



PROPOSAL TO RESTRUCTURE THE IKA

At the July 2026 AGM, IKA members will vote on a proposal to restructure the Association. This document explains the proposal and sets out the reasons behind this proposal.

For further information about the AGM vote on constitutional changes, visit ika.ie/AGM

Background

- The IKA was established in 1978 and since then has worked tirelessly and effectively to support and advocate for those with kidney disease.
- However, in recent times, the **regulatory environment in which charities operate has changed significantly**.
- If the IKA is to survive and thrive into the future, we must adapt and evolve to ensure we meet our legal obligations, while improving efficiencies and keeping the patient voice at the heart of everything we do.

What are these Regulatory Requirements?

- In 2009, the **Charities Act** created a new framework for charities, and in 2014, the **Charities Regulator** was formally established, ending the era of self-regulation.
- In 2018, the **Charities Governance Code** was launched, which includes the principle of '*Working Effectively*' to ensure directors collectively have the right skills to lead the charity.
- Since 2021, we are required to submit an **Annual Return** to the Regulator and to sign a **Declaration of Compliance** with the Charities Governance Code.
- We are obliged to ensure that the policies and procedures of the IKA are in line with the requirements of companies laws, employment and HR laws, equality laws, GDPR and privacy laws, and child safety laws to name a few.



Futureproofing the IKA

- To ensure the IKA is equipped to meet our legal and regulatory obligations, it is vital that the Board directors (also known as trustees) **collectively possess the right skills to fulfil our charitable purpose and lead the IKA effectively**.
- Given the increase in governance and regulatory demands, it is equally crucial that the **Board operates efficiently and effectively to maximise its future impact**.
- After research and review, our current Directors concluded that **restructuring is needed to** ensure the IKA can operate effectively in today's regulatory environment. This includes moving to a smaller Board, as **boards with 10–12 directors are generally more effective** at decision-making than larger ones.
- Research also indicated that **separating membership representation from governance allows both functions to operate more effectively**.
- The Directors agreed that establishing a new **Member Forum** would ensure that the voice of patients and family members would remain at the centre of our activities.

What is the Board Proposing?

- The Board is proposing a restructure of the Board from 25 to 11 directors.
- Of these 11, **six will be elected from the National Member Forum by the Member Forum representatives**. To ensure geographic representation, these six directors will be elected from each of the six HSE Regions.
- The other **five directors will be elected by the Board to ensure skills and diversity requirements are met**. Three of these will be IKA members, and two will be external. This will allow us to bring new perspectives to the Board, as well as input and experience from healthcare or policy experts.



What is the National Member Forum?

- The Member Forum is a space for those with lived experience using kidney disease services in Ireland. In light of increasing governance, financial and regulatory requirements of the Board, the Member Forum was established in 2025 to ensure that the IKA has a dedicated forum to focus on patient issues.
- **Each branch will elect a representative to the Forum**. This geographic representation ensures branch issues will still be discussed at a national level.
- Representatives may be patients, family members, carers or living donors.
- **Key IKA staff will also be members**, including our CEO, national advocacy manager, volunteer manager, and patient services manager, bringing their experience to the discussions.
- The Member Forum's **duties include ensuring patient experiences directly influence IKA policy and strategy**.
- The Member Forum will **work together with the Board** to ensure we maximise our impact, while maintaining good governance and adhering to legal requirements.



OPERATIONAL MATTERS

The Transition Period (July 2026 to July 2027)

- Restructuring the Board from 20 directors (five seats are currently vacant) to 11 is a significant change. Current directors bring valuable experience, context, and organisational knowledge that supports good decision-making.
- **A structured transition period will allow the IKA to retain this knowledge, support new directors as they take on their roles, and ensures stability for the organisation while the new structure is implemented.**
- The transition period is expected to run from July 2026 to July 2027.
- You can read more about how the Board will operate during the transition period in the 'Board Transition Period' summary document at [IKA.ie/AGM](https://www.ika.ie/AGM)

Term of Office: Board Directors and National Officers

- The term of office of a director will **increase from two years to three years**. Their term will begin immediately after their ratification at the AGM.
- **At the end of their term of office, a director may stand for election to a second term.** A director may serve a further three-year term in exceptional circumstances as determined by the Board.
- The **Board will continue to elect a director to each of the offices of the national officers** (i.e. the chairperson, treasurer, and secretary).
- The **term of office of the national officers will also be three years**, starting at the first board meeting at which they are elected after the AGM.

Rotation of Directors

- **Under our current structure, all directors retire at the same time.** This creates risk as there is no provision for continuity or succession planning.
- The Charities Regulator recommends charities avoid this scenario by rotating directors as follows: At the second AGM after the reduction in the number of directors (in 2028), and at every subsequent AGM, **two of the directors elected by the Member Forum, and two of the Board-elected directors will retire.**
- The **Member Forum will then elect two directors** to replace the Member Forum directors and the **Board will elect two directors** to replace the Board-elected directors.

This document is a summary of the changes. We've provided further details, including an FAQs section, on the AGM page on our website.

Please don't hesitate to use the **Contact Form** on that page to send us any further questions or concerns



[IKA.ie/AGM](https://www.ika.ie/AGM)