



OLLSCOIL NA GAILLIMHE
UNIVERSITY OF GALWAY

Údarás na hOllscoile
1 September 2023 – 31 January 2025

STANDING ORDERS

25 October 2023

Table of Contents

1. <i>Functions and Duties of Údarás na hOllscoile</i>	3
2. <i>Membership of Údarás na hOllscoile</i>	6
3. <i>The Chairperson of Údarás na hOllscoile</i>	7
4. <i>The Secretary to Údarás na hOllscoile</i>	9
5. <i>Role of individual Members of Údarás na hOllscoile</i>	10
6. <i>Conduct of Business</i>	14
7. <i>Committees of Údarás na hOllscoile</i>	17
8. <i>Effectiveness and Best Practice</i>	18
9. <i>Reporting and Communication</i>	18
10. <i>Authority</i>	19

STANDING ORDERS for Údarás na hOllscoile

1 September 2023 - 31 January 2025

The structure and work of Údarás na hOllscoile, as the University's Governing Authority, is underpinned by national legislation in the form of Universities Act 1997 (the 1997 Act) and the HEA Act 2022. In addition, relevant codes of governance apply. The HEA has decided that given the passing of the HEA Act 2022, the Code of Governance for Irish Universities 2019 will be replaced during the 2023-2024 academic year by the Code of Governance for State Bodies 2016 as the core reference point for the higher education sector.

Section 14 of the Third Schedule of the [Universities Act 1997](#) provides: *"Subject to this Act, a governing authority shall regulate, by standing orders or otherwise, its procedure and business."* The purpose of this document is to set out the Standing Orders of Údarás na hOllscoile, the Governing Authority of University of Galway.

These Standing Orders, approved by the Governing Authority on 25 October 2023, are effective from that date until such time as they are repealed or amended by Údarás na hOllscoile. They will normally be reviewed at the beginning of each Governing Authority term.

These Standing Orders reflect the provisions of the Universities Act 1997 and the Higher Education Authority Act 2022 (HEA Act 2022) and are in line with the recommended approach in the Codes of Governance applicable in the Irish higher education sector. The terms Údarás na hOllscoile and Governing Authority are used interchangeably throughout.

1. Functions and Duties of Údarás na hOllscoile

1.1 The functions of the University's Governing Authority are set out in Section 18 of the Universities Act 1997, as amended by the HEA Act 2022 and include the following:

- To control and administer the land and other property of the university
- To appoint the Chief Officer and other such employees as it thinks necessary for the purposes of the university
- To determine the membership of the Governing Authority within the limitations of the Act and other relevant documents such as charter, statutes and regulations
- To perform such other functions as are imposed on it by or under this or any other Act or by its charter, if any, statutes and regulations.
- To promote the success (including academic success) and reputation of the university
- To satisfy itself that appropriate systems, procedures and practices are in place:

(i) to achieve the objects of the university,

(ii) for the internal performance management and accountability of the university in respect of the performance of its functions and the achievement of the aims in its strategic development plan and

(iii) in order to implement, and report on compliance with, the policies (whether set out in codes, guidelines or other documents, or any combination thereof) of the Government or a Minister of the Government to the extent that those policies may affect or relate to the functions of the university.

- To establish and implement arrangements for the management of the performance of the chief officer.
- The Governing Authority is also responsible for performing the following functions with regard to the university:
 - a. approve expenditure for major capital and investment projects;
 - b. approve annual financial statements;
 - c. provide for and maintain a system of audit;
 - d. provide for and maintain a system of risk management;
 - e. provide for and maintain a system of quality assurance in accordance with the [Qualifications and Quality Assurance \(Education and Training\) Act 2012](#) ;
 - f. review and oversee the implementation of major plans of action and provide strategic direction;
 - g. delegate such functions as may be appropriate to the chief officer;
 - h. manage the financial affairs of the university to ensure value for money and its financial viability;
 - i. account to An tÚdarás (the Higher Education Authority) for funding provided to the university by An tÚdarás.

1.2 In addition to the functions above, the HEA Act 2022 amends the 1997 Act to provide in Section 18A that if a governing authority has concerns regarding a matter relating to the governance, or the performance of the functions of the university, the governing authority shall arrange for a review of the matter to be undertaken:

- A governing authority may appoint such person as it considers appropriate to carry out a review of the matter concerned.
- A reviewer shall review the matter concerned and shall prepare a report of the outcome of the review and any recommendation made arising therefrom and shall provide a copy of the report to the governing authority and the chief officer.
- A governing authority shall, if recommended to do so by the report prepared by a reviewer, take such measures as it considers appropriate with regard to the matter concerned.
- A governing authority shall retain a copy of a report of the outcome of any review undertaken under subsection (1) and shall provide a report to the HEA annually or, more frequently, if so requested by the HEA.

1.3 The HEA Act 2022 (Section 64) also provides that if the Chief Executive Officer of the HEA is of the opinion that there are significant concerns regarding the governance of a designated institution of higher education or the performance by such an institution of its functions or compliance by it with its obligations, they may request the governing body of the institution in writing to undertake a review. In those circumstances, the governing body of a designated institution of higher education concerned shall arrange for a review of the matter specified in such a request and prepare and submit a report on that matter to the Chief Executive Officer of the HEA.

1.4 The Governing Authority is established to discharge the functions specified in the relevant Acts, as outlined above. In addition to the duties set out in legislation, the following duties apply to the Governing Authority, consistent with the Codes of Governance applicable in the Irish higher education sector..

- The Governing Authority shall monitor the performance of the University by receiving regular reports from the University and its sub-committees.
- The Governing Authority shall monitor executive management and performance.
- The Governing Authority shall advise and support the Chairperson, and Chief Officer.
- The Governing Authority shall satisfy themselves that financial controls and systems of risk management are robust and defensible.
- The Governing Authority shall keep itself up to date and fully informed about strategic issues and changes affecting the University and the environment in which it operates.
- The Governing Authority shall keep under review corporate governance developments (including ethics-related matters) that might affect the University, with the aim of ensuring that the Universities corporate governance policies and practices continue to be in line with best practice.
- The Governing Authority shall review the results of its performance evaluation processes and corporate governance generally.
- The Governing Authority shall oversee policy development within its functional remit, including but not limited to risk management policy and treasury policy.
- The Governing Authority shall retain responsibility for approving the strategic development plan of the University.
- The Governing Authority shall ensure adherence to the principles and provisions set out in the Codes of Governance applicable in the higher education sector.

University Seal

1.5. In line with the Third Schedule of the Universities Act 1997, as soon as practicable after its establishment, the Governing Authority shall provide and retain in its possession a seal. The Secretary to Údarás na hOllscoile shall be responsible for the custody of the seal and for its proper use. The University seal shall be authenticated by the signature of the Chairperson or a member of the Governing Authority, and by the signature of an employee of the University, authorised by the Governing Authority to act in that behalf.

Delegation of Authority

1.6. Section 18(4) of the 1997 Act, as amended by the HEA Act 2022, allows the Governing Authority to establish committees to assist in the performance of its functions and Section 25(2) allows the Authority to delegate to the Chief Officer any functions relating to the appointment of employees of the University and the determination of selection procedures. Section 27(2)(h) of the Act requires the Academic Council to perform any functions which may be delegated by the Authority, so long as they do not conflict with the specifications of the Act. For example, functions of the Governing Authority that may be delegated to the Chief Officer, could not instead be delegated to Academic Council.

Schedules of Reserved Powers and Delegated Decision-Making Authority

1.7 For clarity and transparency, a Schedule of Reserved Powers and Delegated Decision-Making Authority outlining decisions that can only be taken by the Governing Authority and articulating the specific delegations to Sub-Committees of Governing Authority and/or the Academic Council and/or the Chief Officer and the University Management Team is also circulated to members of the Governing Authority and published on the University website.

2. Membership of Údarás na hOllscoile

Composition

- 2.1 Members of Údarás na hOllscoile are appointed in accordance with the Universities Act 1997, as amended by the HEA Act 2022.
- 2.2 Before a person is nominated for appointment or appointed, as may be appropriate, as an external member of a governing authority of a university, the Minister or the governing authority of the university, as the case may be, shall be satisfied that the person is suitable for appointment as such an external member by reason of his or her possessing knowledge of, and experience in, matters connected with the objects and functions of the university to enable him or her to make a substantial contribution to the effective and efficient performance of those functions.
- 2.3 A governing authority shall, with the approval of the Minister, make such regulations relating to the selection, election, nomination or appointment of members of the governing authority as it thinks fit, and their selection, election, nomination or appointment shall be carried out in accordance with those regulations. The relevant Regulations for Údarás na hOllscoile 1 September 2023-31 January 2025 were approved by the Governing Authority and the Minister for Further and Higher Education, Research Innovation and Science.
- 2.4 A governing authority shall have regard to the objectives that—
- (a) not less than 40 per cent of the members of the governing authority shall be women and not less than 40 per cent of them shall be men, and
 - (b) the membership of the governing authority shall broadly reflect the composition of Irish society, including persons who are competent in the Irish language.
- 2.5 The Nominations Committee established by the Governing Authority under the Regulations referred to in paragraph 2.3 shall develop a Skills, Experience and Competencies Framework appropriate to the culture, values and strategic needs of the University to inform the selection and reappointment of internal and external members.
- 2.6 In the case of internal members to be reappointed, the Committee shall ensure that elected internal members shall constitute a majority of internal members.

Term of Office

- 2.7 In accordance with the Universities Act 1997, as amended by the HEA Act 2022, a member of a Governing Authority, other than an *ex officio* member, shall be appointed as such a member for such period not exceeding 4 years as the Minister or the governing authority, as the case may be, determines upon the nomination for appointment or appointment, as may be appropriate, and may not serve more than 2 consecutive terms of office.

Student members of the Governing Authority shall hold office for a period not exceeding one year, but may be re-appointed for further period(s) not exceeding one year if re-elected as relevant officers of the Students' Union, as specified in Section 4 of the Third Schedule of the 1997 Act.

Resignation and/or Removal

- 2.8 In accordance with Section 3 of the Third Schedule of the 1997 Act, a member of Governing Authority may at any time resign from office as a member by letter addressed to the Chairperson and the resignation shall take effect on the date on which the letter is received.
- 2.9 A member of a Governing Authority who is absent from all meetings of the Governing Authority for a period of six consecutive months, unless the absence was due to illness, maternity or carers leave or any other family related leave, shall at the expiration of that period cease to be a member of the Governing Authority. Notification of absence for the above reasons should be notified to the Secretary.
- 2.10 In accordance with Section 3 of the Third Schedule of the 1997 Act, a member of Governing Authority may, for good and valid reason, be removed from office by resolution of the Governing Authority.
- 2.11 In accordance with Section 2 of the Third Schedule of the 1997 Act the Chairperson may, at any time, resign from office as Chairperson by letter addressed to the Governing Authority and the resignation shall take effect on the date on which the letter is received.
- 2.12 If the Chairperson resigns they cease to be a member of the Governing Authority at the same time.

Casual Vacancy

- 2.13 In accordance with the Third Schedule of the 1997 Act, and in line with the Regulations referenced in paragraph 2.3, if a member of the Governing Authority dies, resigns, is removed from office or for any other reason ceases to hold office, the Governing Authority shall arrange for the filling of the casual vacancy as soon as practicable.
- 2.14 A new appointment shall be made in accordance with the Regulations for the remainder of the term of office of the member whose membership of the Governing Authority has ceased, subject to that person being otherwise eligible for appointment to the Governing Authority.
- 2.15 Casual vacancies shall be filled in line with the process set out in the Regulations. In the first instance, expressions of interest will be sought from the cohort of eligible, outgoing members. In the event that is unsuccessful, the relevant constituency shall be invited to submit expressions of interest.

3. The Chairperson of Údarás na hOllscoile

Appointment

- 3.1 The Chairperson of Údarás na hOllscoile is appointed in accordance with the Universities Act 1997, as amended by the HEA Act 2022.
- 3.2 The first meeting of the Governing Authority shall be chaired by an external member of the Governing Authority who is appointed by a majority vote of the members to be an interim chairperson of the Governing Authority until the appointment of a chairperson.
- 3.3 The Governing Authority shall, at its first meeting appoint an external member to be the Chairperson by a majority vote of not less than two-thirds of its members.
- 3.4 A person shall cease to be chairperson of the Governing Authority if he or she ceases to be an external member of the Governing Authority.
- 3.5 In accordance with the provisions of the Universities Act 1997, as amended by the HEA Act 2022, the Governing Authority may appoint a deputy-Chairperson from among the external members . The deputy Chairperson will hold office until they cease to be a member of the Governing

Authority. The role of the deputy-Chairperson is to act in the stead of the Chairperson as the occasion arises.

- 3.6 If at any meeting the Chairperson is not present, the deputy-Chairperson if present shall be Chairperson of the meeting. Where the position of deputy-Chairperson is vacant or the appointed person is not present, the Governing Authority members present at the meeting shall choose a member to chair the meeting.

Role and Responsibilities

- 3.7 The Chairperson is responsible for leadership of the governing authority and ensuring its effectiveness on all aspects of its role. The Chairperson should display high standards of integrity and probity and set expectations regarding culture, values and behaviours for the university and for the tone of discussions at meetings of Údarás na hOllscoile. S/he shall at all times act fairly and impartially in the interests of the University as a whole, using independent judgement and maintaining confidentiality as appropriate. S/he shall have a strong personal commitment to higher education and the values, aims and objectives of the University.

- 3.8 The Chairperson, through leadership of the Governing Authority, should play a key role in the strategic direction of the University, but is not to be drawn into the day-to-day executive management. There should be a constructive and challenging working relationship between the Chairperson and the President. It is desirable to emphasise the need for both sides to recognise that the roles are formally distinct. The relationship should be mutually supportive, but must also incorporate the checks and balances imposed by the different roles each has within the University.

- 3.9 The Chairperson is responsible for the leadership of the Governing Authority. The role of the Chairperson is governed in particular by Section 17, Universities Act, 1997, and by the Third Schedule of the Act as amended by the HEA Act 2022. His/her duties include the following:

(a) S/he is ultimately responsible for ensuring the effectiveness of the Governing Authority in all aspects of its role. The Chairperson and the President are responsible for the effective management of the agenda of meetings of Údarás na hOllscoile and for ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues.

(b) The Chairperson should display high standards of integrity and probity and set expectations regarding culture, values and behaviours for the University, and for the tone of discussions at Governing Authority level. Essential to the effective functioning of Údarás na hOllscoile is dialogue which is both constructive and challenging. The Chairperson should promote a culture of openness and debate by facilitating the effective contribution of key management and all Governing Authority members.

(c) The Chairperson should promote its wellbeing and efficient operation, ensuring that its members work together effectively and have confidence in the procedures laid down for the conduct of business.

(d) S/he should take particular care that Údarás na hOllscoile observes the principles of good governance, and that its Sub-Committees, which play a central role in the proper conduct of the business of Údarás, report back appropriately.

(e) S/he should ensure that Údarás na hOllscoile exercises collective responsibility, that is to say, that decisions are taken corporately by all members acting as a body. The Chairperson

shall encourage all members to work together effectively, contributing their skills and expertise as appropriate, and shall seek to build consensus among them.

(f) S/he should ensure that Údarás na hOllscoile acts in accordance with the instruments of governance of the University and with the University's internal rules and regulations, and should seek advice from the Secretary in any case of uncertainty.

(g) S/he shall ensure that any conflict of interest is identified and managed appropriately, in order that the integrity of the business of Údarás na hOllscoile shall be, and shall be seen to be, maintained.

(h) The Chairperson is responsible for overseeing the responsibilities of the Secretary of the Governing Authority which include ensuring appropriate and timely information flows within the Governing Authority and its Committees and between Management and Governing Authority members, and are further elaborated in Part 4 of these Standing Orders.

3.9 The Chairperson should ensure that the Governing Authority approves and operates a procedure for the regular appraisal/review of its performance and effectiveness, and should participate in that process. The Chairperson may wish to receive feedback on his/her performance as Chairperson of the Governing Authority as part of the appraisal procedure.

3.10 The role of the Chairperson may extend to representing the University in certain external contexts, and s/he may be asked to play a role in liaising between key stakeholders and the University. This role in particular should be exercised in a carefully co-ordinated fashion with the President and other senior officers and staff of the University as appropriate.

4. The Secretary to Údarás na hOllscoile

4.1 The Secretary to Údarás na hOllscoile will ensure that the Governing Authority receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

4.2 The Secretary is also responsible for the formal induction of new members of Údarás na hOllscoile and for organising ongoing training and mentoring for members.

4.3 The Secretary shall be appointed by Údarás na hOllscoile using such procedures as shall be determined by Údarás na hOllscoile.

4.4 Irrespective of any other responsibilities the appointee may hold, in relation to his/her responsibilities as Secretary, the Secretary is responsible solely to the Governing Authority and reports directly to the Chairperson of the Governing Authority in relation to Governing Authority business. The Governing Authority shall safeguard the Secretary's ability to carry out his/her duties.

4.5 The Secretary shall have a strong personal commitment to higher education and the values, aims and objectives of the University. S/he shall at all times regulate his/her personal conduct in relation to the Governing Authority and the University in accordance with accepted standards of behaviour in public life. S/he is required to maintain a high standard of personal and professional self-development.

4.6 The duties of the Secretary include the following:

(a) to ensure that all documentation provided to members of the Governing Authority is concise and its content is appropriate,

(b) to provide the Governing Authority with authoritative guidance about its legal and statutory responsibilities, including national legislation, and the University charter, statutes and regulations, including on how these responsibilities should be discharged,

(c) to provide legal advice to, or obtain it for, the Governing Authority, and to advise the Governing Authority on all matters of procedure,

(d) to act as Secretary to such Committees of Údarás na hOllscoile as Údarás itself may determine and to be responsible for ensuring that adequate Secretariat support is provided to Governing Authority Committees if required,

(e) to arrange for the re-imbusement to Governing Authority members of the expenses they incur in carrying out Governing Authority business (the Secretary shall be provided with a budget for that purpose), and

(f) to alert the Governing Authority, and to give appropriate advice, where:

(i) new or revised responsibilities for the Governing Authority arise (e.g from new legislation),

(ii) s/he believes that any proposed action would exceed the Governing Authority's powers or be contrary to statute or legislation, and

(iii) conflict occurs or may potentially occur between the Governing Authority and the President.

4.7 The Secretary may combine the function of Secretary with a senior administrative or management role in the University. S/he must exercise care in separating these two functions. If the Secretary perceives any conflict of interest between his/her separate functions, s/he should report it forthwith to the Governing Authority. The Secretary shall make a full and timely disclosure of his/her personal interests.

4.8 The Secretary shall be required to form effective working relationships with the Chairperson of the Governing Authority and the President of the University, and is required to consult with both and keep them fully informed on any matter relating to Governing Authority business. The Secretary shall also be required to form effective working relationships with other senior managers in the University in order to facilitate the effective conduct of Governing Authority business.

4.9 The Secretary shall participate in procedures established by the Governing Authority for the regular appraisal/review of his/her performance as Secretary. These procedures shall be separate from procedures for the appraisal/review of any other responsibilities the Secretary may hold. The Chairperson shall be responsible for the appraisal/review of the performance of the Secretary to the Governing Authority, taking care to ensure that any other duties the Secretary may perform for the University are excluded from consideration, and shall make recommendations accordingly.

5. Role of individual Members of Údarás na hOllscoile

This part sets out and amplifies the duties of all members of Údarás and its Committees, in accordance with the Universities Act, 1997, as amended by the HEA Act 2022. It is consistent with the Codes of Governance operational in the Irish higher education sector. The Chairperson and

Secretary shall advise any member, upon his/her request, on any question pertaining to his/her responsibilities as a member.

5.1 All members should bring an independent judgement to bear on issues such as strategy, performance, resources, key appointments, and standards of conduct.

5.2 Members have a fiduciary duty to the University in the first instance (i.e. the duty to act in good faith and in the best interests of the University). In particular, members shall:

- a) act in good faith in what the member considers to be the interest of the University;
- b) act honestly and responsibly in relation to the conduct of the affairs of the University;
- c) act in accordance with the Universities Act 1997 and the HEA Act 2022 and exercise his/her powers only for the purposes allowed by law;
- d) not to benefit from or use the University's property, information or opportunities for his or her own or anyone else's benefit;
- e) act responsibly and fairly with the due care, skill, diligence, loyalty, and the prudence which would be reasonably respected of a person in the same position with similar knowledge and experience as a governing authority member;
- f) treat each other, and University staff and students, with professionalism, courtesy and respect;
- g) not improperly influence other members;
- h) not act as spokespersons for the Governing Authority in any form, unless specifically requested by the Governing Authority to do so; and
- i) participate actively and work co-operatively with fellow members in discharging their responsibilities as members.

5.3 All members shall:

- (a) develop and maintain a clear understanding of the functions of the Governing Authority;
- (b) familiarise themselves with the contents of the Universities Act, 1997, the HEA Act 2022, the Codes of Governance applicable in the higher education sector and key University statutes;
- (c) develop and maintain a clear understanding of the role of any Governing Authority committee on which they serve;
- (d) familiarise themselves with the contents of key University documents (as specified by Governing Authority from time to time);
- (e) seek clarification and take advice in respect of matters outside the member's expertise, in accordance with such procedures as may be agreed by Governing Authority for this purpose from time to time; and
- (f) prepare for meetings by reading and considering all papers circulated with the agenda, provided to them ordinarily at least five working days before each meeting of the Governing Authority.

Special Interests

5.4 A member shall at all times act, as a member, in the best interests of the University, and shall not act as a representative of any special interest. However, nothing in this section shall restrict a member from representing at meetings of the Governing Authority the views of those by whom he or she has been elected, or to restrict the freedom of expression of that member.

Confidentiality

5.5 The University is committed to providing access to general information relating to its activities in a way that is open and enhances its accountability. However, in the course of their duties, members of Údarás na hOllscoile will have access, in written form and in the course of deliberations, to sensitive information such as personal information, information received in confidence by the University, and commercially sensitive information. Members are required to respect the confidentiality of such information, and shall:

- (a) ensure that appropriate care is taken to guarantee the security of sensitive Governing Authority and other documents, whether in paper or electronic form;
- (b) respect the confidentiality of information received in the performance of their duties, as well as the confidentiality of the deliberations of the Governing Authority;
- (c) ensure that confidential records are subject to appropriate access procedures;
- (d) observe any restrictions agreed by the Governing Authority on the use or dissemination of information (subject to Freedom of Information Act or Data Protection Act requirements);
- (e) respect the privacy of individuals and
- (f) at the end of their term, former members of the Governing Authority should not retain documentation obtained during their terms of office as members and should return such documentation to the Secretary of Governing Authority or otherwise indicate to the Secretary that all such documentation in their possession has been disposed of in an appropriate manner. In the event that former Governing Authority members require access to papers from the time of their term on the Governing Authority, this can be facilitated by the Secretary.

Abuse of Position

5.5 No member of Údarás na hOllscoile shall:

- (a) use their position as a member for personal profit, gain or advantage;
- (b) accept a gift, fee, favour, reward, gratuity or remuneration of any kind if it could be seen by the public, knowing the full facts, as intended or likely to cause a member to act in a particular way or deviate from the performance of his/her duty;
- (c) assist any person or any organisation in its dealings with the University when such intervention may result in real or apparent preferential treatment to that person or organisation by the University;

(d) use, directly or indirectly, any facilities or services of the University, nor allow them to be used, for purposes other than expressly approved by the University;

(e) after ceasing to be a member, make use of any information obtained in their capacity as a member that is not generally available to the public, in order to derive therefrom a benefit or advantage for themselves or that of any family member; or

(f) for a period of two years after ceasing to be a member, give advice nor act in the name of or on behalf of someone else in negotiations with or in regard to contracts with the University.

However, nothing in this section shall restrict staff representatives on Údarás na hOllscoile from participating in deliberations or voting on, any matters relating to conditions of employment, which are not confined in their effect to the individual staff representative.

Conflicts of Interest

5.6 Members should be vigilant to ensure that real or perceived conflicts of interest are acknowledged and addressed:

5.6.1 A member shall be considered to have a real conflict of interest when s/he holds a personal interest, whether direct or indirect, of which s/he is aware and which in the opinion of a reasonably informed and well-advised person is sufficient to put into question the independence, impartiality, and objectiveness that the said member is obliged to exercise in the performance of his/her duties.

5.6.2 A member shall be considered to have a perceived conflict of interest when s/he appears to have, in the opinion of a reasonably informed and well-advised person, a personal interest, whether direct or indirect, that is sufficient to put into question the independence, impartiality, and objectiveness that the said member is obliged to exercise in the performance of his/her duties.

5.7 Where a conflict of interest arises, a member shall make a full disclosure of the conflict to the Secretary of Údarás na hOllscoile (copied to the Chairperson of Údarás na hOllscoile), as soon as s/he becomes aware of same. Governors are asked to read the Agenda and documents for Údarás meetings as soon as possible once circulated. Any potential/actual conflicts of interest should normally be brought to the attention of the Secretary in writing 24 hours prior to the relevant meeting of Údarás na hOllscoile.

5.8 Members shall resolve a conflict of interest in the best interests of the University by declaring his/her interest and leaving the room, thereby taking no part in the relevant discussion, decision or action. In circumstances where a member is unsure as to whether or not a conflict of interest exists or is material, s/he should discuss the matter with the Chairperson prior to the meeting. If in doubt, s/he should declare and offer to withdraw.

5.9 Similar arrangements apply in relation to relevant meeting documentation where such documentation shall not be made available to the member, once a potential conflict of interest has been declared.

5.10 Declarations of conflicts of interest are noted in the minutes of the meeting.

5.11 The Universities Act, 1997, Schedule 3, paragraph 8, states:

(a) A member of the Governing Authority who has an interest in either (i) a company (other than a public company of which he or she is not a director or otherwise involved in its management) or concern with which the University proposes to make a contract, or (ii) a contract which the University proposes to make, shall disclose to the Governing Authority

the fact of the interest and its nature, and shall take no part in any deliberation or decision of the Governing Authority relating to the contract, and the disclosure shall be recorded in the minutes of the Governing Authority.

(b) A member of the Governing Authority who is related to a person who is a candidate for appointment by the Governing Authority as an employee of the University shall disclose to the Governing Authority the fact of the relationship and its nature and shall, if the Governing Authority so decides, take no part in any deliberation or decision of the Governing Authority relating to the appointment, and the disclosure and decision shall be recorded in the minutes of the Governing Authority.

5.12 Where a member of the Governing Authority engages with the University in the course of business, as a party to a contract, as a supplier of goods or services, or as a director or owner of an entity providing goods or services to the University, any such interest must be declared to the Governing Authority. The fact that University decisions regarding the engagement/business involvement are not made directly by the Governing Authority will not absolve any member of Governing Authority from the obligation to declare the interest

5.13 Apart from the President [Universities Act, S. 16 (2), no member of the University Management Team, may stand for election to, or be a member of Údarás na hOllscoile. Any staff member who is a member of Údarás na hOllscoile and is appointed to a senior management position shall resign from the Governing Authority on taking up such appointment.

Ethics in Public Office Acts

5.14 Members shall comply with the provisions of the Ethics in Public Office Act, 1995, and the Standards in Public Office Act, 2001, as these are applicable to the Governing Authority. The necessary Statement of Interest shall be returned annually to the President of the University (who is the designated officer for this purpose) and to the Commission on Standards in Public Office by the due date – namely, 31 January for declarations covering the previous calendar year.

5.15 Requests and reminders including the necessary documentation in relation to this obligation will issue annually to members of Údarás na hOllscoile from the Office of the Secretary for Governance & Academic Affairs.

Register of Interests

5.16 Details of interests disclosed under the relevant legislation and Codes of Governance should be kept by the Secretary of the Governing Authority in a special confidential register.

6. Conduct of Business

6.1 Údarás na hOllscoile shall conduct its business in the best interests of the University, in accordance with good practice in higher education corporate governance, and shall always safeguard the good name and values of the University.

- 6.2 Údarás na hOllscoile shall hold not less than six meetings per year, as per the Third Schedule of the Universities Act, 1997, amended by the HEA Act 2022; also, s/he shall convene a meeting whenever requested to do so by not less than the number of members which constitute a quorum, i.e. 7 members, provided that not less than 4 of those members are external members within the meaning of section 16 of the Act (which may include the chairperson).
- 6.3 At any meeting, the Chairperson, if present, shall take the chair. If at any meeting the Chairperson is not present, the deputy-Chairperson if present shall be Chairperson of the meeting. Where the position of deputy-Chairperson is vacant or the appointed person is not present, the Governing Authority members present at the meeting shall choose a member to chair the meeting.
- 6.4 Údarás na hOllscoile shall schedule private sessions i.e. meeting time without the executive members or management present, at the start or the end of the agenda of two meetings per annum to discuss any agenda items deemed relevant.
- 6.5 The Chairperson and members, other than an *ex officio* member who is an employee of the University, shall be paid out of funds at the disposal of the Governing Authority such remuneration (if any) and such allowances for expenses (if any) as the Minister, with the approval of the Minister for Finance, may decide.

Agenda

- 6.6 The agenda for meetings of Údarás na hOllscoile is drawn up by the Secretary in consultation with the Chairperson and the President.
- 6.7 Members wishing to make an input to the agenda should consult with the Secretary at least two weeks before the meeting in question. The Office of the Secretary for Governance & Academic Affairs will facilitate this by circulating a request to members for proposed additions.

Decision-making

- 6.8 Only members of the Governing Authority have the right to attend Governing Authority meetings. Other individuals from the university and external advisers, may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 6.9 The quorum necessary for the transaction of business shall be 7 members, provided that not less than 4 of those members are external members within the meaning of section 16 of the Act (which may include the chairperson) (Third Schedule of the 1997 Act as amended by the HEA Act 2022). A duly convened meeting of the Governing Authority at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Governing Authority.
- 6.10 As provided for by section 12 of the Third Schedule of the 1997 Act, every question at a meeting of a governing authority shall be determined by consensus, but where in the opinion of the Chairperson, or other person presiding, consensus is not possible, the question shall be decided by a majority of the votes of members present and voting on the question and, in the case of an equal division of votes, the chairperson or other person presiding shall have a second or casting vote.

Written procedure

- 6.11 The Standing and Strategic Planning Committee, under the delegated authority of Údarás na hOllscoile, acts on behalf of Údarás na hOllscoile as necessary between meetings and advises the President, as appropriate, on any urgent issues arising between such meetings. During the course of the Academic Year, where, in the opinion of the Chairperson, there is urgent business

that must be transacted between two scheduled meetings of Údarás na hOllscoile and which is not appropriate to delegate to the Standing and Strategic Planning Committee of Údarás, then the Chairperson may:

- (a) convene a special meeting of Údarás na hOllscoile to consider it, or
- (b) direct a proposal to Údarás na hOllscoile by means of a written or electronic procedure.

6.12 For the purposes of the procedure pursuant to 6.11(b), the text of the proposal shall be circulated electronically or in writing by the Secretary on behalf of the Chairperson to all members, with a reasonable time limit within which members shall make known any reservations they may have or amendments they may wish to make.

6.13 Any member may, before the expiration of the set time limit, require that the proposal be discussed at the next scheduled meeting of Údarás na hOllscoile, by sending to the Chairperson (with copies to the other members and persons in attendance) a written or electronic notification to that effect.

6.14 A proposal on which no member has made a reservation before the expiration of the set time limit shall stand adopted by Údarás na hOllscoile.

6.15 A proposal, or an amended proposal, on which a majority of the members expressly agree at the expiration of the set time limit shall stand adopted by Údarás na hOllscoile.

Proposals adopted pursuant to this section shall be reported to the next meeting of Údarás na hOllscoile and recorded in the minutes of that meeting.

Tabled Documents

6.16 Tabled documents are documents provided at the beginning of or during the course of a meeting. This facility will be used only under exceptional circumstances and those circumstances will be clearly explained in writing. Tabled documents should be supported by a brief presentation. The Chairperson must approve the tabled documents. Members may agree whether to accept such documents, or to hold over a formal decision until the next meeting.

Minutes of Meetings

6.17 The Secretary of Údarás na hOllscoile shall minute the proceedings and resolutions of all meetings of Údarás na hOllscoile, including recording the names of those present and in attendance.

6.18 Minutes of meetings should give a concise account of points made in the discussion and a clear record of decisions made, while ensuring that an appropriate level of detail is recorded for the purposes of accuracy and accountability.

6.19 Minutes of meetings of Údarás na hOllscoile shall be circulated to all members of Údarás na hOllscoile other than where specific exclusions apply e.g. Conflict of Interest items.

Frequency of Meetings

6.20 The Governing Authority shall hold not less than six meetings per year as per Section 10(1) of the Third Schedule of the Universities Act, 1997 as amended by the HEA Act 2022.

6.21 Meetings of the Governing Authority shall be summoned by the Secretary of the Governing Authority at the request of the Chairperson of the Governing Authority.

Notice of Meetings

6.22 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda shall be forwarded to each member of the Governing Authority and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to Governing Authority members and to other attendees as appropriate, or be made available electronically, at the same time.

Resolutions and Motions

6.23 A member who proposes any resolution before the Governing Authority must give notice of the same at least 12 days before the meeting at which it is proposed to be brought forward, and a copy of the notice of motion shall be sent to each member with the agenda paper. No meeting shall be competent to transact any business other than that of which due notice has been given, or business necessarily arising therefrom, save business of a formal or non-contentious nature or which is of the opinion of the meeting of urgent importance.

6.24 All motions and amendments at meetings and arising out of the subject under discussion shall if so required by the Chairperson be reduced to writing, signed by the proposer and seconder, and handed to the Chairperson immediately on being seconded.

6.25 All amendments to a motion shall, normally be disposed of in the order of the last amendment tabled being considered first, and in the case of this failing to carry the last but one being considered next, and so back to the original motion.

6.26 If an amendment or original motion be carried, it is not subject to further amendment.

6.27 In the case of the failure of all the amendments the original motion shall be put to the meeting.

6.28 Any motion put to the meeting and lost shall be dropped for the duration of the meeting.

6.29 All motions and amendments handed in, in writing put from the Chairperson and voted on shall appear in the minutes with details of the voting thereon.

6.30 Questions arising may (unless a Statute otherwise provides or the meeting otherwise decides) be decided by a show of hands.

6.31 A previous resolution shall not be rescinded unless:

(i) a Notice of Motion to rescind it shall appear on the Agenda and

(ii) a Motion to rescind be carried by a majority of the members then in office.

6.32 When any matter is settled by general agreement such agreement shall be embodied in a draft which shall be put from the Chairperson for adoption before the close of the meeting.

7. Committees of Údarás na hOllscoile

7.1 Section 18 of the Universities Act provides for the Governing Authority to establish committees consisting either wholly or partly of members of the Governing Authority to assist it in the performance of its functions.

7.2 Údarás na hOllscoile will approve Terms of Reference for each committee it establishes which will outline its purpose and function, membership and meeting schedule.

7.3 Chairpersons of the Committees of Údarás na hOllscoile will be appointed by Údarás na hOllscoile on the recommendation of the Nominations Committee of Údarás na hOllscoile.

7.4 In approving the composition of a Committee, the Governing Authority should give due consideration to the Skills, Experience and Competencies Framework for Governing Authority and the appropriate balance of gender, skills and knowledge needed by the committee to

discharge its duties effectively. Each member of Údarás na hOllscoile will normally be a member of one Committee.

- 7.5 Committees may include members who are neither members of the Governing Authority nor employees or students of the University, if specialist skills are required.
- 7.6 Amendments to the Terms of Reference of a committee established by Governing Authority will be conducted in consultation with the Secretary to Údarás na hOllscoile and must be approved by Údarás na hOllscoile.
- 7.7 The Secretary shall act as Secretary to such Committees of Údarás na hOllscoile as Údarás itself may determine and (s)he is responsible for ensuring that adequate Secretariat support is provided to Governing Authority Committees if required. In order to discharge the responsibilities of the Secretary as regards ensuring appropriate and timely information flows within the Governing Authority and its Committees, a representative of the Office of the Secretary for Governance and Academic Affairs is in attendance at meetings of Committees of Údarás na hOllscoile, with the agreement of the Committee Chairperson.
- 7.8 Údarás na hOllscoile will maintain a Schedule of Reserved Powers and Delegated Decision-Making Authority which details the delegated authority of each Committee established by Údarás na hOllscoile.
- 7.9 A Committee of Údarás na hOllscoile may not further delegate any of its functions or powers without the express permission of Údarás na hOllscoile, and so long as it does not conflict with the Act or the Standing Orders.
- 7.10 If such delegation is authorised, every occurrence of the use of this delegated authority must be reported to the relevant Committee at their next meeting. Governing Authority must receive an annual report outlining the use of this so-delegated authority.
- 7.11 Committees will send regular updates to Údarás na hOllscoile throughout the year.
- 7.12 The Committees of Údarás na hOllscoile should operate in line with any protocols or procedures approved by Údarás na hOllscoile, including these standing orders.

8. Effectiveness and Best Practice

- 8.1 Údarás na hOllscoile will conduct annual self-assessments of its own effectiveness and that of its Committees. This review should consider the balance of skills, experience, diversity, independence and knowledge of the University, of Údarás na hOllscoile.
- 8.2 Údarás na hOllscoile will arrange for a periodic external review of its own effectiveness at least once a term.
- 8.3 Údarás na hOllscoile will arrange for a periodic external review of the effectiveness of the University risk management system at least once in its term of office.
- 8.4 Údarás na hOllscoile will arrange for an annual review of the effectiveness of its system of internal control.
- 8.5 Údarás na hOllscoile shall review the results of its performance evaluation process and corporate governance generally.
- 8.6 Údarás na hOllscoile shall keep under review corporate governance developments (including ethics-related matters) that might affect the University, with the aim of ensuring that the University's corporate governance policies and practices continue to be in line with best practice.

9. Reporting and Communication

- 9.1 Údarás na hOllscoile will approve the Annual Report of the University presenting the financial statements of the University which will be a balanced, true and fair view of the University's financial performance and position.

- 9.2 The Annual Report will be submitted on behalf of Údarás na hOllscoile to the Higher Education Authority and the Minister for Further and Higher Education, Research, Innovation and Science and will be made available publicly on the University website.
- 9.3 Údarás na hOllscoile will approve the Annual Governance Statement for submission to the Higher Education Authority annually and will put in place such internal reporting requirements as is necessary to ensure the information provided in this statement is an accurate reflection.
- 9.4 Údarás na hOllscoile will ensure that timely and accurate disclosure is made by the Chief Officer to the Minister on all material matters regarding the University.
- 9.5 Údarás na hOllscoile will periodically review the oversight agreements between the University and the Minister for Further and Higher Education, Research, Innovation and Science, their department, and the Higher Education Authority.
- 9.6 Údarás na hOllscoile shall ensure that the principles and provisions of relevant Codes of Governance applicable in the sector are implemented and will only request derogations from such Codes where expressly needed, and explain the reason for non-compliance clearly.

10. Authority

- 10.1 The Governing Authority is authorised to seek the information it requires from the university in order to perform its duties.
- 10.2 The Governing Authority is authorised to obtain, at the university's reasonable expense, outside legal or other professional advice where it judges it necessary to discharge its responsibilities as a Governing Authority.