

## Directors' Report: Structure, Governance and Risk Management

### Structure

Walkinstown Greenhills Resource Centre is a Company Limited by Guarantee (CLG). WGRC is an Irish Company incorporated under the Companies Act 2014. It is a company limited by guarantee registered under part 18 of the Companies Act, 2014 and does not have a share capital. It is governed by a memorandum and articles of association, which were last amended at the Annual General Meeting on 19<sup>th</sup> May 2016.

### WGRCs' Board, Officers and Management

WGRC is governed by members of the Board who are elected for three-year terms, which are renewable once (a total of six years). The Directors, who are nonexecutive, represent a diverse range of relevant expertise. The Board meets an average of six times each year and has responsibility for all the business of the organisation.

The Board is supported by a Board committee structure which deals effectively with specific aspects of the business of the company. The Board committees in place are the Audit and Risk Committee, Finance Committee, Human Resources Committee and Services Committee. The Board delegates the day-to-day management of WGRC to an Executive Management team, which comprises the Chief Executive, a senior management team and other management groupings.

The members of the Board hereby present their annual report and the financial statements for the year ended 31 December 2016.

### Board Members 2016 Meeting Attendance

Bernadette Stokes Chairperson 6/6  
Vivian Mahady Treasurer 5/6  
Suzanne McEaney Company Secretary 5/6  
Jackie Byrne 5/6  
Liz Bramble 5/6  
Des Kinch 4/6  
Susan McAuley 3/6  
Tommy Coombes 4/6  
Kenneth o Connell 5/6  
Fintan Warfield 4/6

### Executive Management Team

Manager - John Davis  
Counselling Team Leader –Viv Rooney  
Finance & Administration -Tracy Hunt

No member of the Board received payment or reimbursement of expenses for 2016, 2015 or 2014. One board member was a previous employee of WGRC and is no longer in receipt of any form of remuneration.

The role of the Audit and Risk Committee is to keep under review the adequacy, scope and effectiveness of accounting and internal control systems of all activities carried out by WGRC. This Committee is chaired by a Board member and consists of at least two other members, one with counselling services experience and another with financial experience. The Committee meets four times a year in advance of Board meetings. The Manager is in attendance along with required members of the Executive Management Team.

#### **Audit Committee**

Suzanne McEneaney Chairperson  
Liz Bramble  
Susan McAuley  
Kenneth O'Connell

#### **Finance Committee**

The role of the Finance Committee is to keep the financial management of WGRC under review. This Committee consists of one Board member who is the Treasurer and at least two other members who have financial experience. They meet five times a year in advance of Board meetings. The Manager is in attendance along with required members of the Executive Management Team.

#### **Finance Committee**

Vivian Mahady Chairperson  
Jackie Byrne  
Fintan Warfield  
Tracy Hunt

#### **Human Resources Committee**

The role of the Human Resources Committee is to consider the remuneration of the Manager as well as to set the pay policy for all staff and agree the basis for any annual increases in pay. This Committee was set up in October 2016 and consists of at least three Board members. It meets at least once a year and at whatever other times the Committee deems appropriate.

#### **Human Resources Committee**

Bernadette Stokes Chairperson  
Des Kinch  
Tommy Coombes  
Vivian Mahady

#### **Services Committee**

The role of the Services Committee is to keep under review the management of services in WGRC . This Committee consists of one Board member and at least two other members, all with practice, service design or evaluation expertise. It meets three times a year in advance of Board meetings. The Manager is a fixed attendee.

#### **Services Committee**

Suzanne McEneaney  
Fintan Warfield

Liz Bramble  
Des Kinch