

UNIVERSITIES ACT 1997

UNIVERSITY COLLEGE CORK – NATIONAL UNIVERSITY OF IRELAND, CORK

REGULATION

on

CONDUCT OF GOVERNING BODY BUSINESS

*adopted by the Governing Body at its meeting on 20 October 2009
by virtue of the Universities Act, 1997, s 16(11), and Sch. 3 para. 14
and as amended by Governing Body at its meeting on 17 December 2013
and as amended by Governing Body at its meeting on 19 September 2017
and as amended by Governing Body at its meeting on 31 October 2017
and as amended by Governing Body at its meeting on 18 September 2018*

Conduct of Governing Body Business

<i>Part 1</i>	<i>Functions of the Governing Body</i>
<i>Part 2</i>	<i>Role of the Chairperson</i>
<i>Part 3</i>	<i>Role of the Secretary</i>
<i>Part 4</i>	<i>Role of individual members</i>
<i>Part 5</i>	<i>Conduct of business</i>
<i>Part 6</i>	<i>Complaints and removal of members</i>
<i>Part 7</i>	<i>Date in force, consolidation</i>

1. **Functions of the Governing Body**

1.1 General The functions of the Governing Body are set out in Universities Act 1997, s 18(1), and Principal Statute B.1.b. They are, in pursuance of the objects of the University but within the constraints of its budget:

- (a) to control and administer the land and other property of the University,
- (b) to appoint the President and such other employees as it thinks necessary for the purposes of the University,
- (c) to determine the membership of the Governing Body, subject to national law and to the University's charter and statutes, and
- (d) to perform such other functions as are imposed on it by or under any law or by the University's charter and statutes.

1.2 Financial and legal responsibilities The functions of the Governing Body shall include:

- (a) to be the principal financial and business authority of the University, with overall responsibility for the University's assets, property and estate;
- (b) to be the University's legal authority and, as such, to ensure that systems are in place for meeting all of its legal obligations, including those arising from contracts and other legal commitments made in its name;
- (c) to ensure that the University's charter, statutes, regulations and the Universities Act, 1997, are followed at all times, and that appropriate advice is available to enable this to happen;
- (d) to approve the annual budget and financial statements;
- (e) to act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the University; and
- (f) to ensure that proper books of account are kept.

1.3 Other functions The functions of the Governing Body shall include:

- (a) to appoint the President, and to put in place suitable arrangements for monitoring his/her performance;
- (b) to appoint a Secretary to the Governing Body and to ensure that, if the person appointed has managerial responsibilities in the University, there is an appropriate separation in the lines of accountability;
- (c) to be the employing authority for all staff of the University and to be responsible for establishing a human resources strategy;

- (d) to make such provision as it thinks fit for the general welfare of students, in consultation with the Academic Council; and
- (e) to establish procedures for handling internal grievances, disciplinary issues, and dispute resolution.

1.4 Governance and management The functions of the Governing Body shall include:

- (a) to approve the mission and strategic vision of the University, long-term business plans and (following consultation with the Academic Council) academic plans, and key performance indicators, and to ensure that these meet the interests of stakeholders;
- (b) to ensure processes are in place to monitor and evaluate the performance and effectiveness of the University against the plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions;
- (c) to delegate authority to the President for the academic, administrative, financial, and personnel management of the University subject to reserving such matters to itself as the Governing Body thinks fit; and to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the President;
- (d) to ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment;
- (e) to establish procedures for quality assurance;
- (f) to prepare a statement of the policies of the University in respect of access to the University and equality, including gender equality; and
- (g) to establish processes to monitor and evaluate the performance and effectiveness of the Governing Body itself.

2. Role of the Chairperson

2.1 The President as Chairperson The first meeting of a new Governing Body of a University shall be chaired by the President. At that meeting (and from time to time as the Governing Body determines) the Governing Body shall decide whether the President should be (or continue to be) the Chairperson. If it is of that opinion, the President shall be the Chairperson *ex officio* on and from the passing of the resolution to that effect.

2.2 President and Chairperson distinct Where the Governing Body decides that a person other than the President should be the Chairperson, it shall, as soon as practicable at that or a subsequent meeting, by a majority vote of not less than two-thirds of its members, appoint a Chairperson. The President shall act as Chairperson of all meetings of the Governing Body until such an appointment is made, and shall resume the chairpersonship when the appointment terminates. A Chairperson appointed under this section:

- (a) shall be neither an employee of the University nor a member of the Governing Body;
- (b) shall hold office on such terms and conditions as the Governing Body may, at the date of appointment, determine;
- (c) shall not be appointed on a fulltime basis, and the person appointed shall exercise no function in respect of the control and management of the University other than the functions of Chairperson of the Governing Body;
- (d) may at any time resign from office as Chairperson by letter addressed to the Governing Body, and the resignation shall take effect on the date on which the letter is received; and
- (d) may at any time be removed from the office of Chairperson by the Governing Body for stated reasons.

2.3 Role: general The Chairperson is responsible for ensuring that the Governing Body conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership. S/he shall at all times act fairly and impartially in the interests of the University as a whole, using independent judgement and maintaining confidentiality as appropriate. S/he shall have a strong personal commitment to higher education and the values, aims and objectives of the University.

2.4 Chairperson and President Where the President is not the Chairperson, the Chairperson, through leadership of the Governing Body, should play a key role in the strategic direction of the University, but is not to be drawn into the day-to-day executive management. There should be a constructive and challenging working relationship between the Chairperson and the President. It is desirable to emphasise the need for both sides to recognise that the roles are formally distinct. The relationship should be mutually supportive, but must also incorporate the checks and balances imposed by the different roles each has within the University.

2.5 Responsibilities as Chairperson The Chairperson is responsible for the leadership of the Governing Body. His/her duties include the following:

- (a) S/he is ultimately responsible for ensuring that the Governing Body operates effectively, discusses those issues which it needs to discuss, and dispatches its responsibilities in a business-like way.
- (b) S/he should promote its wellbeing and efficient operation, ensuring that its members work together effectively and have confidence in the procedures laid down for the conduct of business.
- (c) S/he should take particular care that the Governing Body observes the principles of good governance, and that committees, which play a central role in the proper conduct of the Governing Body's business, report back appropriately.
- (d) S/he should ensure that the Governing Body exercises collective responsibility, that is to say, that decisions are taken corporately by all members acting as a body. The Chairperson shall encourage all members to work together effectively, contributing their skills and expertise as appropriate, and shall seek to build consensus among them.
- (e) S/he should ensure that the Governing Body acts in accordance with the instruments of governance of the University and with the University's internal rules and regulations, and should seek advice from the Secretary in any case of uncertainty.
- (f) S/he shall ensure that any conflict of interest is identified and managed appropriately, in order that the integrity of Governing Body business shall be, and shall be seen to be, maintained.

2.6 Performance review The Chairperson should ensure that the Governing Body approves and operates a procedure for the regular appraisal/review of its performance and effectiveness, and should participate in that process. The Chairperson may wish to receive feedback on his/her performance as Chairperson of the Governing Body as part of the appraisal procedure.

2.7 External Role The role of the Chairperson may extend to representing the University in external contexts, and s/he may be asked to play a role in liaising between key stakeholders and the University. This role in particular should be exercised in a carefully co-ordinated fashion with other senior officers and staff of the University.

3. **Role of the Secretary**

3.1 Role: general The Secretary to the Governing Body is appointed to that post by the Governing Body itself. Irrespective of any other responsibilities the appointee may hold, in relation to his/her responsibilities as Secretary, the Secretary is responsible solely to the Governing Body and reports directly to the Chairperson of the Governing Body in relation to Governing Body business. The Governing Body shall safeguard the Secretary's ability to carry out his/her duties.

3.2 Standards of conduct The Secretary shall have a strong personal commitment to higher education and the values, aims and objectives of the University. S/he shall at all times regulate his/her personal conduct in relation to the Governing Body and the University in accordance with accepted standards of behaviour in public life. S/he is required to maintain a high standard of personal and professional self development.

3.3 Specific duties The duties of the Secretary include the following:

- (a) to ensure that all documentation provided to members of the Governing Body is concise and its content is appropriate,
- (b) to provide the Governing Body with authoritative guidance about its responsibilities under the charter, statutes and regulations to which it is subject, including legislation and on how these responsibilities should be discharged,
- (c) to provide legal advice to, or obtain it for, the Governing Body, and to advise the Governing Body on all matters of procedure,
- (d) to act as Secretary to committees of the Governing Body and be responsible for ensuring that adequate clerical support is provided to Governing Body Committees if required,
- (e) to arrange an induction programme for new members of the Governing Body, and to draw the attention of Governing Body members to training activities arranged by appropriate providers,
- (f) to arrange for the re-imbusement to Governing Body members of the expenses they incur in carrying out Governing Body business (the Secretary shall be provided with a budget for that purpose), and
- (g) to alert the Governing Body, and to give appropriate advice, where:
 - (i) new or revised responsibilities for the Governing Body arise (e.g from new legislation),
 - (ii) s/he believes that any proposed action would exceed the Governing Body's powers or be contrary to statute or legislation, and

- (iii) conflict occurs or may potentially occur between the Governing Body and the President.

3.4 Conflict of Interest The Secretary may combine the function of Secretary with a senior administrative or management role in the University. S/he must exercise care in separating these two functions. If the Secretary perceives any conflict of interest between his/her separate functions, s/he should report it forthwith to the Governing Body. The Secretary shall make a full and timely disclosure of his/her personal interests.

3.5 Working Relationships The Secretary shall be required to form effective working relationships with the Chairperson of the Governing Body and the President of the University, and is required to consult with both and keep to them fully informed on any matter relating to Governing Body business. The Secretary shall also be required to form effective working relationships with other senior managers in the University in order to facilitate the effective conduct of Governing Body business.

3.6 Performance review The Secretary shall participate in procedures established by the Governing Body for the regular appraisal/review of his/her performance as Secretary. These procedures shall be separate from procedures for the appraisal/review of any other responsibilities the Secretary may hold. The Chairperson shall be responsible for the appraisal/review of the performance of the Secretary to the Governing Body, taking care to ensure that any other duties the Secretary may perform for the University are excluded from consideration, and shall make recommendations accordingly.

4. Role of individual members

4.1 Introduction This part sets out and amplifies the duties of all members of the Governing Body and Governing Body Committees, in accordance with the Universities Act, 1997. The Chairperson and Secretary shall advise any member, upon his/her request, on any question pertaining to his/her responsibilities as member.

4.2 Primary duties Members shall carry out their functions with integrity, independence, honesty, good faith and proper purpose and shall act in the best interests of the University. In particular, they shall:

- (a) act responsibly and fairly with the due care, skill, diligence, loyalty, and the prudence of a reasonable individual;
- (b) treat each other, and University staff and students, with professionalism, courtesy and respect;
- (c) not improperly influence other members;
- (d) not act as spokespersons for the Governing Body in any form, unless specifically requested by the Governing Body to do so; and

- (e) participate actively and work co-operatively with fellow members in discharging their responsibilities as members.

4.3 Duty to be Adequately Informed All members shall:

- (a) develop and maintain a clear understanding of the functions of the Governing Body;
- (b) familiarise themselves with the contents of the Universities Act, 1997, and University statutes;
- (c) develop and maintain a clear understanding of the role of any Governing Body committee on which they serve;
- (d) familiarise themselves with the contents of key University documents (as specified by Governing Body from time to time);
- (e) seek clarification and take advice in respect of matters outside the member's expertise, in accordance with such procedures as may be agreed by Governing Body for this purpose from time to time; and
- (f) prepare for meetings by reading and considering all papers circulated with the agenda, provided to them ordinarily at least one week before each meeting of the Governing Body.

4.4 Special interests A member 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. However, nothing in this section shall restrict a member from representing at meetings of the Governing Body the views of those by whom he or she has been elected, or to restrict the freedom of expression of that member.

4.5 Confidentiality The University is committed to providing access to general information relating to its activities in a way that is open and enhances its accountability to the general public. However, in the course of their duties, members will have access, in written form and in the course of deliberations, to sensitive information such as personal information, information received in confidence by the University, and commercially sensitive information. Members are required to respect the confidentiality of such information, and shall:

- (a) ensure that appropriate care is taken to guarantee the security of sensitive Governing Body and other documents, whether in paper or electronic form;
- (b) respect the confidentiality of information received in the performance of their duties, as well as the confidentiality of the deliberations of the Governing Body;
- (c) ensure that confidential records are subject to appropriate access procedures;
- (d) observe any restrictions agreed by the Governing Body on the use or dissemination of information (subject to Freedom of Information Act or Data Protection Act requirements); and

- (e) respect the privacy of individuals.

4.6 Abuse of position No member of the Governing Body shall:

- (a) use their position as a member for personal profit, gain or advantage;
- (b) accept a gift, fee, favour, reward, gratuity or remuneration of any kind if it could be seen by the public, knowing the full facts, as intended or likely to cause a member to act in a particular way or deviate from the performance of his/her duty;
- (c) assist any person or any organization in its dealings with the University when such intervention may result in real or apparent preferential treatment to that person or organization by the University;
- (d) use, directly or indirectly, any facilities or services of the University, nor allow them to be used, for purposes other than expressly approved by the University;
- (e) after ceasing to be a member, make use of any information obtained in their capacity as a member that is not generally available to the public, in order to derive therefrom a benefit or advantage for themselves or that of any family member; or
- (f) for a period of two years after ceasing to be a member, give advice nor act in the name of or on behalf of someone else in negotiations with or in regard to contracts with the University.

However, nothing in this section shall restrict staff representatives on Governing Body from participating in deliberations or voting on, any matters relating to conditions of employment, which are not confined in their effect to the individual staff representative.

4.7 Conflict of Interest Members should be vigilant to ensure that real or perceived conflicts of interest are acknowledged and addressed.

- (a) A member shall be considered to have a real conflict of interest when s/he holds a personal interest, whether direct or indirect, of which s/he is aware and which in the opinion of a reasonably informed and well-advised person is sufficient to put into question the independence, impartiality, and objectiveness that the said member is obliged to exercise in the performance of his/her duties.
- (b) A member shall be considered to have a perceived conflict of interest when s/he appears to have, in the opinion of a reasonably informed and well-advised person, a personal interest, whether direct or indirect, that is sufficient to put into question the independence, impartiality, and objectiveness that the said member is obliged to exercise in the performance of his/her duties.

4.8 Disclosure of Interest Where a conflict of interest arises, a member shall make a full disclosure of the conflict, in writing, to the Secretary of Governing Body (copied to the Chairperson of Governing Body), as soon as s/he becomes aware of same. Governors are asked

to read the Agenda and documents for Governing Body meetings as soon as possible once circulated. Any potential/actual conflicts of interest should be brought to the attention of the Secretary by 4.00 pm on the Friday prior to the Governing Body meeting.

4.9 Withdrawal from deliberations and decision Members shall resolve a conflict of interest in the best interests of the University by declaring his/her interest and leaving the room, thereby taking no part in the relevant discussion, decision or action. In circumstances where a member is unsure as to whether or not a conflict of interest exists or is material, s/he should discuss the matter with the Chairperson prior to the meeting. If in doubt, s/he should declare and offer to withdraw.

4.10 Some specific situations The Universities Act, 1997, sch 3, para 8, states:

- (a) A member of the Governing Body who has an interest in either (i) 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 (ii) a contract which the University proposes to make, shall disclose to the Governing Body the fact of the interest and its nature, and shall take no part in any deliberation or decision of the Governing Body relating to the contract, and the disclosure shall be recorded in the minutes of the Governing Body.
- (b) A member of the Governing Body who is related to a person who is a candidate for appointment by the Governing Body as an employee of the University shall disclose to the Governing Body the fact of the relationship and its nature and shall, if the Governing Body so decides, take no part in any deliberation or decision of the Governing Body relating to the appointment, and the disclosure and decision shall be recorded in the minutes of the Governing Body.

4.11 Where a member of the Governing Body engages with the University in the course of business, as a party to a contract, as a supplier of goods or services, or as a director or owner of an entity providing goods or services to the University, any such interest must be declared to the Governing Body. The fact that University decisions regarding the engagement/business involvement are not made directly by the Governing Body will not absolve any member of Governing Body from the obligation to declare the interest.

4.12 Ethics in Public Office Act[s] Members shall comply with the provisions of the Ethics in Public Office Act, 1995, and the Standards in Public Office Act, 2001, as these are applicable to the Governing Body. The necessary Statement of Interest shall be returned annually to the President of the University (who is the designated officer for this purpose) and to the Commission on Standards in Public Office by the due date – namely, 31 January for declarations covering the previous calendar year.

4.13 Register of Interests. The University shall maintain a Register of the Interests of members of the Governing Body in a format to be approved by the Audit Committee and the Governing Body

4.14 Membership of Governing Body by Members of the University Management Team. Apart from the President [Universities Act, S. 16 (2) (a)] and the Deputy President and Registrar [Universities Act, S. 16 (2) (c)] no member of the University Management Teams, Operations or

Strategy “Senior Management Position”] may stand for election to, or be a member of the Governing Body. Any staff member who is a member of Governing Body and is appointed to a Senior Management Position shall resign from the Governing Body on taking up such appointment.

5. **Conduct of business**

5.1 Conduct and Ethos The Governing Body shall conduct its business in the best interests of the University, in accordance with good practice in higher education corporate governance, and shall always safeguard the good name and values of the University.

5.2 Timing and notice of meetings The Governing Body shall hold such and so many meetings, and at such times, as the Chairperson may determine; also, s/he shall convene a meeting whenever requested to do so by not less than 15 members. At least seven days’ notice shall be given to each member of the date of any meeting. In the case of an ordinary meeting, the agenda paper shall be sent out not less than three days before the meeting. In the case of an extraordinary meeting, the notice convening the meeting shall state the business for which it has been called, and no other business than that so set down shall be transacted at the meeting. In a case of a sudden emergency, the Chairperson may summon a meeting on his/her own initiative at twenty-four hours’ notice.

5.3 Advance notice of business A member who proposes any resolution before the Governing Body must give notice of the same at least ten days before the meeting at which it is proposed to be brought forward, and a copy of the notice of motion shall be sent to each member with the agenda paper. No meeting shall be competent to transact any business other than that of which due notice has been given, or business necessarily arising therefrom, except such business as may be brought forward by the Chairperson, or by his/her leave, as being in his opinion of a merely formal character, or of urgent importance.

5.4 Notices Notices to any member of the Governing Body shall be deemed to be duly given if despatched (a) by hand to such member in which case it shall be presumed to be received when delivered; (b) by post addressed to such member at his/her registered address in which case it shall be presumed to have been received the morning after the day of posting; or (c) electronically to a system app accessible by such member and presumed to be received when dispatched to the server.

5.5 Quorum and attendance The quorum for a meeting shall be 14 (in accordance with the Universities Act, 1997, sch 3, para 10(3)); but the Governing Body may act notwithstanding any vacancies among its members or any deficiencies in the election or appointment of a member which may subsequently be discovered. At every meeting, each member present shall sign his/her name in an attendance book, to be kept and presented for the purpose by the Secretary.

5.6 Chairing of meetings At any meeting the Chairperson, if present, shall take the chair. If and so long as the Chairperson is not present or the office of Chairperson is vacant, the role of the Chairperson shall for the duration of the meeting be assumed:

- (a) by the Deputy-Chairperson, who shall have been appointed by the Governing Body from time to time as the occasion requires. The Deputy-Chairperson shall be a member of the Governing Body other than the President, and shall hold office until s/he resigns from that office or ceases to be a member of the Governing Body.
- (b) if the Deputy-Chairperson is not present, by a person chosen by the members of the Governing Body who are present at the meeting, from amongst their own number.

5.7 Minutes All proceedings of every meeting of the Governing Body shall be recorded in minute books, which shall be kept by the Secretary.

5.8 Order of business At ordinary meetings the following order of business shall be observed:

1. Minutes
2. Business arising out of the minutes
3. Apologies
4. Declarations of interest
5. Business introduced by the Chairperson
6. President's report
7. Reports of the Academic Council
8. Reports of the Finance Committee
9. Reports of other committees
10. Other business

5.9 Motions and amendments All motions and amendments are subject to the following rules:

- (a) All motions and amendments shall be reduced to writing, and handed to the Chairperson immediately upon being seconded.
- (b) Motions for the expenditure of money, other than proposals by the President, cannot be considered without a report thereon from the Finance Committee.
- (c) No motion, or part of a motion, or amendment, shall be withdrawn without the consent of the Governing Body. If no member objects, the Governing Body shall be deemed to have concurred in the withdrawal.
- (d) When one amendment has been moved and seconded, no other amendment shall be accepted by the Chairperson until the first has been disposed of.
- (e) If the amendment be carried, it then becomes part of (or replaces, as the case may be) the motion it amends, but it is subject to further amendment.
- (f) When no further amendment is proposed, the Chairperson shall put the motion to the meeting, either in its original form or, if amended, as a substantive

resolution without further discussion. If the motion thus put be lost, the subject matter of such motion shall be dropped for the meeting.

5.10 Determination of issues Every question at the meeting 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 votes of 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. All votes shall be determined by a show of hands, unless a division be demanded by five members; in which case the names and votes of the members present shall be taken by the Secretary, and recorded on the minutes. Alternatively, any question may be voted on by unsigned ballot papers, should the Governing Body so decide on motion moved and seconded,

5.11 Conclusion of meeting At the conclusion of each meeting the Secretary shall close the entry for the day with his/her signature.

5.12 University seal As soon as practicable after its establishment, the Governing Body shall provide and retain in its possession a seal. The Secretary shall be responsible for the custody of the seal and for its proper use. The University seal shall be authenticated by the signature of the Chairperson or a member of the Governing Body, and by the signature of an employee of the University, authorised by the Governing Body to act in that behalf.

5.13 Expenses The Chairperson and members, 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 Body such allowances for expenses as the Minister, with the approval of the Minister for Finance, may decide.

6. Governing Body Communications

6.1 Introduction. As the ultimate decision-making body of the University, the proceedings of Governing Body, the matters on its agenda and the decisions it takes are matters of significance and importance to stakeholders of the University, particularly its staff and students.

In considering its Communications Policy the Governing Body is mindful, in particular, of the following governance principles:

- to promote ethical and responsible decision making in a fair and transparent manner;
- to be accountable to stakeholders, including the broader community in which the University functions;
- to promote confidence amongst stakeholders including staff, students and the community at large in the integrity and values of the organization.

Direct, clear and open communication from the Governing Body is fundamental to the maintenance of a constructive culture within the institution, fostering trust and the openness, transparency and accountability required of a public body.

6.2 Purpose and Scope of the Communications Policy. The purpose of this policy is to set down

the nature, scope and extent of communication from the Governing Body to ensure compliance, by the Governing Body, with the principles of good governance which it has espoused and to ensure that the University community is adequately informed of the matters considered, and decisions taken by the Governing Body.

6.3 Policy on Governing Body Communication. In pursuit of its objectives of direct, clear and open communication the Governing Body agrees that:

1. all communication on behalf of Governing Body will be conducted only by, or on the direction of the Chairperson;
2. no Governing Body Member or University Officer may speak on behalf of, or represent the Governing Body without its express approval, save for No. 1 above. To purport to represent the Governing Body without the required approval shall be deemed a breach of the Regulation on the Conduct of Governing Body Business;
3. a comprehensive staff report shall be disseminated following each meeting of Governing Body which shall include Governing Body papers to the fullest extent possible taking account of commercial sensitivity, personal information and items of reserved business. The report shall be drafted by the Secretary in conjunction with the President [or nominee] and approved by the Chairperson.
4. Staff reports shall be maintained on the OCLA website for reference.

7. Procedure for Decision-Making Between Governing Body Meetings

7.1 Foreseen / foreseeable decisions. If the matter for decision can be discussed in sufficient detail at a meeting of the Governing Body, but the Governing Body is not in a position to make a final decision and a decision cannot be delayed until the next meeting, the Governing Body may decide to:

- a. Hold a special meeting if the matter is of such import for the University to warrant the calling of such a meeting;
- b. Decide that consultation should be conducted with members of the Governing Body by e-mail before a decision is made by the Chairperson or the Chairperson's Group [see below];
- c. Delegate the decision to the Chairperson or the Chairperson's Group. [See below]

7.2 Urgent Business – unforeseen/unforeseeable decisions. Urgent business is defined as business which falls within the remit of the Governing Body and requires a formal decision before the next meeting of Governing Body. It will normally consist of business that will not have received significant attention at a Governing Body meeting and where the options outlined at 7.1 above have not been considered by the Governing Body. The decision as to urgency will be taken by the Chair and will be informed by a judgement as to whether the delay in taking the decision to the next Governing Body meeting will significantly disadvantage the University.

7.3 Procedure for decision-making between Governing Body meetings for unforeseen/unforeseeable matters. If urgent business as defined above requires to be conducted between meetings of the Governing Body, the following procedure shall apply.

Every effort will be made to consult with GB members by email.

In the event that the view of a quorum of Governing Body members cannot be achieved, the Chair's Group will be convened.

The Chair's Group consists of:

- the Chair of Governing Body,
- the Chair of the Finance Committee, and
- the President

The Chair's Group, when convened, will have the same authority as the Governing Body. Formal consultation on the matter in hand must be undertaken with the Secretary to Governing Body and the Bursar/CFO.

Each group member must indicate their approval of the decision in writing.

Any decision taken by the Chair's Group must be reported with full supporting documentation to the next meeting of Governing Body for information. Irreversible decisions such as purchase of a property may not be subsequently overturned.

8. Complaints and removal of members

8.1 General principles This part sets out the procedure applicable to complaints or allegations against any member of the Governing Body. In applying the procedure, the following general principles shall be observed:

- (a) *Good Faith.* The application of the procedures shall be fair, prompt, impartial, reasonable, consistent and applied without discrimination. All parties shall be heard with courtesy and respect.
- (b) *Confidentiality.* Statements, letters and other communications shall be confidential to those involved in the procedure.
- (c) *Representation.* At any hearing under these procedures members shall be entitled to be accompanied, as specified below.

8.2 Unavailability of officers In a case where, for any reason, the Chairperson or the Secretary is unable to fulfil their responsibilities under this procedure, the Deputy Chairperson of the Governing Body shall act on behalf of the Chairperson, and the Registrar and Senior Vice-President Academic shall act on behalf of the Secretary.

8.3 Complaints or allegations against members A complaint or allegation against a member of the Governing Body must be made in writing and signed by the person who is bringing the matter to the attention of the Governing Body. The Secretary shall receive the complaint or allegation (copy to the Chairperson of Governing Body). The Secretary shall forward a copy the complaint to the member about whom the complaint has been made.

8.4 Complaints or allegations: Initial assessment The Chairperson and the Secretary of Governing Body shall assess in the first instance whether there is a *prima facie* case which should be referred to a Committee of Investigation.

- (a) If they consider that a *prima facie* case does not exist, a report to that effect shall be made to the Governing Body.
- (b) If they are satisfied that there is a *prima facie* case, the Secretary shall advise the Governing Body at its next meeting that a complaint or allegation has been so referred, and forward the complaint to the Chairperson and the other members of the Committee of Investigation as soon as they are each ascertained.

8.5 Complaints or allegations: Appointment of Committee The Governing Body, on receipt of a complaint or allegation, shall appoint members to a Committee of Investigation. The Committee, which shall include at least one man and at least one woman, shall be constituted as follows:

- (a) A Chairperson, who shall be a solicitor or barrister who is not a member of the Governing Body, and who shall be appointed at the beginning of the term of the Governing Body; and
- (b) Two members of the Governing Body (one of whom shall be an internal member and one an external member), elected by the Governing Body following nomination of candidates submitted by members of the Governing Body, comprising a proposer and seconder, so as to be received by the Secretary at least seven days before the meeting of the Governing Body at which the election shall take place.

8.6 Notification to Committee Chairperson The Chairperson of the Committee shall be advised of the decision that there is a case requiring investigation. Secretarial Support shall be provided to the Committee by the Office of Corporate and Legal Affairs. A hearing shall be convened by the secretariat of the Committee in consultation with the Chairperson of the Committee.

8.7 Notification to Complainant and Respondent The Complainant (that is, the person making the complaint or allegation) and the Respondent (that is, the member of the Governing Body against whom the complaint or allegation is made) shall be advised that the Chairperson and Secretary of the Governing Body have examined the matter and consider that there is a *prima facie* case to be investigated.

- (a) Both Complainant and Respondent shall be given 21 days' notice that a hearing is to be held, and that s/he shall be required to attend. They shall each also be

given the opportunity to postpone the hearing once for a maximum of five working days, provided that the request to postpone the hearing is received by the Chairperson of the Committee not less than one week before the specified date. In extenuating circumstances the Committee shall have the discretion to agree a further postponement of the hearing.

- (b) The Respondent shall also be given full details of the complaint or allegation in writing together with all relevant documentation, the membership of the Committee of Investigation, and his/her right to representation at the hearing as described in this part. S/he shall also be advised that failure to attend without good and sufficient reason may lead to a decision being taken in his/her absence.

8.8 Witnesses: Advance notice Any witness whom the Respondent or Complainant proposes to call to the hearing must be identified to the Chairperson of the Committee not later than one week prior to the hearing to allow adequate notice of the hearing to be given to that person.

8.9 Representation of Respondent The Respondent may, if authorised in advance by the Committee of Investigation, be represented at the hearing by a colleague, friend or other representative. Legal representation may be permitted at the discretion of the Committee, such decision to be based on the gravity of the complaint or allegation under investigation.

8.10 Conduct of the hearing The Chairperson shall commence the hearing by outlining the procedures to be followed and the issues to be considered. The procedures shall include the following:

- (a) The Complainant shall be required to outline his/her complaint or allegation at the hearing.
- (b) The Respondent shall be called and shall be given an opportunity to respond to the complaint or allegation.
- (c) The Complainant may be questioned by the Respondent and/or his or her representative.
- (d) The representative of the Respondent shall be entitled to speak and to contribute to the hearing.
- (e) The Complainant and Respondent shall each have the opportunity to make a closing statement prior to the conclusion of the hearing.

8.11 Decision The Committee shall deliberate on the complaint and on the content of the hearing; neither the Complainant nor the Respondent nor their representatives may be present during these deliberations. The Committee shall then prepare a report to the Governing Body, which report shall include findings and may include recommendations.

- (a) The decision of the Committee shall be based on a unanimous or majority vote which must include the vote of the Chairperson of the Committee.

- (b) In the event that a unanimous decision cannot be reached by the Committee, this outcome shall be conveyed to the Governing Body. In such a case, a minority report may be appended to the report.
- (c) In the event that the Committee finds that a malicious or vexatious allegation has been made by a member of the Governing Body or a member of staff of the University, that finding shall be reported to the Governing Body.
- (d) A summary of the proceeding of the hearing shall be also prepared by the Chairperson of the Committee, and circulated to both the Complainant and the Respondent within ten days of the hearing.

8.12 Reporting back to the Governing Body The Chairperson of the Committee shall forward their report to the Secretary of the Governing Body. The report shall be circulated to members of the Governing Body not less than fourteen days before the meeting at which the report is to be considered. The Respondent and Complainant may each make a further written submission to the Governing Body up to seven days prior to the meeting at which the report of the Committee is to be considered by the Governing Body. Any such submission shall be circulated by the Secretary of Governing Body on receipt, up to the deadline for such submissions.

8.13 Action on report The Governing Body shall consider the report of the Committee at its next meeting. The finding(s) or recommendation(s) of the Committee may be accepted or rejected, but may not be varied, by the Governing Body. If, in the light of the gravity of the complaint and the findings of the Committee, the Governing Body considers that there is good and valid reason for removing the Respondent member from membership of the Governing Body in accordance with the Universities Act, 1997, sch 3, para 3(1), it may so remove him/her under that sub-paragraph.

8.14 Appeal In the event that the Governing Body upholds a complaint or allegation against a Respondent member, s/he may lodge a request to Government for the appointment of a Visitor to hear his/her appeal from the Governing Body’s decision.

9. Date in force, consolidation

This regulation shall come into force immediately on its adoption by Governing Body.

Professor Patrick O’Shea _____
President

Nora Geary _____
Secretary

Date: