

# Technological University Dublin

## Ist Governing Body

# STANDING ORDERS

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# 1. About Technological University Dublin Governing Body

## 1.1 Introduction

The Technological University Dublin, hereafter referred to as *“The University”* was established by Ministerial Order under Section 36 of the Technological Universities Act 2018, (*Number 3 of 2018*), hereafter referred to as *“2018 Act”*, on the appointed day of 1<sup>st</sup> January 2019.

Under the 2018 Act the University shall have a Governing Body to perform the functions of the University. The Governing Body is, therefore, the authority established by law to govern the University. The Governing Body is authorised to seek the information it requires from the University in order to perform its duties, and is authorised to obtain, at the University’s reasonable expense, outside legal or other professional advice where they judge it necessary to discharge their responsibilities as Governing Body members. Subject to the 2018 Act, *“the Governing Body may make, amend or revoke rules, (in this Act called regulations of the technological university) as it thinks fit for the conduct of the procedure and business of the University”*, (Schedule 1, paragraph 12).

Subject to this Act, the Governing Body shall regulate, by Standing Orders or otherwise, its procedures and business. The purpose of this document is to set out the Standing Orders of the Governing Body which have been compiled in accordance with the 2018 Act. These Standing Orders should be reviewed and amended as appropriate and as determined by the Governing Body or to comply with any amendments to the 2018 Act.

These Standing Orders were approved by the Governing Body at their meeting on 13<sup>th</sup> March, 2019 and are in effect from that date. Additional documents that should be read in conjunction with these Standing Orders are listed in the Appendices.

## 1.2 Interpretation

Save as otherwise permitted by law, at any meeting the Chairperson of the Governing Body shall be the final authority on the interpretation of Standing Orders, (*on which he/she should be advised by the President and/or the University Secretary*).

Any expression to which a meaning is given in the 2018 Act shall have the same meaning in this interpretation.

## 2. Governing Body composition and responsibilities

### 2.1 Membership

The Governing Body shall not have fewer than 14 and not more than 22 members in accordance with Section 12(1) of the 2018 Act.

### 2.2 Gender Representation

In establishing any such committees as the Governing Body deem necessary TU Dublin shall have regard to the objective that at least 40% of members of the Governing Body shall be women and at least 40% shall be men as prescribed under Section 12(5)(b) of the 2018 Act.

### 2.3 Tenure of Office

- i) The arrangements for appointment and tenure of office for the first Governing Body are set out under Section 55 of the 2018 Act.
- ii) The term of office of a member of the Governing Body, other than the President, appointed under 12(1) shall not exceed 4 years and such a member may not serve more than 2 consecutive terms of office pursuant to Section 12(3)(a).
- iii) A member of the Governing Body who is a student at the University shall hold office for such period, not exceeding one year, as the Governing Body may determine but may be re-appointed for a further period not exceeding one year pursuant to Section 12(3)(b).

### 2.4 Vacancies

Vacancies which arise for Governing Body member(s) and Committee members(s) shall be filled in line with approved Governing Body regulations and procedures.

### 2.5 Removal or disqualification

The Governing Body may at any time remove from office a member of the Governing Body in accordance with Schedule 1, *paragraph 3(3)*, 2018 Act. A Governing Body member may not continue as a member of the Governing Body in circumstances as set out in Schedule 1, *paragraph 3(4)*, 2018 Act.

### 2.6 Functions, operation, duties and responsibilities

The functions of the Governing Body are set out under Section 9, 2018 Act. The Governing Body must operate in accordance with Schedule 1, of the 2018 Act. In addition to these provisions set out in legislation, the following duties and responsibilities apply to the Governing Body:

- i) Monitoring of performance – the Governing Body shall receive regular reports from the Universities management team and Governing Body Committees.
- ii) The Governing Body shall advise and support the Chairperson, and management.
- iii) The Governing Body shall satisfy themselves that internal and financial controls and systems of risk management are robust and defensible.

- iv) The Governing Body shall keep itself up to date and fully informed about strategic issues and changes affecting the University and the environment in which it operates.
- v) The Governing Body shall ensure that on appointment to the Governing Body, non-executive Governing Body members receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, Committee service and involvement outside Governing Body meetings.
- vi) The Governing Body may, from time to time, establish such Committees of the Governing Body as are necessary to assist it in the performance of its duties. They may include members who are not members of the Governing Body, particularly, where specialist skills may be required. Where a Committee is put in place the:
  - a) The Committee's Standing Orders will be adopted and approved by way of their Minutes to be noted at a subsequent Governing Body meeting, (*see also Section 5.1(v), Committees*).
  - b) Governing Body, on the nomination of the Chairperson, shall appoint its members;
  - c) Governing Body shall receive regular reports from the Committee;
  - d) Protocols concerning the operation of the Governing Body shall be applied to a Committee;
  - e) Minutes of Committee meetings shall be presented to Governing Body meetings
- vii) The Governing Body will *"undertake an annual self-assessment evaluation of its own performance and that of its committees"*, and shall review the results of this performance evaluation process that relate to the composition of the Governing Body and corporate governance generally.
- viii) The Governing Body shall keep under review corporate governance developments (including ethics-related matters that might affect the University), with the aim of ensuring that the University's corporate governance policies and practices continue to be in line with best practice.
- ix) The Governing Body shall ensure that the principles and provisions set out in the Code of Governance for TU Dublin (and any other corporate governance codes that apply to the University) are adhered to.

## 3. Meetings and proceedings

### 3.1 Chairperson

- i) At a meeting of the Governing Body the Chairperson shall, if present, be the Chairperson of the meeting.
- ii) If and so long as the Chairperson is not present or if the office of Chairperson is vacant, the deputy Chairperson, if present, shall be Chairperson of the meeting.
- iii) If and so long as the Chairperson is not present or the office of Chairperson is vacant, and the deputy Chairperson is not present or the office of deputy Chairperson is vacant, the members of the Governing Body who are present shall choose one of their number to be Chairperson of the meeting.

### 3.2 Deputy Chairperson

At a meeting of the Governing Body it shall appoint from amongst its members a member (other than the President) to be its deputy Chairperson and the 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 Body.

### 3.3 Quorum

- i) The quorum for all Governing Body meetings necessary for the transaction of business shall be 50% of the complete membership plus one. Where the complete membership constitutes an odd number the quorum shall be 50% of the membership rounded up to the next whole number plus one.
- ii) The quorum may be amended from time to time in accordance with Schedule 1, *paragraph 11*, 2018 Act.
- iii) The Governing Body may hold or continue a meeting by the use of any means of communication by which all the members can hear and be heard at the same time (*in this document referred to as an “electronic meeting”*).
  - a) A member of the Governing Body who participates in an electronic meeting is taken for all purposes to have been present at the meeting.
  - b) A duly convened meeting of the Governing Body at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Governing Body.

### 3.4 Frequency and convening of meetings

The Governing Body shall hold at least 6 meetings in any 12 month period and such and so many additional meetings as may be necessary, as determined by the Chairperson, for the due fulfilment of its functions.

The Chairperson shall convene a meeting of the Governing Body when requested to do so by not less than the number of members which constitute a quorum.

### 3.5 Notice of meetings

Meetings of the Governing Body shall be summoned by the Secretariat of the Governing Body at the request of the Chairperson of the Governing Body. The Secretariat to the Governing Body will ensure that the Governing Body receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda shall be forwarded to each member of the Governing Body electronically, and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to Governing Body members and to other attendees as appropriate, or be made available electronically, at the same time.

### 3.6 Attendance at meetings

Only members of the Governing Body have the right to attend Governing Body meetings. The President is a member of the Governing Body and is expected to attend Governing Body meetings. Incoming newly elected TU Dublin Students' Union Governing Body nominee(s) will be invited to attend Governing Body meetings to join the outgoing Student Representative Governing Body Member(s) in the lead up to assuming full Governing Body membership. Other individuals from the University and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

#### Leave of absence<sup>1</sup>

A Governing Body member who is temporarily unable to continue in their role may request a leave of absence. An initial leave of absence duration would be for up to 3 months. A formal note requesting an extension can be submitted for review by the Governing Body. The maximum leave of absence duration is 6 months. After six months from the leave effective start date, the Governing Body will consider the role vacant, at which time, the Governing Body will seek to recruit a replacement to meet the governance needs of the organization.

#### i) Voting Rights

During a leave of absence, a Member may not vote on Governing Body business nor attend meetings. The member is listed in the "Apologies" section of the official meeting minutes.

#### ii) Procedure

A member shall request a leave of absence sending an official notification electronically or hard copy to the Chairperson and copied to the University Secretary, including in the text the effective start date of the absence period, duration and the reason.

#### iii) Request acceptance

The first leave of absence request shall be considered as a notification to the Governing Body and accepted without any other action required by the Member or the Governing Body.

### 3.7 Proceedings at meetings

Members wishing to speak at any meeting shall make their address to the meeting through and at the request of the Chairperson.

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<sup>1</sup> This sub-paragraph does not apply to absence due to maternity or paternity leave

### 3.8 Voting at meetings

Every question at a meeting of the Governing Body shall be determined by a majority of the votes 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.

### 3.9 Points of order

Any member of the Governing Body may, at any time during a meeting and without notice, raise a point of order. The Chairperson's ruling on the acceptability on the point of order will be subject to a vote of the meeting if called for by the member raising the point of order

### 3.10 Duration and closure of meetings

Each meeting of the Governing Body shall continue until such time as the business to be conducted thereat shall have been satisfactorily dealt with. In cases of extreme time pressure, the Chairperson may, at his discretion reasonably exercised:

- i) either curtail discussion of any motion or other matter before the meeting and put the motion or matter before the meeting for a vote, or
- ii) adjourn agenda items (*other than Minutes of previous meeting and matters arising therefrom*) to a subsequent meeting. This may be either a scheduled meeting or at an extraordinary meeting convened specially to consider them.

The Chairperson's ruling shall be final in regard of either alternative.

### 3.11 Procedures for obtaining urgent decisions between meetings

- i) This procedure may not be used where to do so would be in conflict with the express provisions of the 2018 Act or Governing Body regulations.
- ii) Subject to subparagraphs (i) above, and in accordance with subparagraphs (iii) to (vii) below, the Chairperson of the Governing Body has the delegated authority of the Governing Body to deal with matters that they certify in writing, in their opinion, are urgent and cannot wait until the next meeting of the Governing Body. If the Chairperson is unavailable to act for any reason, the deputy Chairperson shall have the same powers and this procedure shall be read accordingly.
- iii) In all situations the Chairperson will endeavour to convene a quorate meeting, (*including electronically*), to consider urgent matters that arise between meetings and will **only** utilise this procedure as a final option having made every effort to hold a quorate meeting, and on the recommendation of the President or the President's nominee.
- iv) In seeking Chairperson's action, the President or their nominee shall in all cases prepare a written report. The report shall be in accordance with the same procedures and shall require the same clearances from other parties with an interest in the issue as if the report was to be submitted to a meeting of the Governing Body. The President or their nominee shall, as appropriate, specify in the report either the reason(s) for urgency and the reason(s) why the matter cannot wait until the next meeting of the Governing Body.

- v) The University Secretary shall submit the report to the Chairperson, and shall, if practicable, also seek the views of the members of the Governing Body verbally or in writing.
- vi) In respect of any decision taken by the Chairperson under this procedure, the Chairperson shall record his decision in writing and shall also certify in writing that in his opinion the issue is urgent and cannot wait until the next meeting of the Governing Body
- vii) The University Secretary shall report every decision taken under this procedure in writing to the next meeting of the Governing Body for noting.

### 3.12 Agenda items

The agenda shall contain details of the matters to be put before the meeting for discussion.

- i) Any member of the Governing Body may request such a matter be placed on the agenda for discussion provided it is conveyed to the Secretariat in writing not less than ten working days in advance of the meeting to which it refers (not including the date of meeting). Such matters shall be considered by the Chairperson as to its appropriateness for inclusion on the agenda.
- ii) Any matter which has been accepted for discussion in accordance with the provision of these Standing Orders shall be placed before the meeting by the Chairperson in the order in which it appears on the agenda. No motion shall be put before the meeting which seeks in any way to limit or compromise, whether expressly or by implication, the authority and function of the Governing Body or any officer of the University as bestowed upon such parties by the 2018 Act.
- iii) The inclusion of the term '*Any Other Business*', (AOB), on any agenda shall be used by the Chairperson **only** to inform the meeting of any other item which is germane to the matters already discussed and for the elucidation of any other items of a factual or relevant nature.

The Chairperson may permit a member to raise a matter under AOB provided this item had already been raised with the Chairperson prior to the meeting and the Chairperson had decided it was appropriate to bring it to the attention of the Governing Body members for their consideration under AOB.

### 3.13 Admissibility of papers

Approved Agenda items must be submitted to the Secretariat in the correct format and ten working days before the date of the Governing Body meeting to facilitate the timely distribution of papers to members.

The Chairperson has the delegated authority of the Governing Body to remove an item from the Agenda if it is not received in time to allow members due consideration of the matter or to a suitable standard.

### 3.14 Minutes

The first business of each meeting shall be the reading and approval of the Minutes of the previous meeting which, if approved, shall be signed by the Chairperson as proof of the accuracy thereof.

The secretariat shall minute the decisions and resolutions of all meetings of the Governing Body, including recording the names of those present and in attendance. The Minutes of the meeting shall be drawn up and approved at the next meeting of the Governing Body. No discussion shall take place upon the Minutes except upon their accuracy or where the Chairperson considers discussion appropriate. Any amendment to the Minutes shall be recorded and agreed by the Governing Body at the next meeting.

The Minutes of Governing Body meetings shall be circulated to all members of the Governing Body other than where specific exclusions apply e.g. Conflict of Interest items

### 3.15 Declaration/Conflict of Interests

1. (1) *Subparagraph (2) below* applies where at a meeting of the Governing Body any of the following matters arise, namely:
  - (a) an arrangement to which the Governing Body member is a party,
  - (b) an arrangement to which the Governing Body member proposes to become a party,
  - (c) a contract or other agreement with the Governing Body member, *or*
  - (d) a proposed contract or other agreement with the Governing Body member.
  
- (2) Any member of the Governing Body present at the meeting referred to in *subparagraph (1) above* who has a pecuniary interest or other beneficial interest in, or material to, the matter concerned shall:
  - (a) disclose to the Governing Body at the meeting the fact of that interest and its nature,
  - (b) not influence (or seek to influence) a decision to be made in relation to the matter,
  - (c) absent himself or herself from the meeting or that part of the meeting during which the matter is being discussed,
  - (c) take no part in any deliberation of the Governing Body relating to the matter, *and*
  - (d) not vote on a decision relating to the matter.
  
- (3) Where an interest is disclosed pursuant to this paragraph, the disclosure shall be recorded in the Minutes of the meeting concerned and, for so long as the matter to which the disclosure relates is being dealt with by the meeting, the member of the Governing Body by whom the disclosure is made shall not be counted in the quorum for the meeting.
  
- (4) Where at a meeting of the Governing Body a question arises as to whether or not a course of conduct, if pursued by a member of the Governing Body, would constitute a failure by him or her to comply with the requirements of *subparagraph (2)*, the question may, subject to *subparagraph (5)*, be determined by the chairperson of the meeting, whose decision shall be final, and where the question is so determined, particulars of the determination shall be recorded in the Minutes of the meeting.

(5) Where, at a meeting of the Governing Body, the Chairperson of the meeting is the member in respect of whom a question to which *subparagraph (4)* applies falls to be determined, the other members of the Governing Body attending the meeting shall choose one of their number to be Chairperson of the meeting for the purpose of determining the question concerned.

2. *Paragraph 1 above* shall apply to a member of a Committee established under Section 5 – Committees, (page 13) where the member is not also a member of the Governing Body and for the purposes of that application:
- (a) a reference to a member of the Governing Body shall be construed as reference to a member of the Committee,
  - (b) a reference to the Governing Body shall be construed as reference to the Committee.

### 3.16 Confidential proceedings

A member of the Governing Body shall not disclose a matter considered by the Governing Body or its Committee in confidence, without its permission until the Governing Body or its Committee has considered the matter in public or has resolved to make the matter public.

- (1) A person shall not disclose confidential information obtained by him or her while performing functions as:
  - (a) a member of or an adviser or consultant to the Governing Body, or a member of the staff of such an adviser or consultant, or
  - (b) a member of a Committee established under Standing Orders (*Section 5 – Committees, page 14*), unless he or she is authorised by the Governing Body to so do.
- (2) A person who contravenes *subparagraph (1)* above commits an offence.
- (3) Nothing in this paragraph shall prevent the disclosure of information:
  - (a) in a report made to the Governing Body,
  - (b) by or on behalf of the Governing Body to the Minister,
  - (c) by a member of the Governing Body to the Minister, or
  - (d) by a person in the circumstances referred to in section 35(2) of the Ethics in Public Office Act 1995.
- (4) Under this paragraph Confidential Proceedings, “*confidential information*” includes:
  - (a) information that is expressed by the Governing Body to be confidential either as regards particular information or as regards information of a particular class or description, and
  - (b) proposals of a commercial nature or tenders submitted to the Governing Body by contractors, consultants or any other person.
  - (c) Personal information of staff members, students and governing body members.

## 4. Custody of seal, sealing and signature of documents

Judicial notice shall be taken of the seal of the University, and any document purporting to be an instrument made by and sealed with the seal of the University shall, unless the contrary is shown, be received in evidence and taken to be such an instrument without further proof.

### 4.1 Custody of the seal

The seal of the Governing Body shall be held in custody by the office of the University Secretary.

### 4.2 Sealing of documents

The Governing Body has delegated responsibility for the use of the University's seal to the President and the University Secretary. However, in the absence of either, the Chairperson, (*or another nominee duly authorised by the Chairperson*), may attest the use of the Seal as follows:

- i) Where a document needs to be sealed, the seal shall be affixed in the presence of the above officers or their nominees and shall be attested by them. Any document requiring the use of the seal shall be reported to the Governing Body for ratification and recorded in the Minutes on a quarterly basis.
- ii) The seal is a corporate signature. The use of the seal indicates that the document is important and/or valuable. No common law exists regarding any financial limits which require a seal, however, a seal must be used in the conveyancing of land.
- iii) If the Governing Body gives an undertaking, the sealing of a document imposes an obligation. A signature does not reduce the obligation but a seal reaffirms the obligation expressed within the document. In cases where the Governing Body is uncertain, a signature could be offered, *'for and on behalf of the Governing Body,'* and if this is refused, the seal can be used.
- iv) The Governing Body or its officers may decide that a document shall be sealed, within the provisions of the Act.
- v) The following documents should be sealed:
  - a) Land Conveyances
  - b) Shares or bond transfers and sales

The following documents may be sealed:

- a) Legal agreements and licences
  - b) When a seal is requested by the other party
- vi) A summary record of each sealing shall be kept in a Register of Sealing and signed by those officers attesting the use of the Seal.

## 5 Committees

### 5.1 Governing Body Committees

The Governing Body may, from time to time, establish such Committees of the Governing Body as are necessary to assist it in the performance of its duties.

- i) The Governing Body may establish Committees, consisting in whole or in part of persons who are members of the Governing Body, and/or non-Governing Body members if specialist skills are required to assist and advise it in relation to the performance of any of its functions. In appointing members of a Committee established under this paragraph, the Governing Body shall have regard to the range of qualifications and experience necessary for the proper and effective discharge of the functions of the Committee.
- ii) The Governing Body may pay to members of a Committee established under this section such expenses incurred by them as the Governing Body may, with the consent of the Minister and the Minister for Public Expenditure and Reform, determine.
- iii) The Governing Body may remove a member of a Committee established under this section from the Committee at any time.
- iv) The decisions of a Committee shall be subject to confirmation by the Governing Body, unless the Governing Body otherwise determines.
- v) A Committee established under this section may regulate, by Standing Orders or otherwise, its procedures and business. The Committee's Standing Orders will be adopted and approved by way of their Minutes to be noted at a subsequent Governing Body meeting, (*see also Section 2.6(vi)(a)*).
- vi) The Governing Body may appoint a person to be Chairperson of a Committee established under this section.
- vii) A Committee shall provide the Governing Body with such information as the Governing Body may from time to time require, in respect of the Committee's activities and operations, for the purposes of the performance by the Governing Body of its functions.
- viii) The Governing Body may at any time dissolve a Committee established under this section.

### 5.2 List of Governing Body Committees

- i) Audit and Risk Committee
- ii) Nominations Committee

## 6 Reporting and communications

### 6.1 Reporting responsibilities

The Governing Body shall keep the Minister of Department of Education and Skills and the HEA informed of matters arising within the University in accordance with the reporting arrangements set out in 2018 Act.

### 6.2 Review of Governing Body performance and activity

The Governing Body shall, at least once a year, review its own performance, constitution and Standing Orders to ensure it is operating at maximum effectiveness and implement any changes it considers necessary.

### 6.3 Induction of new Governing Body members

The University Secretary and Secretariat of the Governing Body are responsible for the formal induction of new members of the Governing Body and organising mentoring for members where required.

## 7 Miscellaneous provisions

### 7.1 Waiver and suspension of Standing Orders

In exceptional cases, an extraordinary meeting of Governing Body may be called by the Chairperson. The first item on the Agenda of such meeting shall be the suspension of certain provisions of Standing Orders such that the meeting so called can proceed, without the necessity of observing particular standing orders. The specific provisions of these Standing Orders which shall be waived by the Governing Body at such meetings are:

- i) Notice of meeting

# APPENDICES

A. Technological Universities Act 2018 (*Number 3 of 2018*)

<http://www.irishstatutebook.ie/eli/2018/act/3/enacted/en/pdf>

B. Terms of Reference of Committees

C. Ethics in Public Office Acts 1995 and 2001

All persons who have obligations under the Ethics in Public Office Acts 1995 and 2001 are obliged to act in accordance with the guidelines and any advice given by the Standards Commission, unless by so doing they would be contravening another provision of the legislation.

<https://www.sipo.ie/en/>

D. TU Dublin Code of Governance (April 2019)