

**the
wheel**

**Stronger Charities.
Stronger Communities.**

**DIRECTORS' REPORT
2017**

The Wheel – Directors Report for inclusion in Financial Statements

The directors present their report and the audited financial statements for the year ended 31 December 2017.

Since the commencement of the Charities Act (2009) in October 2014 and the implementation of the Statement of Recommended Practice for charity accounts (SORP), the words “directors” and “charity trustees” can be used interchangeably and mean the body of people who are responsible for the governance of the organisation. For the purposes of this report and these accounts, The Wheel has chosen to use the term “directors” to describe its governance structures and those appointed to the Board.

1. Summary of The Wheel’s Purpose, Beliefs, Values and Activities

The Wheel’s purpose is set out in its constitution and it is to be a representative and support body to strengthen the capacity and capability of community, voluntary and charitable organisations across Ireland to effect positive social change. The organisation represents members on cross cutting ‘whole-of-sector’ development matters to Government, the public and other key decision-makers. We also provide information, training, advice and other practical organisational supports (or ‘business supports’) to members and others across the whole sector.

The community and voluntary sector as we understand it includes: charities, community groups, voluntary organisations, clubs, associations, social enterprises, ngos and other public-benefit nonprofit-established entities.

Our mission, strategic plan, objectives, programmes and goals describe what it is that we want to do. But our values describe how we want to go about our work. As part of the development of our current strategy – *Stronger Charities, Stronger Communities* (2017 – 2020), the board is very clear about, and committed to leading The Wheel – on behalf of its members - according to the beliefs and values set out below.

Our strategy has adopted six over-arching strategic objectives in four themes as follows:

Theme	Strategic Objectives
Representing	1. Identify, communicate and achieve public opinion and public policy change to build trust and support a thriving community, voluntary and charity sector.
Supporting	2. Foster excellent leadership within the sector
	3. Drive the continuous improvement of organisational practice within the sector.
Active Citizenship	4. Demonstrate the important benefits and value of participation in community and civic life and in public decision-making
Membership Organisation	5. Build a strong, diverse, engaged and connected membership
	6. Ensure that The Wheel has the right structure, capacity and human, technical and financial resources resources to deliver on these strategic objectives

Beliefs and Values:

Our core belief is that people, through their active participation in the work of community, voluntary and charitable organisations, play a critical and effective role in improving and enriching life in Ireland:

- We believe that a strong, vibrant, independent and autonomous community and voluntary sector is critically important for sustaining a fair and just society and a healthy democracy;
- We believe that the societal value created by the community and voluntary sector is a unique, precious and transformative contribution that benefits all of society;
- We believe that a healthy democracy results from a vigorous and positive interplay between representative and participative democratic processes and structures.

These core beliefs are consistent with our vision of “a thriving community and voluntary sector at the heart of a fair and just Ireland” and these beliefs have shaped our values which are:

- We value our membership for their work in creating a fair and just Ireland;
- We value transparency, accountability and high standards of practice and governance within our membership and the sector because they increase the impact of our work;
- We value the diversity of the community and voluntary sector and believe it is a strength;
- We value the community and voluntary approach because it puts people and communities first and is driven by the pursuit of the common good;
- We value regulation that enhances public trust and is sensitive to the needs of the community, voluntary and charity sector;
- We value collaborative working as a way of increasing the value and impact of our work and strengthening our sector;
- We value citizens’ active participation in society so they can influence the decisions that affect them;
- We value people’s freedom to organise, to be heard and to be respected;
- We value the interdependence of people’s lives and the sense of solidarity that comes from people acting together;
- We value a society where there is harmony and balance with nature.

In applying these values in our day-to-day work within the team, the staff team within The Wheel has developed the following culture-affirmations which are reviewed and discussed amongst all staff monthly:

1. We thrive on and enjoy working in a high performance environment, actively ensuring a healthy balance in the pace of work;
2. We welcome and encourage the ideas and input of all staff, and we engage in respectful debate and problem-solving;
3. There is freedom for everyone to contribute equally and have their views/voice respected and valued;
4. We are a flexible, family-friendly team. We value fairness and flexibility from all our team members;
5. We consistently communicate with each other in a respectful manner;
6. We are open, transparent and honest;
7. We take pride in providing a consistently high quality service;
8. We are confident in our ability to adapt to a constantly changing external environment.

Activities

Our key ongoing activities include:

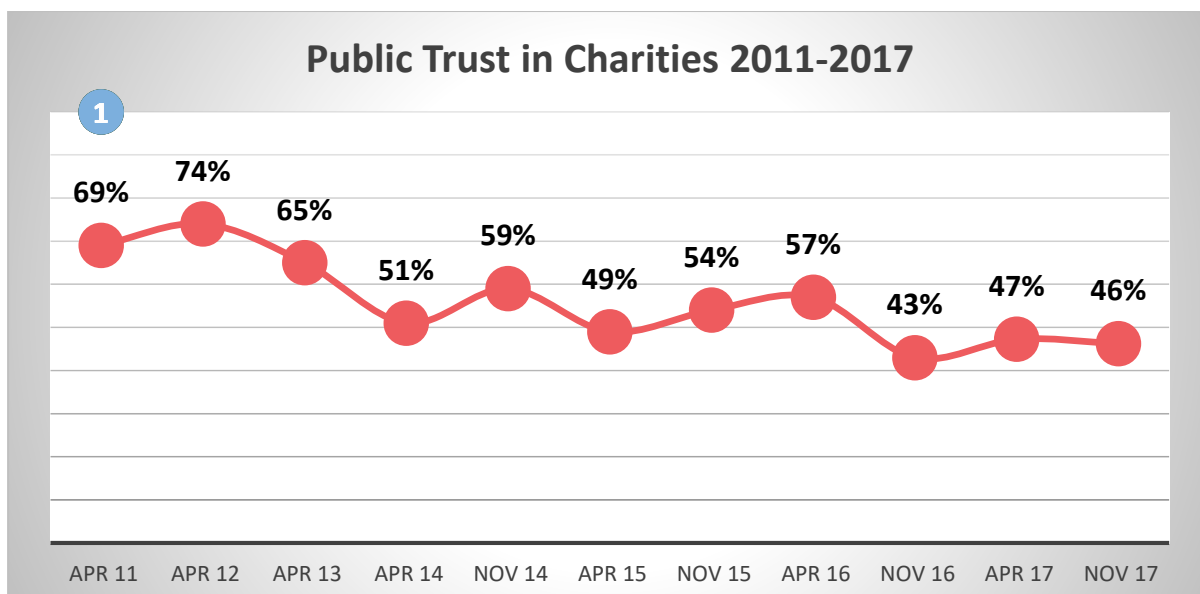
1. **Public Policy and Advocacy Programme:** we represent the sector's interests to build public support and to secure the optimum legislative, policy and regulatory environment for community and voluntary action.
2. **Networking Programme:** we facilitate the building of, and support for networks of people across the sector with common interests, and create opportunities for networking across traditional boundaries.
3. **Training and Development Programme:** we make a wide range of affordable unaccredited and accredited training available to organisations and individuals in the sector and promote the highest standards in the paid and unpaid work that is done within the organisations in the sector.
4. **Information Services Programme:** we provide an enormous range of information and advice tailored to the practical needs of people working in charities, community and voluntary organisations and social enterprises.

2. Achievements and Performance in 2017

From the perspective of the board of directors, 2017 was a positive year for The Wheel's work. It was the first full year of our four-year strategy – *Stronger Charities, Stronger Communities* – and allowed us to focus on a number of key areas for the organisation and the sector within the framework of the first operations plan structured around our six strategic objectives.

The context for our work in 2017 was set by the ongoing challenges faced by the sector including:

1. Public trust and confidence in the sector remains at historically low levels, and there is continued coverage by the media of stories that portray the sector negatively;
2. The funding environment remains very challenging with the intensification of processes to commission services through procurement processes – potentially putting more of the sector's funding 'at risk'; and,
3. Organisations are beginning to feel the increased demands that come from working in a more highly regulated environment. Whereas regulation and compliance are necessary and welcomed, the burden on organisations from the multiple duplicate reporting requirements and the absence of any additional funding to cover these additional costs is an increasing source of serious concern in the sector.



To what extent do you trust charities?
Ranked “up to a point” to “a great deal” (Source ICEM 2011-2011)

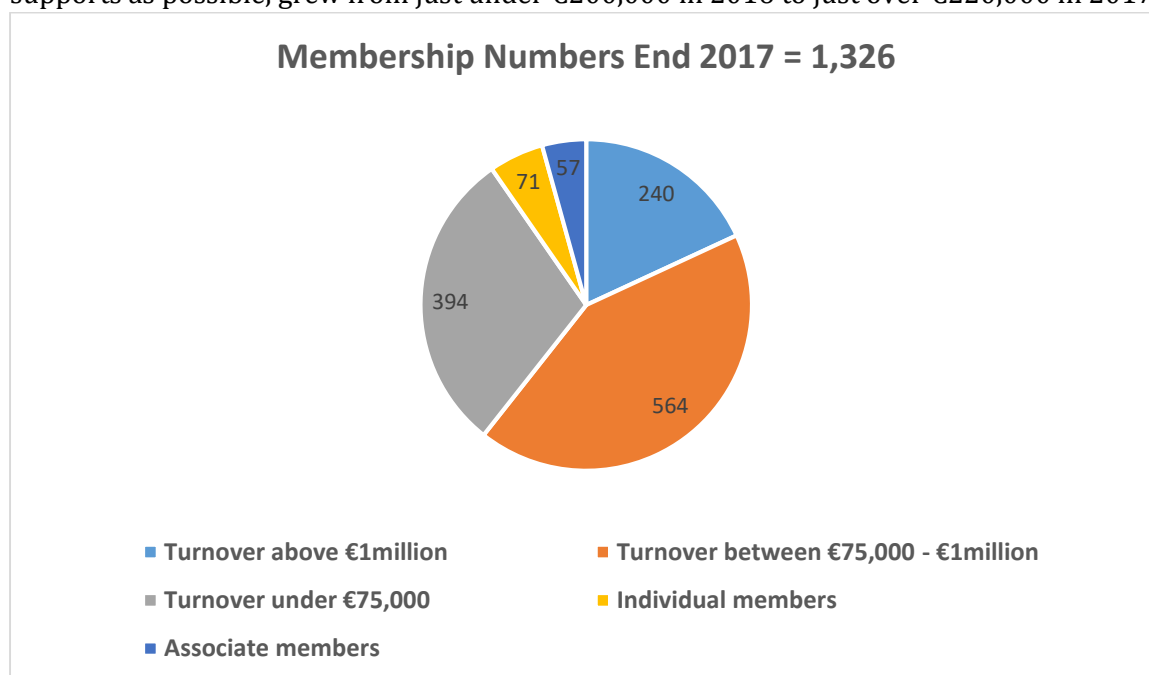
In these contexts in 2017, The Wheel increased its profile as the leading spokesperson for the sector with a variety of media articles and interviews; secured representation on key advisory committees in the Tusla and HSE Commissioning processes; convened and networked our members in forums with these bodies; and continued to represent the needs of the sector on various consultative panels with the Charities Regulator.

During 2017 we particularly welcome the following significant developments for the benefit of the sector:

1. The creation of the new government department (Department of Rural and Community Development) – this was a request made by The Wheel which was reflected in party manifestos during the 2016 general election and it is significant to note its creation with a focus on the needs of the sector. We welcomed the renaming of the Department almost immediately upon its formation to include the ‘community’ in its title, having written to the Minister in this regard with our concerns were it to have been dropped;
2. The introduction of the VAT compensation scheme in Budget 2018. Charities incur VAT and could not reclaim it until now. An almost two-decade long campaign to enable a VAT-refund scheme for charities finally got over the line in the budget in October 2017. This was the culmination of a campaign by a number of sector organisations, ably led by the then ICTR. In 2017 The Wheel was required to provide material assistance at the front-line of the engagement with officials in the months and weeks prior to the budget. The scheme, worth €5m annually and commencing from 1 January 2018 will be of significant benefit for members of The Wheel and the entire sector.

In relation to our members, during 2017 we widened our reach and expanded the opportunities for members, including by means of our ‘special project programmes’ which are described in more detail in the next section: the Sector Skills Programme, the Europe for Citizens programme, the National Rural Network programme, the Access Europe programme and our ‘Citizenship in the 21st Century’ programme. These special programmes, together with our ongoing public policy, support and training offerings, allowed us to engage with an ever-increasing variety of organisations across nonprofit and public sectors throughout Ireland.

It was also significant to note that our total number of members increased to just over 1,300 by 31 December 2017 and our membership income, which allows us to provide as wide a range of supports as possible, grew from just under €200,000 in 2016 to just over €220,000 in 2017.



The Board would like to thank all of our members for their ongoing encouragement and support of the work of The Wheel.

Mid-year in 2017 saw the formal ratification of our strategy by our members at our AGM, which also marked the launch of a full rebrand of our messaging and visual identity, including logo, as part of the launch of our strategy. The reception of this has been universally welcomed.

With a stronger internal team in place in 2017 and more focus on project delivery, we saw significant growth in income from training events and a much wider variety of events and stronger attendance at events.

We are conscious that aside from income that we can reasonably expect through membership income and events, as well as from contracts, we enter each year with a need to source new income if we are to deliver our entire strategy.

During 2017 our income of €1.527m fell short of our budgeted income of €1.626m (-€99,000) but we were able to make strategic decisions on project timings and save on direct project costs that ultimately resulted in a surplus for 2017 of just under €37,000, compared to a budgeted surplus of €16,000. We believe that in doing so we managed to deliver the vast majority of projects and programmes and did not compromise on quality or service.

A summary of our first 'Impact Report' which describes the impact of our work (as opposed to the nature and quantity of work) in 2017 is included in the Supplementary Information. It should be understood to be part of The Wheel's accountability to our members, funders and the general public. This is the first time that The Wheel has produced such a report and we put significant time and focus into the design and measuring of the indicators and data-collection which informed the Impact Report's creation. It is our ambition to have a system of impact-KPIs (key-

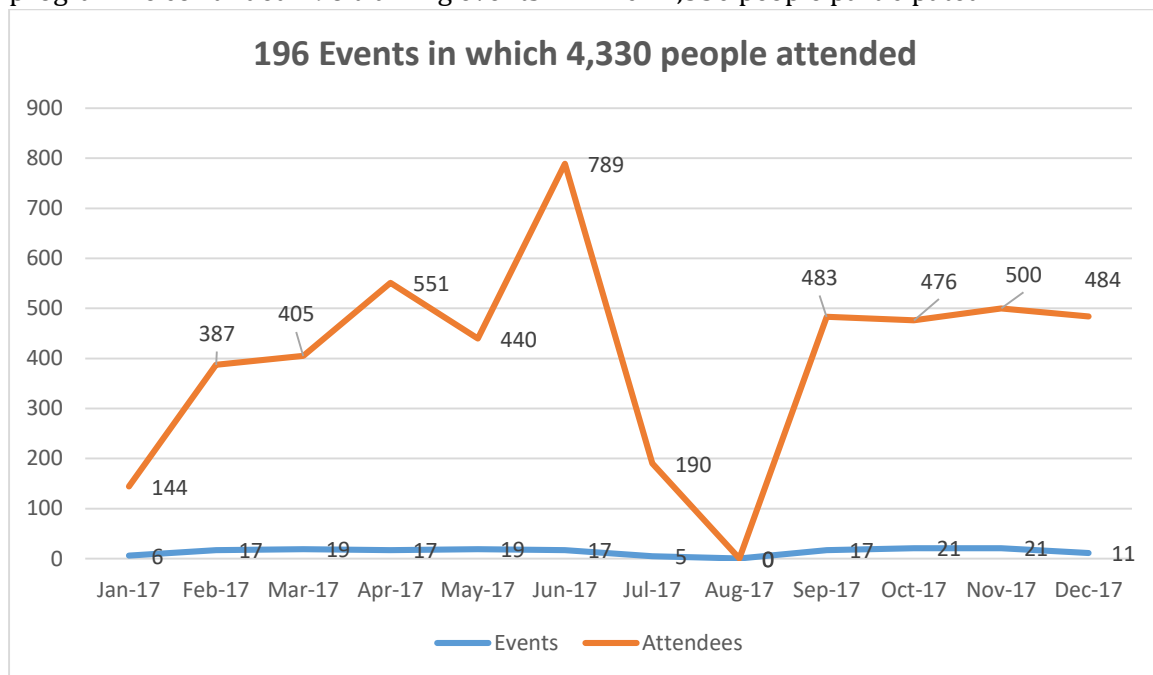
performance-indicators) fully embedded into the organisation’s culture and way-of-working by the end of our current strategy and we believe we made very good progress in 2017.

The process of producing our first Impact Report has provided the executive with opportunities to learn and we will share this with our members in our regular training and information on measuring and communicating impact.

In conclusion, the board of directors is of the view that The Wheel’s presence is more highly valued than ever before by both our members and the key stakeholders who appreciate the benefits of engagement with a more united community and voluntary sector.

Special Programmes in 2017:

- **Sector Skills’ programme:** co-funded by the National Training Fund under the Department of Education and Skills., its purpose is to build the skills of people working in community and voluntary sector organisations. Under this programme a wide range of subsidised training and professional development opportunities are provided which enable employer organisations in the sector to identify the needs and build the skills of their staff. In 2017 this programme co-funded 196 training events in which 4,330 people participated.



- **National Rural Network programme:** we deliver this as part of a consortium with Irish Rural Link (lead organisation), NUI Galway and Phillip Farrelly & Co under contract from the Department of Agriculture, Food and the Marine. The purpose of the National Rural Network is to connect the beneficiaries of the Rural Development Programme (RDP) in Ireland, leveraging their knowledge and learning under the RDP to add value for all. The Wheel’s work in this consortium is to provide communications (website, newsletter, and outreach) and project management support to the project team, led by Irish Rural Link. At the end of 2017 the results of our collective work for this programme were:
 - Membership of the NRN grew from 1,620 to 2,214 in 2017, an increase of 37%.
 - A total of 2,759 people attended 39 seminars and trainings run by the NRN.
 - A total of 29 publications were produced, including 7 monthly e-bulletins, 4 quarterly newsletters, a National Rural Network promotional flyer and a LEADER newsletter

- We collected and disseminated 120 case studies of good practice
- **Europe for Citizens' programme:** we provide the National Contact Point for this programme, helping Irish civil society organisations to secure funding under the scheme. This is delivered with funding from the Department of Foreign Affairs and Trade and the Education, Audio-visual and Culture Agency (EACEA). In 2017, this contract was re-tendered after an initial 3-year contract, and The Wheel secured it for a second 3-year period (2018 – 2020). In 2017 the following achievements were secured:
 - Three Irish projects were awarded funding as the lead coordinators totalling €232,500 (up 13% in funding on 2016). A further four Irish organisations were awarded funding totalling €213,500 as partners in proposals led by other EU countries.
 - Presentations were made by Wheel staff at 20 events nationwide: 7 more than 2016, reaching 458 people directly.
 - Followers of the @EU4Citizens Twitter handle grew by 53% over 2016.
 - The programme's E-newsletter mailing list grew by 42% to 2277 subscribers.
- **Access Europe** – during 2017, in partnership with the Access Europe network (a number of Atlantic Philanthropies-funded charities north and south of the border), we delivered on the second part of this three-year all-island programme. The purpose of the Access Europe programme (which ends formally in April 2018) is to identify EU-funding sources for the members of the network (50 organisations in total) and to support them to apply for EU funding. We worked in close collaboration with Early Years (Northern Ireland) to do this work. At the end of 2017, the following are the programme's results:
 - Collectively between them the members obtained €17,919,717 worth of EU funding
 - Collectively, they submitted an estimated €6,996,342 worth of applications, which are currently awaiting results.
 - There is an estimated €7,370,000 worth of funding applications under preparation.
- **Citizenship in the 21st Century' programme** – we deliver this in partnership with, and with funding from, the Carnegie (UK) Trust. The purpose of this 22 month programme, which ends in June 2018, is to help grow understanding of the role civic society can play in democratic processes in Ireland. It is part of our 'supporting active citizenship' objective. It is also phase-two of a larger initiative of work with the Carnegie (UK) Trust called the Peoples Conversation and the objectives that are being delivered in this phase two are the recommendations from the final report, 'Citizens Rising', published as part of the Peoples Conversation initiative in October 2016. In 2017, the programme involved the scoping out of, the associated consultations for, and the commissioning of three reports for publication in 2018. These reports are on the following themes:
 1. Democratic participation and the role of the community and voluntary sector
 2. Economic participation and the role of the community and voluntary sector in supporting economic inclusion
 3. The role of the public servant and the public service in mediating participation

Additionally, in 2017 we were awarded the following contracts:

- **EU Schools Ambassador programme:** we were asked by the European Parliament

representation in Ireland to assist them in their implementation of the EU Schools Ambassador programme. Somewhere analogous to the concept of a 'Green Flag' school, the EU Schools Ambassador programme sets out targets for, and assesses secondary schools on, the quality of information and learning about the EU and how it works, to their pupils. Our involvement runs from September 2017 through to June 2019 and our work in 2017 saw us training teachers within participating schools about what is expected as well as inspecting and assessing schools who want to be accredited with the 'EU Schools Ambassador' status. We saw this as an important project to deliver because it advanced our aim of helping build understanding of how people can be and become active citizens.

- **Living Better, Using Less: a Sustainable Communities Toolkit:** Funded by the Environmental Protection Agency, and delivered from October 2017 to April 2018, the programme's work in 2017 involved scoping out the project's requirements and ultimate aim; carrying out research, collecting case studies and starting to draft the actual toolkit. The online toolkit will benefit members of The Wheel and the wider community and voluntary sector by providing them with the tools to enhance their work towards making their communities more sustainable. The toolkit also supports organisations to link the work they are doing to the sustainable development goals (SDGs). This was a new area for us to work in and we chose to do this because we were driven by our new strategic objective of helping our members to understand how their work is aligned to the Sustainable Development Goals (which are internationally agreed goals for every country in the world to aim for in economic, social and environmental spheres).
- **Consultation – Bridging the Gap:** funded by Carlow Public Participation Network (a locally based network of civil society organisations, with one in every Local Authority area in the country). This project seeks to identify and help bridge the gap between current practice and best practice in community consultation and engagement in Carlow. Delivered from November 2017 to May 2018, the programme delivered the following in 2017: a kick off meeting with Carlow PPN Secretariat and support staff; desk research on current local, national and international good practice on consultation; consultations and focus group meetings with the Carlow PPN wider membership. The benefit of this project will be to provide practical guidance to bodies undertaking consultation on maximising the meaningful engagement of local communities and to provide local communities with the tools to engage effectively in consultation processes. We got involved in this project because of our strategic objective to promote, support and develop new ways for people and the community groups they form to be actively involved in shaping the public-decision-making that affects them.

Sources of Funding

We wish to acknowledge all sources of funding that are essential in order to carry out our work and a detailed note on all funding is set out in Note 4 to these financial statements.

3. Financial Review

Results

In 2017, Rotha (trading as The Wheel) had an income of €1,527,950 and spent €1,491,222 on services for its members and supporting their needs and those of the sector.

The major elements of expenditure in 2017 were on staffing costs related to: member- services, training information provision, research and advocacy; and secondly, on the implementation of the National Training Fund co-funded 'Sector Skills' programme of specific training and supports.

The full results for the year are set out in the Statement of Financial Activities.

Income Recognition

Income is recognised where there is entitlement, certainty of receipt and the amount can be measured with sufficient reliability. Further information is disclosed in the company's accounting policies in the Notes to the Financial Statements.

Financial performance and income diversification

In 2017 both statutory and income from other public sources (EU) performed strongly as did earned income from membership, training delivery and other projects.

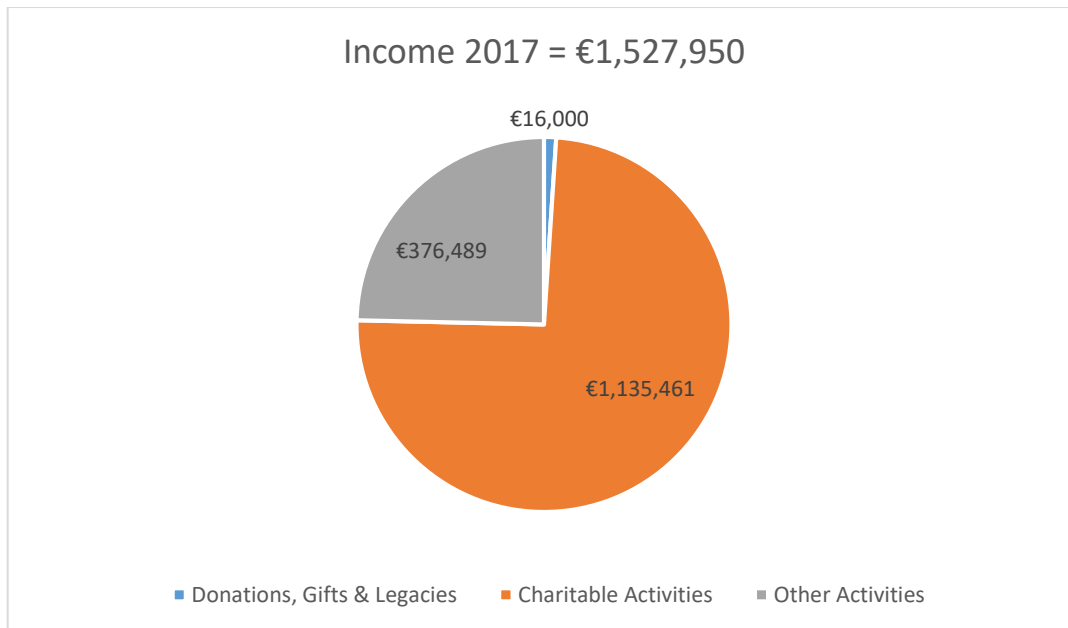
The main difference between income for 2017 of €1.527m and income in 2016 of €1.423m is the Carnegie (UK) Trust funded project which contributed additional income of approximately €40,000 in 2017, increases in membership income of approximately €20,000 and a general increase in earned income from training events.

The board continues to note that securing income through membership and training which is a large volume of low price-point transactions is an expensive way to secure funds, although ultimately more reliable than over-dependence on statutory funding or large grants because it tends to be repeatable income. Thus, in diversifying our income we have also grown the cost base of The Wheel (in terms of salaries) in order to build capacity – which in turn secures additional income from services provided. To guide developments in this area the board approved high-level principles which underpinned our continued generation of funds from our activities into the future and these are:

1. The membership of The Wheel gives the organisation its mandate, as well as unrestricted core funding and this is a key priority.
2. Core, sustainable funding for The Wheel's day-to-day operations needs to be generated both from the membership and the day-to-day repeatable services and supports we offer.
3. There are core professional services of quality that the membership of The Wheel will require over the next few years. Often these are purchased from the private sector. The Wheel will develop a competency/offering in selected key areas so as to be able to offer services to members in a 'social enterprise' model.
4. The Wheel should ultimately position itself to cease being reliant on funding from 'general fundraising' as essential funding for its core operations.
5. The Wheel can capitalise on its standing in the sector and view it as a core competence which can be leveraged for the gain of our members, whilst also contributing to our financial sustainability. This should be used as a framework to develop opportunities in the income generation space that might not be within our current sphere.

Principal Funding Sources

A detailed breakdown of all sources of funding, with comparative figures for 2016 and 2015 are provided as an additional source of supplementary information to this report and our annual accounts.



Reserves Policy and Level

The Board of The Wheel has set a reserves policy which requires:

- Reserves are maintained at a level which ensures that The Wheel organisation's core activity could continue during a period of unforeseen difficulty.
- A proportion of reserves are maintained in a readily realisable form.

This takes into account:

- Risks associated with income and expenditure being different from that budgeted
- Planned activity level and potential opportunities
- The organisation's contractual commitments
- The cost associated with potentially having to make staff redundant in an emergency situation

The calculation of the required level of reserves is an integral part of the organisation's annual planning, budget and forecast cycle. The level of reserves is kept under constant review through ongoing financial reporting and production of annual audited accounts. As of the most recent review in 2017, the board of directors determined that based on the above analysis, the total sum of reserves that the organisation should carry on an ongoing basis should be in the range €300,000 - €350,000 and that achieving this from where the reserves level were at the end of 2016, should be a key target for the strategy *Stronger Charities Stronger Communities*.

At 31 December 2017 the reserves were €218,481, which reflect the result of the first year of the planned addition of €100,000 to the reserves. The board has set the target for the end of 2020 to achieve the desired level of reserves and notes that in 2017 we exceeded the initial target for year one of that plan. In that regard, the board also notes that due to the treatment of membership income in the 2015 accounts which resulted in over €100,000 of membership income being deferred, the cash reserves of the organisation are stronger than the balance sheet reserves figure.

Pension

All employees are entitled to join the Company defined contribution pension scheme which is with New Ireland. General Investment Trust Limited are the independent trustees of the Plan and the Directors are satisfied that the trusteeship arrangements for the scheme meet all legal requirements and recommendations. An annual review meeting took place in August 2017 with the independent adviser to the Plan and it was confirmed that all administrative requirements and operations were being satisfactorily discharged.

Principal Risks and Uncertainties

In common with all organisations set up on a non-profit / charitable basis, the company has uncertain income streams coupled with the increasing wages/supplies costs that face all companies in Ireland. The directors are satisfied that the risks facing the organisation have been identified and managed through the ongoing maintenance of the Risk Register and the annual 'Risk Assessment Review'.

The critical risks for The Wheel that were most dominant in 2017 included: the ability to achieve a balanced budget through achieving our income targets; the ability to secure new funding sources to match an increased core cost; the challenge of maintaining a positive image for the organisation and the sector in the midst of threats to the reputation of the sector.

All of these risks were identified in advance, had risk mitigation plans that were actively managed by senior management with board knowledge/oversight and where necessary, support.

As 2018 started, the key risks facing The Wheel, as always, revolve around meeting our income targets contained in the budget for 2018. Additionally, operational-level risks associated with business development and meeting income targets has been, is, and will be the focus for the team in 2017 and all risks are monitored by the board quarterly.

On a positive note, in December 2017 we secured an Environmental Protection Agency (EPA) project that will run from January 2018 to July 2019 and will contribute to our strategic goals and income generation targets. This project exceeds €250,000 in total potential income over 18 months and we are very excited about its implementation and potential achievements.

Important events since the year-end

There have been no significant events affecting the company since the year-end.

Going Concern

The directors wish to note that, as it is one of the considerations that the auditors are required to assess each year, that the Directors have no concerns about the ability of The wheel to continue to carry out operations in the foreseeable future.

Auditors

During the year, BCK Certified and Public Accountants changed its legal structure to BCK Audit, Accounting & Tax Limited, (Certified Public Accountants), and are required to notify the Board of this change. The directors are required to fill the casual vacancy and BCK have expressed their willingness to continue in office in accordance with the provisions of section 383(2) of the Companies Act 2014.

Accounting Records

The directors acknowledge their responsibilities, under section 281 to section 285 of the Companies Act 2014 to keep adequate accounting records for the company.

In order to secure compliance with the requirements of the Act, there is a finance team headed by a Director of Finance, reporting directly to the CEO, and through her to the Finance and Audit sub-group and the board of directors.

The accounting records of the company are kept at the registered office and principle place of business at 48 Fleet Street, Dublin 2.

Plans for Future Periods

2017 was the first year of our new four-year strategy – *Stronger Charities, Stronger Communities* – and we reviewed progress against our strategy in November 2017. We believe that our strategy and the associated planned actions are still valid and relevant and will continue to review performance against strategic objectives as we set our plans and targets for 2018.

The targets for 2018 are set against our six strategic objectives and are based on: 1) the base lines for the relevant impact-indicators that we identified during 2017, and which informed our Impact Report for 2017; and 2) targets that relate to volumes of work and levels of activity.

In 2018 we plan to continue with our core activities of public policy and capacity-building in the community, voluntary and charity sector through the provision of information, training and other resources to our members. We will continue to look for funding opportunities that will deliver on our six strategic objectives. Key deliverables in 2018 will be:

- Proactive representation of the sector to policy makers, the media and internationally.
- Showcase, through the Charity Impact Awards, the impact of the work done in the sector to make the world a better place
- Mobilisation of members around critical ‘asks’ by the sector in respect of a General Election either at the year’s end or early in 2019.
- Complete / further advancement of the ‘special projects’ as per the timelines indicated for each one above.
- Launch of a completely new website, which will deliver a simpler, more interactive engagement with our members, as well as our new visual identity.

Payment of Creditors

The directors acknowledge their responsibility for ensuring compliance with the provisions of the European Communities (Late Payment in Commercial Transactions) Regulations 2012. It is the company’s policy to agree payment terms with all suppliers and to adhere to those payment terms.

Companies Act 2014

The Companies Act 2014 commenced on 1 June 2015, on which date the company was converted to a company limited by guarantee under sections 1189 and 1190 of the Act.

During 2017, The Wheel updated its Memorandum and Articles of Association to both be contained in a Constitution, the governing document provided by The Companies Act 2014. We took the opportunity to update our objects clauses during this process and the updated Constitution was approved by the Charities Regulator and the Revenue Commissioners and by

our members at our AGM in June 2017.

We also took the opportunity to pass a special resolution to no longer use the suffix “CTR” so the Company is now – Rotha trading as The Wheel.

Statement on Relevant Audit Information

There is no relevant audit information of which the statutory auditors are unaware. The directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and they have established that the statutory auditors are aware of that information.

National Training Fund affirmation

The directors of the Board of Rotha t/a The Wheel affirm that expenditure incurred in 2017 is in compliance with the statutory requirements of the Fund as provided for in section 7 of the National Training Fund Act, 2000.

4. Structure, Governance and Management of The Wheel

The Wheel is constituted as a company limited by guarantee as set out under parts 1 – 15 of the Companies Act 2014. Its purpose and objects are set out in its Memorandum of Association and how it conducts its business is set out in its Articles of Association. Both of these documents (now the Constitution) are posted on the Wheel’s website and are publicly available from the Companies Registration Office website (www.cro.ie).

Governance Code for Community, Voluntary and Charitable Organisations:

The Wheel has fulfilled the recommended guideline actions for compliance for a Type C organisation as defined by the Governance Code for Community, Voluntary and Charitable Organisations (www.governancecode.ie). We renewed our compliance in 2017 and this is updated on the Governance Code website - www.governancecode.ie where we are listed as a fully compliant organisation.

Risk review and internal controls:

As noted previously, The Wheel conducts an annual Risk Review process that is assessed in detail by the ‘Finance and Audit subgroup’ with senior management and ultimately reviewed and signed off by the board of directors. This process involves identification of the major risks that The Wheel is exposed to, an assessment of their impact and likelihood of happening and a risk mitigation action(s) for each. A full Risk Review was conducted by the Finance and Audit subgroup in September 2017 and approved by the board of directors.

The quarterly CEO report to the board contains a section on risk analysis updating the board regarding the status of the 3-5 most acute risks to The Wheel.

Directors and Secretary

The information page lists all Directors of The Wheel who served throughout the year.

Their record of attendance at board meetings and board subgroup meetings is found in the Supplementary Information section of this report.

Mary Cunningham held the position of board chairperson for the full year 2017. Following the Company AGM in June 2017, the vice-chair, Carol Conway, having stepped down from the Board,

Paul O'Sullivan was elected as vice-chair of the Board. In September 2017, Austin O'Sullivan stepped down as Company Secretary and was replaced by Brendan O'Brien.

General Governance Information

The Wheel is governed by a board of directors with a maximum number of 12 people. Of these, a maximum of eight are elected from amongst the company's fee-paying membership and a further four are appointed by the board members. Each board member's term of office is three years.

Every year at the AGM one third of the board members elected from the membership retire by rotation and may be eligible for re-election. The process for nominations and voting is laid out in the 'Election Rules' document which is posted on The Wheel's website and made available to all members.

Four of the places on the board are appointed by decision of the board. Two of these seats became vacant during 2017 and all co-opted positions are now filled.

All co-opted places on the board come with a term of office of three years – which may be renewed by decision of the board. All co-opted board members must also become members of the company before they take up their board position.

Board subgroups

The Wheel has six standing board subgroups: Finance & Audit; Policy; Staff & Employment; Communications & PR and Governance. In addition, there is a 'Remuneration Subgroup' which is comprised of the Chair and Vice Chair of the Board plus the Chairs of the Finance & Audit and Staff & Employment subgroups respectively. During 2017 the Member Services sub-committee was changed to become an Advisory Group process as distinct from a standing sub-committee of the board. The rationale was that its terms of reference were primarily operational in nature and not the work of the board of directors and that its work is essentially covered by the many and significant engagements The Wheel has put in place over the last few years. A new Communications & PR sub-group was added as an area of strategic importance to the organisation.

All board subgroups are advisory in nature and have written terms of reference. Since 2015, a number of people from amongst the company's membership, but who are not board members, serve on the various subgroups of the board. These subgroup structures and processes have proven to offer very valuable insights and knowledge to the deliberations of the board.

Policies and procedures for the induction and training of board members

All new Board members receive a 'Board Induction Folder' when they become a board member. This contains all the information and documentation that a board member requires including: a Board Handbook, the Board-member Code of Conduct, the governing documents for The Wheel, the strategic plan, board minutes from the previous 12 months, CEO reports from previous 12 months, organisational budget and other relevant documentation. Board members also get complete information on how The Wheel demonstrates its full compliance with the Governance Code.

The CEO schedules a 2-hour Induction Meeting with each new board member at which a sub-set of information customised for each new member is reviewed – all of which is included in the

Induction Folder. A similar process is conducted for the induction of non-board member members of subgroups.

Organisational structure and how decisions are made:

The Wheel has a staff team based in Dublin, and headed by a Chief Executive Officer who reports directly to the board through the Chairperson. A management team of four people report to the Chief Executive, and all other staff report to members of the management team.

The following decisions are reserved for the board to make and approve:

- The Company’s strategic plans and annual operating budgets;
- Projects outside the scope of the strategic plan;
- Business acquisitions and disposals;
- Decisions on Litigation;
- Appointment/Removal of Subgroup Chairs and Members;
- Appointment/Removal of Chief Executive Officer;
- Appointment/Removal of Auditors;
- Approval of Borrowing/Finance Facilities;
- Approval of Contracts with term exceeding one year or financial liability on The Wheel exceeding €60,000;
- Annual Review of Risk and Internal Control;
- Approval of new staff positions; and
- Approval of changes to membership categories or rates.

Although the board of directors is ultimately responsible for The Wheel and for the above list, certain duties and responsibilities are delegated from the Board of Directors to the Chief Executive Officer and through the CEO to the staff team. This includes; implementation of the strategic plan; leading and managing The Wheel’s staff members, programmes, projects, finances, pricing and all other administrative aspects so that The Wheel’s ongoing mission, vision, and strategies are fulfilled through behaviour that matches our stated values and is in alignment with our beliefs.

From time to time, The Wheel agrees to cooperate formally with other organisations on specific projects or in specific work areas. These agreements are often determined by a ‘Memorandum of Understanding’ or form of written agreement which may be approved by the board of directors.

By order of the board at its meeting on _____.

Mary Cunningham
Director

Austin O’Sullivan
Director