

Functions and Decisions Reserved for Governing Authority

HEA/IUA 2007 Code of Governance of Irish Universities (2007)

3.1.1.3 The governing authority should have a formal schedule of matters specifically reserved to it for decision to ensure the proper management and control of the university. This schedule should include the various statutory functions reserved to the governing authority as set out in the 1997 Act:

- Section 18 - Functions of a Governing Authority;
- Section 25 - Staff;
- Section 27 - Academic Council;
- Section 34 - Strategic Development Plan;
- Section 35 - Quality Assurance;
- Section 36 - Equality Policy.

In addition, the schedule could include the following:

- Significant acquisitions, disposals and retirement of assets of the university or its subsidiaries. The schedule should specify clear quantitative thresholds for contracts above which the approval of the governing authority is required;
- Major investments and capital projects, delegated authority levels, treasury policy and risk management policies;
- Approval of terms of major contracts.

Extracts from Universities Act, 1997

(2) Subject to this Act, the functions of a university shall be performed by or on the directions of its governing authority.

Functions of governing authority.

18.—(1) The functions of the governing authority of a university shall be, 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 this Act and its charter, if any, 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 this or any other Act or by its charter, if any, statutes and regulations.

(2) For the purposes of the performance of its functions under *subsection (1) (b)*, the governing authority shall develop such interview and other procedures as in its opinion will best ensure participation in the selection process by high quality candidates from both within and outside of the employees of the university and specify those procedures in a statute or regulation.

(3) A governing authority has, subject to this or any other Act or its charter, if any, such powers as are necessary for the purposes of performing its functions.

(4) A governing authority may, from time to time, appoint such and as many committees, consisting either wholly or partly of members of the governing authority, as it thinks necessary to assist it in the performance of its functions and may assign to those committees such of its functions as it thinks fit.

(5) A committee appointed under *subsection (4)* shall operate in such manner as the governing authority may direct and its acts shall be subject to confirmation by the governing authority unless the governing authority otherwise directs.

(6) In performing its functions a governing authority, or a committee where appropriate, shall—

(a) have regard to the promotion and use of the Irish language as a language of general communication and promote the cultivation of the Irish language and its associated literary and cultural traditions;

(b) have regard to the attainment of gender balance and equality of opportunity among the students and employees of the university and shall, in particular, promote access to the university and to university education by economically or socially disadvantaged people and by people from sections of society significantly under-represented in the student body; and

(c) ensure as far as it can that the university contributes to the promotion of the economic, cultural and social development of the State and to respect for the diversity of values, beliefs and traditions in Irish society.

Staff.

25.—(1) Subject to *subsection (2)*, a university may, in accordance with procedures specified in a statute or regulation, appoint such and so many persons to be its employees as it thinks appropriate, having regard to—

- (a) the efficient use of its available resources, the requirements of accountability for the use of moneys provided to it by the Oireachtas and the policy relating to pay and conditions in the Public Service as determined from time to time by the Government,
- (b) the implications of the appointments for its budget and for subsequent budgets, and
- (c) the guidelines, if any, issued under [section 50](#) .

(2) A governing authority may, subject to such conditions as it thinks fit, delegate to the chief officer any of the functions of the governing authority or the university relating to the appointment of employees of the university and the determination of selection procedures.

(3) Except as otherwise provided by this section, the employees of a university shall be employed on such terms and conditions as the university from time to time determines.

(4) Subject to *subsection (5)*, there shall be paid by a university to the employees of that university, such remuneration, fees, allowances and expenses as may be approved from time to time by the Minister with the consent of the Minister for Finance.

(5) (a) A university may depart from levels of remuneration, fees, allowances and expenses approved under *subsection (4)* where the governing authority is satisfied that it is necessary to meet the objects of the university, but may do so only in accordance with a framework which shall be agreed between the universities and An tÚdarás.

(b) A corporation referred to in [section 13 \(2\)\(c\)](#) may pay to employees of a university remuneration, fees, allowances and expenses only in accordance with a framework which shall be agreed between the universities and An tÚdarás.

(6) A university may suspend or dismiss any employee but only in accordance with procedures, and subject to any conditions, specified in a statute made following consultation through normal industrial relations structures operating in the university with recognised staff associations or trade unions, which procedures or conditions may provide for the delegation of powers relating to suspension or dismissal to the chief officer and shall provide for the tenure of officers.

(7) A university or the National University of Ireland shall determine the terms and conditions of any superannuation scheme for its employees in accordance with the [Fifth Schedule](#) and that Schedule shall apply to an amendment to an existing scheme in the same way as

it applies to a new scheme.

(8) For the removal of doubt, it is hereby declared that—

- (a) the rights and entitlement in respect of tenure, remuneration, fees, allowances, expenses and superannuation enjoyed on the commencement of this section by persons who are employees, and in the case of superannuation, former employees, of a university to which this Act applies shall not, by virtue of the operation of this Act, be any less beneficial than those rights and entitlements enjoyed by those persons as employees of the university or corresponding constituent college or Recognised College immediately before that commencement, and
- (b) the conditions of service, restrictions and obligations to which such persons were subject immediately before the commencement of this Act shall, unless they are varied by agreement, continue to apply to such persons and shall be exercised or imposed by the university or the chief officer as may be appropriate, while such persons are employed by the university.

Academic Council.

27.—(1) Each university shall have an academic council which shall, subject to the financial constraints determined by the governing authority and to review by that authority, control the academic affairs of the university, including the curriculum of, and instruction and education provided by, the university.

(2) Without limiting the generality of *subsection (1)*, the functions of the academic council shall include, within those constraints and consistent with the functions of the university and those applying to its academic council immediately before the commencement of this Part—

- (a) to design and develop programmes of study,
- (b) to establish structures to implement those programmes,
- (c) to make recommendations on programmes for the development of research,
- (d) to make recommendations relating to the selection, admission, retention and exclusion of students generally,
- (e) to propose the form and contents of statutes to be made relating to the academic affairs of the university, including the conduct of examinations, the determination of examination results, the procedures for appeals by students relating to the results of such examinations and the evaluation of academic

progress,

- (f) to make recommendations for the awarding of fellowships, scholarships, bursaries, prizes or other awards,
- (g) to make general arrangements for tutorial or other academic counselling,
- (h) to perform any other functions, not in conflict with this Act, which may be delegated to it by the governing authority, and
- (i) to implement any statutes and regulations made by the governing authority relating to any of the matters referred to in this subsection.

Strategic development plan.

34.—(1) A governing authority shall, as soon as practicable after its appointment and at such other times as it thinks fit, require the chief officer to prepare a plan which shall set out the aims of the governing authority for the operation and development of the university and its strategy for achieving those aims, and for carrying out the functions of the university, during the period, being not less than three years, to which the plan relates.

(2) A governing authority may, having regard to the resources available to the university, either approve a strategic development plan prepared under *subsection (1)* without modification or, after consultation with the chief officer, approve the plan with such modifications as it thinks fit.

(3) As soon as practicable after it approves the strategic development plan under *subsection (2)*, the governing authority shall provide a copy of the plan to An tÚdarás and to the Minister.

Quality assurance.

35.—(1) A governing authority, in consultation with the academic council, shall, as soon as practicable after the governing authority is established under this Act and at such other times as it thinks fit, require the chief officer to establish procedures for quality assurance aimed at improving the quality of education and related services provided by the university.

(2) The procedures shall include—

- (a) the evaluation, at regular intervals and in any case not less than once in every 10 years or such longer period as may be determined by the university in agreement with An tÚdarás, of each department and, where appropriate, faculty of the university and any service provided by the university, by employees of the university in the first instance and by persons, other than employees, who are competent to make national and international comparisons on the quality of

teaching and research and the provision of other services at university level, and

(b) assessment by those, including students, availing of the teaching, research and other services provided by the university,

and shall provide for the publication in such form and manner as the governing authority thinks fit of findings arising out of the application of those procedures.

(3) A governing authority shall implement any findings arising out of an evaluation carried out in accordance with procedures established under this section unless, having regard to the resources available to the university or for any other reason, it would, in the opinion of the governing authority, be impractical or unreasonable to do so.

(4) A governing authority shall, from time to time, and in any case at least every 15 years, having regard to the resources available to the university and having consulted with An tÚdarás, arrange for a review of the effectiveness of the procedures provided for by this section and the implementation of the findings arising out of the application of those procedures.

(5) A governing authority, in a report prepared in accordance with [section 41](#), shall publish the results of a review conducted under *subsection (4)*.

Equality policy.

36.—(1) A governing authority shall, as soon as practicable but not later than 12 months after it is established under this Act and at such other times as it thinks fit, require the chief officer to prepare a statement of the policies of the university in respect of—

(a) access to the university and to university education by economically or socially disadvantaged people, by people who have a disability and by people from sections of society significantly under-represented in the student body, and

(b) equality, including gender equality, in all activities of the university,

and the chief officer, in preparing the statement, shall have regard to such policies on those matters as may from time to time be determined by the Minister.

(2) A governing authority may, having regard to the resources available to the university, either approve the statement prepared under *subsection (1)* without modification or, after consultation with the chief officer, approve the statement with such modifications as it thinks fit.

(3) A university shall implement the policies set out in the statement as approved under *subsection (2)*.

1. Corporate Strategy, Risk Management Policy and Annual Budget

The Authority approves DCU's Strategic Plan, Risk Management Policy and annual operational and capital budget, following detailed review and recommendation by an Authority Committee or the President as deemed appropriate by the Authority. The Authority will be advised of issues with reputational implications. The Authority shall ensure that the University has in place a Performance Measurement system to evaluate the performance and effectiveness of University activity against the Strategic Plan and Budget. The Authority will from time to time review its own operation and seek to identify ways of improving its effectiveness including the identification of competency gaps and consideration of way to address these gaps

2. Expenditure

The Authority has delegated authority to the President to approve all financial commitments and all expenditure. The exceptions are as follows:

2.1 Commitments

- Contracts or commitments not in the ordinary course of business
- Any commitment of, or in excess of, €750,000, but excluding employment contracts and including those spread over a number of years, which in aggregate are equal to or exceed the threshold
- The acquisition of assets for a consideration of, or in excess of, €750,000
- Any anticipated or actual overrun in excess of 10% of a previously agreed capital expenditure of €1 million euro or greater.
- Commitment or contracts which could impact on the reputation of the University.

2.2 Expenditure

2.2.1 The Annual Budget

Transfers of budgeted expenditure of, or in excess of, €200,000 (If approval is required for commercial or operational reasons prior to an Authority meeting then this can be

given by way of an email circulation to all members agreed to in return by a simple majority following the process set out hereunder).

2.2.2 Disposals

The disposal of assets, other than land or buildings for a consideration of, or in excess of, €150,000 or grant of access to property or infrastructure for commercial arrangement. If an auction or competitive tendering process is not used, specific Authority approval is required for prices above €150,000 and if book value isn't used price needs to be approved by the Authority.

3. Appointments

3.1 The Authority makes the appointment of the President in accordance with the provisions of the Universities Act 1997 and the procedures set out in Statute.

3.2 The Authority approves appointments of Associate Professor grade or higher including adjunct appointments and all appointments whether academic, administrative or technical on a salary scale of Associate Professor or greater.

4. Finance, Accounts and Reports

(i). Authority approval is required for the annual budget, annual report, annual governance letter, letter of representation, statement of internal control and the HEA Funding Statement and the University's Consolidated Financial Accounts. The Authority receives the annual management letter from the external auditors and agrees proposed action, taking account of the advice, where appropriate, of the Audit Committee. The Governing Authority approves the purchase and sale of University land and buildings.

(ii) On the recommendation of the Audit Committee the Governing Authority notes the accounts of the subsidiary companies once they have been approved by the Boards of Directors of the companies

5. Student Fees

The Governing Authority sets student fees.

6. Advisers

Authority approval is required for the appointment of DCU's corporate legal advisers and internally appointed external Auditors.

7. Campus Companies

Authority approval is required for the establishment or acquisition of subsidiary companies whether partially or wholly owned and the sale of all or any part of such subsidiary companies. Authority approval is also required for participation in joint ventures.

8. Management Policies

(i). The Authority is informed of the organisation structures, processes and procedures to facilitate the discharge of DCU's business as proposed by the President and any modifications thereto.

(ii). The Authority approves policies incorporating the arrangements for the appointment and remuneration of staff and for disciplining, suspending or dismissing staff as proposed by the President. The Authority also approves policies on risk, health and safety, quality, equality, and respect and dignity.

(iii) The Authority adopts arrangements for dealing with disputes.

(iv) The Authority approves the University's banking arrangements and treasury policy.

9. Authority Control and Regulation

(i) The Authority authorises staff who witness the use of the DCU seal.

(ii) The Authority through the Secretary requires and receives the declarations of Authority members' interests that may conflict with those of DCU and offers an opinion on the extent to which those members may remain involved with the matter under consideration.

10. Statutes and Regulations

The Governing Authority makes such statutes and regulations as are required by legislation and for the good governance of the University.

11. Dispute Resolution

In accordance with Statute No 4 of 2001 the Governing Authority shall as and when necessary appoint a Dispute Resolution Committee

12. Committees

The Authority establishes committees of the Authority. In cases where the Authority establishes such committees or establishes working groups or any other sub group of the Authority be it a Standing Committee or ad hoc Committee the Authority shall ensure that the subgroup has written terms of reference and the Authority shall receive every report from such groups. The Authority shall decide the intervals within which the terms of reference of sub- committees should be reviewed and updated.

13. Quality Assurance

At least once every year, the Authority shall receive and consider reports on quality promotion, equality, access and health and safety

14. Whistleblowers

The Authority should put in place procedures whereby employees of the University may, in confidence, raise concern about possible irregularities in financial reporting or other matters and for ensuring meaningful follow-up matters raised in this way. *(This provision will be held over until the State puts appropriate whistleblowing legislation in place)*

15. Fees and Expenses

The Authority will ensure that fees and expenses paid to members of the Authority on foot of their role as members shall be in accordance with the guidelines issued by the Department of Finance and will ensure that the Annual Report includes a schedule of the fees and aggregate expenses paid to each member.

16. Service Level Agreements

The Authority will ensure that appropriate service level agreements as part of a wider performance management framework are in place

17. Governing Authority Membership

Before it leaves office a Governing Authority shall decide on the composition of the succeeding Authority and shall ensure that at least one member of the incoming Authority is competent in the area of risk management. Failing this the Authority shall seek external expert advice in the area of risk management.

18. Compliance

The Authority will confirm to the HEA on an annual basis that the University is compliant with the up –to-date requirements of the HEA/IUA Code of Governance.

19. Briefing for New Members

The Authority shall ensure that appropriate arrangements are in place for the briefing of new members.

20. Miscellaneous

The Authority also reserves to itself decisions on the following matters:

- (i) Overall levels of insurance for DCU including Authority Members and Officers
Liability Insurance
- (ii) Calling of general meetings
- (iii) Changes to matters contained in this schedule, following review at least annually and consequent to any recommendation by the President.

21. DECISIONS BETWEEN AUTHORITY MEETINGS

Decisions taken by the Authority between Authority meetings should be taken only in exceptional circumstances. The following procedure should be followed.

PROCEDURE

- (i) Every effort should be made to give warning of a forthcoming decision required between board meetings at the preceding board meeting.
- (ii) The Chancellor, President and Secretary must approve an electronic circulation for decision-making between meetings.

- (iii) Documents for decision are e-mailed to all members of the Authority by the Secretariat, requesting them to review and revert with comments or decision by a given date.
- (iv) As each reply is received, it is held by the Secretariat.
- (v) A record of all replies/comments should be forwarded to the Chancellor and President by the Secretariat.
- (vi) A quorum shall be as set out for a regular meeting of the Authority in the Standing Orders and Regulations of Governing Authority.
- (vii) If there is consensus on the decision, a minute is written and signed by the Chancellor.
- (viii) The minute is distributed to all members by e-mail.
- (ix) Where consensus is not achieved the Chancellor makes contact with the members of the Authority individually to discuss and review, and records comments and preferences.
- (x) The Chancellor seeks to develop a common position, which is re-distributed by the secretariat and steps 3–7 of the process outlined above are repeated.
- (xi) If a consensus is not achieved following consultation under Step 9, the Chancellor will consult with members of the Authority as to whether to take a vote electronically or to defer the decision until the next meeting of the Authority. The Chancellor will make the final decision on which course of action to follow.
- (xii) If a vote is to be taken, the motion will be clearly stated and e-mailed to all members of the Authority by the secretariat. The outcome will be determined by a majority of the votes of the Authority members participating. The motion and the result of the vote will be minuted and signed by the Chancellor and the minute circulated to all members by e-mail.

21.2 SUPPORTING DOCUMENTATION

- (i) Email containing decision request, including:

date of issue of decision request and deadline for decision;

names of individuals issuing request and receiving responses;
a note on the background to, and content of, the decision;

contact details if Authority members wish to seek additional information or clarification;

attachment to email containing additional information, e.g. selection report in support of a request for approval of a procurement.

(ii) Email responses from Authority members.

21.14 RECORDING THE DECISION/VOTE

- (i) At the next meeting of the Authority the decision or vote, including the names of those who participated, will be noted under Matters Arising and recorded in the minutes.
- (ii) At the next meeting of the Authority the decision or vote, including the names of those who participated, will be noted under Matters Arising and recorded in the minutes

22. Notes to this Schedule

The above schedule indicates those matters which the Authority specifically reserves to itself. The schedule is not, however, exclusive and does not derogate from the Authority's overall duties and responsibilities.

The Authority may, at its discretion, delegate consideration and/or approval of any of the above matters to a Committee of the Authority specifically constituted for that purpose. Furthermore, any Committee of the Authority, shall consider and determine such matters for which it is responsible in accordance with its terms of reference in force from time to time.
