

# REQUEST FOR PROPOSAL

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## REVIEW OF GOVERNANCE AND BOARD EFFECTIVENESS

May 2025

**Closing date for receipt of tender:** 13 June 2025

**Return tender to:** jon@wheel.ie

**Queries to:** jon@wheel.ie

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### Summary

The Wheel invites tender submissions from interested parties to provide board and governance effectiveness review services.

Details of the tender are set out in this document which is comprised of four parts:

- Part 1: About The Wheel
- Part 2: The Wheel's requirements
- Part 3 – Context for Review
- Part 4: Tender process
- Part 5: General tender terms and conditions

Interested suppliers should submit a proposal by email by **13 June 2025**. This is explained in more detail in Part 4.

It is expected that shortlisted candidates will meet with members of The Wheel's board and executive in person in the offices of The Wheel on **30 June 2025**.

It is expected that this work would be completed by **Friday 21 November**.

## PART 1 – ABOUT THE WHEEL

### **The Wheel**

The Wheel is Ireland's national association of charities, community and voluntary organisations, and social enterprises. We are a representative voice and a supportive resource that offers advice, training, influence, and advocacy for the sector. Rotha (trading as The Wheel) is a registered charity and a company limited by guarantee. It employs approximately 30 people and has an annual turnover of approximately €4m

### **Our Vision**

We want to see a thriving community and voluntary sector at the heart of a fair, just and inclusive Ireland.

### **Our Work**

Our mission is to champion the role of Irish charities and community organisations in building a flourishing society and to support them to do work that has a positive impact. Our four strategic aims are:

1. Being an authoritative sector voice
2. Supporting a diverse sector
3. Building a vibrant community of members
4. Performing well to deliver success

### **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

**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

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

**COLLABORATIVE:** we work in a collegial manner with our members and everyone else who wants our sector to succeed

## PART 2 - REQUIREMENTS

The Wheel is inviting interested parties to submit proposals to review the overall effectiveness of our board and governance structures and their alignment with our strategic aims.

Points of relevance include:

1. The Wheel is going through a period of growth in terms of our services, our turnover and our headcount. A review should highlight whether our governance structures are sufficient for an organisation of our size, one which looks to continue to grow.
2. The review should look at the effectiveness and efficiency of the board in terms of work planning for the year, meeting agendas and materials.
3. The review should consider the results of the internal annual surveys of board and sub-committee members and the outcomes of a full skills assessment which took place in 2025.
4. The review should also include the following:
  - Identification of whether any delegation of decision-making to subcommittees might be recommended to enable the board to focus on strategy.
  - Identification of a framework for continuous professional development board and subcommittee members.
  - Identification of a framework which the board can use to assess its own effectiveness internally.
5. The review should also include a final workshop / session with the board at its 'away day' on 27<sup>th</sup> & 28<sup>th</sup> November to present findings and the framework.

### **Deliverables and outputs**

It is expected that through desk research, a series of engagements with the board, its subcommittees and other relevant people from the executive, the supplier appointed will complete their work with a report which contains a series of recommendations that address the full scope of the review as outlined in the points 1 – 5 above.

## PART 3 - CONTEXT FOR THIS REVIEW

The Wheel's board of trustees endeavours to follow best practice in its governance. Key aspects of the current governance arrangements include:

1. A board structure which includes 8 trustees elected by the organisation's 2,500 members and 4 trustees who are co-opted by the board to fill any skills gaps;
2. Four board subcommittees in place. They include non-board members with a fifth in development;
3. Consciousness of the need for diversity and inclusion particularly in relation to gender balance;
4. Regular meetings of board and sub-committees with appropriate agendas, information and minutes;
5. Regular communications and information sharing between chairperson and CEO and between executive and Board/subcommittees for appropriate content;
6. Annual board 'away day' which allows time for a deeper strategic focus.

The board has committed to an external evaluation of its work every three years in line with best practice outlined by the Charities Regulator.

The board last commissioned an independent review of its governance in 2022. The objectives of the assignment were:

- Assess the current governance and performance of the Board and Subcommittee Members against good practice for organisations like The Wheel and any relevant codes.
- Identify any issues that need to be addressed and highlight to the Board and the Governance & Nominations Subcommittee with recommendations for enhancement.

The recommendations from that review were all accepted at the December 2022 meeting and the action plan to address them was implemented during 2023 and 2024 by the executive under the oversight of the Governance & Nominations subcommittee.

## PART 4 – TENDER PROCESS

### Qualification and Requirements

Consultants that wish to submit a proposal shall meet the following minimum criteria:

- a) Proven track record in conducting board effectiveness reviews for organisations in the nonprofit sector and of similar size to The Wheel.
- b) A strong understanding of the various frameworks and codes and standards that apply across various sectors, including nonprofits.
- c) Demonstrable ability to render consulting services in the most professional, effective and efficient manner by providing references

The following criteria will be used in shortlisting of consultants to meet.

- Qualifications – 10%
- Approach – 30%
- Similar experience in nonprofit sector – 20%
- Price – 40%

Shortlisting will apply.

### Timeframe

The Wheel is seeking proposals by close of business **Friday 13<sup>th</sup> June**.

Interviews for a small number of shortlisted candidates will take place in person on the afternoon of **30<sup>th</sup> June**

It is expected that this review will be on the agenda of Governance & Nominations Meetings as follows. The supplier will need to be available to attend.

**11<sup>th</sup> September – 11am – 1pm**

**13<sup>th</sup> November – 3pm – 5pm**

The supplier should also note the following date and time for the September in-person board meeting at which there may be an agenda item tabled on this review:

**30<sup>th</sup> September – 10am – 12pm**

The final report to be considered by the board at its in person 'away day' which runs from **2pm on Thursday 27 November through to 1pm on Friday 28 November**. The contractor is expected to be present for the relevant agenda item.

### Proposal Submission

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Those wishing to be considered should submit a brief proposal (max 5 pages) to the Governance & Compliance Manager, Jon McBride, [jon@wheel.ie](mailto:jon@wheel.ie)

It should include:

- Justification of why they are suitable for the work, and
- A brief methodology on how the work will be conducted
- Work and time plan including the scheduling of main activities and time inputs required
- Three referees – Suppliers will be notified before referees are contacted.

The financial proposal shall be in Euro and include:

- Fee rate, excluding VAT, and time inputs required as presented in the work and time plan. The total price shall be broken down by specific deliverables and outputs
- Any reimbursable expenses envisaged

Payment shall be based on approved deliverables and outputs and production of invoice.

The information provided shall also incorporate:

- Company profile (clearly stating full contact details, physical address, email and phone numbers)
- Declaration of relationships – describe if your organisation/employees have any business or personal relationships connected to The Wheel or any of the staff or board members of The Wheel
- A statement of availability of key consultant/s during the timeframe of the assignment period

Certificate of incorporation or registration and tax status and any other appropriate certificates should be made available as required

**For further details on the tender please contact:**

Jon McBride  
Governance & Compliance Manager  
[jon@wheel.ie](mailto:jon@wheel.ie)  
[www.wheel.ie](http://www.wheel.ie)

Registered Charity Number: 20040963  
Company number: 302282

## **PART 5 – GENERAL TENDERING INFORMATION, TERMS AND CONDITIONS**

**CONFIDENTIALITY:** All the information contained in this document is confidential to The Wheel and is given on the basis that this confidentiality will be strictly observed by all proposed Tenderers and will not be disclosed to any other party without the prior consent of The Wheel.

**CURRENCY:** The currency to be used in this Tender is euro and a Tender proposal in any other currency will not be considered.

**NOTIFICATION OF TENDER ACCEPTANCE:** The Wheel shall notify acceptance of the Tender to the successful Tenderer as soon as reasonably practicable, and in any event within 2 months of the closing date for receipt of Tenders as set out in this document.

**EXCLUSION:** A Tenderer shall be excluded who: -is bankrupt or being wound up, whose affairs are being administered by the court, who has entered into an arrangement with creditors or who has suspended business activities. b. is the subject of proceedings for declaration of bankruptcy or insolvency, for an order for compulsory winding up or a court liquidation, or who has a liquidator or receiver appointed over its assets, or for composition with creditors or any other similar proceedings. c. has been convicted of an offence concerning their professional conduct. d. has not fulfilled obligations relating to the payment of social security contributions. e. Has not fulfilled obligations relating to the payment of taxes.

**COSTS:** The Wheel will not be liable in respect of any costs incurred by any Tenderer in the Preparation of tenders in response to this Invitation to Tender or any associated cost.

**TAX CLEARANCE:** The successful tenderer must be in possession of a valid tax clearance certificate for duration of the contract. Such a valid tax clearance certificate from the Irish Revenue Commissioners must be produced by a successful tenderer before execution of the contract. A valid tax clearance certificate means a tax clearance certificate issued by the Irish Revenue Commissioners, and tenderers not resident in Ireland must make application to the Irish Revenue Commissioners for such a certificate if their tender is to be considered.

**COMPANY REGISTRATION:** The successful tenderer, if a company, registered and/or carrying on business in Ireland, must be in compliance with all obligations and requirements under the companies Acts 1963 to 2014, including the filing of up-to-date annual returns and evidence to this effect must be provided by an officer of the Tenderer with the tender documentation.

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**FALSE OR misleading INFORMATION:** Tenderers who intentionally or carelessly supply false or misleading information will be disqualified from this Tendering Procedure on the discovery of such information.

**COMPLIANCE WITH LAW:** Tenderers should be able to provide on demand evidence of compliance with all laws applicable to the provision of the services the subject of the Invitation to Tender, and in particular should be able to produce evidence that they have particular regard for statutory terms relating to minimum pay and any legally binding or sectoral agreements if applicable.

**TERMINATION:** The contract shall contain provisions reserving to The Wheel the right to terminate any contract awarded if it is not satisfied with the performance by the successful Tenderer of the contract. The satisfaction or dissatisfaction of The Wheel shall be evaluated in the context of the Tenderers proposal set out in Part 3 of this document.

**REQUIREMENTS OF INVITATION TO TENDER:** Tenders not conforming to the requirements of this Invitation to Tender will not be considered and will be returned to the Tenderer.

**SUBJECT TO CONTRACT:** This invitation to Tender is not intended to, and does not, create or evidence any legal or binding relationship, obligation or commitment of any nature between The Wheel and any Tenderer. No such legally binding obligation or commitment shall come into being unless and until a formal legal contract is duly executed and delivered by The Wheel and the successful Tenderer.

**DISCLAIMER:** This document is for information only and does not constitute, and shall not be interpreted as, an offer for sale, prospectus, or the basis of a contract.

Candidates are recommended to read the documents thoroughly. The Wheel reserves the right to discontinue the procurement process at any time. No liability will be accepted for candidates' costs in connection with the procurement procedure, irrespective of the outcome, whether or not the procedure is cancelled or postponed.