



**Briefing to explain to members the reason for seeking  
the removal of the directors from the Board of  
Scouting Ireland**

Dear Members

We, the directors of the Board of Scouting Ireland CLG (the Board), wish to take this opportunity to set out the reasons for calling the upcoming EGM at which you will be asked to approve the resolution to remove Jacques Kinane and Donnachadha Reynolds as directors of the Board.

We believe it is right and proper that you, as our members, have the opportunity to carefully consider the views of all parties before making this decision. Accordingly, we have set out below details of some of Jacques Kinnane and Donnachadha Reynolds' actions that have led us to call this EGM.

The decision to seek the removal of Jacques Kinane and Donnachadha Reynolds as directors of the Board has not been taken lightly. The Board is acting unanimously on this issue. The Board is made up of people who are volunteers. The Board has spent considerable time and resources trying to work collaboratively and constructively with Jacques Kinnane and Donnachadha Reynolds. We have offered a facilitator as an independent person to engage at Board level, but this offer has not been accepted. For the reasons set out below, we believe that it is in the best interest of Scouting Ireland to remove [Jacques Kinane and Donnachadha Reynolds as](#) directors with immediate effect. The alternative is for Jacques Kinane and Donnachadha Reynolds to agree to resign as directors.

The governance of any organisation is paramount to its success and the trust it holds with its stakeholders. The current external governance review by The Governance Company will inform the Board and members, as well as wider stakeholders, of where we can improve at Board level. Separately there is an internal taskforce established by open call to review the structures of Scouting Ireland, it represents a diversity of opinion

across the adult volunteer cohort. This Structural Review sub-committee is engaged with both Board and membership in bringing forward practical improvements.

The Board supports any director raising questions or concerns in relation to the business of the Board as this is the cornerstone of good corporate governance. The Board of Scouting Ireland is cognisant of past failures in governance and is acutely aware of the need for openness and transparency at Board level and throughout the organisation. However, the pattern of behaviour by Jacques Kinane and Donnachadha Reynolds, as directors, has not met the standards of governance expected of directors and has breached the Code of Conduct of directors of Scouting Ireland.

### **Allegations in the Media**

You will be aware of the allegations that Jacques Kinane and Donnachadha Reynolds made publicly regarding Scouting Ireland and the Board in the media in recent months. For your information, [Jacques Kinane and Donnachadha Reynolds](#) did not raise these issues with the Board prior to making these public allegations. In addition, they have yet to provide the Board with documentation or evidence in support of their allegations.

By making unsubstantiated allegations to stakeholders, including the Department of Children and the Charities Regulator, and via the media and political parties, Jacques Kinane and Donnachadha Reynolds are damaging Scouting Ireland's reputation and its relationships.

We are responding to information requests from our regulators, but Scouting Ireland is not under investigation, contrary to what has been stated by Jacques Kinane and Donnachadha Reynolds in the media.

### **Making unsubstantiated allegations and not engaging with the Auditors' investigations**

You will be aware of the delay in the approval of the company accounts and financial statements for 2022 and the holding of the AGM. Jacques Kinane and Donnachadha Reynolds raised allegations about the conduct of the Board in the audit and the contents of the 2022 accounts directly with the auditors and not with the Board. They then failed to engage with the auditors to advance the issues they had raised. The Board had to engage with the auditors to satisfy the position. Their actions led to a delay convening the AGM and distracted the Board from its other duties. In our view, the two directors have not acted in the best interest of Scouting Ireland by refusing to engage with the auditors in these circumstances. Jacques Kinane and Donnachadha Reynolds have yet to substantiate their claims raised with the auditors. The 2022 accounts have now been approved on a "going concern" basis.

## **Breach of confidentiality and directors' duties**

Jacques Kinane and Donnachadha Reynolds have disregarded their confidentiality and fiduciary obligations as directors of Scouting Ireland. The following actions have contributed to the deterioration of the Board's relationship with Jacques Kinane and Donnachadha Reynolds and are a breach of the Code of Conduct of directors of Scouting Ireland.

- Jacques Kinane and Donnachadha Reynolds leaked information discussed in confidence at Board meetings to the media (i.e. their engagement with the Currency journalist in March 2022).
- Jacques Kinane recorded a Board meeting on a personal device / iPad after he excused himself from the meeting because of a conflict of interest.

As such, you will understand that it is difficult for the other directors to focus on the business of the Board and plan for the future of Scouting Ireland, in circumstances where they cannot engage openly and freely with each other and are concerned that confidential or sensitive business of the Board will be leaked via the media or otherwise.

## **Conclusion**

The conduct of Jacques Kinnane and Donnachadha Reynolds has placed a significant burden on Scouting Ireland, both financially and operationally. They have refused to engage constructively with the other members of the Board and their unfounded allegations (some of which are personal in nature) have distracted the Board, who as you are aware are appointed on a voluntary basis.

After much consideration, we believe that it is in the best interest of Scouting Ireland to remove both Jacques Kinane and Donnachadha Reynolds as directors with immediate effect. The Board plays a crucial role in steering Scouting Ireland towards its mission while ensuring financial stability and taking care of the survivors of past abuse. To do this all the Directors need to be able to work together.

The Board has requested Jacques Kinane and Donnachadha Reynolds to resign voluntarily on a number of occasions to allow the Board to operate in a more efficient and effective way. Neither has offered to resign. The Board has no other option but to ask the members to vote to remove them as directors.

The future of scouting in Ireland is our sole focus and it is why we are asking all our members to carefully consider how they will vote at the EGM on 21 April next.

Yours in scouting,

Paul Mannion, Chair

Richard Forde, Vice Chair

Lisa Barnes

Ned Brennan

Pat Kidney

Lorraine Lally

Eoin O'Shea

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