

SCOUTING IRELAND National Youth Reps

Calling all youth members!

Extraordinary General Meeting (EGM) 21st April, The Helix, DCU

What is it all about?

There are two motions being put forward at the upcoming EGM.

Both of the motions propose to remove members of the Board of Directors.

What is the first motion?

That the Board of Directors of the Company, propose a motion to the Extraordinary General Meeting of Scouting Ireland / Gasóga Na hÉireann as follows:

That by Ordinary Resolution, to remove Jacques Kinane as a director Of the Company Gasóga na hÉireann/ Scouting Ireland, pursuant to Section 146 of The Companies Act 2014 (as amended).

What is the second motion?

That the Board of Directors of the Company, propose a motion to the Extraordinary General Meeting of Scouting Ireland / Gasóga Na hÉireann as follows:

That by Ordinary Resolution, to remove Donnachadha Reynolds as a director of the Company Gasóga na hÉireann/ Scouting Ireland, pursuant to Section 146 of The Companies Act 2014 (as amended).

We have asked some questions about the EGM to:

- 1. Board of Directors**
- 2. Jacques Kinane and Donnachadha Reynolds**

We informed them that we will share these answers on our social media pages in advance of them answering. Our aim is to inform youth members so they can better participate in the EGM and be informed when voting!

What are the specific roles and responsibilities of the board of directors?

Answer from the Board of Directors

The Board of Scouting Ireland CLG is responsible for the governance and oversight of Scouting Ireland. The members of the Board are all volunteers and receive no payment for the work they undertake. They make sure Scouting Ireland is run properly and oversee the management of the organisation by our staff and volunteers. Think of the board as the manager of the teams. They make sure that everything is in place to help the team achieve the best performance The Board Of Scouting Ireland makes the big decisions, such as what new projects to undertake, how to grow our membership and how to protect and grow our finances so that our members' interests are looked after and so that our youth members are best supported in their scouting activities. The Board plans for Scouting Ireland's future, setting an overall strategy and ensuring the organisation is safe from risks. while managing any risks that arise. They guide the organisation making sure It stays successful.

Answer from Jacques Kinane & Donnachadha Reynolds

The Board of Directors are responsible for ensuring that the company is managed properly and that it functions to meet the business aims, in this case Scouting Ireland is a service provider so ensuring the support and services meet the needs of our shareholders, the scout groups.

Why is an EGM being held while there is an ongoing investigation?

Answer from the Board of Directors

Contrary to what has been stated by Jacques Kinane and Donnachadha Reynolds in the media, Scouting Ireland has not been informed that it is under investigation by any external regulator. We have been asked for board information from the Director of Corporate Enforcement and the Charities Regulator We have shared this with them, but the provision of such information is not a formal investigation.

Answer from Jacques Kinane & Donnachadha Reynolds

We were not involved in the decision to call an EGM so it's difficult to speak to the Board's reasons. We have to assume that the Board felt it was more important to remove us now and deal with the investigations without us at a later date. The investigations will not go away with us if we are removed.

Why is the EGM being conducted in person rather than online like the AGM?

Answer from the Board of Directors

Members are being asked to vote at the EGM on two specific motions that the board believes are critical to the future of the organisation. Given the serious nature of the motions, it is very important that the membership have the opportunity to participate fully in a fair and reasonable discussion and share their views. An in-person meeting allows members to engage in a more meaningful way than online. It also ensures that the vote on the motions is held in a fair and transparent way, and that a physical count can take place with proper oversight.

Answer from Jacques Kinane & Donnachadha Reynolds

We have not been involved in any Board decisions for several months now but the Board are probably trying to respond to the criticism by the shareholders that the AGM was held online by holding the EGM in person.

What specific actions led to the removal of the two board members?

Answer from the Board of Directors

The conduct of Jacques Kinane and Donnachadha Reynolds has placed a significant burden on Scouting Ireland, both financially and operationally. The two directors have not engaged constructively with the wider board, they have leaked sensitive information to the press, attempted to record board meetings and have made unfounded allegations, some of which are personal against other board members, volunteers and staff.

Their behaviour does not meet the governance standards expected of directors, has breached the code of conduct for directors of Scouting Ireland and is not in keeping with their fiduciary (legal) obligations as directors. More importantly their behaviour is not in keeping with the Scout Law and Promise and is not what any of us would expect from a fellow scouter, where we work together in a spirit of co-operation, mutual respect and collegiality.

Their behaviour would not be accepted in any other organisation. They have refused the board's proposals to engage in mediation and they have refused to engage with their fellow board members. We are left with no option but to seek their removal from the Board so that the remaining board members, who conduct themselves professionally, can make decisions in the best interests of the organisation and our members.

Answer from Jacques Kinane & Donnachadha Reynolds

We have not been removed as only the membership or a high court action can do that, but we were suspended for raising multiple concerns that were ignored by the board and felt we had no alternative but to raise them with external stakeholders who may have the influence to intercede. The board suspended us for a breach of confidentiality but we contend that if we do not blow the whistle on what we deem to be illegal and reckless behaviour then we too are liable and neither of us can afford even a whiff of illegality in our respective careers. We felt we had no choice but to become whistleblowers and report it and we were suspended for that decision.

Will the two directors be completely removed from Scouting Ireland if the motions pass?

Answer from the Board of Directors

No. These motions only deal with them as Directors of the board of Scouting Ireland.

Answer from Jacques Kinane & Donnachadha Reynolds

The motions only relate to our positions as Directors on the Board of Scouting Ireland so if they pass we will no longer be directors. Our suspension by the board has extended to our roles as Scouts too for the past few months. The board is the only body in scouting Ireland that can cancel the membership of someone and we fully expect that if the motion passes we will be thrown out of Scouts. We cannot predict whether the Board will later decide to remove us from Scouting Ireland if we are removed as Directors.

How will this decision affect youth members?

Answer from the Board of Directors

The two directors are stating that they believe the organisation is broke, that it is not a going concern, and therefore that it should not be trading. If that is their opinion then they would have no option but to close the company down. This would bring an immediate halt to all scouting activities as groups would not be covered by insurance, would have no safeguarding and no support services from head office as it would be closed down and staff would be let go. If the directors are removed the remaining members of the Board will be able to work collaboratively, respecting majority decisions made by the board and acting with integrity. We will be able to focus on our programme of work, strengthening the organisation to better serve our members, including our youth members. Our sole reason for joining the board of Scouting Ireland is to help the organisation recover from our damaging past so we could continue to serve our youth members into the future

Answer from Jacques Kinane & Donnachadha Reynolds

One of us is a youth member so it sends a signal that in one of the largest youth organisations in the country that change and challenges by youth members are not tolerated. We don't think that is the board's intention but it was made clear to us that we either go with the flow or there would be trouble. It's hard to make change but it's harder to be blamed for the fallout of resistance to

that proposed change The proper and legal running of the organisation leads to better supports for scout groups and therefore youth members If we do not challenge what we believe to be illegal behaviours and ensure correct governance is in place then scout groups and youth members will be negatively impacted by the lack of supports

From which source is the funding for the Helix being obtained to use as the venue?

Answer from the Board of Directors

This is coming from Scouting Ireland's operational budget. Scouting Ireland is obliged to hold an EGM if it is called for properly regardless of budget constraints. The board called this meeting of the shareholders and they will have to readjust funding in another area to cover it but if 10% of the membership called an EGM they would have to do the same thing.

Answer from Jacques Kinane & Donnachadha Reynolds

We are not aware of where the funding is being reallocated from as we were not involved in the decision to call an EGM.

Will the two board members be replaced if the motions pass?

Answer from the Board of Directors

Yes, the board aims to fill all vacancies either through co-option, casual vacancies and through the election of new directors at our next AGM in September

Answer from Jacques Kinane & Donnachadha Reynolds

The board have already issued an open call for members to apply to be co-opted as directors until the September AGM. The issue is that the conflict may deter some people from volunteering. At the AGM in September most of the board will be replaced anyway so hopefully people will come forward to realise the changes we have been trying to make and have more success than we did.

What precautions can the Board of Directors take to avoid situations like this in the future?

Answer from the Board of Directors

The Code of Conduct for the board is being updated (as part of a regular review) and will become more robust to deal with this type of situation without the need to call an EGM in future.

Answer from Jacques Kinane & Donnachadha Reynolds

It may sound glib but we would advise the board to stop doing things that we believe are breaking the law for starters and maybe start to actually run a company that provides supports and services to groups. Conflict and disagreements on a board are normal but where a director feels something is seriously amiss, they are obligated to report it so cleaning up our act would be a good place to start and ensure we have a robust, safe organisation for our young people going forward.

How do the Board of Directors plan on addressing the concerns of the two outlined directors raised regarding 'child protection standards'?

Answer from the Board of Directors

The two directors did not provide any evidence to the Board to support their concerns. It now appears that they have changed their opinion on this matter as they told the Department of Children before Christmas that they did not have any safeguarding concerns for Scouting Ireland. You can be assured that safeguarding has the full support of the Board and is a standing item for discussion at board meetings. We will not support any undermining of safeguarding within Scouting Ireland and any legitimate safeguarding concerns are taken very seriously by the board and the Safeguarding Team

Answer from Jacques Kinane & Donnachadha Reynolds

Assuming we are not removed at the EGM we would have to change how we treat safeguarding by being more transparent and open. While details of cases are confidential, our handling of them should not be and should be open to scrutiny. Safeguarding at local level is robust but the board often take a position that our insurance is at risk if we admit liability or do lessons learned exercises which we do not agree with. We feel that scouting can only thrive if we learn from our mistakes and take steps to seriously safeguard our young people and not just the organisation.

If these motions fail, is there a plan in place to resolve the issues, or how will this situation be mended?

Answer from the Board of Directors

This is not clear, the board offered mediation last year to try and resolve these issues. The two directors refused to partake in this and threatened the Chair of the board. Given the disruption to the board over the past number of months, each board member will have to individually consider if they can continue to serve on the board with the two directors. However, the board is committed to undertaking our board duties in a spirit of mutual respect for the betterment of Scouting Ireland

Answer from Jacques Kinane & Donnachadha Reynolds

As far as we are concerned all of our issues are fixable but not using the current model. We joined the board from the Quality of Scouting Sub-committee because we saw the many failures of the national structures and wanted to make it better. We still want to work to make it better and we believe that we can achieve that if we are permitted to. We do understand that some board members believe that we have no right to change things but we believe that we are there to represent the members and what they want so we won't give up trying unless the members tell us to by voting us out at the EGM

Thanks for reading and make sure to say hello to the National Youth Reps at the EGM on Sunday.

We hope these questions can help explain things - talk to those you trust and listen to both sides before you vote yes or no.