

The Wheel

Board/Membership Accountability Policy

Approved by the Board at its meeting on Feb 14th 2013

1. Introduction

This policy has been developed to provide clarity to both The Wheel's members and the Board of Directors about the expectations and responsibilities of each grouping to the other regarding accountability.

It has been developed in the context of a new strategy ('Be the Change' 2012 – 2016) which the members of The Wheel approved in July 2012. With this approval, they effectively tasked the Board of Directors with delivering its implementation. Over and above the legalities which determine the relationship between members of a company and its board, the board members of The Wheel see themselves as being faithful to the interests of The Wheel's members through implementing the strategic plan. As a consequence, they wish to formalise structures and processes through which members can understand what progress is being made in their name, and also how they can influence it.

This new policy is intended to strengthen and clarify the bonds of accountability of each party to the other for their mutual benefit.

2. Statement of Policy

The Wheel's Board of Directors believes that there is a strong link of mutual accountability that connects the members of the organisation with the board of the organisation. This goes beyond the formal / legal accountability relationship dictated by the corporate structure - which is of a company limited by guarantee without a share capital.

The Board believes that strengthening and developing the mutual accountability between members and Board through the commitments outlined in this policy, will enhance The Wheel's success at achieving its mission and delivering on its stated strategic objectives.

Therefore, it has decided to articulate the following relationship of accountability between members of The Wheel and board members as follows:

- a) The Board will report to the members twice a year about the progress that is being made in implementing the strategy 'Being The Change' which was adopted by the membership at the AGM in July 2012. This will take the form of a report to the members by the Board and distributed by the CEO electronically.
- b) Members will be notified of, and invited to participate in, the regular 'members forums' organised around the country.
- c) Members are invited to provide feedback, directly for the board's consideration, on the progress of the plan's implementation and they can do so via:
 - I. A dedicated email address, the contents of which will be reviewed by the board and responded to;
 - II. Attendance at the 'Member Forum' meetings which will be well promoted in advance. The discussions at these events will be communicated to the board.

- III. Comments received via email and social media which will be entered into a 'feedback sheet' and reviewed by the board annually.

3. Formal / Legal Accountability Mechanisms

The following describes the formal accountability arrangements in place by law as a result of The Wheel being a constituted as a company limited by guarantee without a share capital. What is described in this section is written into The Wheel's Articles of Association.

- Full Members and Individual Members are members of the legal entity 'Rotha Teoranta', which trades as 'The Wheel'. ('Associate Members' are not).
- Members of the company are entitled to nominate onto, and vote for, those seats on the board which are reserved for members – which is the majority.
- Approximately one-third of the member-elected seats on the board become vacant annually (due to the retirement of a board member after their three year term of office).
- A nominations and election process are scheduled annually, as per the 'Election Rules' document to fill these places. All members of the company are equally able to nominate.
- All members of the company get the opportunity to vote in the Board-member elections, either by postal vote or in person. Note that, as per the 'Election Rules' document, this will only happen if there are more eligible nominees than there are places
- All members of the company are invited to the AGM and / or any EGM that is arranged.

4. Policy Adoption and Review

This policy was circulated to members at the EGM on March 20th 2013 after which it came into force. It will be reviewed after three years, or at the end of the current strategy.