

# Standing Orders and Regulations of the Governing Authority

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## INTERPRETATION

In these standing orders and regulations, “Act” means the Universities Act, 1997 as amended by subsequent legislation, especially the Higher Education Authority Act 2022.

## STANDING ORDERS

1. Subject to the Act, the Governing Authority shall regulate, by standing orders or otherwise, its procedures and business [Act, 3rd schedule, 14]. The Governing Authority should formally adopt its standing orders at the beginning of its term of office and review its standing orders at least once every four years.

## MEETINGS, CHAIRPERSON AND SECRETARIAT

2. The chairperson of the Governing Authority shall be known as the Chancellor [Decision of Governing Authority, 30 April 1998] and is appointed subject to the provisions of Act, s.17. The Chancellor shall exercise a key ceremonial role as the highest non-executive officer of the University.

3. In conformity with Act, s. 17(1), the first meeting of a new Governing Authority shall be chaired by an Interim Chairperson until the appointment of the Chancellor. The Interim Chairperson shall be external member of the governing authority and is appointed by a majority vote of the members and will serve as an Interim Chairperson until the official appointment of the chancellor at the same meeting.

4. The Governing Authority shall, from time to time as the occasion requires, appoint from amongst its external members a member to be its Deputy-Chairperson [Act, 3rd schedule, 6(1)] and such deputy-chairperson shall, unless he or she sooner resigns as Deputy-Chairperson, hold office until he or she ceases to be a member of the Governing Authority [Act, 3rd schedule, 6(2)].

5. At a meeting of the Governing Authority –

- (a) the Chancellor shall, if present, be the chairperson of the meeting, or
- (b) if and so long as the Chancellor is not present, or the office of Chancellor is vacant, the Deputy-Chairperson shall, if present, be the chairperson of the meeting,
- (c) if and so long as the Chancellor is not present, or the office of Chancellor is vacant, and the Deputy-Chairperson is not present or the office of deputy chairperson is vacant, the members of the Governing Authority who are present shall choose from amongst the external members one of their number to preside at the meeting [Act, 3rd schedule, 11].

6. The Governing Authority shall appoint a person to the position of Secretary to the Governing Authority. The Secretary to the Governing Authority (irrespective of whether he or she is a member of the Governing Authority) shall normally be

appointed to this position. He or she shall normally be the conduit for providing independent legal and related professional advice to the Governing Authority. The Secretary may be assisted in carrying out his or her duties by a Recording Secretary, who shall not be a member of the Governing Authority.

#### FREQUENCY AND DURATION

7. The Governing Authority shall hold at least six meetings per year at such times as the Chancellor may determine [Act, 3rd schedule, 10(1)], in consultation with the President. A schedule of meetings will be adopted by the Governing Authority for the subsequent twelve months. The dates of meetings so adopted can be postponed or brought forward by the Chancellor should the need arise.

8. The Chancellor shall determine whether a meeting shall be held in-person or via video-conference, or a hybrid of both. Where a meeting is in person or a hybrid of in-person and video-conferencing, the Chancellor shall determine the location of the meeting.

9. Additional meetings can be convened by the Chancellor. The Chancellor shall convene a meeting of the Governing Authority when requested to do so by not fewer than the number of members which constitute a quorum [Act, 3rd schedule, 10(2)] or by the President. Normally, the Chancellor will be required to give members at least five working days notice in advance of such a meeting.

10. The normal duration of a meeting shall be as laid down in the schedule of meetings as agreed at 7 above. A meeting may be extended on a motion supported by a majority of those attending the meeting, so long as the meeting remains quorate.

#### CONDUCT OF BUSINESS, AGENDA

11. The agenda for meetings of the Governing Authority shall be proposed by the President, in consultation with the Chancellor and after inviting proposals for agenda items from the members of the Authority. Agenda items shall refer to the governance and the strategic development of the University and such other items as fall within the jurisdiction of the Governing Authority under the Act. The agenda will be adopted as the first item of business at each meeting. At this stage, the order of business outlined on the agenda may be altered or the agenda may have items deleted or postponed from it, provided, in all cases, that this is agreed by a majority of the members present. Items may only be added to an agenda if they fall within the following categories as provided for hereunder:

- (a) emergency items (clause 13), or
- (b) items arising from the deliberation of Special Committees (clause 58).

12. A special meeting shall consider only the business specified on the agenda or notice of meeting.

13. The heading "other business" shall only be used to convey briefly other items of a relevant factual nature or to inform the meeting of agenda items proposed for the next meeting.

#### EMERGENCY ITEMS

14. In the course of considering the agenda for a meeting, any member may seek to add an item to the agenda as an emergency item. An emergency item can only be one which could not have been foreseen five working days in advance of the meeting and which must be resolved before the next scheduled meeting of the Governing Authority. A vote must be held on every proposal for an emergency item to be inscribed, and for it to be inscribed it must receive the assenting votes of the majority of the members present and voting.

#### MINUTES

15. The Secretary shall cause to be kept minutes of every meeting of the Governing Authority, which shall be numbered consecutively on an annual basis.

16. The draft minutes of the prior meeting shall be circulated at least five working days prior to the next meeting.

17. The agenda of each meeting shall include the date of the next meeting, unless this has not yet been set.

#### DOCUMENTS

18. All papers relating to matters for consideration shall normally be circulated at least five working days before the meeting. Documents (or draft agenda items) shall be given to the Recording Secretary. Such matters will normally be in written form. A document or verbal report may be tabled at the meeting provided:

- (a) it relates to one of the agenda items for the meeting, and
  - (b) it was not available five working days in advance of the meeting, and
  - (c) a majority of the members present agree to it being tabled; or
  - (d) it concerns business that, in the opinion of the Secretary of Governing Authority, is commercially sensitive; or
  - (e) it consists of personnel matters only and names individual persons; and
- provided also that in the case of documents tabled under (d) and (e) above members are given adequate notice that such documents will be presented.

Any such documents tabled at meetings under (d) and (e) above shall be available at least one hour prior to the commencement of the meeting and the Authority may decide that these documents may not be removed from the meeting.

#### QUORUMS AND ATTENDANCE

19. The quorum for a meeting of the Governing Authority shall be seven members, provided that not less than four of those present are external members [Act, 3rd schedule, 10(3)]. Meetings shall not take place until a quorum is present and a quorum must be maintained for the duration of the meeting. If a quorum is not reached for the meeting, the Chairperson will set a fresh date. If a quorum is not maintained for the duration of any meeting, the meeting shall be adjourned and the Chairperson will set a fresh date for its completion. Insufficient attendance at meetings by a member will result in the statutory removal of the member from the Authority (as per clause 43).

20. The chairperson may decide to invite non-members to attend and participate in a meeting or meetings of the Governing Authority. Additionally, Governing Authority may, by resolution, invite a non-member to attend and participate in a meeting or meetings; non-members so participating shall not be entitled to vote.

21. At least twice per year, the Governing Authority will hold private sessions without executive members or management present.

#### MODE OF ADDRESS

22. Without prejudice to the general objective of allowing an appropriate degree of informality and flexibility, all matters during the meeting shall be addressed to the Chairperson.

23. When two or more members indicate that they wish to speak, the Chairperson shall normally call upon the member whom, in the opinion of the Chairperson, first indicated an intention to speak.

#### MOTIONS

24. All motions and their amendments must be proposed and seconded. Amendments to motions need to be put to a vote before the motion itself. Before a motion or its amendment is put, the text shall be read out by the Chairperson. When carried, the resolution shall be recorded in the minutes.

25. A motion may be amended or withdrawn by the proposer by permission of the members present.

26. No member may speak to any motion after it has been put to a vote by the Chairperson and the show of hands or ballot has been taken on that motion.

#### DECISIONS AND VOTING

27. Each question at a meeting of the Governing Authority shall be determined by consensus, but where in the opinion of the Chairperson, consensus is not possible, the question shall be decided by a majority of the members present and voting on the question and, in the case of an equal division of votes, the Chairperson shall have a second or casting vote [Act, 3rd schedule, 12].

28. Voting will normally be by show of hands and the decision will be recorded. The number of votes for and against a motion and the number of abstentions shall be recorded in the minutes. The Secretary shall have responsibility for organizing the counting of votes.

29. The Chairperson may decide on a secret ballot or a motion to that effect may be put to the meeting by the Chairperson or any member present.

30. At the discretion of the Chairperson, a "straw vote" may be conducted to test the feeling of the meeting, but such vote shall have no formal standing.

#### CLOSURE

31. A closure motion, if seconded, will normally be put to the meeting without further discussion.

#### INTERPRETATION

32. Where a dispute arises as to the interpretation of these orders, the Chairperson shall adjudicate on the matter. The ruling of the Chairperson shall be final.

#### MATTERS NOT COVERED BY STANDING ORDERS

33. Should questions that are not dealt with in these Standing Orders arise at any meeting, the decision of the Chairperson shall be final.

#### SUSPENSION OF STANDING ORDERS

34. Any one or more of these Standing Orders, save those that reflect the provisions of the Act, may be suspended during the course of a meeting provided that two thirds of the members present and voting shall so decide.

#### AMENDMENT OF STANDING ORDERS

35. Amendments to Standing Orders may be made at any meeting of the Authority by a simple majority of those present and voting provided that notice of any proposed amendment was given on the agenda and papers of the meeting

#### STATUTORY AND OTHER REGULATIONS - GENERAL

36. Subject to the Act, the Governing Authority may make, from time to time, such regulations as it thinks fit for the conduct of the affairs of the University [Act, 3rd schedule, 15].

#### GOVERNANCE

37. The University shall have a governing authority established in accordance with the Act which shall be known as the Governing Authority (Decision of Governing Authority, 30 March 1998) or by whatever name the Governing Authority decides [Act, s. 15(1)].

#### COMPOSITION OF GOVERNING AUTHORITY

38. The composition of Governing Authority shall be as determined by Governing Authority in accordance with the Act [Act, s. 16].

#### EXPENSES

39. The Chairperson and members of the Governing Authority, other than an ex officio member who is an employee of the University, shall be paid out of funds at the disposal of the Governing Authority such allowances for expenses as the Minister (for Further and Higher Education, Research, Innovation and Science), with the approval of the Minister for Finance, may decide [Act, 3rd schedule, 9].

#### MEMBERSHIP - TERM OF OFFICE OF MEMBERS

40. The term of office of a member of the Governing Authority (including the Chancellor), other than an ex officio member, shall not exceed four years, and will otherwise be as determined by the Governing Authority. A member of the Governing Authority, other than an ex officio member, may not serve more than two consecutive terms of office [Act, 3rd schedule, 4(1)].

41. Subject to being quorate, the Governing Authority may act notwithstanding one or more vacancies among its members or any deficiency in the election or

appointment of a member which may subsequently be discovered [Act, 3rd schedule, 13].

#### REAPPOINTMENT OF MEMBERS

42. A member of the Governing Authority (including the Chancellor) whose term of office expires by effluxion of time shall be eligible for re-appointment for up to two consecutive terms of office [Act, 3rd schedule, 3(4) and 4(1)(b)].

43. A member of a Governing Authority who is a student of the University shall hold office for such period, not exceeding one year, as the Governing Authority may determine but may be re-appointed for a further period or further periods, on each occasion not exceeding one year [Act, 3rd schedule, 4(2)].

#### INELIGIBILITY AND REMOVAL OF MEMBERS

44. Where a member of the Governing Authority:

- (a) is adjudged bankrupt
- (b) makes a composition or arrangement with creditors,
- (b) is sentenced to a term of imprisonment by a court of competent jurisdiction,
- (d) is convicted of any indictable offence in relation to a company or any other body corporate,
- (e) is convicted of an offence involving fraud or dishonesty,
- (f) has a declaration under section 819 of the Companies Act 2014 made against him or her or is deemed to be subject to such a declaration by virtue of Chapter 5 of Part 14 of that Act, or
- (g) is subject or is deemed to be subject to a disqualification order, within the meaning of Chapter 4 of Part 14 of the Companies Act 2014, whether by virtue of that Chapter or any other provision of that Act [Act, 3rd schedule, 7],

they will cease to be a member of the Governing Authority.

45. A member of the Governing Authority may, for good and valid reasons, be removed from office by resolution of the Governing Authority [Act, 3rd schedule, 3(1)].

46. A member of the 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 or was approved by the Governing Authority, shall at the expiration of that period cease to be a member of the Governing Authority [Act, 3rd schedule, 3(3)].

#### FILLING OF VACANCIES

47. If a member of the Governing Authority dies, resigns, is removed from office or for any other reason ceases to hold office, the Governing Authority shall arrange for the filling of the casual vacancy so occasioned as soon as practicable [Act, 3rd schedule, 5(1)].

48. A person who becomes a member of the Governing Authority to fill a casual vacancy shall hold office for the remainder of the term of office of the member whose death, resignation, removal from office or ceasing for other reasons to hold office occasioned the casual vacancy and shall be eligible for re-appointment [Act, 3rd schedule, 5(2)].

49. Notwithstanding clause 45, where the office of Chancellor falls vacant, the Governing Authority shall make an appointment under clause 3 of these Standing Orders for the remaining term of that Governing Authority.

#### RESIGNATION OF MEMBERS AND CHAIRPERSON

50. A member of the Governing Authority may, at any time, resign from office as a member by letter addressed to the Chancellor (and copied to the Secretary) and the resignation shall take effect on the date on which the letter is received [Act, 3rd schedule, 3(2)].

51. The Chancellor may, at any time, resign from office as Chancellor by letter addressed to the Governing Authority and the resignation shall take effect on the date on which the letter is received. If the Chancellor resigns from office, at the same time they will cease to be a member of the Governing Authority [Act, 3rd schedule, 2(2) and (3)].

#### DECLARATION OF INTERESTS AND CONDUCT OF MEMBERS

52. 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 proposed 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 [Act, 3rd schedule, 8(1)].

53. The Secretary to the Governing Authority shall maintain, on its behalf, a register of members' interests, updated annually. A member may additionally declare an interest in an item at a meeting and will take no part in any deliberation or decision relating to that item and, where necessary, will absent themselves from the meeting for the duration of discussion of the item. This register shall be maintained separately from the procedures required under the Ethics in Public Office Act 1995.

54. A member of a Governing Authority who is related to a person who is a candidate for appointment by the Governing Authority as an employee of the University, shall disclose to the Governing Authority the fact of the relationship and its nature and shall, if the Governing Authority so decides, take no part in any deliberation or decision of the Governing Authority relating to the appointment, and the disclosure and decision shall be recorded in the minutes of the Governing Authority [Act, 3rd schedule, 8(2)].

55. A member of the Governing Authority 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 [Act, 3rd schedule, 8(3)].

#### COMMITTEES AND WORKING PARTIES

56. A Governing Authority may, from time to time, appoint such and as many committees (including committees relating to audit and risk management functions), consisting either wholly or partly of members of the Governing Authority, as it thinks necessary to assist and advise it in relation to the performance of any of its functions [Act, s. 18(4)]. .

57. A committee of the Governing Authority 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 [Act, s. 18(5)]. The conclusions of committees shall, however, be submitted to the Governing Authority.

58. The Governing Authority shall establish an Audit Committee which shall consist of not fewer than three members none of whom is a staff member or student of the University. A quorum of the committee shall be half of the membership of the committee. The chairperson of the Audit Committee shall be required to submit an annual report on its work to the Governing Authority.

59. A committee, established by the Governing Authority, designated as a Special Committee may be delegated powers to act in exceptional circumstances, where a decision is required at short notice and when it would not be possible to convene a full meeting of the Governing Authority. A Special Committee may be convened by the Chancellor at the request of the President.

60. A Special Committee must contain at least five members, including the Chancellor (or the deputy-chairperson), the President, and at least two other members (one of whom must be a member of the Audit Committee) of the Governing Authority (who are not employees or students of the University or any of its colleges) from a nominated list of members.

61. In the event of a Special Committee taking a decision under the aforementioned delegation of powers, the decision must be ratified by the next full meeting of the Governing Authority.

62. A Governing Authority may, from time to time, appoint such and as many working parties, 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 working parties such tasks as it thinks fit.

63. Each working party of the Governing Authority shall be provided with a clear remit and written terms of reference. Each working party shall produce a written report within an agreed timescale for approval at a subsequent meeting of the Governing Authority.

64. The Governing Authority should conduct a self-assessment review of the effectiveness of its workings and those of its committees annually and it should conduct an external effectiveness review of its own performance at least once during its term of office.

65. The Secretary of the Governing Authority shall arrange for the briefing of new members after their appointment to the Governing Authority as to the affairs of the University and their duties and responsibilities as members of the Authority.

### Version Control

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