



ICHAS

Section 2 (a) – Terms of Reference for Decision Making Structures

Subject:	Terms of Reference for Governing Authority		
Date Approved by Board of Directors:			July 2021
Policy Version	1/2021	Date due for Revision	July 2024

PURPOSE (including Scope of Functioning/Key Responsibilities and Accountabilities) The role of Governing Authority is to provide strategic guidance and to monitor the activities and effectiveness of the management of the College. The Governing Authority supports the College President in ensuring that it is stable and in good financial standing, with a reasonable business case for sustainable provision. In that context, The College President and Vice President (Corporate Affairs) report routinely to Governing Authority in terms of financial and organisational sustainability. Likewise, the Vice President (Academic Affairs) reports to GA on issues relating to Academic Affairs, performance and quality.

Governing Authority holds accountability for reviewing the system of risk management that the College has in place. The Governing Authority will advise, review and provide direction to the Board of Management on the importance of risk management and risk culture.

The Qualifications and Quality Assurance (Education & Training) Act (2012) stipulates that a provider should put appropriate arrangements in place for the protection of enrolled learners on programmes of three months duration or more - where monies have been paid by, or on behalf of the learner, to the provider for a programme of education and training. Governing Authority has ultimate accountability for ensuring that the College is compliant with this and any other legal requirements. In addition, Governing Authority will oversee strategic development; advise on strategic planning; oversee compliance with quality assurance procedures and legislative requirements; provide guardianship of corporate and academic governance best practice and ensure adherence to QQI guidelines.

MEMBERSHIP

The identification and selection of the members of the Governing Authority is guided by the considerations around composition and size of Governing Authorities in Higher Education contained in the National Strategy for Higher Education Report (p. 92-93). The key objective is to assemble a group of members, whose combined expertise and experience would be of sufficient depth and breadth as to allow the authority to tangibly

and practically contribute to the overall governance of the College and also, importantly, to contribute to enhancing public and stakeholder confidence in the quality of education at the College. Therefore, Governing Authority shall comprise the following membership:

- President
- Representative of Board of Directors
- External (Non-Executive) Chair
- 2 x External Advisors (Academic)
- 1 x Public Interest Representative • Vice President (Academic Affairs)
- Vice President (Corporate Affairs)
- 2x Learner Representatives
- 2x Faculty Representatives (1 Teaching and 1 Non-Teaching)

Non-executive Board members should bring an independent judgement in relation to the proper functioning of the Governing Authority and all members are expected to act in good faith and in the best interests of the College.

ROLES AND RESPONSIBILITIES

Role of the Chair of Governing Authority

The Chairperson of Governing Authority is a Non-Executive member of the Authority. The Chairperson provides leadership of the Authority and ensure its effectiveness on all aspects of its role. The Chairperson is expected to promote a culture of openness, transparency and accountability within the Authority meetings and between members.

The chairperson normally serves for a minimum of three and maximum of 5 years. The Chairperson may resign from office as chairperson by letter addressed to the Governing Authority and the resignation shall take effect on the date on which the letter is received or for good and valid reason, the chairperson may be removed from office by resolution of the Governing Authority.

Where the Chairperson is unable to attend meetings, he/she may nominate an acting Chair, or the Governing Authority may appoint a Vice Chair. The Chairperson in consultation with the President/Vice President (Corporate Affairs) will normally set the agenda for meetings of the Governing Authority. Items for inclusion on the Agenda may be submitted to the Chair with due notice by any member of Governing Authority.

The Chairperson is responsible for ensuring that the Governing Authority members receive accurate, timely and clear information. The Chairperson should endeavour to ensure effective communication with all members of Governing Authority, between the Authority and the Executive and with relevant stakeholders.

Role & Expectations of Members of Governing Authority

- The term of office of a member of Governing Authority, other than an ex officio member, shall be not less than three years and not more than five years.
- A member of Governing Authority may, at any time, resign from office as a member by letter addressed to the chairperson and the resignation shall take effect on the date on which the letter is received.
- A member of Governing Authority may, for good and valid reason, be removed from office by resolution of the Governing Authority.
- A member of a Governing Authority who is absent from all meetings of the Governing Authority for a period of six consecutive months, unless the absence was due to illness or was approved by the Governing Authority, shall at the expiration of that period cease to be a member of the Governing Authority.
- A member of a Governing Authority whose term of office expires by effluxion of time shall be eligible for re-appointment.
- A member of a Governing Authority who is a student of the College shall hold office for such period, not exceeding one year, as the Governing Authority may determine but may be re- appointed for a further period or further periods, on each occasion not exceeding one year.
- If a member of a Governing Authority dies, resigns, is removed from office or for any other reason ceases to hold office, the Governing Authority shall arrange for the filling of the casual vacancy so occasioned as soon as practicable.
- A person who becomes a member of a Governing Authority to fill a casual vacancy shall, subject to this Schedule, 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 re-appointment.

Operating Procedures

The Chair of the Committee convenes meetings with adequate notice.

- At the commencement of the meeting, the Chair outlines the procedures of the meeting.
- Meetings are held in a timely and efficient manner.
- Minutes are recorded and be available to relevant internal committees or if necessary, to the Academic Awarding Body.

Appointment to Governing Authority

Members to Governing Authority are appointed by the Board of Directors, and therefore all acts and things done by and decisions made by a Governing Authority, or in the name of, or on behalf of the College with the express or implied authority of the Governing Authority, shall be deemed to have been done or made by the Company. A formal letter of appointment is issued to each new member of Governing Authority from the Chair. The letter of appointment addresses the following:

- Role of the Governing Authority and expectations of members.
- The terms of reference of Governing Authority including the duration of appointment and renewal provisions.

- The time commitment involved
- Conflict of interest rules
- Termination arrangements, and
- Rules on confidentiality.

On the appointment of new members, the Chairperson of Governing Authority arranges with the President that new members receive an induction and sufficient advice and support to enable them to fulfil their roles.

Where a member of a Governing Authority:

- (a) is adjudged bankrupt or makes, under the protection or procedure of a court, a composition or arrangement with creditors,
- (b) is sentenced to a term of imprisonment by a court of competent jurisdiction, he or she shall thereupon cease to be a member of the Governing Authority.

A person shall not be eligible to be a member of a Governing Authority if he or she;

- (a) is an undischarged bankrupt,
- (b) within the immediately preceding three years has, under the protection or procedure of a court, made a composition or arrangement with creditors, or
- (c) within the immediately preceding five years, has been sentenced to a term of imprisonment by a court of competent jurisdiction.

Meetings of Governing Authority

Meeting Frequency: Governing Authority meets on a minimum of three times each year and at such other times as may be deemed necessary by the Chair in consultation with the President/Vice President (Corporate Affairs). Governing Authority may from time to time as the occasion requires, appoint from amongst its members a member (other than the President) to be its deputy-chairperson. The deputy-chairperson shall, unless he or she sooner resigns as deputy-chairperson, hold office until he or she ceases to be a member of the Governing Authority.

Quorum: Meetings of Governing Authority normally requires 50% of its membership in attendance plus one additional member.

Powers of Decision Making: As overall accountability for the governance of the College and therefore, the functions of the College have been delegated to Governing Authority by the Board of Directors, decision making shall be performed by or on the directions of its Governing Authority. All acts and things done by a Governing Authority, or in the

name of, or on behalf of the College with the express or implied authority of the Governing Authority, shall be deemed to have been done by the College.

Reporting Relationships

The Governing Authority has accountability for the governance of the College and to ensure compliance with best practice in Higher Education, legislative requirements and guidelines, good corporate governance and ensuring that its members and employees of the College act in the best interests of the College. As this authority is delegated to it by the Board of Directors, the Governing Authority as a whole has responsibility for ensuring that it engages in a satisfactory dialogue with the Board of Directors and provides appropriate advice and reports to the Board of Directors on an annual basis.