

	Gasóga na hÉireann / Scouting Ireland			
	No.:	Issued:	Amended:	Next Review Date:
	BOD-SRS-001	13/07/2023	07/12/2024	
	Category: Board of Scouting Ireland			
	Scouting Ireland Structural Review Subcommittee Terms of Reference			
Related Documents:				
Revision	Date	Description		
1	13 th July 2023	Approved by the Board of Directors		
2	7 th December 2024	Approved by Board of Directors		

1. Membership

The Subcommittee shall comprise a minimum of two Board Members. The Chairperson shall be a Board Member. At all times, there will be at least 2 board members on the Subcommittee.

1.1. The composition of the sub-Subcommittee shall be as follows:

- A minimum of 2 Board Members • Up to six members of Scouting Ireland.
- Up to three co-opted relevant experts.
- The CEO or delegated relevant person.

1.2. Only Subcommittee members have the right to attend Subcommittee meetings.

1.3. The term of the Subcommittee should not extend to more than three years.

1.4. The Board shall appoint the Subcommittee Chair, who must be a Board member. In the absence of the Subcommittee Chair, another board member shall take up the role of Chair.

1.5. Members should provide notice if they cannot attend a meeting.

1.6. If the Subcommittee passes a motion to remove or suspend a member, this must be reported to the Board, which has the right to remove a Subcommittee member.

2. Secretary

2.1. The Subcommittee shall appoint a secretary.

3. Quorum

3.1. The quorum necessary for the transaction of Subcommittee business shall be three, one of whom must be a Board member.

4. Frequency of meetings

- 4.1. The Subcommittee should meet frequently and report to the Board quarterly.
- 4.2. The Subcommittee will attend Scouting Events such as conferences to run workshops and take feedback from the membership.

5. Notice of meetings

- 5.1. The dates of meetings should be agreed upon at the end of the preceding meeting. Ad hoc meetings can only be called by the Chairperson and should do so on the direction of a majority of Sub-committee members.
- 5.2. An agenda shall be forwarded to each member of the Subcommittee and any other person required to attend no later than five working days before the meeting date. Supporting papers shall be sent simultaneously to Subcommittee members and other attendees. Notice of ad-hoc meetings will be given as soon as practicable, and these meetings may be convened on quorum availability.

6. Minutes of meetings

- 6.1. The secretary shall minute the proceedings and actions of all Subcommittee meetings, including the names of those present and in attendance for all or part of the meeting.
- 6.2. Draft minutes of the Subcommittee meetings are approved for issue by the chairperson and are adopted with or without amendment by the Subcommittee at their subsequent meeting. Once approved, minutes should be included the Papers for the next meeting of the Board of Directors.

7. Annual general meeting

- 7.1. The Subcommittee Chair should attend the annual general meeting to answer any questions on the Subcommittee's activities.

8. Duties

- 8.1. The Structural Review Subcommittee of Scouting Ireland oversees and manages a structural review within Scouting Ireland. The Subcommittee is empowered to work with all members of Scouting Ireland to ensure that all views are considered, and that transparency is maintained throughout the review process.
- 8.2. The specific duties of the Structural Review Subcommittee are as follows:
 - 8.2.1. Review and analyse the effectiveness of the structures of Scouting Ireland.
 - 8.2.2. Report its findings to all stakeholders, including the Board of Directors.
 - 8.2.3. Engage with the membership of Scouting Ireland regularly to advise them of the Subcommittee's work.
 - 8.2.4. Bring proposals to a National Conference for consideration by the membership when deemed necessary by the Sub-Committee.
 - 8.2.5. Develop a term of reference for the Structural Review Implementation Sub Committee to oversee and implement any restructuring agreed upon by the membership.
 - 8.2.6. Identify and engage with all relevant stakeholders.
 - 8.2.7. Communicate with the membership quarterly.
 - 8.2.8. Ensure the restructuring process complies with all relevant laws, regulations, and policies in both jurisdictions.
 - 8.2.9. Monitor and evaluate the progress and outcomes of the restructuring process and provide regular updates to the Board of Directors and Stakeholders.
- 8.3. The Structural Review Sub-Subcommittee recognises the importance of working collaboratively with volunteers and stakeholders to ensure a successful and transparent review process.
- 8.4. The Sub-Committee is committed to engaging with all members and stakeholders to ensure that all views are considered.

9. Reporting responsibilities

- 9.1. The Subcommittee Chair shall communicate to the Board on its proceedings quarterly on the relevant matters within its duties and responsibilities.
- 9.2. The Subcommittee shall make whatever recommendations to the Board it deems appropriate in any area where action or improvement is needed.

9.3. The Subcommittee shall produce a report to be included in Scouting Ireland's annual report about its activities.

10. Other matters

10.1. The subcommittee shall have access to sufficient resources to carry out its duties, including access to the Board Secretariat for assistance as required.

10.2. The subcommittee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and ongoing for all members.

10.3. The subcommittee shall consider laws and regulations and the provision of any relevant Code as appropriate in both jurisdictions.

10.4. The subcommittee shall arrange for periodic reviews of its own performance and, at least annually, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

10.5. The subcommittee shall carry out additional duties that may be delegated to the Subcommittee by the Board from time to time that are within the Subcommittee's Terms of Reference.

11. Authority

11.1. The Subcommittee shall operate under delegated authority from the Board.

11.2. The Board authorises the Subcommittee to obtain, at the organisation's expense, outside legal or other professional advice on any matters within its terms of reference subject to Board approval and in compliance with the company finance handbook.

11.3. The Board has full discretion to stand a Subcommittee down at any time after communicating such decisions to the Subcommittee.