

# University College Dublin

## A Manual of the Structure, Code of Practice & Procedures of the Sixth UCD Governing Authority



University College Dublin  
Ireland's Global University

**A MANUAL**  
**OF THE STRUCTURE, CODE OF PRACTICE AND**  
**PROCEDURES**

**OF THE GOVERNING AUTHORITY**

**OF**

**UNIVERSITY COLLEGE DUBLIN, NATIONAL**  
**UNIVERSITY OF IRELAND, DUBLIN**

**December 2018**

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## **User Guide to the Manual of the Structure, Code of Practice and Procedures of the Governing Authority**

This Manual is presented in the format of seven key chapters relating to the business of Governing Authority, with separate Appendices. Each chapter has a number of sub-sections.

The Manual is also presented online in a 'toolkit' format through Google Drive. Members can access the Manual at the following link:

<https://drive.google.com/drive/folders/1I8nS3gGpxenrXGi0zQthOqM2aMmgnQDS>

The included Chapters, Sub-sections and Appendices are as follows:

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## CHAPTER 1: INTRODUCTION

The Governing Authority of University College Dublin, National University of Ireland, Dublin was established under the Universities Act, 1997 and is the direct successor of the Governing Body established under the founding Charter of University College Dublin (1908). Among the main functions of the Governing Authority are the appointment of the Chief Officer (President), determination of policy and strategy and the control and administration of all lands and properties of the University.

The purpose of this Manual ('the Manual') is to support members of the Governing Authority in the effective discharge of their duties and to provide a clear and comprehensive guide to the principal aspects of the role.

The Manual addresses the structure and business of the Governing Authority and provides a brief introduction to the governance context underpinning its functions. Furthermore, it provides members with information on the University, including the current university strategy Rising to the Future (2020 – 2024), which informs the business of the Governing Authority.

The Manual is supplemental to and subject to the Charter and Statutes of the University and to the Universities Act, 1997 (hereafter 'the Act'). As these procedures are supplementary to and subject to the requirements of the Act, the Charter and the Statutes of the University, attention is drawn in particular to Sections 16, 17 and 18 of the Act governing the composition of the Governing Authority, its Chairperson, and its functions respectively, together with the entire Third Schedule. The Act is included as Appendix 1 to this document.

If in the interpretation of these procedures any conflict or ambiguity should arise, the provisions of the Act, Charter or Statutes shall prevail. It is envisaged that the Manual will be updated to take account of developments in governance in the Irish University context. Such updates will be considered for approval by the sitting Governing Authority.

## CHAPTER 2: THE GOVERNANCE CONTEXT

Governance comprises the systems and procedures under which organisations are directed and controlled. A system of internal good governance enables accountability, transparency and objective decision making.

Higher Education Institutions (HEIs) are autonomous entities, however, as they are in receipt of public funds there is a necessary system of checks and balances in place. HEIs are accountable to the State through the intermediary of the Higher Education Authority (HEA).

The HEA has a statutory responsibility for the effective governance and regulation of higher education institutions and the higher education system and is responsible for allocating funds to HEIs.<sup>1</sup>

Currently, HEIs report to the HEA on:

- The agreement of a performance compact
- The submission of an Annual Governance Statement and Statement of Internal Control
- Staffing as related to the Employment Control Framework
- Draft accounts and statements on systems of internal control, in the format specified by the HEA, for review by the Comptroller and Auditor General

The Department of Education and Skills (DES) oversees the HEA, and a Service Level Agreement exists between the DES and the HEA.<sup>2</sup>

### Information for Members

Members of the Governing Authority should familiarise themselves with the internal and external governance instruments which will inform their role on the Governing Authority.

Below is a summary of these documents and a key to their location.

Legislative	
Universities Act, 1997	Appendix 1
Charities Act, 2009	Appendix 2
Ethics in Public Office Act, 1995	Appendix 3
Standards in Public Office Act, 2001	Appendix 4
External Governance	
Code of Governance of Irish Universities, 2019	Appendix 5
Internal Governance	
University Statutes	Appendix 6

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<sup>1</sup> <http://hea.ie/>

<sup>2</sup> <http://hea.ie/funding-governance-performance/governance/governance-framework-for-the-higher-education-system/the-hea-and-the-department-of-education-skills/>

### **Charities' Act 2009**

The University is a registered charity. The Charity Reference Number is CHY943. Members of the Governing Authority are trustees of the Charity. The Charities Act, 2009 is included for reference in Appendix 2.

### **Ethics in Public Office Act, 1995 and the Standards in Public Office Act, 2001**

Membership of Governing Authority is a 'Designated Directorship' and members are bound by the Ethics in Public Office Act, 1995 and the Standards in Public Office Act, 2001 which are included as Appendix 3 and 4 respectively.

Where members consider they have an interest to declare, they are required to furnish yearly statements of interests and make annual returns to their designated officer. The Standards in Public Office Commission will advise the University of the deadline for returns, along with any specific reporting arrangements for that year, and the information will be communicated to members.

## CHAPTER 3: THE ROLE OF THE GOVERNING AUTHORITY

### 3.1 Functions of the Governing Authority

The Universities Act, 1997, provides that the functions of the Governing Authority of the University shall be as follows, in pursuance of the objects of the University under Section 12 but within the constraints of its budget under Section 37:

- (a) to control and administer the land and other property of the university,
- (b) to appoint the chief officer and such other employees as it thinks necessary for the purposes of the university,
- (c) subject to the Act and its charter, statutes and regulations, to determine the membership from time to time of the Governing Authority, and
- (d) to perform such other functions as are imposed on it by or under that or any other Act or by its charter, statutes and regulations.

At its meeting on 20 January 2004 the Governing Authority emphasised its particular roles in:

- Overseeing policy
- Monitoring the performance of top management
- Working with the President to set UCD's strategic aims

### 3.2 Primary Responsibility

The Governing Authority is the principal decision-making body in the University.

The Governing Authority has a collective responsibility. Governing Authority members should at all times be cognisant of the fact that, as a member, they should act in the best interests of the University and not in any other representative capacity (Universities Act, Third Schedule, Section 8). In short, members are 'representative of' the University, and not 'representing' any special interest.

#### Primary Responsibilities

The primary responsibility of the Governing Authority is to guide the strategic direction of the University. To this end, the Governing Authority approves and can modify the Strategic Plan as prepared by the Chief Officer. At least one full meeting per year should be entirely devoted to a detailed review of the strategic plan, its financial forecasts and the annual operating plan. Monitoring implementation of the strategic plan, its progress, and any adjustments and the image of the University should be the key elements in the agenda for other scheduled meetings of the Authority.

The full schedule of Reserved Business of the Governing Authority is provided in Appendix 15.



## CHAPTER 4: THE STRUCTURE OF THE GOVERNING AUTHORITY

### 4.1 Composition of the Governing Authority

The composition of the Governing Authority is determined by the Universities Act, 1997.

The duration of the Governing Authority is currently five years, and a term limit of two consecutive terms applies to members effective from January 2019. The Act determines that a governing authority shall consist of not less than 20 or more than 40 members.

The membership categories and distribution of the Governing Authority of the University are provided below.

Chair	1
Organisations*	3
Minister's Nominees*	3
Artistic/Cultural	-
Lord Mayor	1
County Councils*	8
NUI*	2
UCD Graduates*	2
Chief Officer (President)	1
Senior Officers	1
Full Professors/Professors <sup>3</sup>	6
Other Academic Staff	5
Non-Academic Staff	3
Student Reps	3
Postgraduate Students	1
<b>Total</b>	<b>40</b>

\* - The Chairs of ARMC and FRAMC must come from one of these categories.

The full list of current Governing Authority membership is included in Appendix 8.

### 4.2 The Chair

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<sup>3</sup> Changes to academic titles were approved by the 5<sup>th</sup> Governing Authority on 17 May 2016. As a consequence, the two most senior academic cohorts in UCD were henceforth called Full Professors and Professors. This nomenclature differs from that employed in the Universities Act 1997 ("the Act"), which refers to Professors/Associate Professors. Following legal advice, it was agreed that the Governing Authority would include a cohort of Full Professors and Professors as the equivalent of the Professors/Associate Professors group referred to in the Act.

The Chairperson will be appointed by the Governing Authority in accordance with Section 17 of the Universities Act, 1997. The term of office of the Chairperson is normally the same as that of the Governing Authority and a Chairperson is eligible for re-appointment by a new Governing Authority.

The Chairperson appointed by the Governing Authority shall hold office on such terms and conditions as the Governing Authority may, at the date of his or her appointment, determine.

### **4.3 Principal Committees**

The Universities Act, 1997 determines that the Governing Authority can establish Committees. The following Principal Committees have been established under Chapter 5 of Statute 25 of the University:

#### *Audit and Risk Management Committee*

The Audit and Risk Management Committee monitor and review the effectiveness of the University's internal audit processes.

The Committee reports to Governing Authority after each meeting and submits an annual report of its activity. The Chairman of the Committee is appointed by the Governing Authority on the recommendation of the President. As agreed by the Fifth Governing Authority, the Chair of the Audit and Risk Management Committee should be a member of the Governing Authority without exceeding the maximum membership specified in the Act.

The full Terms of Reference for the Audit and Risk Management Committee are available in Appendix 8.

#### *Finance, Remuneration and Asset Management Committee*

The Finance, Remuneration and Asset Management Committee supervises the financial affairs of the University and advises Governing Authority on any matter relating to the financial management of the University.

The Committee reports to Governing Authority after each meeting and submits an annual report of its activity. The Chair of the Finance, Remuneration and Asset Management Committee is appointed by the Governing Authority with the approval of the President. If not already a member, the Chair of FRAMC becomes a member of the Governing Authority on appointment, but without exceeding the maximum membership specified in the Act.

The full Terms of Reference for the Finance, Remuneration and Asset Management Committee are available in Appendix 9.

The period of office of the Finance, Remuneration and Asset Management Committee and of the Audit and Risk Management Committee shall be coterminous with the period of office of the Governing Authority (Statute 25, Chapter 5 (19)).

The Governing Authority has established the following additional sub-committees:

- Remuneration Committee of FRAMC (see Appendix 10)
- Research Ethics Committee (see Appendix 11)
- Bord na Gaeilge (see Appendix 12)
- Disciplinary Appeals Board (See Statute 28)
- Disputes Resolution Committee (See Statute 27, Chapter 1 (17))
- Nominations Committee (Universities Act, 1997)
- Faculty Promotions Committee

Appointment of the President

- Nominations Committee
- Procedures Committee
- Search Committee
- Selection Committee

## CHAPTER 5: CODE OF PRACTICE

### 5.1. Membership of Governing Authority

#### 5.1.1 Role of Individual Members

As indicated by the Universities Act 1997 (8(3) of the Third Schedule), and previous sections of this manual, Governing Authority members should at all times be cognisant of the fact that they should act in the best interests of the University and not in any other representative category.

Members shall carry out their functions with integrity, independence, honesty, good faith and proper purpose.

The following provides members with a general overview of their individual responsibilities on Governing Authority:

- To contribute objectively to decision-making, which is achieved where possible through consensus
- To declare any real or perceived conflict of interest at meetings (Refer to 5.6)
- To leave meetings when relevant discussions take place as appropriate
- To alert fellow Governing Authority members of any instances of non-compliance with statutory obligations applicable to the University
- To respect the confidentiality of the information they receive as members (Refer to 5.4)

A member of the Governing Authority should not:

- Assist any person or any organization in its dealings with the University when such intervention may result in real or apparent preferential treatment to that person or organization by the University;
- Use, directly or indirectly, any facilities or services of the University, nor allow to be used, for purposes other than expressly approved by the University;
- Use their position as a member for personal profit, gain or advantage;
- 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.

It is set down in the Act (See 8(3) of the Third Schedule of the Universities Act) that 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 provided that nothing in this paragraph 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”. Members are required to declare interests at meetings, and to leave meetings when relevant discussions take place as appropriate.

#### 5.1.2 New Members of Governing Authority

On appointment, all Governing Authority members will receive a letter setting out the terms of their appointment. In addition, any members of any standing committees of the Governing Authority (including the Finance, Remuneration and Asset Management Committee and the Audit and Risk Management Committee) who are not members of the Governing Authority will be given a similar letter.

Members will also be given a copy of the Statutes of University College Dublin together with a copy of this Manual, and any other material relevant to their role on Governing Authority.

Members will be paid all reasonable, vouched travel, hotel and other expenses properly incurred by them in connection with attendance at meetings or otherwise in connection with the discharge of their duties.

As soon as practicable after all new appointments' members of GA and its standing committees will receive an induction. The same principle will apply to those appointments made during the course of the term of office of the GA. Any induction provided will take account of the diverse learning needs of members.

### 5.1.3 Outgoing Members of Governing Authority

After ceasing to be a member of Governing Authority, members should not 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,

The duty of confidentiality, outlined in Section 5.4, continues to apply after an individual ceases to be a member of the Governing Authority.

## **5.2 Attendance at Meetings**

Members should keep themselves informed on developments in the University and third level sector and have adequate time to commit to the University, including regular attendance at meetings.

Attendance is recorded at meetings and is noted in the annual Statement of Governance and Internal Control. The Act provides that "*a member who is absent from all meetings of the Governing Authority for a period of six consecutive months, unless the absence was due to illness or was approved by the Governing Authority, shall at the expiration of that period cease to be a member of the Governing Authority*" (The Act, Third Schedule, Section 3).

A member of the Governing Authority may, for good and valid reason, be removed from office by resolution of the Governing Authority (The Act, Third Schedule, Section 3).

A member of a governing authority may, at any time, resign from office as a member by letter addressed to the Chairperson and submitted either in hard copy or electronically. The resignation shall take effect on the date on which the letter is received (The Act, Third Schedule, Section 2).

## **5.3 Conduct as Members**

Members shall:

- act responsibly and fairly with the due care, skill, diligence, loyalty, and the prudence of a reasonable individual;
- treat each other, and University staff and students, with professionalism, courtesy and respect;
- not act as spokespersons for the Governing Authority in any form unless specifically requested by the Governing Authority to do so;
- participate actively and work co-operatively with fellow members in discharging their responsibilities as members.

## **5.4 Confidentiality / Use of Information**

University College Dublin is committed to providing access to general information relating to its activities in a way that is open and enhances its accountability to the general public. However, in the course of their duties, members 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.

Members shall:

- ensure that appropriate care is taken to guarantee the security of sensitive Governing Authority and other documents, whether in paper or electronic form;
- respect the confidentiality of information received in the performance of their duties, as well as the confidentiality of the deliberations of the Governing Authority;
- ensure that confidential records are subject to appropriate access procedures;
- 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)
- respect the privacy of individuals.

## **5.5 Duty to be Adequately Informed**

To promote well-informed decision making, members of the Governing Authority have a duty to be adequately informed of statutory, regulatory and sectoral developments directing the business of the University. Guidance documents to this effect are included as Appendices and may be updated from time to time as required.

Members should:

- develop and maintain a clear understanding of the functions of the Governing Authority
- familiarise themselves with the contents of the Act and University Statutes;
- develop and maintain a clear understanding of the role of any Governing Authority committee on which they serve;
- familiarise themselves with the contents of key University documents (as specified by Governing Authority from time to time);
- 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 (Appendix 14);
- prepare for meetings by reading and considering all papers circulated with the agenda, provided to them ordinarily at least one week before each meeting of the Governing Authority.

## **5.6 Conflict of Interest**

A conflict of interest may arise where a member of the Governing Authority has a pecuniary, family or other personal interest in any matter under discussion at any meeting of the Governing Authority or one of its committees at which that member is present. A conflict of interest can compromise, or be perceived to compromise, the integrity of the decision-making of the Governing Authority.

Where conflicts of interest arise, members are required to declare this interest in writing, either by letter or through electronic correspondence, as soon as they become aware of their conflict.

A member of the Governing Authority is not considered to have a pecuniary interest in matters under discussion merely because he/she is a member of staff or a student of the institution. Nor does the restriction of involvement in matters of direct personal or pecuniary interest prevent members of the Governing Authority from considering and voting on proposals to insure the Governing Authority against liabilities which it might incur

The Universities Act 1997, Third Schedule, Paragraph 8 states as follows:

8. (1) A member of a governing authority who has an interest in—

(a) 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

(b) 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.

(2) A member of a governing authority of a university 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.

#### 5.6.1 Real Vs. Perceived Conflicts of Interest

Conflicts of interest can be **real** or **perceived**, and in both instances must be managed appropriately in order to protect the decision-making function of the Governing Authority.

A member shall be considered to have a **real** conflict of interest when they hold a personal interest, whether direct or indirect, of which they are 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 their duties.

A member should be aware that they may have a **perceived** conflict of interest when they appear 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 objectivity that the said member is obliged to exercise in the performance of their duties.

In UCD, the Governing Authority has delegated responsibility for some appointments and the provisions in relation to conflicts of interest do not apply where the decision or deliberation has been so delegated.

#### 5.6.2 Procedures for the Disclosure of Interest

Where a situation of potential conflict of interest arises, a member shall make a disclosure of the existence of the potential conflict, in writing either by letter or electronic correspondence, to the Chairperson of Governing Authority via the Governing Authority Secretariat as soon as they become aware of it.

Provided that the existence of the potential conflict of interest has been disclosed, it will not be necessary for the member to disclose the details of the circumstances

#### 5.6.3 Withdrawal from Deliberations and Decision

Members shall resolve a conflict of interest in the best interests of the University by declaring their interest. The Chair may determine that the member should leave the meeting during the relevant discussion to safeguard against any real or perceived conflict. That member will thereby take no part in the discussion, decision or action. Where a member has left the meeting due to a declared interest, this will be recorded in the minutes of the meeting.

In circumstances where a board member is unsure as to whether or not a conflict of interest exists or is material, they should discuss the matter with the Chairperson prior to the meeting. If in doubt, they should declare and offer to withdraw.

#### 5.6.4 Register of Interests

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 applied to the Governing Authority.

Where members consider they have an interest to declare, they are required to furnish yearly statements of interests and make annual returns to their designated officer. The Standards in Public Office Commission will advise the University of the deadline for returns, along with any specific reporting arrangements for that year, and the information will be communicated to members.

In any instance where a question relating to conflict of interest arises members should consult with the Chairperson before accepting an office or directorship in any other organisation.



## **CHAPTER 6: MEETINGS OF GOVERNING AUTHORITY**

### **6.1 Meeting Schedule**

A schedule of meetings for the academic session is agreed in advance and circulated to all members. In general, there will be at least six scheduled Governing Authority meetings in the year, one of these incorporating strategy discussions.

### **6.2 Quorum**

Section 10 (3) of the Third Schedule of the Universities Act 1997 determines the quorum for a meeting of the Governing Authority.

*“The quorum for a meeting of the Governing Authority shall be one third of the total number of members, rounded up to the nearest whole number, plus one”.* In the case of a membership of 40, the quorum is therefore 15.

In accordance with the Act, the Chairperson shall convene a meeting of the Governing Authority whenever requested to do so by not less than the number of members which constitute a quorum. In this case, the quorum of members should inform the Chairperson of the purpose of the meeting. The members should, if possible, discuss the matter with the Chairperson in the first instance.

### **6.3 Agenda**

The agenda for each meeting should be structured in a way that puts emphasis on strategic issues and matters that could impact on the future direction of the University. The Governing Authority should determine the broad structure of its future agenda indicating, for example, the timing of its strategic plan review, equality review, budgetary decisions and review of particular aspects of performance.

The President should provide a report at each meeting on significant ongoing issues, which relate to strategic direction and its progress and implementation. The report should be presented by the President with comments on key items. Day to day detail is not a matter for Governing Authority but for the management of the University.

The agenda for each Governing Authority meeting will be drawn up on the instructions of the Chairperson in consultation with the President and circulated approximately ten days before the date of the meeting. It shall be the responsibility of the Chairperson to monitor the agendas, discussions and minutes of the Governing Authority to ensure that they are compatible with the role and responsibilities of the Governing Authority.

Members wishing to make an input to the agenda should consult with the Governing Authority Secretary, who will liaise with the Chairperson. Members may raise matters under “any other business” at the Governing Authority meetings and the Chairperson will decide if any such matter will be discussed.

Notwithstanding the previously circulated agenda, the Chairperson may permit any member to raise at the Governing Authority meeting any other matter concerning the University’s compliance with this Manual, with the Act, Charter or the Statutes and with any other legal or regulatory requirement.

## **6.4 Circulation of Papers**

Subject to availability, Governing Authority papers for each meeting will be sent to members one week in advance of each meeting. In any event, regardless of the availability of papers, notice of the meeting and the agenda will be sent to members no later than seven working days in advance of each meeting. Members unable to attend should send their apologies to the Governing Authority Secretariat. The Chair will be notified of any apologies received, and they will be recorded in the minutes of the meeting.

If a member of the Governing Authority is a candidate for appointment to a position in the University, or for promotion within the University, then any material pertaining to that appointment or promotion (to be circulated to the Governing Authority) will not be circulated to that member.

Notice to any member shall be deemed to be duly given once communicated by the Governing Authority Secretariat, by whatever means normally employed.

The accidental omission to send any member notice of a meeting required by these regulations shall not invalidate such a meeting or any business done at a meeting.

## **6.5 Meeting Conduct**

### 6.5.1 Order

The Chairperson shall determine all points of order. In particular all statements and questions shall be addressed to the Chairperson.

Any person absenting him/herself for a particular item will have that absence noted.

### 6.5.2 Invitees

The Governing Authority may, by resolution, invite any person who is not a member of the Authority to attend any meeting of the Authority, if in the opinion of the Authority, their attendance would be of benefit.

### 6.5.3 Decision Making

In general decisions will be reached by consensus as provided for by the Act (Third Schedule, Paragraph 12).

### 6.5.4 Voting

Where consensus cannot be achieved on a decision, the Chairperson may request that a vote be taken on a particular issue. Each vote is conducted by a public show of hands unless decided otherwise by a majority. If a vote is to be taken each proposition to be voted on must first be proposed and seconded by a member of the Governing Authority. Each Governing Authority member may only propose or second one such proposition on each issue. The Chairperson will then decide the order in which the propositions are to be taken. Each vote will be conducted by public show of hands unless decided otherwise by a majority of members present. The numbers of votes cast, for and against, will be recorded but not by name. The Chairperson will have a casting vote in the event of a tie.

If a special resolution is to be taken every proposition to be voted on must first be proposed and seconded by a member of the Governing Authority.

#### 6.5.5 Confidentiality

It is of the utmost importance that the confidentiality of proceedings of the Governing Authority and its committees be upheld by all Governing Authority members, by those in attendance and by those responsible for preparing Governing Authority documents. All documents, discussions and decisions of the Governing Authority must be treated as confidential unless the Governing Authority takes a decision to the contrary which is confirmed to Governing Authority members by the Chairperson of the Governing Authority.

Unless decided to the contrary by the Governing Authority all decisions may be published on the University website.

#### 6.5.6 Sealing

At each Finance, Remuneration and Asset Management Committee meeting the UCD Legal Office will put before the Committee for noting a full schedule of all the documents formally sealed by the University since the previous Committee meeting.

#### 6.6.6 Consultation

The Chairperson will be available to advise members on ensuring that the Governing Authority procedures are followed and that applicable rules and regulations are complied with.

#### 6.6.7 Legal Advice

The role of Governing Authority Secretary (hereafter the Secretary) shall include the duty to keep Governing Authority members briefed in respect of all relevant developments in governance and accountability and to ensure that Governing Authority members are made aware of the appropriate rules, regulations and procedures. In the normal course outside legal or other advice required will be obtained by the Secretary on behalf of the Governing Authority in accordance with the collective nature of its responsibilities. Notwithstanding the foregoing, the Governing Authority should consider making provision for the seeking in exceptional circumstances of independent legal or other professional advice by an individual member or group of members at the reasonable expense of the university. The Secretary shall deal with the matter in accordance with procedures to be laid down by the Governing Authority (See Appendix 14).

### **6.6 The Minutes**

The Governing Authority Secretariat will arrange for drafting of the minutes of the meeting immediately afterwards. The minutes will include a record of attendance and apologies for non-attendance by members and invitees. The draft minutes will be included in the Governing Authority papers for the next following ordinary meeting. If Members have any comment or suggested alteration to the minutes, they should contact the Secretariat prior to the meeting at which the minutes will be reviewed.

At the outset of each meeting, unless otherwise agreed, the draft minutes shall be considered and shall be taken as read and approved subject to such amendments as may be approved by the Authority. Until approval, no discussion shall be allowed on the minutes except as to their accuracy.

The minutes so approved shall be deemed to be a true record of the proceedings to which they relate and shall be signed by the Chairperson or other person presiding at the meeting. The originals of the minutes will be kept by the Governing Authority Secretariat for a period of five years and as soon as

possible thereafter will be given in to the custody of the University's Department of Archives under conditions of access as determined by the President in agreement with the Chairperson.

## **6.7 Matters Arising Between Governing Authority Meetings**

Where it can be predicted that matters normally requiring the approval of the full Governing Authority will arise between scheduled Governing Authority meetings, the Governing Authority may where appropriate delegate specific authority to, for instance, the Chairperson and President or a Governing Authority Committee, to approve the matter. All such approvals should be reported to the next ordinary Governing Authority meeting.

In this regard Sections 18 (4) and (5) of the Act are relevant.

When such matters cannot be predicted, or where formal Governing Authority approval is required within a specified time, the Chairperson may convene a meeting of those members available. All members must be provided with the agenda for such a special meeting in the normal way and the normal Governing Authority quorum for the transaction of business applies. The minutes of any such Governing Authority meeting will be circulated to all members prior to the next scheduled ordinary Governing Authority meeting.

As an alternative, the Chairperson may ask for members' approval by way of electronic circulation. In order for the matter to be deemed approved by the Governing Authority, such email shall require a reply from at least fifteen (15) members confirming their approval. However, if a dissent is received from one or more member(s) within the timeframe specified in the covering email, the approval shall not be passed and the Chairperson may convene a meeting of those members available as above or making of the decision shall be brought forward to the next scheduled Governing Authority meeting. If approval is obtained, the approval shall be noted at the next scheduled Governing Authority meeting.

Members should if possible provide contact details for periods when they are not available at their usual address.

## **SECTION 7: RESERVED BUSINESS OF THE GOVERNING AUTHORITY**

The Governing Authority will approve a schedule of matters on which it alone will have the authority to make decisions.

The Governing Authority shall have a formal schedule of matters specifically reserved to it for decision to ensure the proper management and control of the University. These matters are laid out in the table below, which is supplemental to the Charter and Statutes of the University and to the Universities Act, 1997. The information provided is intended to support the Governing Authority in its capacity as the principal financial, business and legal authority of the institution.

This table includes reference to the relevant Committee or person (including Academic Council and Vice-Presidents) which it is proposed would review reserved business in advance of Governing Authority considering the matter.

Decisions on all matters not within the exclusive/reserved remit of Governing Authority will be made in accordance with the authority delegated by the Governing Authority, or President as appropriate.  
Decisions will be made in accordance with University policy.

See Appendix 14 for the Schedule of Reserved Decision Making and Delegated Authority.