



## **University College Dublin Governing Authority Standing Orders**

**Approved by Governing Authority on 12 December 2019 and updated 09 September 2021**

The Sixth Governing Authority of University College Dublin was established under the Universities Act 1997 taking office from 1<sup>st</sup> February 2019. The purpose of this document is to set out the standing orders of the Sixth Governing Authority of University College Dublin, which will also be applicable to the committees established by the Authority, where possible. These standing orders replace provisions related to conduct of business, decision-making and membership as provided for in 'A Manual of the Structure, Code of Practice and Procedures of the Sixth UCD Governing Authority' which was approved by Governing Authority in December 2018.

These standing orders approved by the Governing Authority on 12 December 2019, under the provisions of Section 14 of the Third Schedule of the Universities Act 1997, are effective from 1 January 2020 and remain in effect until such time as they are repealed or amended by the Sixth Governing Authority.

### **1. Introduction**

The functions of the Governing Authority are set out in Section 18 of the Universities Act 1997 and are as follows:

- 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, or assign responsibility for, 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.

#### **1.1 Functions of the Governing Authority**

The Governing Authority is established to discharge the functions specified in the Act, as outlined above. In addition to the duties set out in legislation, the following duties apply to the Governing Authority, as outlined in the Code of Governance for Irish Universities 2019.

- 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 reviewing and guiding 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 Code of Governance for Irish Universities.

### **1.2 Delegation of Authority**

Section 18(4) of the Act allows the 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) 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.

### **1.3 Schedules of Reserved and of Delegated Decision-Making Authority**

For clarity and transparency, a Schedule of Reserved Decision-Making outlining decisions that can only be taken by the Governing Authority will be published alongside these standing orders. A Schedule of Delegated Authority articulating the specific delegations to committees and/or the Chief Officer will also be published.

## **2. Membership**

Section 16 of the Universities Act 1997 details the composition of the Governing Authority. Members are appointed in accordance with same and must meet the eligibility criteria specified in Paragraph 7 of the Third Schedule of the Act, provided in Appendix 2.

### **2.1 Composition**

- 2.1.1. In accordance with Section 16(11) of the Universities Act 1997 the Fifth Governing Authority of University College Dublin approved regulations for the selection, election, nomination or appointment of members to the Governing Authority, which are provided in Appendix 1.
- 2.1.2. The Governing Authority should, where possible, ensure the appropriate mix of skills, knowledge and experience amongst its members and make provisions to ensure the Authority is diverse, in both membership profile and perspective.
- 2.1.3. The Governing Authority should, within the limitations of the legislation, maximise external representation on the Authority to ensure sufficient external expertise and perspectives

### **2.2. Chairperson**

- 2.2.1 The Chairperson of the Governing Authority is appointed in accordance with the Universities Act 1997. The Governing Authority may decide that the Chief Officer of the University should be, or continue to be, the Chairperson. If the Governing Authority decides a person other than the Chief Officer should be appointed as the Chairperson, that person should be external to the University and will not be an employee or student of the University.
- 2.2.2 The Chief Officer shall assume the role of Chairperson of the Authority for at least the first meeting of a newly appointed Authority.



2.2.3 In accordance with the provisions of the Universities Act 1997, the Governing Authority may appoint a deputy-Chairperson from their number, who shall not be an employee or a student of the university. 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.

2.2.4 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.

### **2.3 Term of Office**

2.3.1. Appointments to the Governing Authority shall be for a period of 5 years, in accordance with Section 16 of the Universities Act 1997, except in the case of student members of the Governing Authority who 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 Act.

2.3.2. Members of the Governing Authority not holding *ex-officio* membership are eligible to serve no more than two consecutive terms of office.

2.3.3. The term of office of all committees established by the Governing Authority is concurrent with the term of office of the authority.

2.3.4. Members of the committees of the Governing Authority, including external members, not holding *ex-officio* membership are eligible to serve no more than two consecutive terms of office.

### **2.4 Role of Members**

2.4.1. Members are required to act in the best of interests of the University and to protect the long-term sustainability of the University.

2.4.2. Members must contribute objectively to discussion and decision making and must declare conflicts of interest in line with University policy.

2.4.3. Members must comply with the provisions of the UCD Governing Authority Code of Conduct and any other such documents approved to regulate the conduct and performance of members of the Authority and its committees.

2.4.4. On completion of their term of office, members of Governing Authority should not retain documentation obtained during their terms of office and should return such documentation to the Secretary or confirm to the Secretary that the documentation has been disposed of appropriately.

2.4.5. Members must make an annual declaration in writing to the Secretary regarding their material interests

### **2.5 Role of the Chairperson**

The Chair of Governing Authority and the Chairs of its committees have a key role in the leadership and governance of the relevant committee and the conduct of its business.

The Chair's responsibilities, relevant to the committee they chair, include:

- Effectively managing the Agenda, ensuring that adequate time is available for discussion on agenda items, and particularly, strategic issues/items for Decision;
- Promoting openness and debate among members and facilitating the contribution of all members;



- Ensuring that decisions are accurately captured for the purpose of minuting the meeting.
- Promoting and ensuring the effectiveness of the Authority in the discharge of its functions
- Acting on the results of the performance evaluation conducted internally and externally during their tenure.

## **2.7 Resignation and/or Removal**

- 2.7.1. In accordance with Section 3 of the Third Schedule of the Act, a member of 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 by electronic mail. The resignation shall take effect on the date on which the letter is received.
- 2.7.2. 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.
- 2.7.3. In accordance with Section 3 of the Third Schedule of the Act, a member of Governing Authority may, for good and valid reason, be removed from office by resolution of the Governing Authority.
- 2.7.4. In accordance with Section 17(6) of the Act the Chairperson of a Governing Authority may, at any time for stated reasons, be removed from the office of Chairperson by the Governing Authority. In this instance, the Deputy Chairperson, if appointed, should assume the role of Chairperson pro-tem.
- 2.7.5. In accordance with Section 2 of the Third Schedule of the Act the Chairperson may, at any time, resign from office as Chairperson by letter addressed to the Governing Authority and submitted either in hard copy or via electronic mail. The resignation shall take effect on the date on which the letter is received.
- 2.7.6. If the Chairperson resigns or is removed from office, they cease to be a member of the Governing Authority.

## **2.8 Casual Vacancy**

- 2.8.1. If a member ceases to hold office, the authority shall arrange for the filling of the casual vacancy as soon as practicable.
- 2.8.2. In the case of nominated members, the relevant nominating body or bodies will be asked to nominate a new member to fill the casual vacancy.
- 2.8.3. In the case of elected members, the Chair of Governing Authority will put a proposal to the Governing Authority regarding the most suitable mechanism of filling the casual vacancy at the given time.
- 2.8.4. A person who becomes a member of the authority to fill a casual vacancy shall hold office for the remainder of the term of office of the member who ceased to hold office and shall be eligible for re-appointment, subject to the limitations associated with consecutive terms of office. The term associated with the casual vacancy will be treated as a first term for the purposes of calculating consecutive terms of office.

## **3. Secretary of the Governing Authority**

- 3.1. The Governing Authority shall appoint a person, who is not a member of the Governing Authority, to act as Secretary of the Governing Authority.



- 3.2. The Secretary of the Governing Authority will assist the Chairperson in ensuring that the Governing Authority receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.
- 3.3. The Secretary of the Governing Authority is also responsible for the formal induction of new members of the Governing Authority and organising mentoring for members where required.

## **4. Conduct of Business**

### **4.1 Frequency of Meetings**

- 4.1.1. The Governing Authority shall meet at least six times per calendar year and at least one meeting per calendar year will be reserved for discussion and monitoring of the University Strategy.

### **4.2 Notice of Meetings**

- 4.2.1. Meetings of the Governing Authority shall be called by the Secretary of the Governing Authority at the request of the Chairperson of the Governing Authority.
- 4.2.2. The Chairperson will convene a meeting of the Governing Authority if requested to do so by the number of members which constitutes a quorum. A quorum is one third of the number of members rounded up to the nearest whole number, plus one.
- 4.2.3. 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 ten working days before the date of the meeting.
- 4.2.4. Supporting papers shall be made available to the Governing Authority members electronically, unless otherwise arranged, and to other attendees as appropriate, no later than five working days before the meeting. In extenuating circumstances, late papers may be circulated with lesser notice with the permission of the Chairperson.
- 4.2.5. Supporting papers of greater than 5 pages in length must be supported by an executive summary of no longer than 2 pages.
- 4.2.6. A Special Meeting of the Governing Authority may be called by the Secretary on the request of the Chairperson of the Governing Authority to discuss urgent business, no later than five working days before the meeting and supporting papers shall be made available at the same time.

### **4.3 Conduct of Meetings**

- 4.3.1 The Chair will open the meeting at the appointed time, or as soon as the meeting is quorate.
- 4.3.2 Members will be expected to treat sensitive information, commercial or otherwise, with due confidentiality.
- 4.3.3 Members will be required to comply with the Conflict of Interest Policy.
- 4.3.4 Relevant and related documents should not be made available to any Governing Authority member who has declared a material interest in a particular agenda item.
- 4.3.5 Where a Governing Authority member receives documentation related to a material interest, these documents should be returned immediately to the Secretary of the Governing Authority or in the case of electronic material, confirmed to the Secretary as having been disposed of appropriately.
- 4.3.6 The Chairperson and/or the Secretary are available to support members in identifying conflicts of interest.



- 4.3.7 'Other Business' will be used only to inform the meeting of agenda items which are proposed for the next following meeting or to convey briefly other items of information of a factual nature. Other business should not be used to introduce matters that require discussion and/or decision. Other business should be conveyed to the Secretary at least 3 working days in advance of the meeting and will only be included on the express permission of the Chair.

#### **4.4 Tabled Documents**

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 on any such documentation thus tabled. Tabled documents should be supported by a brief presentation which may include a short summary of no longer than 2 pages. The Chair must approve the tabled documents. Members may agree whether to accept such documents, or to hold over a formal decision until the next meeting.

#### **4.5 Quorum**

- 4.5.1. The quorum necessary for Ordinary and Special Meetings of the Governing Authority shall be one third of the total number of members, rounded up to the nearest whole number, plus one member, as specified in Section 10(3) of the Third Schedule of the 1997 Act.
- 4.5.2. The quorum necessary for business decided by way of electronic circulation is outlined in 4.6.8.
- 4.5.3. The quorum for the committees of the Governing Authority will be specified in each individual terms of reference for the committees, which are subject to Governing Authority approval.

#### **4.6 Decision-Making**

- 4.6.1. 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 or necessary.
- 4.6.2. Members of Governing Authority and its committees may not nominate others to attend meetings in their stead and may not participate by proxy, letter or email.
- 4.6.3. Participation by a member in a face-to-face meeting by telephone conference or other electronic access, may be permitted by the Chair of the relevant committee.
- 4.6.4. The Chair will determine whether any given meeting is to be conducted as an electronic ("virtual") meeting or as a face-to-face meeting and will notify the members of this determination in advance.
- 4.6.5. 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.
- 4.6.6. However, 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.
- 4.6.7. Voting shall be conducted by way of a show of hands unless otherwise requested by the majority of those members present.
- 4.6.8. If requested, a secret vote by way of casting a ballot will be facilitated.
- 4.6.9. In the case of an equal division of votes, the Chairperson presiding shall have a second or casting vote. If the Chief Officer is acting as Chairperson, they shall not have a second or casting vote.
- 4.6.10. Where formal Governing Authority approval is required within a specified timeframe, the Chairperson may seek approval by way of electronic circulation. For the matter to be



deemed approved by the Governing Authority, such email shall require a reply from at least 15 members confirming their approval. Nil returns from other members will not affect the approval of the item. However, if a dissent is received from one or more member(s) within the shorter period of 5 working days of the email being circulated or the specified timeframe, the approval shall not be passed, and a Special Meeting may be convened as outlined in 4.2.6. or the matter may be held over until the next ordinary meeting.

- 4.6.11. Decisions made by way of electronic circulation will be reported to the next ordinary meeting of the Authority and will be recorded formally in the minute of that meeting.

#### **4.7 Minutes and Summary Notes**

- 4.7.1 The Secretary of the Governing Authority shall oversee the minute of the proceedings and resolutions of all meetings of the Governing Authority, including recording the names of those present and in attendance, apologies received, and decisions made. All resolutions will be recorded and, if the resolution was reached by way of vote, the result of the vote. A member's dissent will be recorded on request. The minutes will also, as far as is practicable, in respect of each agenda item, include a synopsis of the debate. Contributions to the debate will not normally be attributed but any member's contribution will be attributed if requested at the time of the discussion. Where applicable, resolutions of the committee will indicate what further action is envisaged, by whom it considers that this action should be taken and what form of report back the committee desires. This will be reflected in the minutes.
- 4.7.2 At each meeting the minutes of the preceding meeting will either be confirmed or confirmed as amended.
- 4.7.3 A summary note of the key points of each Governing Authority meeting will be published as soon as practicable after the meeting, with the approval of the Secretary, in consultation with the Chairperson.

#### **5. Committees of the Governing Authority**

- 5.1. 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.
- 5.2. The Governing Authority will approve a Term of Reference for each committee it establishes which will outline its purpose and function, membership and meeting schedule.
- 5.3. Chairpersons of the committees of Governing Authority will be appointed by the Governing Authority on recommendation from the Chief Officer with the agreement of the Chairperson.
- 5.4. Committees must include at least one member of the Governing Authority and in approving a composition, the Authority should give due consideration to the appropriate balance of gender, skills and knowledge needed by the committee to discharge its duties effectively. Committees may include members who are neither members of the Governing Authority nor employees or students of the University.
- 5.5. Amendments to Terms of Reference of a committee established by Governing Authority will be conducted in consultation with the Secretary and must be approved by the Governing Authority.
- 5.6. The Governing Authority will maintain a Schedule of Delegated Authority which details the delegated authority of each committee established by the Governing Authority. This



Schedule will be reviewed and noted by the Authority at least once a year and will be published with these Standing Orders.

- 5.7. A committee of Governing Authority may not further delegate any of its functions or powers without the express permission of the Governing Authority, and so long as it does not conflict with the Act or the Standing Orders.
- 5.8. If such delegation is authorized, 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.
- 5.9. Committees will send regular updates to the Governing Authority throughout the year.
- 5.10. The committees of Governing Authority should operate in line with any protocols or procedures approved by Governing Authority, including these standing orders.

## **6. Review of Effectiveness**

- 6.1. The Governing Authority will conduct periodic 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 the Governing Authority.
- 6.2. The Governing Authority will arrange for a periodic external review of its own effectiveness at least once in its term of office.
- 6.3. The Governing Authority will arrange for a periodic external review of the effectiveness of the University risk management system at least once in its term of office.
- 6.4. The Governing Authority will arrange for an annual review of the effectiveness of its system of internal control.

## **7. Reporting and Communication**

- 7.1. The Governing Authority 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.
- 7.2. The Annual Report will be submitted on behalf of the Governing Authority to the Higher Education Authority and the Minister for Education and Skills and will be made available publicly on the University website.
- 7.3. The Governing Authority 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.
- 7.4. The Governing Authority will ensure that timely and accurate disclosure is made by the Chief Officer to the Minister on all material matters regarding the University.
- 7.5. The Governing Authority will receive annual reports from all of its committees, the Academic Council, the Chief Officer and any other person or committee operating under the delegated authority of the Authority.
- 7.6. The Governing Authority will periodically review the oversight agreements between the University and the Minister for Education and Skills and their department, and the Higher Education Authority.
- 7.7. The Governing Authority shall ensure that the principles and provisions of the Code of Governance for Irish Universities 2019 are implemented and will only request derogations from the Code of Governance for Irish Universities from the Department of Education and Skills and the Higher Education Authority, where expressly needed, and explain the reason for non-compliance clearly.



## Appendix 1: Regulations for the Composition of the Sixth Governing Authority

| Requirements of the Universities Act 1997 | Proposal for 6 <sup>th</sup> GA | Additional specification         |
|---|---------------------------------|----------------------------------|
| Chair                                     | 1                               |                                  |
| Organisations†                            | 3                               | No more than 2 of any one gender |
| Minister's Nominees                       | 3                               | No more than 2 of any one gender |
| Artistic/Cultural                         | -                               |                                  |
| Lord Mayor                                | 1                               |                                  |
| County Councils                           | 8                               | No more than 4 of any one gender |
| NUI                                       | 2                               | No more than 1 of any one gender |
| UCD Graduates                             | 2                               | No more than 1 of any one gender |
| <b>External Membership</b>                | <b>20</b>                       |                                  |
| Chief Officer (President)                 | 1                               |                                  |
| Senior Officers                           | 1                               |                                  |
| Full Professors/Professors <sup>1</sup>   | 6                               | No more than 3 of any one gender |
| Other Academic Staff                      | 5                               | No more than 3 of any one gender |
| Non-Academic Staff                        | 3                               | No more than 2 of any one gender |
| Student Reps                              | 3                               |                                  |



|                            |           |
|----------------------------|-----------|
| Postgraduate Students      | 1         |
| <b>Internal Membership</b> | <b>20</b> |
| <b>Total</b>               | <b>40</b> |

† - One nominee from this category to be nominated collectively by the recognised colleges of UC D Members of the University Management Team are ineligible to contest in the elected faculty categories  
Employees and students of the University are ineligible to contest any appointments categorised as external membership.

<sup>1</sup> In the case of the University, the group referred to in the Universities Act 1997 a Professors/Associate Professors comprises instead Full Professors and Professors. Within the UCD Governing Authority, Associated Professors are provided for in the category of 'Other Academic Staff'.

### Appendix 2: Excerpt of the Third Schedule of Universities Act 1997

7) (1) Where a member of a Governing Authority—

- (a) is adjudged bankrupt or makes, under the protection or procedure of a court, a composition or arrangement with creditors,
- (b) is sentenced to a term of imprisonment by a court of competent jurisdiction, or
- (c) ceases to be a member of the category of person, as provided for in *section 16*, to which he or she belonged at the time of becoming a member, he or she shall thereupon cease to be a member of the governing authority.

(2) A person shall not be eligible to be a member of a governing authority if he or she—

- (a) is an undischarged bankrupt,
- (b) within the immediately preceding three years has, under the protection or procedure of a court, made a composition or arrangement with creditors, or
- (c) within the immediately preceding five years, has been sentenced to a term of imprisonment by a court of competent jurisdiction.