



# TECHNOLOGICAL UNIVERSITY DUBLIN

## Governing Body

# STANDING ORDERS

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## CONTENTS

|                                                                 |    |
|-----------------------------------------------------------------|----|
| 1. About TU Dublin Governing Body                               | 1  |
| 1.1 Introduction                                                | 1  |
| 1.2 Interpretation                                              | 2  |
| 2. Composition and Responsibilities of the Governing Body       | 2  |
| 2.1 Membership                                                  | 2  |
| 2.2 Gender Representation                                       | 3  |
| 2.3 Tenure of Office                                            | 3  |
| 2.4 Vacancies                                                   | 3  |
| 2.5 Removal or Disqualification                                 | 3  |
| 2.6 Functions, Operation, Duties and Responsibilities           | 4  |
| 3. Meetings and Proceedings                                     | 6  |
| 3.1 Chairperson                                                 | 6  |
| 3.2 Deputy Chairperson                                          | 6  |
| 3.3 Quorum                                                      | 7  |
| 3.4 Frequency and Convening of Meetings                         | 7  |
| 3.5 Notice of Meetings                                          | 7  |
| 3.6 Attendance at Meetings                                      | 8  |
| 3.7 Proceedings at Meetings                                     | 8  |
| 3.8 Voting at Meetings                                          | 8  |
| 3.9 Points of Order                                             | 9  |
| 3.10 Duration and Closure of Meetings                           | 9  |
| 3.11 Procedures for Obtaining Urgent Decisions Between Meetings | 9  |
| 3.12 Agenda Items                                               | 10 |
| 3.13 Admissibility of Papers                                    | 10 |
| 3.14 Minutes                                                    | 10 |
| 3.15 Declaration/Conflict of Interests                          | 11 |
| 3.16 Confidential Proceedings                                   | 12 |
| 4. Custody of the Seal, Sealing and Signature of Documents      | 12 |
| 4.1 Custody of the Seal                                         | 12 |
| 4.2 Sealing of Documents                                        | 13 |
| 5. Committees                                                   | 13 |
| 5.1 Governing Body Committees                                   | 13 |
| 5.2 List of Committees                                          | 14 |
| 6. Reporting and Communications                                 | 14 |
| 6.1 Reporting Responsibilities                                  | 14 |
| 6.2 Review of Governing Body Performance and Activity           | 15 |
| 6.3 Induction of New Governing Body Members                     | 15 |
| 7. Miscellaneous Provisions                                     | 15 |
| 7.1 Waiver and Suspension of Standing Orders                    | 15 |
| Appendices                                                      | 16 |

# 1. About Technological University Dublin Governing Body

## 1.1 Introduction

Technological University Dublin (hereinafter referred to as “the University” or “TU Dublin”) was established by Ministerial Order under Section 36 of the Technological Universities Act 2018 (No. 3 of 2018) (hereinafter referred to as the “TU Act 2018”), on the appointed day of 1st January 2019.

The TU Act 2018 has been significantly amended by the Higher Education Authority Act 2022 (No. 31 of 2022) (hereinafter referred to as the “HEA Act 2022”), which came into effect on 12 October 2022 and introduced substantial new governance obligations. References in these Standing Orders to “the Act” refer to the TU Act 2018 as amended by the HEA Act 2022 (and any subsequent amendments).

Under the Act, the University shall have a Governing Body to perform the functions of the University. The Governing Body is 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 it judges this necessary to discharge responsibilities as Governing Body members.

Subject to the Act, “the Governing Body shall regulate, by standing orders or otherwise, its procedure and business” (Schedule 1, paragraph 11). Subject to the Act, the Governing Body may make, amend or revoke rules (in the 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).

The purpose of this document is to set out the Standing Orders of the Governing Body, compiled in accordance with the 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 Act.

These Standing Orders were originally approved by the Governing Body at their meeting on 13th March 2019 and last updated on the 17th June 2026 to reflect legislative changes introduced by the HEA Act 2022. 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 they should be advised by the President and/or the University Secretary.

In these Standing Orders, references to “the Minister” mean the Minister for Further and Higher Education, Research, Innovation and Science.

References to “An tÚdarás” mean An tÚdarás um Ard-Oideachas (the Higher Education Authority), under the HEA Act 2022.

## 2. Governing Body Composition and Responsibilities

### 2.1 Membership

The Governing Body of TU Dublin shall consist of 19 members in accordance with Section 12 of the TU Act 2018 as amended. The members of the Governing Body shall be:

- A Chairperson, who shall be an external member, appointed by the Governing Body;
- 9 external members (other than the Chairperson), appointed by the Governing Body, of whom 3 shall be nominated by the Minister.
- The President
- 5 internal members (other than the President), being: 3 members of academic staff elected by academic staff; 1 member of non-academic staff elected by non-academic staff; and 1 member of academic or non-academic staff elected by all staff; and
- 3 student union representatives appointed by the Governing Body.

**Note:** *Before appointment as an external member, the Minister or the Governing Body (as applicable) must be satisfied that the person possesses knowledge and experience in matters connected with the objects and functions of the University, enabling them to make a substantial contribution to the effective and efficient performance of those functions. (Section 12(5), TU Act 2018 as amended)*

### 2.2 Gender Representation

In performing functions under Section 12 of the Act, the Minister and the Governing Body shall have regard to the objective that at least 40 per cent of members of the Governing Body shall be women and at least 40 per cent shall be men. The Governing Body shall also have regard to the objective that its membership broadly reflects the composition of Irish society and takes account of the different locations of the University's campuses. (Section 12(8), TU Act 2018 as amended)

When establishing Committees, the Governing Body shall also have regard to the objective that at least 40 per cent of members of each Committee shall be women and at least 40 per cent shall be men. (Schedule 1, paragraph 6(2)(b), TU Act 2018 as amended)

### 2.3 Tenure of Office

- (a) The term of office of a member of the Governing Body, other than the President, shall not exceed 4 years and such a member may not serve more than 2 consecutive terms of office. (Section 12(6)(a), TU Act 2018 as amended)
- (b) 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. (Section 12(6)(b), TU Act 2018 as amended)
- (c) A Governing Body shall, with the approval of the Minister, make such regulations relating to the selection, election, nomination or appointment of members as it thinks fit. (Section 12(7), TU Act 2018 as amended)

## 2.4 Vacancies

If a member of the Governing Body (other than the President or Chairperson) dies, resigns, ceases to be qualified for office, or is removed from office for any reason, the Governing Body may appoint a person to fill the casual vacancy in the same manner as the member who occasioned the vacancy was appointed. A person so appointed holds office for the unexpired portion of the predecessor's term. (Schedule 1, paragraph 4, TU Act 2018)

Vacancies which arise for Governing Body member(s) and Committee member(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 if, in the opinion of the Governing Body: (a) the member has become incapable through ill-health of performing their functions; (b) the member has committed stated misbehaviour; or (c) the removal of the member appears to be necessary for the effective performance by the Governing Body of its functions. (Schedule 1, paragraph 3(3), TU Act 2018)

A Governing Body member shall cease to be qualified for office and shall cease to hold office if they are adjudicated bankrupt, make a composition or arrangement with creditors, are sentenced by a court of competent jurisdiction to a term of imprisonment, are convicted of an indictable offence in relation to a company or any other body corporate, are convicted of an offence involving fraud or dishonesty, have a declaration under section 819 of the Companies Act 2014 made against them or are deemed to be subject to such a declaration by virtue of Chapter 5 of Part 14 of that Act, or are subject to a disqualification order under the Companies Act 2014. (Schedule 1, paragraph 3(4), TU Act 2018)

Where the Chairperson of the Governing Body resigns as Chairperson, they shall at the same time cease to be a member of the Governing Body. (Schedule 1, paragraph 3(2), TU Act 2018)

A member of the Governing Body shall cease to be a member if they are nominated or elected to the Oireachtas or to the European Parliament. (Schedule 1, paragraph 7, TU Act 2018)

## 2.6 Functions, Operation, Duties and Responsibilities

The functions of the Governing Body are set out under Sections 11(1), 11(1A) and 11(1B) of the TU Act 2018 (as amended by Section 89 of the HEA Act 2022). The Governing Body must operate in accordance with Schedule 1 of the Act. The following statutory functions are reserved to the Governing Body and cannot be delegated:

- Promote the success (including academic success) and reputation of the University; (Section 11(1A)(a))
- Satisfy itself that appropriate systems, procedures and practices are in place to perform the functions of the University, for internal performance management and accountability, and to implement and report on compliance with Government and Ministerial policies; (Section 11(1A)(b))
- Establish and implement arrangements for the management of the performance of the President; (Section 11(1A)(c))
- Approve expenditure for major capital and investment projects; (Section 11(1B)(a))
- Approve annual financial statements; (Section 11(1B)(b))
- Provide for and maintain a system of audit; (Section 11(1B)(c))
- Provide for and maintain a system of risk management; (Section 11(1B)(d))
- Provide for and maintain a system of quality assurance in accordance with the Qualifications and Quality Assurance (Education and Training) Act 2012; (Section 11(1B)(e))

- Review and oversee the implementation of major plans of action and provide strategic direction; (Section 11(1B)(f))
- Delegate such functions as may be appropriate to the President; (Section 11(1B)(g))
- Manage the financial affairs of the University to ensure value for money and its financial viability; (Section 11(1B)(h))
- Account to An tÚdarás for funding provided to the University. (Section 11(1B)(i))

**Note: Reserved Matters and Delegated Authority Framework.**

The statutory functions listed above are further elaborated, and additional reserved matters are set out, in the TU Dublin Reserved Matters and Delegated Authority Framework (“the Reserved Matters Framework”), which has been approved by the Governing Body and should be read in conjunction with these Standing Orders (see Appendix F). The Reserved Matters Framework also sets out the functions of the President, the functions delegable by the President to the University Executive Team, the obligations of Governing Body members as charity trustees, and the roles and responsibilities of the Chair, the President and the Governing Body. In the event of any inconsistency between these Standing Orders and the Reserved Matters Framework, the Reserved Matters Framework shall prevail in respect of reserved matters and delegated authority levels.

In addition to the statutory functions above, the following matters are reserved to the Governing Body by decision of the Governing Body or as required by the TU Dublin Code of Governance and the Code of Practice for the Governance of State Bodies. Full details, applicable thresholds and committee routing are set out in the Reserved Matters Framework:

- Approve annual budgets and corporate plans; (TUD Code of Governance para 1.7; Code of Practice State Bodies para 1.7)
- Approve major contracts, the Delegated Authority Framework, Signatory Policy, Treasury Policy and Risk Management Policies, including the financial thresholds above which Governing Body approval is required (currently €1 million inclusive of VAT for individual contracts or multi-year contract aggregates); (TUD Code of Governance para 1.7; Section 21 TU Act 2018)
- Approve significant acquisitions, disposals and retirement of assets, subject to the thresholds and procedures set out in the Reserved Matters Framework and the Code of Practice for the Governance of State Bodies; (TUD Code of Governance para 1.7)
- Approve any borrowing by the University or its subsidiaries, prior to seeking the required Ministerial consent; (Section 21 TU Act 2018)
- Approve the academic-related fees policy, subject to any directions from the Minister or An tÚdarás; (Section 24 TU Act 2018)
- Approve the establishment of subsidiary companies, joint ventures and significant shareholding arrangements, and any material change to the nature, scope or scale of the University’s activities, prior to seeking the required Ministerial consent; (Section 25 TU Act 2018; Code of Practice State Bodies paras 8.27–8.33)
- Appoint the President and determine the President’s terms and conditions of employment (subject to Ministerial sanction); manage the President’s performance; and, where required, remove or suspend the President for stated reasons; (Sections 13(2)–(4) TU Act 2018)
- Approve the Equality Statement and ensure it is kept under review and published; (Section 19 TU Act 2018)
- Establish succession planning arrangements for the President, including interim emergency arrangements; (TUD Code of Governance para 1.7; Code of Practice State Bodies para 1.7)

- Establish and maintain procedures for protected disclosures by University employees and for dealing with such disclosures; (TUD Code of Governance para 1.14; Code of Practice State Bodies para 1.14)

**In addition to these statutory functions, the following duties and responsibilities apply to the Governing Body:**

- a) Monitoring of performance – the Governing Body shall receive regular reports from the University's management team and Governing Body Committees.
- b) The Governing Body shall advise and support the Chairperson and management.
- c) The Governing Body shall satisfy themselves that internal and financial controls and systems of risk management are robust and defensible.
- d) 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.
- e) The Governing Body shall ensure that on appointment, 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.
- f) 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 (see Section 5). The Governing Body shall meet at least twice per year without executive members present (i.e. without the President, staff members and student members).
- g) The Governing Body will undertake an annual self-assessment evaluation of its own performance and that of its committees, including an external evaluation at least every three years, and shall review the results of this performance evaluation.
- h) 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.
- i) The Governing Body shall ensure that the principles and provisions set out in the TU Dublin Code of Governance and any other applicable corporate governance codes are adhered to.
- j) The Governing Body, as the charity trustees of TU Dublin (a registered charity), shall fulfil the duties of charity trustees under the Charities Act 2009 (as amended), including acting in good faith in the best interests of the University, acting honestly and responsibly, avoiding conflicts of interest, and exercising appropriate care, skill and diligence.

## 3. Meetings and Proceedings

### 3.1 Chairperson

- a) At a meeting of the Governing Body, the Chairperson shall, if present, be the Chairperson of the meeting.
- b) 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.
- c) 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. (Schedule 1, paragraph 5(5), TU Act 2018).

### 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 they sooner resign as Deputy Chairperson, hold office until they cease to be a member of the Governing Body. (Schedule 1, paragraph 5(4), TU Act 2018).

### 3.3 Quorum

- a) The quorum for a meeting of the Governing Body shall be set by the Governing Body at its first meeting and may be amended from time to time in accordance with standing orders under paragraph 11 of Schedule 1 of the Act. (Schedule 1, paragraph 5(3), TU Act 2018).
- b) The current quorum is 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.
- c) 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 (an “electronic meeting”). A member of the Governing Body who participates in an electronic meeting is taken for all purposes to have been present at the meeting. (Schedule 1, paragraph 5(8) and (9), TU Act 2018).
- d) 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.
- e) A member of the Governing Body who has disclosed an interest pursuant to Section 3.15 shall not be counted in the quorum for the relevant item. (Schedule 1, paragraph 8(3), TU Act 2018).

### 3.4 Frequency and Convening of Meetings

The Governing Body shall hold at least 6 meetings in any 12-month period and such additional meetings as may be necessary, as determined by the Chairperson, for the due fulfilment of its functions. (Schedule 1, paragraph 5(1), TU Act 2018)

The Governing Body shall meet at least twice per year in sessions without executive and internal members (the President, staff members and student members) present.

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. (Schedule 1, paragraph 5(2), TU Act 2018)

### 3.5 Notice of Meetings

- a) Meetings of the Governing Body shall be organised by the University Secretariat of the Governing Body at the request of the Chairperson. The Secretariat shall 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.
- b) 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.
- c) 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

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 its governance needs.

**Note: This sub-section does not apply to absence due to maternity or paternity leave.**

- a) 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.
- b) Procedure: A member shall request a leave of absence by sending official notification electronically or by hard copy to the Chairperson and copied to the University Secretary, including the effective start date of the absence period, duration and the reason.
- c) 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.

### 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. (Schedule 1, paragraph 5(6), TU Act 2018)

### **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 of 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, shall have been satisfactorily dealt with. In cases of extreme time pressure, the Chairperson may, at their discretion reasonably exercised:

- a) 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
- b) 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 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 (Chairperson's Action)**

- a) The Chairperson of the Governing Body has the delegated authority of the Governing Body to deal with matters 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.
- b) In all situations the Chairperson will endeavour to convene a quorate meeting (including electronically) to consider matters for as deemed necessary for operational expediency that arise between meetings and will only utilise this procedure of Chairs approval as a final option, and on the recommendation of the President or the President's nominee.
- c) 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 as if the report was to be submitted to a meeting of the Governing Body. The President or their nominee shall specify in the report the reason(s) for urgency and why the matter cannot wait until the next meeting of the Governing Body.
- d) The University Secretary shall submit the report to the Chairperson.
- e) In respect of any decision taken by the Chairperson under this procedure, the Chairperson shall record the decision by email to the University Secretary.
- f) The University Secretary shall provide the report under this procedure 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 noting, discussion or approval.

The Chairperson and the President are jointly responsible for the effective management of the Governing Body's agenda and shall meet in advance of each meeting with the University Secretary to agree the agenda.

- a) Any member of the Governing Body may request that 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. Such matters shall be considered by the Chairperson as to their appropriateness for inclusion on the agenda.

- b) 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.
- c) 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 relevant to the matters already discussed and for the clarification 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.

### 3.13 Admissibility of Papers

Approved Agenda items must be submitted to the University Secretariat in the correct format (use of the appropriate memo) 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 is not of a suitable standard or the consideration of the circulation of late papers to the Governing Body in exceptional circumstances.

### 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. (***Reference to the Recording of University Meetings procedure***)

The University 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. 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.

### 3.15 Declaration/Conflict of Interests

The following provisions reflect Schedule 1, paragraph 8 of the TU Act 2018:

#### **Disclosure of Conflict of Interest**

- a) Where at a meeting of the Governing Body any of the following matters arise: (a) an arrangement to which the Governing Body is a party; (b) an arrangement to which the Governing Body proposes to become a party; (c) a contract or other agreement with the Governing Body; or (d) a proposed contract or other agreement with the Governing Body.
- b) Any member of the Governing Body present at the meeting who has a financial interest or other beneficial interest in, or material to, the matter concerned shall:
  - i. disclose to the Governing Body at the meeting the fact of that interest and its nature;
  - ii. absent himself or herself from the meeting or that part of the meeting during which the matter is being discussed;
  - iii. take no part in any deliberation of the Governing Body relating to the matter; and

- iv. not vote on a decision relating to the matter.
- c) Where an interest is disclosed pursuant to this paragraph, the disclosure shall be recorded in the Minutes of the meeting concerned and, be noted in the conflicts of interest register and for so long as the matter to which the disclosure relates is being dealt with by the meeting, the member by whom the disclosure is made shall not be counted in the quorum for the meeting.
- d) Where, at a meeting of the Governing Body, the Chairperson of the meeting is the member in respect of whom a question to which applies falls to be determined, the other members attending the meeting it shall fall to the Deputy Chairperson of the meeting to decide on the question concerned.

Above shall apply to a member of a Committee established, where the member is not also a member of the Governing Body. (Schedule 1, paragraph 9, TU Act 2018) (External Member of a sub-committee)

Members are also subject to the obligations of the Ethics in Public Office Acts 1995 and 2001 and to such Codes of Conduct as the Governing Body may adopt. (The GB members are required to sign the TU Dublin Code of Conduct for GB members).

### **3.16 Confidential Proceedings**

The following provisions reflect Schedule 1, paragraph 10 of the TU Act 2018:

- a) A person shall not disclose confidential information obtained by them 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 sub-committee established under these Standing Orders, unless authorised by the Governing Body to do so.
- b) A person who contravenes subparagraph (a) above commits an offence.
- c) In this paragraph “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; (b) proposals of a commercial nature or tenders submitted to the Governing Body or sub-committees by contractors, consultants or any other person. (Schedule 1, paragraph 10(4), TU Act 2018). The Governing Body may wish to note that personal information is nonetheless treated as confidential in practice.

A member of the Governing Body shall not disclose a matter considered by the Governing Body or its sub-committee in confidence, without its permission.

## **4. Custody of the Seal, Sealing and Signature of Documents**

The Governing Body shall retain in its possession a seal of the University. (Schedule 1, paragraph 1, TU Act 2018) 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 as determined by the President.

### **4.2 Sealing of Documents**

- a) The Governing Body has delegated responsibility for the use of the University's seal to the President. However, in the absence of either, the Chairperson, (or another nominee duly authorised by the Chairperson and President), may attest the use of the Seal as follows:
- b) 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 at the next meeting of the Governing Body
- c) 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.
- d) 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.
- e) The Governing Body or its officers may decide that a document shall be sealed, within the provisions of the Act.
- f) The following documents should be sealed:
  - i) Land Conveyances ii) Shares or bond transfers and sales
- g) The following documents may be sealed:
  - a) Legal agreements and licences
  - b) When a seal is requested by the other party
- h) 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, including committees relating to audit and risk management functions. (Schedule 1, paragraph 6(1), TU Act 2018 as amended by Section 104 of the HEA Act 2022)

- a) The Governing Body may establish Committees, consisting in whole or in part of persons who are members of the Governing Body or members of staff of the University. In appointing members of a Committee, 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, and to the objective that at least 40 per cent of Committee members shall be women and at least 40 per cent shall be men. (Schedule 1, paragraph 6(1) and 6(2), TU Act 2018 as amended)
- b) The Governing Body may pay to members of a committee such expenses as the Governing Body may, with the consent of the Minister and the Minister for Public Expenditure and Reform, determine. (Schedule 1, paragraph 6(3), TU Act 2018)
- c) The Governing Body may remove a member of a Committee from the Committee at any time. (Schedule 1, paragraph 6(4), TU Act 2018)
- d) The acts of a Committee shall be subject to confirmation by the Governing Body, unless the Governing Body otherwise determines. (Schedule 1, paragraph 6(5), TU Act 2018)
- e) A Committee may regulate, by Terms of reference or otherwise, its procedure and business. The Committee's terms of reference will be adopted and approved every three years by way of their Minutes to be noted at a subsequent Governing Body meeting.
- f) The Governing Body may appoint a person to be Chairperson of a Committee. (Schedule 1, paragraph 6(7), TU Act 2018)
- g) 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. (Schedule 1, paragraph 6(8), TU Act 2018)
- h) The Governing Body may at any time dissolve a Committee. (Schedule 1, paragraph 6(9), TU Act 2018)

### 5.2 List of Governing Body Committees

- Audit and Risk Committee (ARC)
- Finance and Property Committee (FPC)
- Select Committee (SC)
- Equality, Diversity and Inclusion Committee (EDIC)

**Note:** *The list of Committees may be amended from time to time by resolution of the Governing Body. Each Committee shall have written Terms of Reference approved by the sub-committee and by the Governing Body.*

## **6. Reporting and Communications**

### **6.1 Reporting Responsibilities**

The Governing Body shall keep the Minister for Further and Higher Education, Research, Innovation and Science and An tÚdarás informed of matters arising within the University in accordance with the reporting arrangements set out in the Act, including:

- Submission of the Annual Report to the Minister and to An tÚdarás, to be laid before the Houses of the Oireachtas and published; (Section 23, TU Act 2018)
- Approval and publication of the Equality Statement, covering a period of between 3 and 5 years, prepared by the President and submitted to the Governing Body for approval; (Section 19, TU Act 2018)
- Submission of annual accounts and financial statements to An tÚdarás and to the Comptroller and Auditor General; (Section 22, TU Act 2018; Section 63, HEA Act 2022)
- Submission of the Strategic Development Plan to An tÚdarás; (Section 18, TU Act 2018; Section 61, HEA Act 2022)
- Furnishing any information requested by the Minister concerning the performance of the University's functions; (Section 27, TU Act 2018)
- Where the Governing Body has concerns regarding a matter relating to the governance or performance of the functions of the University, arranging for a review of the matter to be undertaken and reporting to An tÚdarás. (Section 27A, TU Act 2018)
- Submission of the Annual Governance Statement and Statement of Internal Control, signed by the Chairperson, to the Minister and An tÚdarás.
- Submission of an annual report to the Charities Regulatory Authority not later than 10 months after the end of each financial year. (Section 52(1), Charities Act 2009)

The Chairperson shall, on behalf of the Governing Body, maintain an appropriate relationship with the Minister and with An tÚdarás, and shall furnish the Minister with the annual report and the Annual Governance Statement.

### **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. An external evaluation of the Governing Body's performance shall be carried out at least every three years.

### **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. All GB members are required to sign the Code of Conduct for GB members.

## **7. Miscellaneous Provisions**

### **7.1 Waiver and Suspension of Standing Orders**

In exceptional cases, an extraordinary meeting of the Governing Body may be called by the Chairperson. The first item on the agenda of such a meeting shall be the suspension of certain provisions of Standing Orders such that the meeting so called can proceed without the necessity of observing TU Dublin's standing orders. The specific provision of these Standing Orders which shall be waived by the Governing Body at such meetings is the notice of the meeting.

## Appendices

### Appendix A – Key Legislative References

| Legislation                                                                   | Key Provisions Relevant to These Standing Orders                                                                                                                                                                                                                                                                                                                     |
|-------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Technological Universities Act 2018 (No. 3 of 2018) as amended</b>         | Sections 9, 11, 12, 12A, 13, 14, 18, 19, 20, 21, 22, 23, 24, 25, 27, 27A; Schedule 1 (Governing Body); Schedule 2 (President). <a href="https://www.irishstatutebook.ie/eli/2018/act/3/enacted/en/html">https://www.irishstatutebook.ie/eli/2018/act/3/enacted/en/html</a>                                                                                           |
| <b>Higher Education Authority Act 2022 (No. 31 of 2022)</b>                   | Sections 85–90, 104 (amendments to TU Act 2018); Sections 61–66 (performance frameworks and HEA oversight). Commenced 12 October 2022.                                                                                                                                                                                                                               |
| <b>Ethics in Public Office Acts 1995 and 2001</b>                             | All persons with obligations under these Acts are obliged to act in accordance with the guidelines and advice given by the Standards Commission. <a href="https://www.sipo.ie/en/">https://www.sipo.ie/en/</a>                                                                                                                                                       |
| <b>Charities Act 2009 (as amended)</b>                                        | Sections 47, 48, 52, 53, 54B, 65, 68 – Charity trustee duties, accounts, annual reports, and CRA compliance.                                                                                                                                                                                                                                                         |
| <b>Qualifications and Quality Assurance (Education and Training) Act 2012</b> | Quality assurance obligations applicable to the University.                                                                                                                                                                                                                                                                                                          |
| <b>Code of Practice for the Governance of State Bodies (August 2016)</b>      | Best practice governance principles applicable to TU Dublin as a state body.                                                                                                                                                                                                                                                                                         |
| <b>Technological Universities Act 2018</b>                                    | Section 19 (Equality Statement); Section 21 (Borrowing – GB approval and Ministerial consent required); Section 24 (Academic-related fees); Section 25 (Company setup and shareholding – Ministerial consent required); Section 27A (Governance review and reporting to An tÚdarás). These provisions are elaborated in the Reserved Matters Framework (Appendix F). |

### Appendix B – Terms of Reference of Committees

The Terms of Reference of each Governing Body Committee shall be adopted and approved by the Governing Body and maintained as separate documents available from the University Secretariat. The current subcommittees are the Finance and property committee (FPC); the audit and risk committee (ARC) Select Committee and the equality diversity and inclusion committee (EDIC).

### Appendix 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 in Public Office Commission, unless by so doing they would be contravening another provision of the legislation. Further information: <https://www.sipo.ie/en/>

### Appendix D – TU Dublin Code of Governance

The TU Dublin Code of Governance (as amended 24 March 2021) sets out the governance framework for TU Dublin. This Code should be read in conjunction with these Standing Orders. Governing Body members are expected to comply with the Code and the Code of Practice for the Governance of State Bodies. The TU Dublin Code of Governance will be updated in Semester 1 2026.

## **Appendix E – Summary of Key Legislative Changes (HEA Act 2022)**

The following is a brief summary of the principal amendments made to the TU Act 2018 by the HEA Act 2022 which have been incorporated into these Standing Orders:

- Governing Body size fixed at 19 members with a prescribed composition (Section 90, HEA Act 2022 / new Section 12, TU Act 2018).
- The Chairperson must be an external member, appointed by the Governing Body.
- Ministerial nominations for external members reduced to 3 (of 10 external members including the Chair).
- New gender balance requirements for Committees (40/40) added.
- Governing Body functions now explicitly include: promoting success and reputation; satisfying itself that appropriate systems are in place; managing the President's performance; approving capital expenditure, financial statements, audit, risk management, quality assurance, strategic direction and delegated authority; managing financial affairs; and accounting to An tÚdarás. (Section 89, HEA Act 2022 / new Sections 11(1A) and 11(1B), TU Act 2018)
- Committees must now include audit and risk management committees. (Section 104, HEA Act 2022)
- New provision allowing Governing Body to arrange review of matters of governance concern and report to An tÚdarás. (Section 27A, TU Act 2018 as inserted)
- References to 'Minister for Education and Skills' updated to 'Minister for Further and Higher Education, Research, Innovation and Science' and to 'An tÚdarás' instead of 'the HEA'.
- Section 55 (transitional first Governing Body arrangements) superseded by Section 12A transitional provisions.

## **Appendix F – TU Dublin Reserved Matters and Delegated Authority Framework**

The TU Dublin Reserved Matters and Delegated Authority Framework ("the Reserved Matters Framework") sets out in detail: (a) the matters reserved to the Governing Body, including those reserved by statute and those reserved by decision of the Governing Body; (b) the functions of the President and the matters delegable by the President to the University Executive Team; (c) the obligations of Governing Body members as charity trustees of TU Dublin; and (d) the roles and responsibilities of the Chair, the President and the Governing Body collectively.

The Reserved Matters Framework has been approved by the Governing Body (17<sup>th</sup> of June 2026) and should be read in conjunction with these Standing Orders, the TU Dublin Code of Governance and the applicable legislative framework (Appendix A above). The Reserved Matters Framework is available from the University Secretariat and on the TU Dublin Website and is reviewed and updated by the Governing Body as required and at least every three years. In the event of any inconsistency between these Standing Orders and the Reserved Matters Framework in respect of reserved matters or delegated authority levels, the Reserved Matters Framework shall prevail.