Irish Red Cross

Terms of Reference
Board Effectiveness Evaluation

Approved by Board on 26th September 2026

1. Background

The Irish Red Cross is a registered charity and humanitarian organisation committed to high standards of governance, accountability and organisational effectiveness. To support continuous governance improvement, the Irish Red Cross seeks to engage a suitably qualified consultant to conduct an independent Board Effectiveness Evaluation; incorporating the development of a Board and Committee Evaluation Framework for annual use by the organisation.

2. Objectives

The objectives of this assignment are to:

- Assess the effectiveness of the Board and its governance arrangements.
- Identify strengths, areas for development and opportunities for improvement.
- Provide practical recommendations to enhance governance effectiveness.
- Develop a sustainable framework for the annual evaluation of the Board and its Committees.

3. Scope of Work

A. Board Effectiveness Evaluation

The consultant will undertake an independent review of Board effectiveness, including:

- Review of relevant governance documentation.
- Confidential interviews with Board members and selected members of the Executive Leadership Team.
- Observation of a Board meeting, where feasible.
- Assessment against governance best practice and relevant governance standards.

The review should consider:

- Board composition, skills and diversity.
- Governance structures and processes.
- Strategic leadership and oversight.
- Risk and financial governance.
- Board and Committee effectiveness.
- Board culture, dynamics and decision-making.
- Relationship between the Board and Executive.
- Succession planning and Board renewal.

B. Board and Committee Evaluation Framework

The consultant will as part of the exercise develop a practical framework to support annual evaluations of the Board and its Committees.

The framework should:

- Align with the Charities Governance Code and recognised governance best practice.
- Include evaluation criteria, questionnaires, templates and guidance notes.
- Provide a practical process for annual implementation and reporting.
- Be proportionate, user-friendly and sustainable.

4. Deliverables

The consultant will provide:

1. **Board Effectiveness Review Report**
   - Key findings.
   - Assessment of governance effectiveness.
   - Recommendations and prioritised actions.
2. **Board and Committee Evaluation Framework**
   - Evaluation tools and templates.
   - Guidance for annual implementation.
   - Reporting template.
3. **Presentation to the Board**
   - Presentation of findings and recommendations.

5. Timeline

The assignment is expected to be completed within approximately 8-10 weeks of contract commencement.

6. Selection Criteria

Applicants should demonstrate:

- Experience conducting Board effectiveness reviews and governance evaluations.
- Expertise in governance and Board performance assessment.
- Experience developing Board or Committee evaluation frameworks.
- Experience working with charities, not-for-profit organisations, membership bodies or comparable organisations.
- Strong facilitation, stakeholder engagement and reporting skills.

Experience within the Irish charity sector and familiarity with the Charities Governance Code are desirable.

7. Proposal Requirements

Proposals should include:

- Understanding of the assignment and proposed methodology.
- Relevant organisational and consultant experience.
- CV(s) of proposed personnel.
- Examples of similar assignments completed within the last five years.

- Two client references (name and contacts details sufficient).
- Detailed financial proposal, including fees and expenses incl any VAT applicable.
- Signed Conflict of Interest Declaration.

8. Evaluation Criteria

Criterion	Weighting
Relevant experience and expertise	30%
Methodology and understanding of requirements	30%
Quality of proposed personnel	20%
Value for money	20%

9. Confidentiality and Data Protection

The successful consultant shall treat all information obtained during the assignment as confidential and use it solely for the purposes of this engagement. The consultant shall:

- Comply with all applicable data protection legislation, including GDPR and the Data Protection Act 2018.
- Ensure information obtained through interviews, surveys or consultations is reported in an aggregated and anonymised manner.
- Ensure that any personnel involved in the assignment are bound by equivalent confidentiality obligations.
- Return or securely destroy confidential information and personal data upon completion of the assignment, if requested.

All reports, frameworks and materials produced under this contract shall remain the property of the Irish Red Cross and may not be disclosed or published without prior written consent.

10. Conflict of Interest

The consultant must disclose any actual, potential or perceived conflict of interest that could affect, or be perceived to affect, their independence or objectivity. This includes any current or previous professional, financial, governance or personal relationship with the Irish Red Cross, its Board members, Committee members, employees or volunteers.

The Irish Red Cross reserves the right to reject proposals or terminate contracts where a conflict of interest is considered material and cannot be appropriately managed.

11. Budget

The budget range is €5,000 - €7,000.

12. Submission Dates

The consultant will report to the National Chair of the Irish Red Cross, or their nominee.

Requests for clarification should be submitted by **October 20th 2026** to **chassett@redcross.ie**

Proposals should be submitted electronically to **Catherine Hassett, PA to Secretary General, chassett@redcross.ie** by **October 23rd 2026**

The Irish Red Cross will shortlist all proposals received and may invite one or more to a meeting in advance of making a decision.

Irish Red Cross

Appendix 1: About the Irish Red Cross

Tenderers may find the following extract from our 2025 Annual Report useful in considering the organisational context.

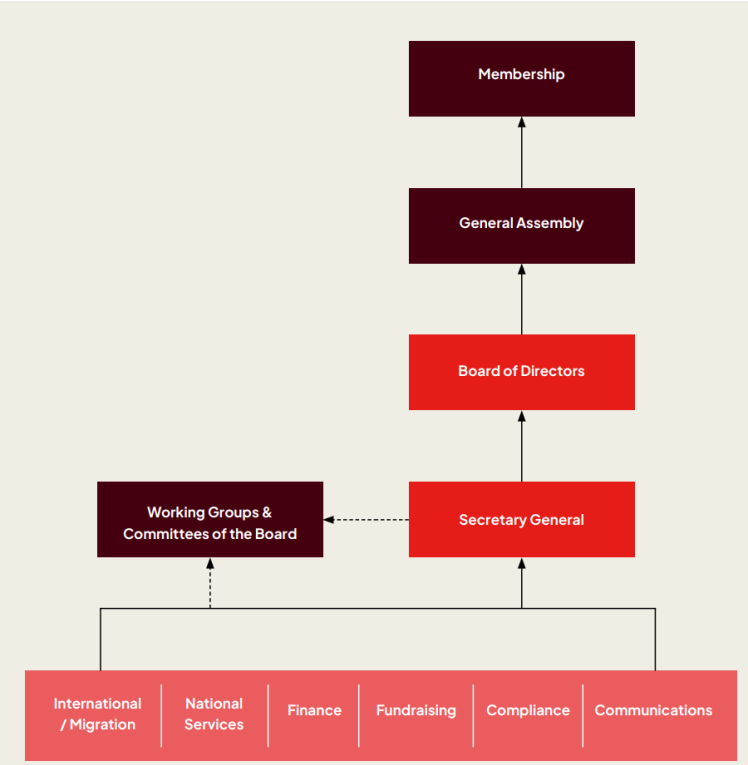
The Irish Red Cross

The Irish Red Cross Society (IRC) is dedicated to serving people in need whether they are here in Ireland or caught up in humanitarian crises in countries and regions throughout the globe. With our network of over 3,000 volunteers at over 70 branch locations based in large and small communities throughout the Republic of Ireland as well as our professional staff team of more than 160 people, we provide a wide range of health, mental health & wellbeing programmes for people in need. We are part of the global Red Cross Red Crescent Movement of over 190 National Societies in countries in the world and are guided by the fundamental principles of the Red Cross (Humanity, Impartiality, Neutrality, Independence, Voluntary Service, Unity and Universality). IRC is a registered charity (RCN: 20005184).

Our Vision is to be the leading humanitarian organisation in a world where people's essential humanitarian needs are provided for.

Our Mission is to provide humanitarian assistance, at home and abroad, to those most in need and inspire policy and attitudinal change.

Our organisational structure is set out in the following diagram:



Irish Red Cross

The Board of Directors

The Board of Directors, elected by the General Assembly, holds the authority to lead and oversee the Irish Red Cross in line with its mission and charitable objectives. As trustees of the charity, Board members carry legal responsibilities under charity law. As outlined in Articles 17 and 19 of the Constitution, the Board consists of 14 Board members. These include the Chairperson, Vice Chairperson, Treasurer, Secretary, and eight additional members elected from within the General Assembly. Two external members, who are not part of the General Assembly, are nominated by the Chairperson in consultation with the Board, chosen for their specific expertise and interest in the work of the Irish Red Cross. Board members serve on a voluntary basis and do not receive remuneration for their roles, though out-of-pocket expenses related to their duties may be reimbursed. The Board of Directors met seven times in 2025. The Secretary General attends meetings of the Board of Directors but is not a member of the Board.

Their key duties of the Board of Directors include ensuring robust governance systems are in place, maintaining public accountability, and steering the organisation in an effective and efficient manner, in accordance with the Charities Regulator's Governance Code. We have policies that guide the Board, including on the rotation and terms of Board members.

Board members are elected by the General Assembly and once appointed, Board members typically serve for a fixed period of three years. The General Assembly is largely composed of members elected from areas. Given that the majority of the organisation's trustees are elected from the General Assembly (in line with the Constitution), succession planning is difficult as there is a limited pool from which Board members may be drawn. The organisation is currently undertaking a review of its Constitution through the Governance Committee which will include this matter. The current process for the election of Board members was established by the Board with the support of the Governance Committee and Secretariat in early 2025. The Nomination Committee of the General Assembly has a significant role to play in planning as they are tasked with proposing candidates for Chairperson, as well as choosing delegates for the General assembly which may be drawn from outside the organisation, many of whom go on to serve on the Board. Equally, the Chair can select two board members in consultation with the Board, which allows the organisation to identify and target individuals with skills that can fill any gaps at board level.

The Board is committed to equality, diversity and inclusion in its membership.

There were 14 Board members between January and May 2025, 9 men and 5 women. There were 12 Board members for the remainder of 2025, 4 women and 8 men. The Board in 2025 had a good spread of knowledge and skills from both inside the organisation and externally.
Key skillsets that board members have and bring to the organisation include strategic leadership, policy expertise, governance and risk, finance, emergency response coordination, volunteer development, youth engagement, HR and marketing and communications.

All Board members participate in induction shortly after appointment to familiarise themselves with their statutory responsibilities, their role as Board members, the governance framework, the work of the Irish Red Cross and the risk environment. In addition, Board members are asked to complete several online trainings modules and are invited to participate in training events, webinars and activities hosted from time to time by external bodies. There is also a Board Handbook in place. All Board members are encouraged to participate, visit and engage with the programmes of the Irish Red Cross during their term on the Board. During 2025, Board members attended the National Volunteer Awards, the Humanitarian Awards, a prison programme graduation ceremony and the Preparedness for Effective Response workshop (PER).

A comprehensive Conflict of Interest and Loyalty Policy is in place that requires the Board members to disclose and manage actual or potential conflicts of interest or loyalty and/or activities or relationships that may give rise to a perception of a conflict of interest. Declaration of conflicts of interest or loyalty are standing items on the agenda for each Board and/or Committee meeting. The Conflict of Interest and Loyalty policy was last reviewed and updated in 2025.