportive and courteous relationships with all those I come into contact with in my role as Director and to cultivate a positive atmosphere at meetings.
- I will not speak as a Director of Scouting Ireland Services CLG to the media or in a public forum without the prior knowledge and approval of the CEO and/or the Chair of the board. When I am speaking publicly as a Director of Scouting Ireland Services CLG, my comments will reflect current Company policy even if this does not agree with my personal views.
- I will strive to uphold the reputation of Scouting Ireland Services CLG and those who work or volunteer in it. I will take an active interest in the company's public image and I understand that I have a duty not to do anything that may damage the reputation of the company.
- No director of the company can be a paid member of Staff, department head or hold any commissioner role in the company.

#### **Information**

- I will respect board and individual confidentiality.
- I accept the doctrine of collective responsibility in relation to decisions made by the Board.
- I accept that The Board of Directors is made up of 13 members. This is an Oversight Board. This 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.
- 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.
- 10 of the 13 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 member (Scout Group), by means of a ballot. The remaining 3 Directors will be co-opted by the Board of Directors to ensure that the Board collectively has the full range



of skills needed to carry out its duties. These co-opted Directors may be from outside of Scouting Ireland.

- I accept that at any time the board has permission to undertake Garda / Access NI check, check against disqualified directors list and also check against disqualified charity trustees list.
- I accept that all new members of the board go through a recruitment/selection/election process and that this is mandatory.
- I accept that each director shall undergo a performance appraisal each year.
- I accept that each Director needs to have a clear understanding of the nature of Scouting and a deep sense of commitment to the objectives of Scouting.

### **Acceptance**

- I understand that substantial breach of any part of this code may result in my removal from the Board and/or suspension from the board.
- Should I decide to resign from the Board, I will inform the Chair of the board in advance in writing, stating my reasons for resigning, to the Company Secretary.

## **Appendix 1: Fiduciary duties of Board Directors of Scouting Ireland Services CLG**

### **Duty of Loyalty – to act in the best interests of the Company**

The most important fiduciary duty is the duty of loyalty. Directors should act in the best interests of the Scouting Ireland Services CLG, and not in their own interests, nor should they engage in transactions that involve a conflict of interest. This is a subjective test and not an objective test. Provided a director member satisfies himself/herself that he/she is acting in the best interests of Scouting Ireland Services CLG, he/she will not be in breach of this duty if it subsequently transpires that the best interests of Scouting Ireland were not being met by such action. A corollary to this duty is that directors must not disclose confidential information which they obtain in their capacity as directors, since this will generally not be in the best interests of Scouting Ireland Services CLG.

### **Duty of Care**

The second core fiduciary duty of directors is the duty of care. He or she must act with due care, skill and diligence. Directors have a duty to pay attention, prepare for meetings and to try to make good decisions and not decisions that are completely irrational.

It is generally accepted that a director is not required to exercise any greater degree of skill than may reasonably be expected from a person of his/her knowledge and experience. For this reason, when considering a transaction involving financial or legal issues, more will be expected of a director with experience in those areas than one who has no knowledge or experience.

### **Duty of Disclosure**

The third core fiduciary duty, is to provide reasonably complete disclosure to members when members are asked to vote, and when the organisation completes a conflict-of-interest transaction.

### **Duties of good faith and honesty**

In carrying out his duties and responsibilities, a director must at all times, act with good faith and honesty in the best interests of the Company.

### **Duties owed to the company: regard to interests of others**

The introduction of the concept of "reckless trading" and the further tightening of the law on "fraudulent trading" by the 1990 Companies Act have indirectly increased the need for directors to have regard to the interests of a company's creditors.

The 1990 Act also requires directors to have regard to the interests of the company's employees in general, as well as the interests of its members, when performing their duties and responsibilities. The 1990 Act specifically recognises that duty to have regard to the interests of employees is owed to the company and provides that it shall be enforceable in the same way as any other fiduciary duty owed to a company by its directors.

## **CHAPTER 7 – GOVERNANCE OVERSIGHT AND BOARD INDUCTION GROUP**

### **Introduction**

The purpose of this group is twofold:

1. To act as an independent group to oversee the implementation of the governance proposals by the Board of Scouting Ireland during the first three years to ensure that they are being implemented in accordance with the spirit of the support papers presented to National Council in support of the proposals and to report on progress to the members of the company and other key stakeholders at least every six months.
2. To act as an independent group to oversee the implementation of the Induction process for prospective Board members to ensure that they fully understand the responsibilities of the role they wish to be elected to and that they have the minimum skills and capabilities to undertake such a role.

### **Membership**

The members of the group will be appointed by the Governance Review Group on behalf of National Council in the first instance and by the members of National Council (if required) thereafter. The membership of this group should comprise:

1. A former National Officer of Scouting Ireland or the former associations, with significant governance experience but who is not either a current Director or Department Head within Scouting Ireland.
2. Two independent persons who understand how Boards of not for profit charitable organisations/companies should work.
3. Up to two other independent persons to be co-opted to the group to ensure that it collectively has the necessary skills, capabilities, and experience to undertake this role effectively.

Members of the Board of Scouting Ireland Services may NOT be members of the Governance Oversight and Board Induction Group.

### **Implementation of Structural reform**

Of necessity the proposals to be put to National Council for decision focus on the changes to the Constitution and Rules. It is not appropriate to include the full details of the proposed structures at national level in the proposals because to do so would result in real difficulty in implementation of the proposals the main objective of which is to significantly improve the governance of Scouting Ireland Services. It may also be the case that during the implementation phase the Board of Directors will need to modify the proposed structures somewhat in order arrive at the best solutions to ensure the key objective is achieved.

This is a complex process and full implementation could take up to 24 months with ongoing development and review thereafter. As stated above the purpose of the Governance Oversight and Board Induction Group is to act as an independent group to oversee the implementation of the governance proposals by the Board of Scouting Ireland to ensure that they are being implemented in accordance with the spirit of the support papers presented to National Council in support of the proposals and to report on progress to the members of the company and other key stakeholders at least every six months.

### **Members**

The Governance Review Group intends to appoint the following as the first members of this Group:

- Jerry Kelly a leading Governance and business consultant who was previously chairperson of the GRG and a former member of the World Scout Committee.
- Sean Coughlan a business consultant who was previously chairperson of The Wheel and is an expert in assisting the boards of not for profit charitable organisations.
- Martin Burbridge former Chief Scout of Scouting Ireland. Currently chairperson of the Audit and Risk Management Committee and the Governance Review Group. A retired Fellow of the Chartered Institute of Management Accountants and Secretary to the Board of IDA Ireland.