

	Heading	Evaluation
1.	<p>Setting the Scene</p> 	<p>Successful – Effective – Committed - Diverse</p> <ul style="list-style-type: none"> Volleyball Ireland (VLY) is a successful and effective Type-B national governing body (NGB) (as defined by Sport Ireland), overseen by accomplished Board members from diverse volleyball and non-volleyball backgrounds. The Strategy Document 2023 – 2026 explains the extent of growth that the VLY Board has overseen before 2023: <i>“Over the last four years the sport [in Ireland] has grown with a near doubling of players, teams and revenues. We’ve quadrupled the number of children playing in clubs and quintupled our online following”</i>¹. For this Evaluation, note was taken of the Sport Ireland Internal Audit – Pulse Review (undertaken by the KOSI Corporation) and published in September 2023 (and reference is made to it within this report at relevant points) . It concluded that VLY has “SUBSTANTIAL² compliance with the [Sport Ireland] Governance Code for Sport” as a Type-B NGB. The Volleyball Ireland Purpose & Vision is: <div data-bbox="506 932 1099 1219" style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="border: 1px solid #ccc; padding: 5px; width: 45%;">  <p style="text-align: center;">Purpose</p> <p style="font-size: small;">We love Volleyball. With passion, energy and enthusiasm – we are here to support, promote and grow our sport and community in a sustainable way.</p> </div> <div style="border: 1px solid #ccc; padding: 5px; width: 45%;">  <p style="text-align: center;">Vision</p> <p style="font-size: small;">To be recognised as a leader in volleyball, while becoming the fastest growing Volleyball federation in Europe. Over the next four years we will: – triple the number of players at all levels of our game – double the number of active coaches & referees – actively celebrate & promote our diversity.</p> </div> </div>

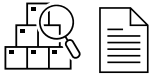
¹ VLY Strategy 2023-26 ('Feel the Buzz'): https://www.volleyballireland.com/themencode-pdf-viewer/?file=https://www.volleyballireland.com/wp-content/uploads/2023/04/VLY_Strategy-Feel-the-Buzz-2023-26.pdf#zoom=auto&page=none

² 'Substantial' Assurance is defined as: “Key controls exist but there may be some inconsistency in application. Compensatory controls are operating effectively. Assurance can be given that the system will achieve its objectives safely”.

	Heading	Evaluation
		<p>Progression – Transition – Suggestions (Type B-to-Type-C NGB)</p> <ul style="list-style-type: none"> This report looks to add value by making <i>suggestions</i> for the VLY Board’s proposed progression and transition to become a Type-C NGB³ (including by developing further a supporting Board Audit & Risk Committee (ARC)); this is the Board’s proposed direction of travel. During the period when this report has been prepared (<i>December 2023 – April 2024</i>), three new members joined the VLY Board, each of them also accomplished individuals. <p>Forward-Looking Themes</p> <ul style="list-style-type: none"> Key forward-looking themes in this Evaluation are (in no particular order). <ul style="list-style-type: none"> The Board becoming even less operational and even more strategic in its governance oversight (which has been its intended and actual general direction of travel); The Board being supported by a further developed Audit & Risk Committee (ARC). Building on the VLY Board’s current firm governance foundations as part of VLY’s transition to a Type-C NGB. <p>Evaluation Methodology</p> <ul style="list-style-type: none"> The Methodology for this Evaluation included 8+ hours of confidential interviews with the CEO and Board members, 4+ hours observing 2 online Board meetings, and reading related documentation. The Draft of this Report was discussed with the Chair of the Board. This Evaluation is the independent report of the Evaluator⁴, who is an experienced board reviewer of almost 20 years, a finance and law professional of almost 42 years, and a volleyball player of almost 47 years.

³ <https://www.sportireland.ie/governance-code/the-code/TypeC> **Sport Ireland Definition – Type-C NGB:** “The main characteristics of these organisations is that the people who sit on the board focus solely on their governance/oversight role, delegating management and operational duties to the staff. There is a clear division between the governance role of the board and the management role of staff”.

⁴ Evaluator – Adrian McCarthy. LinkedIn profile: <https://www.linkedin.com/in/adrian-mccarthy-pringov/>

	Heading	Evaluation
2.	Main Findings 	<p>Successful Development & Growth</p> <ul style="list-style-type: none"> It was apparent from interviews for this Evaluation - with the VLY General Manager (CEO), the VLY President (Chair of the Board), the other current Board members, one recently resigned Board member, and introductory conversations with the three new Board members) - that VLY has developed and grown successfully in recent years and is ambitious for further appropriate, planned and achievable development. <p>Focus on Clubs & Players – the VLY ‘Community’</p> <ul style="list-style-type: none"> The VLY Board is focused on its member volleyball clubs and players, and is committed to furthering their enjoyment of volleyball. <p>Oversight – Focus – Efficient – Correct Balance</p> <ul style="list-style-type: none"> The VLY Board uses its time efficiently and effectively, focusing on the Strategy, Purpose and Values of Volleyball Ireland. Its agenda (constructed jointly by the CEO and the Chair of the Board) addresses its main challenges, strategic objectives and drivers of success, and gets the balance right between strategic discussions and shorter-term operational, financial, performance and compliance oversight (for a Type-B Sport Ireland NGB). <p>Insight into VLY Activities</p> <ul style="list-style-type: none"> The VLY Board members have sufficient insight into Volleyball Ireland’s activities to perform their duties as set out in the Board’s Terms of Reference and under relevant laws and rules. <p>Key Risk & Controls</p> <ul style="list-style-type: none"> Key risks and controls are well considered – including by reference to the Risk Appetite Statement approved by the Board in 2022, (and will become even more so under the proposal to develop further a Board Audit & Risk Committee during the transition to a Type-C NGB).

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		<ul style="list-style-type: none"> The CEO and the Board will need to consider to what extent it may need external support for its internal audits as it transitions to a Type-C NGB. <p>CEO & Board – Mutual Support</p> <ul style="list-style-type: none"> The General Manager (CEO) & the Board members work well together, with an impressive level of mutual respect, appropriate challenge and support. The CEO and the Chair of the Board have a strong mutually supportive working relationship both inside and outside of Board meetings, which is highly effective. <p>Debate – Discussion - Contribution</p> <ul style="list-style-type: none"> Debate and discussion within the Board leads to effective decision-making, oversight and good commercial, social, sporting and other outcomes in line with Volleyball Ireland’s Strategy, Purpose & Value. A positive sign is that the Board directors are keen to contribute even more of their expertise and experience during Board meetings. Suggestions in this report are intended to assist with that as Volleyball Ireland moves towards becoming a Type-C NGB (largely by the Board becoming more strategic and less operational). <p>Board Dynamics</p> <ul style="list-style-type: none"> The VLY Board dynamics are healthy, especially given the limitations of the current monthly meetings (which are online and so interactions may not always be as fluent as at in-person meetings). The Chair of the Board chairs with considerable skill keeping the meetings on subject, on time, and creating a supportive environment for all Board members to contribute. <p>Board Information Packs</p>

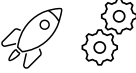
	Heading	Evaluation
		<ul style="list-style-type: none"> The Board information packs are sufficient for a Type-B NGB (but contain too much operational detail for a Type-C NGB). In any event, they provide sufficient information for the Board members, and are supplemented by the CEO's presentations at Board meetings (which are clear, informative and helpful). <p>Board Administration</p> <ul style="list-style-type: none"> The Administration of the Board is largely carried out by the CEO, supported by his team. It supports the Board well. On the current monthly meeting cycle, this administration can be unduly onerous, and this Evaluation suggests that the Board should consider moving to a four month cycle during which 2 Board meetings take place (including one Board meeting in-person), and one Audit & Risk Committee. In short, moving to 6 Board meetings each year (three of which will be in-person), and three Audit & Risk Committee meetings per year. The CEO and the Board will need to consider to what extent it may need external company / board secretarial support as it transitions to a Type-C NGB. <p>Culture & Behaviours</p> <ul style="list-style-type: none"> The culture of the VLY Board is healthy and the behaviours of its Board members are excellent (including a clear respect for different cognitive styles). <p>Stakeholders (Sport Ireland / CEV / Clubs & Players Etc.)</p> <ul style="list-style-type: none"> Key stakeholders are considered, including Sport Ireland and the CEV⁵.

⁵ <https://www.cev.eu/>

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		<ul style="list-style-type: none"> • The Volleyball Ireland Clubs and Players are also considered well both at the VLY Board meetings, and through the VLY Commissions. • In this Evaluation it is suggested that the Board might consider – as part of the transition to Type-C NGB – whether more could be done to oversee and review a continuing good connection between the VLY Board and its Community of Clubs and Players, as the numbers of Clubs and Players increases in line with the projections in the 2023-26 Strategy. <p>Board Composition</p> <ul style="list-style-type: none"> • The VLY Board members are accomplished individuals from diverse professional backgrounds. Three new members joined during the period of this Evaluation because of unexpected resignations prompted by Board directors encountering work and life pressures and events. • Later in this Evaluation, it is suggested that - over the longer term - the VLY Board might consider aspects of diversity in addition to those for their thinking style (cognitive diversity⁶), gender, and professional experience for which it is currently strong. <p>Board Committees and Commissions</p> <ul style="list-style-type: none"> • The establishment of the VLY Board Committees – and their operation - has developed organically from time to time to respond to VLY’s immediate and particular needs as a small highly active and ambitious organisation. • In this Evaluation it is suggested that some refinements to the Committees may be helpful for VLY as a Type-C NGB, but that there is no pressing immediate need. • The details of this are not addressed in this report – except for the development of an Audit & Risk Committee (ARC).

⁶ Cognitive diversity means including a variety of people with different thought patterns, ideas, problem-solving methods and mental perspectives.

Further Analysis & Evaluation (& Suggestions)

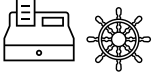
	Heading	Analysis & Evaluation	Suggestions
3.	<p>VLY Board - More Strategic & Less Operational</p> 	<p>Type-B to Type-C: Transition</p> <ul style="list-style-type: none"> The level at which the Board has operated to date has been appropriate for a Type-B NGB of VLY’s nature, size and complexity. Over the past two-to-three years the VLY Board has become more strategic and less operational. The CEO has become even more skilled as a General Manager and he has recruited colleagues to support the increasing VLY operations. His team is now 9 colleagues. Success has brought more governance structure to support the VLY Board, achieved with careful oversight from the VLY Board working closely with the CEO. Also, during this growth phase the Board has been operationally supportive to good effect, and this has been greatly appreciated by the CEO. <p>Board Transition (More Strategic & Less Operational)</p> <ul style="list-style-type: none"> The Type-B to Type C transition can be achieved by the following (in no particular order). <ul style="list-style-type: none"> Frequency of Board Meetings. As boards become more strategic in their oversight (and more focused on higher levels of materiality), they typically 	<p>Frequency of Board Meetings and an Audit & Risk Committee</p> <ul style="list-style-type: none"> The VLY Board might consider there being less frequent Board meetings – once every two months (six per annum)⁹(supplemented by an Audit & Risk Committee meeting once every four months). <i>Note: as with all governance changes, if adopted by the Board they should be piloted.</i> <p>Audit & Risk Committee (ARC)</p> <ul style="list-style-type: none"> <i>Note:</i> Suggestions for the operation of a VLY ARC - to support the VLY Board - appear later in this Evaluation report. <p>Materiality</p>

⁹ Sport Ireland’s Governance Code for Sport – Draft Board Terms of Reference (Sample Draft) suggests as a benchmark: “The Board shall meet at least six times a year, and as otherwise required”. <https://view.officeapps.live.com/op/view.aspx?src=https%3A%2F%2Fwww.sportireland.ie%2Fsites%2Fdefault%2Ffiles%2Fmedia%2Fdocument%2F2021-04%2Fboard-terms-of-reference.docx&wdOrigin=BROWSELINK>

	Heading	Analysis & Evaluation	Suggestions
		<p>meet less frequently than the VLY Board meets (currently on a monthly cycle up to ten times per annum).</p> <ul style="list-style-type: none"> ○ A lesser frequency is often supplemented by more occasional targeted interactions between meetings (often led by the Chair of the Board). ○ CEO & Operational Effort - Focus. Less frequent VLY Board meetings will also free up valuable CEO time and effort to focus on the day-to-day operational delivery of the VLY Strategy (and also focus on building the strength of the “<i>control environment</i>”⁷ to support that operational delivery of a larger and more complex organisation). ○ ARC. As it plans to do, developing further an Audit & Risk Committee (ARC) to scrutinise and oversee <i>financial risks and controls, operational risk assessments, controls effectiveness, and governance effectiveness</i>. The Audit & Risk Committee will report to the VLY Board on VLY’s ‘<i>control environment</i>’. ○ Materiality. Leverage the trust in, and reliance on, the CEO that the Board has built, to leave operational matters largely to him and his team. ○ And, linked to that, defining the level of materiality to be overseen by the ARC and by the Board⁸. ○ Chair Guidance / Sounding Board for the CEO. The VLY Chair of the Board has been a valuable guide and sounding board for the CEO, and that 	<ul style="list-style-type: none"> • The Board – perhaps with a recommendation from the Audit & Risk Committee – should develop a helpful one-page guidance on the materiality of matters overseen by the Board; this should be closely related to the Board-approved Risk Appetite Statement. • <i>Note: where the Chair considers matters raised at the Board to be below the materiality threshold, she can take the matter ‘offline’ to be discussed outside the boardroom.</i>

⁷ The “*control environment*” is a shorthand term for the CEO assessing and managing the key risks to an organisation, and the controls to prevent those risks from happening.

⁸ For example, setting Euro thresholds below which the CEO would not report to the Board or the ARC on individual items - because they are not material. The exception to this is where smaller amounts below the threshold might indicate a concerning trend (and typically the board would leave it to the CEO to bring those to its attention).

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		<p>relationship should remain firmly in place, notwithstanding any governance developments that result from this Evaluation (and/or from the transition to a Type-C NGB).</p>	
4.	<p>VLY Audit & Risk Committee (ARC)</p> 	<p>Audit & Risk Committee – A Key Support for a Type-C NGB Board</p> <ul style="list-style-type: none"> The further development and bringing up-to-speed of the Audit & Risk Committee¹⁰ is in progress. It is an important and prudent governance and board effectiveness development instigated by the Chair, the Board, and the CEO. The Audit & Risk Committee will change the working of the VLY Board, allowing it to be more strategic and streamlined. This Evaluation will not explore the detail of that transition, instead it will indicate its key elements, to allow the VLY Board members to consider them when they consider this report. <p>Sport Ireland – Draft Terms of Reference – Audit & Risk Committee</p> <ul style="list-style-type: none"> During this Evaluation, the VLY CEO has pointed to the Sport Ireland Draft Terms of Reference for an Audit & Risk Committee for a National Governing Body (NGB)¹¹. These Draft Terms of Reference will serve VLY well with some refinements (although parts of the Terms of Reference will come into operation only after the CEO has 	<p>Audit & Risk Committee – Support for the VLY Board</p> <p>Frequency</p> <ul style="list-style-type: none"> The ARC could meet 3 times per annum as part of a ‘4-month governance cycle’ of Board and ARC meetings. <p>Five Working Days</p> <ul style="list-style-type: none"> An ARC should take place at least 5 working days before a Board Meeting to allow the CEO and the ARC Chair to reflect on the ARC outcomes and to take any immediate steps before reporting to the Board.

¹⁰ The Sport Ireland Internal Audit – Pulse Review (undertaken by the KOSI Corporation) said: “The [Sport Ireland] Governance Code has no requirement for an Audit & Risk Committee to be in place due to the small size of the [VLY] organisation, however, this conflicts with Sport Ireland’s terms and conditions of grant agreement where an Audit & Risk Committee is required where grantee funding is above €100,000”.


¹¹ [audit-risk-committee-terms-of-reference.docx \(live.com\)](#)

	Heading	Analysis & Evaluation	Suggestions
		<p>developed and matured some functions – at an appropriate pace for a Type- C NGB – such as internal audit).</p> <ul style="list-style-type: none"> • The key elements for the working of VLY Board arising from the further development of an Audit & Risk Committee (ARC) are (in no particular order). <ul style="list-style-type: none"> ○ ARC Support for the Board. The ARC taking on the “heavy-lifting” from the Board on financial, risk, controls, and governance oversight. ○ <i>Note: the Board will not generally delegate its responsibilities to the ARC; the ARC will instead make recommendations to the Board for approval.</i> ○ ARC Membership. The ARC will comprise a sub-set of Board members. <i>Note: a new Board member – with recent, relevant financial experience – has stepped forward as a candidate to be the Chair of the ARC.</i> ○ ARC Chair & the CEO – Guidance / Sounding Board. The ARC Chair will provide additional Guidance / Sounding Board support for the CEO (which will be valuable during the transition to Type-C). ○ Restructured Board Agenda. Board meetings can be even more efficient with their use of time, focusing on strategy setting and delivery, governance and oversight. ○ Treasurer. The current requirement for a VLY Board member to be the VLY Treasurer will no longer be needed, because the ARC will perform the financial oversight role. The CEO and the Chair of the Board have this in mind already. 	<ul style="list-style-type: none"> • <i>Note: the detailed work on the further development of the ARC is being done outside this Board Evaluation.</i> <p>Membership Etc.</p> <ul style="list-style-type: none"> • The ARC members should ideally be: a Chair who has recent, relevant financial experience; <u>and</u> two other Board members who have experience in risk management, internal audit, governance, legal and the core areas of VLY’s operations. • <i>Note: Some Sport Ireland NGB’s co-opt non-Board Members on to their ARC’s.</i> • Where VLY Board members have the necessary skills for ARC membership, it is preferable there are not co-opted members so that clear lines of accountability are in place. An alternative is to invite an advisor to attend either specific ARC

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		<ul style="list-style-type: none"> ○ Development - Financial Control, Other Risks & Controls, & Governance. The Audit & Risk Committee – and particularly its Chair – will be able to support the CEO in his development of the architecture and operation of financial, risk and control management as VLY matures and grows further. 	<p>meetings or specific ARC agenda items.</p> <p>ARC Chair</p> <ul style="list-style-type: none"> • The ARC Chair should look to develop good working relationships with: 1) the CEO; 2) the CEO’s team member(s) who work on financial matters; 3) any CEO team members who work on risk, audit or company / board secretarial matters; 4) any outside firms who provide support; 5) other members of the Audit & Risk Committee; and 6) the Chair of the Board. <p>ARC Membership: Chair of the Board</p> <ul style="list-style-type: none"> • The Chair of the Board should be an ARC member whilst it gets more up and running (at least for its first more active year). • The ARC will have governance within its remit and it is important the Chair

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			<p>of the Board is present for the ARC oversight of the operation of VLY Board governance.</p> <ul style="list-style-type: none"> • But, the Chair of the Board should not be the ARC Chair. <p>ARC Attendees</p> <ul style="list-style-type: none"> • The CEO should be a standing attendee at the ARC and participate actively in his capacity as the main risk owner and main control owner¹². • The CEO should – with the permission of the ARC Chair – invite members of his CEO team to attend certain agenda items at which they can present or answer questions from the ARC members. <p>Treasurer</p> <ul style="list-style-type: none"> • The current VLY Board Terms of Reference should be amended to

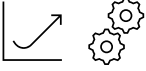
¹² A ‘risk owner’ and a ‘control owner’ is an executive (the Chief Executive Officer in the case of VLY) who ‘owns’ the responsibility for risks not happening because the relevant controls are effective. For example: the risk that a sporting organisation fails to deliver an important event because its controls are not in place, such as having the control of good colleagues working on the event arrangements or because the organisation fails to control the costs of the event.

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			<p>remove the requirement for a Board Member Treasurer. This is already proposed by the CEO and the Chair.</p> <p>ARC Attendance by other Board Members who are not ARC Members</p> <ul style="list-style-type: none"> • Non-ARC VLY Board members should be welcome to attend ARC meetings at their own discretion, letting the ARC Chair know in advance.
5.	<p>The Adequacy of VLY Board Administration & Risk/Control Resources</p> 	<p>Overseeing Adequacy of Resources for the Board and ARC</p> <ul style="list-style-type: none"> • The Board’s oversight of Volleyball Ireland’s development into a larger organisation, for example: around company / board secretarial support; more formal risk assessments (based on the VLY Board approved Risk Appetite of April 2022); and outsourced internal audit support, will be important expenditure and resource decisions. • The CEO and the VLY Board have a track record of careful planning, and the VLY Audit & Risk Committee will be able to assist and advise, rather than the VLY Board getting into operational detail. <p>Internal Audit function - Company/Board Secretarial function - Type-B to Type-C</p>	<p>Overseeing Adequacy of Resources for the Board and ARC</p> <p>Outsourced Internal Audit - Company/Board Secretarial Services</p> <ul style="list-style-type: none"> • To support the development of VLY governance to a Type-C NGB, the ARC (working closely with the CEO) should consider if, when and how it will transition to governance support services such as company/board secretarial and/or internal audit (in


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		<ul style="list-style-type: none"> • In its Draft Terms of Reference for a NGB Type-C Audit & Risk Committee, Sport Ireland indicates that that it expects an internal audit function and a company / board secretarial function. Internal Audit can be outsourced – at a cost – and company / board secretarial can be either in-house, out-sourced or co-sourced¹³ (also at a cost). • Expenditure currently considered not worthwhile (as a Type-B NGB) may become important to illustrate that VLY is a well-governed Type-C organisation, not only for Sport Ireland but also for organisations considering sponsorship or similar commercial arrangements with VLY. <p style="color: green;">Company / Board Secretarial Resources (including Board Minute-Taking)</p> <ul style="list-style-type: none"> • A VLY Board member currently takes and drafts the Board Minutes, which is a service she performs with considerable skill. • The VLY Board (or the new ARC) should consider whether this arrangement should continue as VLY transitions to a Type-C NGB. The new ARC will also require a minute-taker. • The CEO currently carries out much of the role of a Company / Board secretary. One of his team may benefit from assisting him (as a development opportunity). 	<p>addition to its current outsourced external audit).</p> <ul style="list-style-type: none"> • Factors to be considered are: <ul style="list-style-type: none"> ○ Affordability of outsource service providers; ○ Cost-Benefit and Opportunity Cost¹⁵ around – for example - freeing up CEO time; and ○ The professionalism of VLY projected to external sporting and commercial stakeholders. <p style="color: red;">CEO as Company/Board Secretary</p> <ul style="list-style-type: none"> • To fulfil the requirements of a Type-C NGB, the Board should consider the CEO becoming the Company / Board Secretary with an explanation of this


¹³ Co-sourcing is in-house colleagues working together with outsourced firms to achieve good outcomes that are affordable.


¹⁵ Definition: Opportunity cost is the potential benefits that an organisation misses out on when choosing one alternative over another. For example: deciding not to employ an external company secretary may mean less internal efficiency arranging and running board meetings. Or, deciding to employ an external company secretary may mean that less money is available for internal resources to support competitions etc.

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		<p>That same team member might also receive training to be a minute-taker (perhaps assisted by AI such as Co-Pilot, which is currently being trialled).</p> <ul style="list-style-type: none"> Under Sport Ireland’s Principle 2 for a Type-C NGB, a board member can be the Company / Board Secretary, or it can be a member of the CEO’s team (but preferably not the CEO)¹⁴. <i>Note: if – at the Chair’s request - the supporting CEO team member needs to leave a Board meeting for a specific confidential agenda item, the CEO or a Board member could step in to take the Minutes for that item.</i> 	<p>in the Compliance Statement, until such time as a member of the CEO team can step up to the role (perhaps assisting the CEO in the meantime).</p>
6.	<p>Board Oversight of Strategy Delivery, Growth and Change</p> 	<p>Overseeing Change & Growth - Strategy Delivery Oversight – Board & ARC</p> <ul style="list-style-type: none"> The VLY Strategy work for 2023-26 was done thoroughly and there are Key Performance Indicators (KPI’s) in place to monitor its delivery regularly at Board meetings. This has created firm foundations for the Board’s future work - and the work of the ARC - around Strategy Delivery and its financial and operational risks and controls. VLY has navigated successfully a period of growth and change, and is showing no signs of slowing down with its ambition (as evidenced by its objective to “<i>triple the number of players</i>” by 2026). 	<p>Overseeing Change & Growth - Strategy Delivery Oversight – ARC Remit / Reporting</p> <ul style="list-style-type: none"> Change brings with it risks (financial and operational risks) for which effective controls are needed. The oversight of the ARC for change- and growth- related risks and controls - supporting the Board – will allow additional scrutiny that will benefit VLY.

¹⁴ <https://www.sportireland.ie/governance-code/the-code/TypeC> Principle 2 – Exercising Control over our Organisation: “A non-board member, including a member of staff, but ideally not the CEO, may be considered for the Company Secretary role”. And: “Where the CEO is appointed as company secretary, include an explanation of this in the organisation’s compliance statement”.

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		<ul style="list-style-type: none"> The Board has overseen well the changes to date through its commitment, talents and experience. (It is worth noting at this point that VLY Board members are all volunteers and unpaid.) The CEO and the Board is well aware of the need for the pace of change to be carefully planned, controlled, piloted, and overseen to avoid VLY overstretching itself to the detriment of its “Community” (Clubs and Players). 	<ul style="list-style-type: none"> The Board should consider giving the ARC a specific remit - and reporting requirement - around Change and Growth as a key element of Strategy Delivery.
7.	Transition to Type-C NGB: Cultural Shift 	<p>Cultural Shift</p> <ul style="list-style-type: none"> It can sometimes be difficult for a board of directors to ‘let go’ of operational detail and move to a strategic level of governance oversight (as expected by Sport Ireland for a Type C NGB). It takes discipline, practice and clear guidance from the Chair of the Board (both inside and outside of the boardroom). It also requires a good - and sustainable – level of trust in the CEO and their team. <p>The VLY Board is Ready</p> <ul style="list-style-type: none"> It is clear from this Evaluation that the VLY Board is now ready to take that step forward because the key components of trust in the CEO, Chair skills, and Board members’ support to move out of the operational detail, are all in place (although from time-to time there may be small steps backwards, and that is to be expected). 	<p>Cultural Shift</p> <ul style="list-style-type: none"> Led by the Chair of the Board, the Board members and the CEO should consider together <u>how</u> they will make the important cultural shift to a Type-C NGB board of directors.

	Heading	Analysis & Evaluation	Suggestions
8.	<p>Board Meeting Formats</p> <p>Online / In-person</p> 	<p>Board Meeting Formats</p> <ul style="list-style-type: none"> • Pretty much all the VLY Board meetings take place online. This provides considerable flexibility for Board members, some of whom live away from Dublin. • Because of lockdowns since 2020, online meetings generally run with considerable efficiency (and the VLY Board meetings are no exception to this), but missing may be an improved sense of belonging for Board members, greater social cohesion between Board members, and perhaps missed opportunities for in-person connections with the VLY Community (Clubs and Players). <p>Time of the Day</p> <ul style="list-style-type: none"> • The online Board meetings take place in the evening at the end of a working day, which is not ideal for Board member concentration and energy levels at an online two-hour meeting (without breaks). • Despite the challenges of the time of day, the two observations of online meetings for this Evaluation gave a clear picture of effectiveness. No flagging was obvious which is a testament to the Board members’ commitment. <p>In-Person Meetings</p> <ul style="list-style-type: none"> • It is likely that the VLY Board will become more effective if meetings take place in-person from time to time, perhaps coupled with in-person connections with the VLY Community (including the Commissions). 	<p>Board Meeting Formats</p> <ul style="list-style-type: none"> • As part of a 4-month cycle of governance, the VLY Board may wish to hold some meetings in-person, perhaps on weekends adjacent to VLY events where additional connections can be made with the VLY Community (Clubs & Players), and/or with the VLY Commissions. • Under this suggestion, there would be three such events each year, which should be carefully scheduled at least a year in advance to facilitate the attendance of all Board members, the CEO and key members of his team, and key stakeholders and invitees from within (and outside) the VLY Community.



	Heading	Analysis & Evaluation	Suggestions
9.	Board Meeting Dynamics 	<p>Board Meeting Dynamics</p> <p>Good Dynamics</p> <ul style="list-style-type: none"> • Within its online format, the dynamics in the Board meetings are as good as they can be. Part of this Evaluation was two board observations lasting more than 4 hours in total. <p>Great Commitment / Contribution</p> <ul style="list-style-type: none"> • In their interviews for this Evaluation, there was a clear wish from Board members for opportunities to contribute even more at VLY Board meetings, bringing their talents to bear (such is their level of commitment). <p>Serious Agenda Items</p> <ul style="list-style-type: none"> • Board meetings are – by necessity – mostly serious and dry with clear agenda management from the Chair. • Occasional in-person VLY Board meetings should improve dynamics (including with a beneficial knock-on effect to the online meetings). <p>Chairing</p> <ul style="list-style-type: none"> • The Chair of the Board chairs with considerable skill, keeping the meeting on subject, to time, and involving the members as equally as she can. This process is helped by the CEO’s preparations (often jointly with the Chair), and with the support of his team. <p>Mutual Respect</p>	<p>Board Meeting Dynamics</p> <ul style="list-style-type: none"> • A combination of in-person and online meetings should add some social cohesion to the serious proceedings, and possibly add to the board members’ enjoyment of their roles. <p>Board Information – Timing – 5 Working Days</p> <ul style="list-style-type: none"> • If the VLY Board decides to move to a two-monthly meeting cycle, the Board information pack should be sent to the board members at least five working days in advance of a Board meeting, with the Board members committing to schedule their own consideration within the next two working days.


	Heading	Analysis & Evaluation	Suggestions
		<ul style="list-style-type: none"> • The meetings are respectful, and the electronic hands-up icon is used well and often. <p>Challenge</p> <ul style="list-style-type: none"> • There is a sufficient amount of diverse viewpoints at VLY Board meetings to explore issues well and to exercise proper and effective oversight. • The small examples of discomfort seen during the observations for this Evaluation provided reassurance that there is no ‘Groupthink’¹⁶ in the VLY Board. • Polite respectful challenge is another way of describing the VLY Board’s culture, to which the CEO responds in an informed, sincere way without defensiveness. <p>Board Information – Timing – 5 Working Days</p> <ul style="list-style-type: none"> • One important piece of feedback is a sense that the Board information packs are sometimes not delivered early enough to allow Board members sufficient time to read and digest them as much as they would like to. • Less frequent Board meetings – as suggested in this report – with the information pack received at least <u>5 working days</u> before a Board meeting, is likely to assist with this. 	

¹⁶ ‘Groupthink’ - definition: *the practice of making decisions as a group, resulting typically in unchallenged, poor-quality decision-making.*

	Heading	Analysis & Evaluation	Suggestions
10.	<p>Board Members – Diversity & Succession Plan</p>	<p>Good Diversity of Thought / Good Diversity of Experience / Good Gender Diversity</p> <ul style="list-style-type: none"> The VLY Feel the Buzz poem refers to: “<i>A melting pot of good people</i>” in the Volleyball Ireland Community. The Board of Directors is mindful of the importance of diversity for its own composition. <p>Thought (Cognitive Diversity)</p> <ul style="list-style-type: none"> The difference in cognitive approaches of the VLY Board members adds an appropriate level of discussion (and at times an appropriate level of discomfort, challenge, and different viewpoints). This is healthy. <p>Characteristics</p> <ul style="list-style-type: none"> In terms of diverse characteristics, there is a healthy gender mix. <p>Professional</p> <ul style="list-style-type: none"> The Board members have impressive and diverse professional experience spanning (in no particular order): finance; technology; general management; sports management and marketing; law; and medical support, which they bring actively to bear in Board meetings. <p>Volleyball & Non-Volleyball Players</p> <ul style="list-style-type: none"> There is also a good mix of volleyball players and non-volleyball players. 	<p>Board Members - Diversity</p> <ul style="list-style-type: none"> The VLY Board – supported by its Nominations Panel - may also wish to consider its composition in terms of characteristics such as age, nationality, disability, carers, parents, ethnicity, LGBTQ+ (and any others that Board members consider might reflect the VLY Volleyball Community it serves and how that might add to the cognitive diversity on the VLY Board). Similar considerations should also apply to the membership of the Audit Risk and Compliance Committee (ARC). <p>Succession Planning</p> <ul style="list-style-type: none"> Even though VLY is a small organisation (and likely to remain a relatively small organisation even as a Type-C NGB), it should endeavour


	Heading	Analysis & Evaluation	Suggestions
			<p>to aspire to greater diversity in its Board memberships to reflect the growing diversity in Ireland and in its Volleyball Community (even if it also needs to take pragmatic nomination decisions based on candidates who put themselves forward).</p>
11.	Board Members – Terms of Office	<p>Board Members – Terms of Office</p> <ul style="list-style-type: none"> The Sport Ireland Internal Audit – Pulse Review (undertaken by KOSI Corporation) and published in September 2023, indicated potential VLY Board member term inconsistencies. It is widely accepted that a total of 9 years in office – often with three-year terms followed by renewals - is the benchmark for independence for a board member. <p>Board Members - Independence</p> <ul style="list-style-type: none"> There may be an option to consider the question of independence for long-serving individual board members and then ‘Comply or Explain’ this in the Compliance Statement (although in practice board members seldom look to serve longer than 9 years). 	<p>Board Members – Terms of Office</p> <ul style="list-style-type: none"> The VLY Board should consider its provisions as to Board Director maximum length of office (including the terms of the Chair (President), Vice-Chair (Vice-President), Secretary and Treasurer (if the role of Treasurer continues). Allowing a total length of 9 years, comprising 3 terms of 3 years each as a benchmark for independence should be appropriate for the VLY Board to allow rotation of ideas and diversity of thought and composition.

	Heading	Analysis & Evaluation	Suggestions
12.	President (Chair of the Board) and General Manager (CEO) as key to Board Effectiveness 	<p>President & General Manager – An Effective Team</p> <ul style="list-style-type: none"> In interviews for this Evaluation, feedback about the VLY General Manager (CEO) and President (Chair of the Board) was positive and complimentary, including their drive, energy, commitment, and expertise preparing for and conducting VLY Board meetings. The Chair and CEO are solid foundations for the running of the VLY Board. They work well together, whilst able to have dynamic and direct conversations for the benefit of VLY. This was also evident from all the preparatory and review discussions with the Chair of the Board, and with the CEO, both together and separately, for this Evaluation. 	<ul style="list-style-type: none"> No suggestions
13.	Connection with the VLY Community (Clubs and Players) 	<p>Connection with the VLY Community (Clubs and Players) - Vigilance</p> <ul style="list-style-type: none"> The <i>commitment</i> of the VLY Board members to Volleyball Ireland shone through in the observations and interviews for this Evaluation. Notwithstanding that, it will do no harm for the VLY Board to remain vigilant about the strength and nature of its connection with its Community (Clubs and Players), and review it periodically. As the number of VLY players and clubs grows – this regular ‘check-in’ may be helpful in overseeing a ‘taking-the-temperature’ to monitor and prevent any adverse trends developing. (Not that there is currently any expectation of that happening.) There are existing connections between VLY Board members through the Commissions, through VLY events and activities, and this Evaluation has suggested 	<p>Connection with the VLY Community (Clubs and Players)</p> <p>Agenda Item</p> <ul style="list-style-type: none"> As part of its rolling agenda the VLY Board might consider reviewing formally the nature and strength of its connection with its Community (including consideration of the nature and strength of the connections of individual Board members with the VLY Community).

	Heading	Analysis & Evaluation	Suggestions
		<p>that three times a year Board meetings take place in-person (perhaps adjacent to VLY events).</p> <ul style="list-style-type: none"> The VLY may also want to think more widely about its connection with its Community by - perhaps - inviting Volleyball Clubs to observe the in-person Board meetings, and/or for the Chair of the Board to blog (or video-blog) after each Board meeting. 	
14.	<p>Commissions¹⁷</p> 	<p>The Importance of the VLY Commissions</p> <ul style="list-style-type: none"> The Commissions¹⁸ are extremely important for the effective functioning of Volleyball Ireland. They facilitate a high level of inclusivity for Clubs (and through them, for Players), which is essential for connection, linkages and outcomes for the day-to-day operation of VLY, and delivery of its Strategy through technical volleyball expertise. VLY Board members lead or participate in each of the Commissions and report back to the VLY Board. The VLY Commission structure is fit for its purpose, and key to VLY's ambitious volleyball-related Strategic objectives. 	<ul style="list-style-type: none"> No suggestions (except as mentioned elsewhere in this report)

¹⁷ Competitions & Development Commission / Education & Training Commission / High Performance Commission

¹⁸ A Commission means a body established by the VLY Board for the purposes of carrying out the functions specified by the Board and as further set out in Article 15 of the VLY Constitution and Regulation 8. The role of the Commissions within Volleyball Ireland is to provide strategic guidance and oversee the development of a range of key activities including providing advice to the Board and carrying out its functions under the strategic plan of the Sport.

	Heading	Analysis & Evaluation	Suggestions
		<ul style="list-style-type: none"> Elsewhere in this report, we suggest that opportunities for connections between the Commissions and the VLY Board might be considered for the suggested 3 in-person Board meetings each year. 	
15.	<p>Board Committees</p> 	<p>Board Committees are Sufficient (Type-B)</p> <ul style="list-style-type: none"> The Sport Ireland Internal Audit – Pulse Review of VLY (undertaken by the KOSI Corporation) and published in September 2023 indicated as an audit finding that there were: <i>“Potentially too many Committees/Commissions for a small organisation”</i>. The VLY Board is comfortable with its current structure of Board Committees and Commissions, which are used regularly or ad hoc when they are needed. For example, the <i>Nominations Panel</i> considered the recent nominations for the three new Board members before making recommendations to the full Board for their appointment. The <i>Commercial & Marketing Committee</i> has recently restarted its activities following the appointment of new Board members. And, the <i>Welfare & Safeguarding Panel</i>, the <i>Protests, Appeals, Disciplinary and Complaints Commission (PADACC)</i>, the <i>HR & Remuneration Committee</i>, and the <i>Youth Council</i> are ready in place for use and operating if they are needed for their important functions. <p>Type-C - Review of Board Committees</p>	<p>Type-C - Review of Committees</p> <ul style="list-style-type: none"> At an appropriate point, the VLY Board should commission a review of the Board’s Committees to explore whether there are any options for streamlining their use and operation. <i>Note: the detailed work on this review can be done outside of the main Board Evaluation process.</i>

	Heading	Analysis & Evaluation	Suggestions
		<ul style="list-style-type: none"> Some thoughtful well-considered ‘tidying’ of the VLY Board Committee structure will be helpful as part of the VLY transition to a Type-C NGB, but there is no pressing immediate need for that. 	

Report Ends

30 April 2024