



Irish Pony Club Revision of Governance 2012-2017

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on behalf of the IPC Executive Committee



<http://www.governancecode.ie/>

The Governance Code was initiated in 2010-2012 and is 'a resource to assist community, voluntary and charity (CVC) organisations develop their overall capacity in terms of how they run their organisation. It a voluntary code provided free to all boards/committees/ executives of not-for-profit groups to encourage them to check themselves against best practice in the management of their affairs.'



- In 2012 it was realised that in order to comply with the Governance Code, the Irish Pony Club (IPC) needed to update its Governance Structure and hence the Constitution & Articles of Association, and Administration Rules.
- A working group was set up consisting of three members of the Board of Directors:
Harold McGahern, Celia Carew and Andrew Coonan
- And three members of the Executive Committee:
Kate Harvey, Elaine Lait and Pat O'Dwyer

We met several times and drafted a revised Governance Structure that was circulated to the IPC Executive for comment and agreed by the Board of Directors at the end of 2015



- The next task was to revise the IPC Constitution & Articles of Association, and Administration Rules in line with the revised Governance Structure
- A revision of the IPC Constitution & Articles of Association was finally circulated by the IPC lawyers to the IPC Executive Committee at the end of 2016
- However, this needed considerable amendment in order to bring it into line with the agreed revised Governance Structure; as discussed at a meeting between the lawyers and members of the IPC Exec Committee in March 2017



- Further revisions of the IPC Constitution & Articles of Association were then made, as discussed by the Board of Directors, with input from the IPC Exec and IPC Lawyers.
- The document is still to be finalised (we are now at draft 6!) but the main points of interest to the IPC Branches are as follows:



Revised Structure of the IPC

Board of Directors

Ultimately responsible for the Governance and Finances of the IPC

Audit Committee

*Will monitor
IPC
Governance
and financial
integrity*

Nominations Committee

*Will Invite
suggestions for
membership of
the Sitting BOD*

Equestrian Executive Committee & Subcommittees

*Responsible for all
equestrian matters*

Finance Committee

*Responsible for
IPC Accounts
and
appointment
of staff*

Branches

*Provide training in all equestrian activities in a safe and
fun atmosphere*

Administrator & Office Staff

*support all IPC
activities*



The Board of Directors (BOD) will be more representative of the 'grass roots' of the IPC. The BOD will elect a Chair from within its ranks.

- The BOD will be made up of:
- **Five Sitting Directors**
- **Four Virtue of Office Directors** as follows:
 - Chairman of the Equestrian Executive Committee (elected by the EEC)
 - Treasurer of the IPC (appointed by the BOD)
 - Chairman of Training (elected by the Training committee)
 - Chairman of Finance (elected by the Finance committee)
- **Four Elected Directors:**
 - One Area Representative (elected by all Area Representatives)
 - One Chairman of Disciplines (elected by all Discipline Chairs)
 - Two DC-elected Directors (elected by the DC-elected Members, max 6y)

Directors shall hold office for three years and will be eligible for re-appointment for *one* further 3y term. Re-appointment will be possible after a break of at least 12 months



The '**Members**' of the IPC are equivalent to shareholders in a commercial company (there can be up to 100 'Members'); they are:

- The **Board of Directors** as above
- **Members by Virtue of Office:**
 - All current members of the Executive Equestrian Committee
 - Retiring members of the BOD (for a further 2x 3 years)
- **Elected Members:**
 - One DC from each Branch (for so long as they hold their position of DC)



There will be the opportunity for the Branches to have input at the IPC AGM (in addition to their input at the IPC Annual Conference as previously)

- ‘Members’ of the IPC as above are invited to attend and have a vote at the AGM of the Irish Pony Club CLG at which the Financial Statements and other relevant material are presented. (NB no proxies)
- The business at the AGM includes:
 - Consideration of the Financial Statements and the report of the Directors
 - The Review by the Members of the IPC’s affairs
 - The authorisation of the Directors to approve the remuneration of the Statutory Auditors
 - The appointment or re-appointment of the Statutory Auditors.
 - The election and re-election of Directors



The Equestrian Executive Committee (EEC) includes:

- Chairman of the EEC
- All Area Representatives
- All Chairs of IPC Discipline Subcommittees
- Chairmen of any other IPC subcommittees as appointed by the EEC
- Chairman of the Training Committee
- Chairman of the Finance Committee



The EEC is responsible for:

- All equestrian matters
- The EEC is entitled to make submissions on the financial planning of the IPC
- The Finance committee will submit the Annual Accounts to the EEC for review before submission to the BOD for approval
- The EEC will have the authority to approve changes to the Discipline Rule Books and make recommendations to the BOD for changes to the Administration Rules of the IPC
- The EEC will appoint a Chairman
- The Chairman may appoint a Vice-Chairman from within the EEC
- The Administrator will liaise with the Chairman of the EEC (and report to the BOD)

EEC members will hold office for three years and will be eligible for re-election for one further term. Subsequent re-election will be possible after a break of at least 12 months



The Audit Committee:

- Consists of four independent persons not currently sitting on any Committee or Board of the IPC, two nominated by the BOD and two by the EEC
- Is responsible for the efficiency and effectiveness of the IPC Governance and make recommendations to the BOD
- Will monitor the integrity of the IPC's financial statements and the internal financial controls

Members will hold office for three years and be eligible for re-appointment for one further term. Re-appointment will be possible after a break of at least 12 months



The Nominations Committee:

- Consists of three persons: the current Chairman of the BOD, the current Chairman of the EEC and the current Hon. President of the IPC; they meet only when necessary:
- When a vacancy is due to occur among the Sitting Directors, the Nominations Committee will invite suggestions for membership of the Sitting Directors on the BOD from the wider IPC community with a track record of commitment to the IPC
- The Nominations Committee will nominate candidates for membership of the Sitting Board of Directors to be appointed by the BOD, taking into account the balance of expertise on the Board.



The Finance Committee consists of:

- The Chairman of the EEC (ex officio)
- Treasurer of the IPC
- Chairman of Training
- One Discipline Chairman (elected by all the Discipline Chairs NB not the same person as sits on the BOD)
- One Area Representative (elected by all Area Reps NB not the same person as sits on the BOD)
- At least two people with financial/business expertise (to be nominated by the Finance committee and approved by the BOD)



The Finance Committee is responsible for:

- Financial risk management and will recommend the External Auditor to the BOD
- Submitting the Annual Accounts to the EEC for review before submitting to the BOD for approval
- Choosing a Chairman from within its ranks who may or may not be the Treasurer of the IPC
- Co-opting additional expertise where necessary
- Overseeing the appointment of staff to be employed by the BOD on behalf of the IPC

Members will hold office for three years and will be eligible for reappointment for one further term. Re-appointment will be possible after a break of at least 12 months



Summary:

- The IPC committee structure will include Audit & Nominations committees, Finance committee and Equestrian Executive committee (and subcommittees)
- The Board of Directors will be more inclusive and hence representative of the 'grass roots' of the IPC
- There will be the opportunity for 'Members' of the IPC (including DCs from every Branch & the EEC committee) to have input and a vote at the AGM of the IPC
- Members of the BOD, EEC, Audit & Finance committees will hold office for three years and will be eligible for reappointment for one further term. Re-appointment will be possible after a break of at least 12 months



Questions?