

# Governing Body Standing Orders

12 September 2023

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Version 1.1

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## **Introduction**

South East Technological University is established under the Technological Universities Act 2018 (or ‘the Act’).

These Standing Orders are made in accordance with the First Schedule, Paragraph 11 of the Technological Universities Act, 2018 which provides: “Subject to this Act, the Governing Body shall regulate, by standing orders or otherwise, its procedure and business.”

Standing Orders were first approved by the Governing Body on 3 May 2022 and revised with the adoption of the Interim SETU Code of Governance by the Governing Body on 8 November 2022.

### **1. Governance**

1.1. The Technological University shall have a Governing Body to perform the functions of the Technological University under the Technological Universities Act 2018 [Act, Part 2, Chapter 3, Section 11].

### **2. Arrangements for the First Meeting of the Governing Body**

2.1 The Minister shall appoint in respect of the first Governing Body of the Technological University –

- a) A person to be the chairperson,
- b) Two external members, and
- c) One external member nominated by the education and training board or boards in whose education and training board area or areas the campuses of the Technological University are situated [Act, Part 2, Chapter 3, Section 55(2)].

2.2 The term of office of a member of the Governing Body of the Technological University mentioned above, and any other member whose appointment is pursuant to Section 55 of the Act, shall be two years [Act, Part 2, Chapter 3, Section 55(5)(a)].

### **3. Membership**

3.1 Governing Body members are appointed in accordance with the Technological

### Term of Office of Members

3.2 Subject to paragraph 2.2 above, and the Act, the term of office of a member of the Governing Body, other than the president, shall not exceed **four years** and such a member may not serve more than **two consecutive terms**. A member of the Governing Body who is a registered student at the Technological University shall hold office for such a period, not exceeding one year, as the governing body may determine but may be re-appointed for a further period not exceeding one year *[Act, Part 2, Chapter 3, Section 12(3)(a)-(b)]*.

### President

3.3 The president is a member of the Governing Body *[Act, Part 2, Chapter 3, Section 12(1)(a)]*.

### Chairperson

3.4 The chairperson of the Governing Body is appointed by the Governing Body. The Governing Body shall also appoint from amongst its members a member (other than the President) to be its deputy-chairperson. If at any meeting the chairperson is not present, the deputy-chairperson, if present, shall be the chairperson of the meeting. Should the chairperson and the deputy-chairperson be absent, or should the office of the chairperson be vacant, the members present at the meeting shall choose a member to chair the meeting *[Act, First Schedule, Paragraph 5(4)-(5)]*.

3.5 The Governing Body shall ensure that on appointment to the Governing Body, Governing Body members, excluding the President, receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, sub-committee service and involvement outside Governing Body meetings.

### Ineligibility and Removal of Members

3.6 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 his or her 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 function *[Act, First Schedule, Paragraph 3(3)]*.

3.7 Where a member of the Governing Body:

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

he or she shall thereupon cease to be qualified for office and shall cease to hold office [*Act, First Schedule, Paragraph 3(4)*].

3.8 Where a member of the Governing Body is –

- a) Nominated as a member of Seanad Éireann,
- b) Elected as a member of either House of the Oireachtas or to be a representative in the European Parliament, or
- c) Regarded pursuant to Part XIII of the Second Schedule to the European Parliament Elections Act 1997 as having been elected to that Parliament,

he or she shall thereupon cease to be a member of the Governing Body [*Act, First Schedule, Paragraph 7*].

#### Filing of Vacancies

3.9 If a member of the Governing Body, other than the President, dies, resigns, ceases to be qualified for or ceases to hold office or is removed from office for any reason, the Governing Body may appoint a person to fill the casual vacancy [*Act, First Schedule, Paragraph 4(1)*].

3.10 A person appointed to be a member of the Governing Body to fill a casual vacancy shall hold office for the remainder of the term of office of the member whose death, resignation, removal from office or ceasing for other reasons to hold office occasioned the casual vacancy and shall be eligible for reappointment as a member of the Governing Body on the expiry of that term of office [*Act, First Schedule, Paragraph 4(2)*].

## Resignation of Members and Chairperson

- 3.11 A member of the Governing Body, other than the president, may resign from office by giving notice in writing to the chairperson (or if the member concerned is the chairperson, to the president), of his or her resignation and the resignation shall take effect on the day when the chairperson, or as the case may be, president receives the notice *[Act, First Schedule, Paragraph 3(1)]*.
- 3.12 Where the chairperson of the Governing Body resigns as chairperson, he or she shall at the same time cease to be a member of the governing body *[Act, First Schedule, Paragraph 3(2)]*.

## 4. Secretary of the Governing Body

- 4.1 The Governing Body may appoint a person to the position of Secretary to the Governing Body who shall be in attendance at the Governing Body under the Code of Governance. The Secretary may be assisted in carrying out his or her duties by a recording secretary. The Secretary and the recording secretary are not members of the Governing Body.
- 4.2 The Secretary of the Governing Body will ensure that the Governing Body receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.
- 4.3 The secretary of the Governing Body is also responsible for the formal induction of new members of the Governing Body and organising mentoring for members where required.

## 5. Governing Body Meetings

### Quorum & Decision Making

- 5.1 The quorum necessary for the transaction of business shall be 50% of the members plus one, two of whom must be external members. For a meeting to take place a quorum must be present, and the meeting must remain quorate for the duration of the meeting. Should a quorum not be reached, the Chairperson shall set a fresh date for the meeting.
- 5.2 The quorum may be amended from time to time in accordance with standing orders under paragraph 12 of the First Schedule. *[Act, First Schedule, Paragraph 5(3)]*.
- 5.3 The chairperson shall convene at least 6 meetings of the Governing Body in any 12 month period and such as so many additional meetings as may be necessary, as determined by the Chairperson, for the due fulfilment of Governing Body functions. The Chairperson shall also convene a meeting when requested to do so by not less than the number of members that constitutes a quorum.

Normally, the chairperson should give members at least five working days' notice in advance of a meeting *[Act, First Schedule, Paragraph 5(2)]*.

- 5.4 Subject to paragraph 5(7) of the First Schedule to the Act, the Governing Body may act notwithstanding one or more than one vacancy among its members.
- 5.5 Every question at a meeting of the Governing Body shall be determined 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 of the meeting shall have a second or casting vote members shall vote by a show of hands *[Act, First Schedule, Paragraph 5(6)]*.
- 5.6 The number of votes for and against a motion and the number of abstentions shall be recorded in the minutes. The secretary shall have responsibility for organising and counting the votes.
- 5.7 The chairperson may decide on a **secret ballot** or a motion to that effect may be put to the meeting by the chairperson or any member present.
- 5.8 All decisions on actions or questions arising from issues being discussed at a meeting will be agreed by a majority of the members present, and voting, and will normally be reached by consensus without the requirement for a formal vote.

#### Attendance

- 5.9 Governing Body members are expected to make their best endeavours to attend meetings of the Governing Body in person. It is recognised that this may not always be possible. The Governing Body may make provision for attendance by members by the use of any means of communication by which all the members can hear and be heard at the same time where necessary and available.
- 5.10 The minimum requirement for attendance in this manner is that the member must be audible in the location of the meeting and must be able to hear the proceedings. This is to be referred to as an "electronic meeting" *[Act, First Schedule, Paragraph 5(8)]*.
- 5.11 A member of the Governing Body who participates in an electronic meeting is taken for all purposes to have been present at the meeting *[Act, First Schedule, Paragraph 5(9)]*.
- 5.12 Governing Body members attending Governing Body meetings by way of audio and/or video conference links must ensure that no part of the Governing Body discussion or business can be overheard or intruded upon to ensure confidentiality is maintained.
- 5.13 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 and any other person required to attend no later than five



working days before the date of the meeting. Supporting papers will be made available electronically to Governing Body members and to other attendees as appropriate.

5.14 The Governing Body shall hold at least six meetings in every twelve-month period and may hold any number of addition meetings as may be necessary, as determined by the chairperson, for the due fulfilment of its functions. *[Act, First Schedule, Paragraph 5(1)]*.

5.15 An annual schedule of meetings is agreed each year for the period 1 September to 31 August of the following year.

5.16 The normal duration of a meeting shall be laid down in the schedule of meetings as agreed at 5.14 above. A meeting may be extended on a motion supported by a majority of those attending the meeting, so long as the meeting remains quorate.

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

#### Conduct of Business

5.18 The Chairperson will set the final agenda for meetings of the Governing Body, in consultation with the President, and taking the advice of the Secretary to the Governing Body. The Chairperson, the President, and the Secretary should meet in advance of the Governing Body meeting for this purpose. Governing Body members may propose agenda items to the Chairperson of the Governing Body via the Secretary. Agenda items shall refer to the governance and the strategic development of SETU and other such items as fall within the jurisdiction of the Governing Body under the Act.

5.19 The agenda will be adopted as the first item of business at each meeting. At this stage, the order of business outlined in the agenda may be altered or the agenda may have items deleted or postponed from it, provided, in all cases, that this is agreed by a majority of the members present. Items may only be added to an agenda if they fall within the following categories as provided hereunder:

- a) Emergency items (see 6.20); and
- b) Items arising from the deliberation of Special Committees

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

5.21 In the course of considering the agenda for a meeting, any member may seek to add an item to the agenda as an emergency item. An emergency item can only be one which could not have been foreseen five working days in advance

of the meeting and which must be resolved before the next scheduled meeting of the Governing Body. A vote must be held on every proposal for an emergency item to be inscribed, and for it to be inscribed it must receive the assenting votes of the majority if the members present and voting.

## Minutes

- 5.22 The secretary of the Governing Body shall ensure that minutes are taken of the proceedings and resolutions of all meetings of the Governing Body and Committees, including recording the names of those present and in attendance and conflicts of interest.
- 5.23 Minutes are not designed to be a verbatim account of proceedings, nor are they intended to include content from papers (including reports and Committee minutes). They should include clearly specified outcomes and actions for items, where relevant.
- 5.24 Minutes of Governing Body meetings will be circulated to all members of the Governing Body other than where specific agreed exclusions apply e.g. Conflict of Interest items.
- 5.25 All minutes of Governing Body are in “Draft” form until approved by Governing Body.
- 5.26 Minutes of Governing Body meetings will be published in redacted form on the University’s website.

## Documents

- 5.27 All papers relating to matters for consideration shall normally be circulated at least five working days before the meeting. Documents (or draft agenda items) shall be given to the Recording Secretary. Such matters will normally be in written form, a document or verbal report may be tabled at the meeting provided:
- a) It relates to one of the agenda items for the meeting, and
  - b) It was not available five working days in advance of the meeting, and
  - c) A majority of the members present agree to it being tabled; or
  - d) It concerns business that, in the opinion of the secretary of the Governing Authority, is commercially sensitive; or
  - e) It consists of personnel matters only and names of individual persons;
- and provided also that in the case of documents tabled under (d) and (e) above members are given adequate notice that such documents will be presented.
- Any such documents tabled at meetings under (d) and (e) shall be available at least one hour prior to the commencement of the meeting and the Governing Body may decide that these documents may not be removed from the meeting.

## Confidentiality

- 5.28 Members of the Governing Body or of any Committee established by the Governing Body pursuant to the Act shall respect the confidentiality of proceedings and shall not disclose to any person not a member of the Governing Body or Committee any matter of a confidential nature considered by the Governing Body or Committee.
- 5.29 Members of the Governing Body shall return all documents issued to them as members of the Governing Body to the secretary at the completion of their Term of Office, or shall certify to the secretary, that they have permanently destroyed them.

## Rules of Debate – Mode of Address and Motions

- 5.30 All matters to be dealt with at the meeting shall be addressed to the chairperson, while maintaining an appropriate degree of informality and flexibility.
- 5.31 Should two or more members indicate that they wish to speak, the chairperson will select the member who, in the opinion of the chairperson, first indicated an intention to speak.
- 5.32 All motions and their amendments must be proposed and seconded. Any amendments to a motion must be put to a vote before the motion itself. The chairperson shall read out the text of a motion or an amendment before it is put.
- 5.33 Any resolutions carried shall be recorded in the minutes.
- 5.34 The permission of the members present is required to permit the proposer of a motion to withdraw or amend his or her proposed motion.
- 5.35 No member may speak to any motion after it has been put to a vote by the chairperson and the show of hands or ballot has been taken on that motion.

## Closure

- 5.36 If seconded, a closure motion will normally be put to the meeting without the requirement of further discussion.

## **6. Interpretation**

- 6.1 The chairperson shall adjudicate on any dispute in relation to the interpretation of standing orders. Any ruling of the chairperson in relation to such a dispute shall be final.

## **7. Matters not covered by Standing Orders**

- 7.1 The decision of the chairperson shall be final in relation to any matters not covered by these Standing Orders.
- 7.2 Any one or more of these Standing Orders, save those that reflect the provisions of the Act, may be suspended during the course of a meeting provided that two thirds of the members present and voting shall so decide.
- 7.3 Amendments to Standing Orders may be made at any meeting of the Governing Body by a simple majority of those present and voting. Notice of any proposed amendment is required to be given on the agenda and papers of the meeting.
- 7.4 The Chairperson is the spokesperson for the Governing Body, and no other member or person in attendance is authorized to speak on behalf of the Governing Body in any internal or external forum except by permission of the Chairperson of the Governing Body. The President is the spokesperson for the university and represents the university to all stakeholders.

## **8. Duties**

The Governing Body must operate in accordance with the First Schedule to the Act and the following duties apply to the Governing Body:

- 8.1 Monitoring of performance – the Governing Body shall receive regular reports from the President and any committee established by the Governing Body pursuant to the Act.
- 8.2 The Governing Body shall advise and support the President and SETU Executive Management Team.
- 8.3 The Governing Body shall satisfy themselves that financial controls and systems of risk management are robust and defensible.
- 8.4 The Governing Body shall keep itself up to date and fully informed about strategic issues and changes affecting SETU and the environment in which it operates.
- 8.5 The Governing Body shall review the results of the Governing Body performance evaluation process that relate to the composition of the Governing Body and corporate governance generally.
- 8.6 The Governing Body shall keep under review corporate governance developments (including ethics-related matters) that might affect SETU, with the aim of ensuring that the corporate governance policies and practices continue to be in line with best practice.
- 8.7 The Governing Body shall ensure that the principles and provisions set out in the

applicable corporate governance codes are adhered to.

## Committees

8.8 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 SETU to assist and advise in relation to the performance of any of its functions. They may include members who are not members of the Governing Body if specialist skills are required. Where a committee is put in place:

8.8.1 Meeting should be conducted in accordance with these standing orders;

8.8.2 the Governing Body may appoint a person to be chairperson of any committee established and shall appoint its members having regard to –

(i) the range of qualifications and experience necessary for the proper and effective discharge of the functions of the committee;

(ii) the objective that at least 40 per cent of members of the committee shall be women and at least 40 per cent shall be men.

8.8.3 The committee shall provide the Governing Body with such information and updates 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;

8.8.4 All protocols concerning the operation of the Governing Body shall be applied to a committee and the acts of a committee shall be subject to confirmation by the Governing Body unless the Governing Body otherwise decides;

8.8.5 Minutes of committee meetings shall be circulated to all Governing Body members except where otherwise expressly agreed;

8.8.6 The Governing Body may at any time dissolve a committee and/or remove a member of a committee established under the paragraph 6 of the First Schedule of the 2018 Act.

## 9. Conflicts of Interest

9.1 Governing Body Members are subject to the Standards in Public Offices Acts and are required to make Statutory Declarations annually on or before 31st January each year to the Standards in Public Offices Commission and to provide a copy of such declarations to the secretary to the Governing Body.

9.2 Where a Governing Body Member has any interest, as defined in the Standards in Public Offices Acts, in any company or concern with which the SETU proposes to enter into any contract or any contract that the University proposes to make, that Member shall disclose such interest to the Governing Body and shall recuse

themselves from any meeting or portion of the meeting at which a deliberation of the matter occurs. Any such disclosures will be recorded in the minutes of the meeting [*Act, First Schedule, Paragraph 8*].

9.3 Where a Governing Body Member has any interest, as defined in the Standards in Public Offices Acts, in any company or concern with which the University proposes to enter into any contract or any contract that the University proposes to make, that Member shall not receive any papers or proposals regarding the matter.

## **10. Reporting Responsibilities**

10.1 The Technological University shall, not later than 30 June in each year, prepare and submit to the Minister and An tÚdarás a report on its activities in the immediately preceding year [*Act, Part 2, Chapter 7, Section 23*].

10.2 The president of the Technological University shall, under s.23 of the Act, prepare a draft of the report for approval by the Technological University before it is submitted to the Minister and An tÚdarás and, in doing so, shall have regard to –

- a) The strategic development plan of the technological university,
- b) The equality statement of the Technological University, and
- c) Any requirements imposed on the Technological University under the Act of 2012.

10.3 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.

## **11. Authority**

11.1 The Governing Body is authorised to seek the information it requires from the Technological University in order to perform its duties. The Governing Body is authorised to obtain, at the Technological University's reasonable expense, outside legal or other professional advice where they judge it necessary to discharge their responsibilities as Governing Body members.