



University College Dublin Governing Authority Standing Orders

The Governing Authority of University College Dublin is established under the Universities Act 1997 (**Act**), as amended by the Higher Education Authority Act 2022.

Provided for under Section 14 of the Third Schedule of the Act, these Standing Orders regulate the procedure and business of the Governing Authority and, subject to any necessary changes, apply to each and every committee it may establish.

1. Frequency of Meetings

- 1.1. The Governing Authority shall meet at least seven times per calendar year, at least one of which will be reserved for discussion and monitoring of the University Strategy.

2. Notice of Meetings

- 2.1. Meetings shall be called by the Secretary of the Governing Authority at the request of the Chair of the Governing Authority.
- 2.2. Members wishing to include items on the agenda must notify the Secretary at least 7 days prior to the meeting.
- 2.3. The Chair will convene a special meeting of the Governing Authority if requested to do so by the number of members which constitutes a quorum (see 4).
- 2.4. Notice of each meeting confirming the venue, time and date shall be forwarded to each member of the Governing Authority and any other person required to attend as soon as practicable.
- 2.5. Supporting papers shall be made available to the Governing Authority members, in electronic format only, no later than seven days before the meeting, as close to 10am as possible. In extenuating circumstances, papers may be circulated with lesser notice or tabled at the meeting.
- 2.6. A special meeting of the Governing Authority may be called in accordance with 2.1 to discuss urgent business. Notice of such a meeting will be given no later than seven days before the meeting, unless the Chair determines that a lesser time period is appropriate. Supporting papers shall be made available with the notice or as soon as possible after notice of the meeting is issued. In exceptional circumstances papers may be tabled at the meeting.

3. Chairing of Meetings

- 3.1. The Chair will open the meeting at the time specified in the notice of meeting.
- 3.2. If the Chair is not present, the deputy Chair shall be Chair of the meeting. If neither is present, the Governing Authority members present shall elect an external member to chair the meeting.

4. Quorum

- 4.1. The quorum necessary for meetings of the Governing Authority shall be 7 members provided that not fewer than 4 of those members are external members.¹
- 4.2. If a quorum is not met, the meeting will go ahead, but approvals will be subject to electronic resolution or presented at the next meeting.

¹ As specified in Section 10(3) of the Third Schedule of the Act.

5. Declarations of Interests

- 5.1. On receipt of the agenda, each member must identify any interests which may conflict with any specific item. If a potential conflict is identified, that member must not read any of the papers associated with that item, and must contact the Secretary to determine the manner in which this issue must be addressed.
- 5.2. At the beginning of each meeting the Chair will invite members to declare any interests relating to specific agenda items, and any such interests will be noted in the minutes.

6. Attendance at Meetings

- 6.1. Unless agreed otherwise with the Chair prior to the operation of this section, a member of a Governing Authority who is absent from all meetings of the Governing Authority for a period of six consecutive months, shall at the expiration of that period cease to be a member of the Governing Authority.
- 6.2. Members of Governing Authority and its committees may not nominate others to attend meetings in their stead.
- 6.3. Only members of the Governing Authority and the Secretary 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.
- 6.4. The Chair may require the attendance of a named employee of the University to attend part of any meeting.
- 6.5. The Chair may permit members to attend meetings virtually by remote meeting technology agreed with the University Secretariat.

7. Decision-Making

- 7.1. Every question at a meeting of a Governing Authority shall be determined by consensus.²
- 7.2. Where consensus is not possible, the question shall be decided by a majority of the votes of members present and voting on the question.
- 7.3. Voting shall be conducted by way of a show of hands.
- 7.4. In the case of an equal division of votes, the Chair presiding shall have a second or casting vote.
- 7.5. Where formal Governing Authority approval is required within a specified timeframe, the Chair may seek approval by way of electronic circulation. For the matter to be approved, affirmative responses must be received from members constituting a quorum in accordance with 4.1. If a dissent is received from one or more members within the specified timeframe, the resolution shall not be passed, and the matter will be addressed at the next ordinary meeting, or a special meeting convened in accordance with in 2.6.
- 7.6. Decisions made by electronic circulation will be recorded in the minutes of the next ordinary meeting.
- 7.7. 'Other Business' shall not be used to introduce matters that require decision.

8. Minutes and Summary Notes

- 8.1. Minutes of Governing Authority meetings will be taken by the Secretary of the Governing Authority or his delegate.
- 8.2. Minutes will be posted to the paperless board system for review and comment as soon as practicable after each meeting.
- 8.3. Minutes will reflect attendance, apologies, resolutions, and actions where appropriate.
- 8.4. The minutes will also, where possible, include a brief synopsis of the debate. Contributions to the debate will not be attributed to individual members.
- 8.5. A summary note of the key points of each Governing Authority meeting will be published as soon as practicable after the minutes have been approved by the Governing Authority.
- 8.6. Certain approved AI tools may be used to assist with production of meeting minutes.

² In accordance with Section 12 of the Third Schedule of the Act