

Transition Implementation Monitoring Group Report No. 2 October 2019

Introduction

In June 2018 National Council agreed to the establishment of a Governance Oversight Group, now called the Transition Implementation Monitoring Group (TIMG), to act as an independent group for an initial three-year period to oversee the implementation of the governance proposals adopted by National Council in October 2018.

The TIMG is to monitor and report on progress on implementing the governance changes every 6 months.

The TIMG is not involved whatsoever regarding any other matters being considered by the Board of Directors and is not responsible for evaluating the performance of the board or any individual directors. Its primary function is to act as an independent group to report on the implementation of the governance proposals by the Board of Scouting Ireland from October 2018 to October 2021 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.

TIMG Membership

The membership of this group comprises:

1. A former National Officer of Scouting Ireland or the former associations – Martin Burbridge.
2. Two independent persons who understand how Boards of not for profit charitable organisations/companies should work – Jerry Kelly and Sean Coughlan.
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 – Nicky Bowman

The TIMG may adopt its own processes and procedures consistent with the duties assigned to it.

TIMG Conclusions

The Board of Directors prepared a detailed report setting out their transition plan and progress achieved to the end of August 2019. The TIMG has considered this report and concluded that:

- The Board has worked hard in very trying circumstances to implement the governance proposals and significant progress has been made since we reported to the AGM in April 2019. However, it would be really helpful if the transition plan was amended to include target completion dates rather than being open ended.
- A lot of work has been done to restructure the company, to broaden the number of people involved in the operational departments and to establish a number of committees to assist the Board with its work.

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- However, this is taking much longer than originally envisaged and it is essential that the various appointments at departmental level are finalised as quickly as possible.
- The TIMG was encouraged to note that the Board has adopted a number of policies as Standing Orders of the Board, Reserved Powers of the Board and an updated Job Description for the CEO. It is essential that the Board updates these policies regularly to ensure that they continue to be fit for purpose.
- The Board has decided to establish a number of sub-committees to help it with its work. However, the TIMG is concerned that there are a number of areas where the work of various sub-committees will overlap and may give rise to confusion. This is particularly the case with the Governance and Compliance Committee and the Nominations and Remuneration Committee. The TIMG suggests that the Board should revisit the roles of the sub-committees to see whether or not some of them may be combined with a view to eliminating possible overlap and resultant confusion. It is also clear that it is proving difficult to recruit a sufficient number of suitably skilled people to populate all of the sub-committees currently envisaged. The TOR of the Audit and Risk Committee could be tightened. For example, the primary function of providing assurance to the board of the accuracy of the financial records (note records, not statements) is missing. It should be clearly stated that sub-committees are advisory to the board and are not responsible for delivery of plans, a function of the CEO.
- The TIMG has major concerns regarding the proposed structure of the core teams. There is a real danger that where there are issues or disagreements the Board may be involved in determining the course of action to be followed where the department manager and the CEO do not agree with the chairperson of the core team. The TIMG believes that if the core team structure is to work, they should only be established on an advisory basis. In particular, giving the Chair of the core team access to the board sub-committees and the board risks making the roles of the CEO and the Department Heads difficult.
- The TIMG believes that the Board should clearly state that the Board of Scouting Ireland will be subject to an Independent Triennial Review which will be published on the S.I. website.

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- Expecting co-opted members of the board to serve for only one year may deter candidates. Three years would perhaps be more appropriate. It will take an outsider a year to get to know S.I.

The TIMG would like to thank the Board for preparing a detailed report. The full terms of reference of the TIMG can be seen by [clicking here](#).