**THE WHEEL GOVERNANCE & NOMINATIONS SUBCOMMITTEE RECRUITMENT PACK**

**April 2024**

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# **About The Wheel**

The Wheel is Ireland’s national association of charities, community groups and social enterprises. As a representative voice, we provide leadership to the charity and community sector and we advocate on behalf of our growing community of members. As a supportive resource, we offer advice, training and other opportunities to people working or volunteering in the charity and community sector.

We are a registered charity (Registered Charity Number: 20040963) and Company Limited by Guarantee (Company Number: 302282).

**Our Vision**

A thriving charity and community sector at the heart of a fair, just and inclusive Ireland.

**Our Mission**

We champion the role of Irish charities and community organisations in building a flourishing society and support them to do work that has a positive impact.

**Our Values**

**Courageous**: We are confident in standing up for what is right, we are not afraid to challenge the status quo and we dream big.

**Accountable**: We recognise that we are accountable to those we serve, the public and anybody else with an interest in our work.

**Inclusive**: We work hard to be truly inclusive in all aspects of our work, with a particular emphasis on listening to and acting on those voices that have previously not been heard.

**Collaborative:** We work in a collegial manner with our members and everyone else who wants our sector to succeed.

**Our Members**

Inspired by our community of over 2,300 members, we represent, support and connect nonprofit organisations, from the smallest community groups to the largest charities and social enterprises.

# **Our Structure**

We are established as a company limited by guarantee (CLG) with the formal legal name ‘Rotha’ (which is Irish for ‘Wheel’).

Company number: 302282.

Registered charity number: 20040963.

Charity tax-exemption number issued by Revenue: CHY 13288.

We are compliant with Charities Regulator's Charities Governance Code.

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# **Composition of the Board & Subcommittees**

Our board is made up of 12 members, 8 of whom are elected from our Full membership. 4 members are co-opted to lend specific expertise to the board’s skills base. The board meets 5 times a year.

We currently have four standing subcommittees in place that each meet 3-5 times a year.

* Finance, Audit & Risk
* Governance & Nominations
* Public Policy
* Staff & Employment

Our remuneration subcommittee meets once a year and is chaired by the Chairperson of the Board, and made up of chairs of the Finance, Risk & Audit, Governance & Nominations, and Staff & Employment subcommittees.

# **Role & Structure of Subcommittees**

Subcommittees are advisory groups that support the board, serving as places where detailed and more informal discussions can take place on items that support delivery of The Wheel’s strategy. They are a valuable space for interaction and discussion between board members and staff of The Wheel.

Subcommittees are made up of at least 2 board members. External non-board members are recruited to join subcommittees to lend their particular skills and experience in decisions and recommendations to the board.

Each subcommittee has a Chairperson who is appointed from the board. All subcommittee members are appointed by the board. The subcommittees are each supported by the CEO and other delegated senior staff as necessary.

Each subcommittee has terms of reference in place that are reviewed annually.

# **Role of Subcommittee Members**

Every subcommittee member has the following responsibilities:

* Commitment to the mission of The Wheel and support for our values.
* Attendance at subcommittee meetings having read the subcommittee meeting papers in advance. Papers are circulated a minimum one-week in advance.
* Participating in meetings by providing guidance and insight on agenda items and topics of discussion.
* Making recommendations to the board on matters for their consideration and approval.
* Advising the subcommittee and board on strategic issues relevant for The Wheel.
* Advising the subcommittee and board on matters relevant to their role of ensuring activities are consistent with The Wheel’s vision and core values.
* Observance of the Charity Regulator’s Governance Code.
* Representing the interests of all The Wheel’s members as opposed to their own organisations or sectors.
* Commitment to treat all materials associated with board subcommittee meetings and all conversations which take place at the meetings as highly confidential.

All members are required to commit to, and sign, a Code of Conduct for subcommittees.

# **Time Commitment**

Subcommittees meet between 4-5 times a year. Meetings last for two hours and are usually held online with one meeting a year in-person. Ordinarily, in-person meetings take place at our offices at 48 Fleet St, Dublin 2, D02 T883. We estimate the time commitment to be approximately 2-3 hours per month.

The normal term of office on a subcommittee is four years which may be extended for a second four year term if agreed by the chair of the board.

# **Vacancies**

Currently we have two vacancies for non-board members on the Governance & Nominations subcommittee.

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# **How to Apply**

Please send your CV and a brief cover letter to our Governance and Compliance Manager, Jon McBride at jon@wheel.ie . Your cover letter should outline why you are interested in becoming a member of the Governance & Nominations subcommittee, and how your experience and skills meet some or all of the desired recruitment criteria outlined in the following section.

The closing date for applications is **close of business on Wednesday, 15 May 2024.**

Following the closing date, we will review all applications, shortlist if necessary, and conduct informal interviews between shortlisted candidates, the CEO and the board/subcommittee chairperson. Please note, not all applications may result in an invite to interview.

# **Remuneration of Subcommittee Members**

As with our trustees, subcommittee members are volunteers for which no remuneration is paid. Members are entitled to reimbursement of vouched expenses for travel to or from meetings related to the discharge of their duties on the subcommittee.

Expense claims must be submitted in writing, per our expense policy and approved by the Chairperson of the Board in advance of submission.

Details of expenses paid to subcommittee members are published annually in our annual audited financial statements.

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# **Subcommittee Terms of Reference & Recruitment Criteria**

We are seeking team players with strong communications skills for all vacancies. Following are the terms of reference for the Governance & Nominations Subcommittee and the desired knowledge, skills and experience for candidates.

**Terms of Reference**

The role of the subcommittee is:

1. To make recommendations on the design and evaluation of the Board’s performance approach and to ensure orientation for new members
2. To conduct an annual review of The Wheel’s governance structures and processes
3. To oversee implementation of the Charities Governance Code and make recommendations to the Board.
4. To review key governance documents for The Wheel including Constitution, Election Rules and Terms of Membership and any other documents that are key to the governance of the organisation, and to make recommendations to the Board.
5. To oversee the Board nominations, and other processes for Board membership including elections
6. Make recommendations to the board on criteria for board elections prior to each election cycle
7. Make recommendations to the board on candidates to be included in any election, or co-option process, based on criteria set out by the board.
8. Make preparations and recommendations to board on general meetings of the Company including Annual General Meeting.

**Desired Criteria**

* Corporate or nonprofit governance professionals.
* Experience and understanding of the compliance and regulatory environment for companies limited by guarantee, and registered charities.

# **Data Protection and Privacy**

When you apply for a role with The Wheel, we create digital records in your name. Information submitted when applying is used to process your application. Where the services of a third party is used in processing your application, it may be required to provide them with information. All necessary precautions will be taken to ensure the security of your data. To access your data, please submit a request to info@wheel.ie, ensuring that you describe the records you seek in greatest possible detail to enable us to identify the relevant records.