

GOVERNING AUTHORITY GOVERNANCE COMMITTEE

1. Introduction

- 1.1 The Governance Working Group is established by Governing Authority to consider a range of matters as set out in its Terms of Reference below and/or as referred by Governing Authority for consideration from time to time.
- 1.2 The Governance Working Group is not a standing committee of the Governing Authority but will meet from time to time as required to consider specific matters as set out below and as required by Governing Authority.
- 1.3 The Governance Working Group will report as required to the Governing Authority and will provide a copy of its minutes as soon as possible for noting and/or discussion by Governing Authority.
- 1.4 The Working Group is authorised by Governing Authority to obtain outside legal or other independent professional advice, if it considers this necessary.
- 1.5 At the start of each meeting, the Secretary to the Working Group 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. In addition, any additional documentation will not be made available to the member following the declaration of interest. These matters will be recorded in the minutes.
- 1.9 Questions arising at any Working Group meeting shall 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.
- 1.10 A quorum for a meeting of the Working Group is deemed to be in place if half the number of members (rounded up if necessary), plus one are present. 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.

2. Terms of Reference

2.1 The Working Group will undertake the following at the request of Governing Authority:

- 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) in 2018 and to recommend to Governing Authority its approval or otherwise.
- In the context of updates to the national Code of Governance, to consider the University's Code of Governance and make recommendations for amendment to Governing Authority as required.
- To consider Governing Authority Procedures and any other administrative type matters as set down in the University's Code of Governance and make recommendations for amendment to Governing Authority as required.
- In the context of updates to the National Code of Governance and experience gained, to review the Code of Conduct for Members of Governing Authority' and make recommendations to Governing Authority for amendment as required.
- To consider governance review recommendations (e.g. Crowe Horwath Review: Part 2) and make recommendations to Governing Authority on their acceptance or otherwise.
- 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 Working Group

The Governance Working Group will comprise:

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

In attendance: Special Advisor to the President on Institutional Governance. **Vacant**

The Chairperson of the Governance Working Group 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.