

## **GOVERNING AUTHORITY GOVERNANCE COMMITTEE**

### **1. Introduction**

- 1.1 The Governance Committee is a sub-committee of Governing Authority and reports to Governing Authority.
- 1.2 The overall objective of the Committee is to assist and advise the Governing Authority on the effectiveness of corporate governance arrangements and to ensure the effective and efficient implementation of the Governing Authority's responsibilities as set down by the Universities Act, 1997 and national codes of governance in place from time to time.
- 1.3 The Governance Committee is charged with the matters as set out in its Terms of Reference below.
- 1.4 The Governance Committee will report as required to the Governing Authority and will provide a copy of its agreed minutes as soon as possible for noting and/or discussion by Governing Authority.
- 1.5 In addition to accessing the services of the University Solicitor, the Governance Committee is authorised by Governing Authority to obtain outside legal or other independent professional advice, if it considers this necessary.
- 1.6 The Governance Committee will meet at least four times per annum.
- 1.7 Between meetings of the Governance Committee occasions may arise where an urgent matter requires consideration by the Committee. The Chair and President may agree in such circumstances to seek a decision of the Committee via email to all members. In the event of such circumstances arising any such decision will be noted in the minutes of the Committee's next meeting.
- 1.8 A quorum for a meeting of the Committee shall be one third of the total number of members, rounded up to the nearest whole number, plus one. The participation of members by tele conferencing and/or video conferencing will be counted for the purposes of a quorum. No meeting will proceed in the absence of a quorum.
- 1.9 At the start of each meeting, the Secretary to the Governance Committee will ask members to declare any conflict of interest, perceived or otherwise, in relation to any matters on the agenda. Where such a conflict is declared, the member will absent him/herself from the meeting during consideration of the agenda item. Any additional documentation will not be made available to the member following the declaration of interest. These matters will be recorded in the minutes.
- 1.10 Questions arising at any Governance Committee meeting shall be decided by consensus where possible. Where consensus is not possible, then the matter will be decided by a majority of the votes of the members present either in person or by tele conferencing and/or video conferencing. Where there is an equality of votes, the Chair shall have an extra casting vote. Where decisions

are unanimous, they shall be recorded as such in the minutes. Dissensions and negative votes shall be documented in the minutes in terms acceptable to the dissenting person or negative voter.

- 1.11 The Committee will review its terms of reference and composition on an annual basis and recommend any proposed changes to the Governing Authority for consideration.
- 1.12 The Committee will undertake a self-evaluation process at least every three years and report on the outcome of this assessment to the Governing Authority.
- 1.13 The Committee will agree a training and development programme for its members at least on an annual basis.

## **2. Terms of Reference**

- 2.1 To advise Governing Authority on the operation and discharge of its duties vis-à-vis corporate governance and the appropriate delegation of Governing Authority responsibilities.
- 2.2 To consider updates to the Code of Governance for Irish Universities as agreed between the Irish Universities Association (IUA) and the Higher Education Authority (HEA) from time to time and to recommend to Governing Authority its approval or otherwise.
- 2.3 To monitor the University's compliance with the agreed HEA/IUA Code of Governance and advise the Governing Authority accordingly.
- 2.4 To review and recommend changes to the University's Code of Governance and make recommendations for amendment to Governing Authority as required.
- 2.5 To review the Code of Conduct for Members of Governing Authority and make recommendations to Governing Authority for amendment as required.
- 2.6 As requested by Governing Authority to consider any governance review recommendations and make recommendations to Governing Authority on their acceptance or otherwise and, where appropriate, on their implementation.
- 2.7 To lead and agree the tender process for the external evaluation of the performance of Governing Authority and its sub committees at least once during their terms of office. Following considering of tenders, to make a recommendation to Governing Authority for appointment of individuals/organisation charged with undertaking the external review.
- 2.8 To consider recommendations arising from both internal and external reviews of Governing Authority and make recommendations to Governing Authority on their acceptance or otherwise and, where appropriate, on their implementation.
- 2.9 To consider a report on the operation and effectiveness of the University's Policy Management Framework on an annual basis and report to the Governing Authority.

2.10 To consider such other governance related matters as requested by Governing Authority from time to time on terms set down by Governing Authority.

### **3. Composition of Governance Committee**

The Governance Working Group will comprise:

- Three members of Governing Authority who are not employees/students of UL: **Mr Liam Carroll (Chair), Ms Trish Long, Mr Colin Clarke**
- Three members of Governing Authority who are employees/students of UL: **Professor Seán Arkins, Ms Kim O'Mahony, Mr Ger Slattery.**

The Chairperson of the Governance Committee is appointed from amongst its membership by Governing Authority on the nomination of the President.

The Committee is authorised to add ad-hoc members to replace a member(s) in the event of a conflict of interest arising.

The Corporate Secretary will act as Executive Secretary to the Committee.