

Internal Memorandum

To: Members of the Board of RTÉ
CC: Paula Mullooly, RTÉ Group Secretary
From: Peadar Faherty, Head of Internal Audit
Date: 11 February 2022
Re: Board Performance Evaluation Process

1. Background

The matter of Board performance evaluation is addressed in section 4.6 of the Code of Practice for the Governance of State Bodies ('Code of Practice'), as follows:

"In addition to requiring the monitoring and disclosure of corporate governance practices on a regular basis, the Board should undertake an annual self-assessment evaluation of its own performance and that of its committees. An external evaluation proportionate to the size and requirements of the State body should be carried out at least every 3 years."

The purpose of this note is to assist the Board to commence planning for an evaluation and to outline the options.

2. Prior Evaluation Process

The Board of RTÉ last completed a full performance evaluation process in 2018. Each Board member completed a self-assessment questionnaire, facilitated by Internal Audit and the Group Secretary's office, evaluating the operation of the Board across the following five areas:

- Role of the Board,
- Strategy & Performance Management,
- Board Effectiveness,
- Compliance, and
- Risk Management, Internal Control, Audit and Risk.

The collective Board later considered the aggregate results and agreed a small number of actions based on the ratings. No matters of note arose.

The Board considered the matter of board evaluation at its meeting on 19 March 2020. As Board vacancies existed at the time, it was agreed that the process of completing the evaluation should be postponed pending the appointment of new Board members by Government. That approach would afford an opportunity to take on board a broader range of views and to consider the skill mix of the Board at that time of the later evaluation. (The term of office of four board members had ended on 15 February 2020.)

As the Government's Board appointment process is now finally complete, it is timely to revisit the matter.

3. 2022 Approach

The Board has not undertaken an external evaluation since the publication of the updated Code of Practice (effective 1 September 2016). An external evaluation is, therefore, technically overdue. However, the Code of Practice provides some flexibility in the timing of an external evaluation having regard *“for the size and requirements of the State body”*.

An external evaluation requires a financial outlay and may be time consuming, usually involving 1:1 interviews in addition to questionnaires. Taking into account the following:

- RTÉ’s financial constraints
- The Board’s other immediate priorities
- The relatively recent appointment of three members
- One current Board vacancy

it is recommended to complete an evaluation process using a self-assessment questionnaire and to revisit the matter in 2023, with consideration of an external evaluation at that point. The output of the evaluation will be presented, in an anonymised manner, at the next scheduled board meeting.

A draft self-assessment questionnaire is attached overleaf.