

An tÚdarás Rialaithe

Terms of Reference

- 2.1 The College shall have a governing authority established in accordance with this Instrument which shall be known as *An tÚdarás Rialaithe*.
- 2.2 *An tÚdarás Rialaithe* shall govern and control the affairs of the College in accordance with the Deed of Trust of the College and subject to this Instrument.
- 2.3 Subject to this Instrument, the functions of the College shall be performed by or on the directions of *An tÚdarás Rialaithe*.
- 2.4 All acts and things done by *An tÚdarás Rialaithe*, or in the name of, or on behalf of, the College with the express or implied authority of *An tÚdarás Rialaithe*, shall be deemed to have been done by the College.
- 2.5 *An tÚdarás Rialaithe* shall consist of the following members:
- (a) The Chairperson who shall be appointed by the Trustees which Chairperson may not necessarily be a Trustee.
 - (b) Two Trustees appointed by the Trustees from their number.
 - (c) *An tUachtarán* of the College
 - (d) Two Senior Officers of the College typically the Vice President Academic Affairs and Vice President Administration and Finance.
 - (e) The Trustees shall nominate five members to *An tÚdarás Rialaithe* with a minimum of three from the sectors of Industry, Communities, Arts and Culture.
 - (f) By nomination of the Sisters of Mercy (South Central Province) three members.
 - (g) Four representatives of the academic staff of the College.
 - (h) Two representatives of the professional services staff of the College.
 - (i) Two members of *Coiste na MacLéinn* nominated by *Coiste na MacLéinn*.
 - (j) One Alumni graduate of the College appointed by the Trustees.
 - (k) One member appointed by the Trustees, to act in a Senior Independent Governor role.
- 2.6 The Trustees shall appoint a Deputy Chairperson, one of the aforementioned members of *An tÚdarás Rialaithe*. In the absence of the Chairperson, the Deputy Chairperson or in the absence of the Deputy Chairperson, *An tUachtarán* shall take the Chair
- 2.6.1 The Associate Vice-President, Administration should act as Secretary to *An tÚdarás Rialaithe* and the Senior Executive Officer, President's Office should act as Recording Secretary to An Bord.
- 2.7 *An tÚdarás Rialaithe* should normally report formally in writing to the Trustees before each meeting of the Trustees and on an annual basis.
- 2.8 In performing its functions, *An tÚdarás Rialaithe* shall promote the objectives set out in the College Mission Statement and, in particular, it shall regulate its affairs to preserve, protect and support the College's denominational status and shall act in accordance with

the ethos and traditions of Mary Immaculate College as a Catholic College. Furthermore, it shall have regard to –

- (i) the promotion and preservation of equality of opportunity and access
- (ii) the effective and efficient use of resources, and
- (iii) its obligations as to public accountability.

In particular, it shall

- a) preserve and promote the traditional principles of academic freedom in the conduct of its internal and external affairs, and
- b) have regard to the promotion and use of the Irish language as a language of general communication and promote the cultivation of the Irish language and its associated literary and cultural traditions;
- c) ensure as far as it can that the College contributes to the promotion of the cultural, social and economic development of the State and to promote respect for the diversity of values, beliefs and traditions in Irish society;
- d) have regard to the attainment of gender balance and equality of opportunity among the students and employees of the College and shall, in particular, promote access to the College and to third-level education by economically or socially disadvantaged people and by people from sections of society significantly under-represented in the student body.

If, in the interpretation of this Instrument, there is any doubt regarding the meaning of any provision, a construction that would promote the ethos, traditions and principles of Mary Immaculate College as a Catholic College shall be preferred to a construction that would not so promote. If any question arises relating to the governance and conduct of the College which had not specifically been provided for in this Instrument, such a question shall be decided by the Trustees as set out in Section 1.2 above.

2.9 *An tÚdarás Rialaithe* shall appoint a person to be the Catholic Chaplain of the College on the nomination of the Bishop of Limerick for a term of office to be determined at the time of appointment by the Bishop and subject to the ongoing nomination of the Bishop from time to time.

2.10 (i) For the purposes of the performance of its functions, *An tÚdarás Rialaithe* shall develop such interview and appointment procedures as in its opinion will best ensure the recruitment and appointment of the highest quality staff.

(ii) The Trustees have the right of approval before any appointment is made by *An tÚdarás Rialaithe* to posts in Religion including Theology and Catechetics, Philosophy and Philosophy of Education.

2.11 *An tÚdarás Rialaithe* may suspend or dismiss any employee (except *An tUachtarán*) but only in accordance with procedures, and subject to any conditions, specified in a schedule made following consultation, through normal industrial relations structures operating in the College, with recognised staff associations or trade unions. Such procedures or conditions may provide for the delegation of powers relating to suspension or dismissal to *An tUachtarán* or the Executive Team.

- 2.12 *An tÚdarás Rialaithe* may, from time to time, establish as many governance committees as it deems necessary to assist in the performance of its function and may assign to those committees such of its functions as it considers fit.

At a minimum *An tÚdarás Rialaithe* should establish the following sub-committees.

- (a) Audit and Risk Committee
- (b) Quality Committee
- (c) Equality Committee
- (d) Finance and Resource Committee

External members of *An tÚdarás Rialaithe* shall chair these committees and the committees shall have the power to co-opt an external member with the requisite skills and experience. The Chairperson of each sub-committee shall formally report to each meeting of *An tÚdarás Rialaithe*. Terms of reference for each of these sub-committees are set out in Appendix 1 attached hereto and may be reviewed by *An tÚdarás Rialaithe* and updated from time to time.

- 2.13 (i) A committee established under Section 2.12 shall operate in such manner as *An tÚdarás Rialaithe* may direct and its acts shall be subject to confirmation by *An tÚdarás Rialaithe* unless *An tÚdarás Rialaithe* otherwise directs.

(ii) The term of office of a committee of *An tÚdarás Rialaithe* shall be for not more than five years but the members shall continue to function until the next *Udarás Rialaithe* meeting appoints a new committee.

- 2.14 Due confidentiality shall be exercised in respect of all papers, reports, memoranda or other documents (or copies thereof) prepared for or issued from *An tÚdarás Rialaithe* or any committee thereof, or any Body set up by *An tÚdarás Rialaithe* for the governance of the College.

- 2.15 Subject to this Instrument, *An tÚdarás Rialaithe* may, from time to time, make such rules for the ordering of its own business as it thinks fit.

- 2.16 (i) A member of *An tÚdarás Rialaithe* may, for good and valid reason, be removed from office by resolution of *An tÚdarás Rialaithe*.

(ii) A member of *An tÚdarás Rialaithe* may, at any time, resign from membership of *An tÚdarás Rialaithe* by letter addressed to the Chairperson and the resignation shall take effect on the date on which the letter is received by the Chairperson.

- 2.17 The members of *An tÚdarás Rialaithe*, other than *ex-officio* members, shall hold office for a period of five years and where this is their first appointment to office, shall be eligible for appointment to one further term of office of five years.

- 2.18 (i) If a member of *An tÚdarás Rialaithe* dies, resigns, is removed from office or for any other reason ceases to hold office, *An tÚdarás Rialaithe* shall arrange for the filling of the casual vacancy so occasioned as soon as practicable.

(ii) A person who becomes a member of *An tÚdarás Rialaithe* 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 re-appointment.

2.19 (i) A person shall not be eligible to be a member of *An tÚdarás Rialaithe* 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.

(ii) Where a member of *An tÚdarás Rialaithe*—

- (a) ceases to be a member of the category of person, as provided for in Section 2.5, to which he or she belonged at the time of becoming a member, he or she shall thereupon cease to be a member of *An tÚdarás Rialaithe*.

2.20 (i) A member of *An tÚdarás Rialaithe* who has an interest in—

- (a) 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 College proposes to make a contract, or
- (b) a contract which the College proposes to make,

shall disclose to *An tÚdarás Rialaithe* the fact of the interest and its nature and shall take no part in any deliberation or decision of *An tÚdarás Rialaithe* relating to the contract, and the disclosure shall be recorded in the minutes of *An tÚdarás Rialaithe*.

(ii) A member of *An tÚdarás Rialaithe* who is related to a person who is a candidate for appointment by *An tÚdarás Rialaithe* as an employee of the College, shall disclose to *An tÚdarás Rialaithe* the fact of the relationship and its nature and shall, if *An tÚdarás Rialaithe* so decides, take no part in any deliberation or decision of *An tÚdarás Rialaithe* relating to the appointment, and the disclosure and decision shall be recorded in the minutes of *An tÚdarás Rialaithe*. (Related): For this purpose, persons and bodies connected with a member should include:

- (a) A spouse, parent, brother, sister, child or step-child;
- (b) a body corporate with which the member is associated;
- (c) a person acting as the trustee of any trust, the beneficiaries of which include the member of the persons at (a) above or the body corporate at (b) above; and
- (d) a person acting as a partner of the member or of any person or body who, by virtue of (a) – (c) above, is connected with the member.

(iii) A member of *An tÚdarás Rialaithe* and/or of its various sub-committees shall at all times act, as a member, in the best interests of the College and shall not act as a representative of any special interest provided that nothing in this paragraph shall restrict a member from representing at meetings of *An Bord Rialaithe* the views of those by whom he or she has been elected, or restrict the freedom of expression of that member.

- 2.21 *An tÚdarás Rialaithe* shall meet at least twice in the course of each academic year.
- 2.22 There shall be a quorum when one-third of the members are present (to the nearest whole number).
- 2.23 Where possible, issues at meetings of *An tÚdarás Rialaithe* shall be determined by consensus, but where this is not achievable, the question shall be decided by a majority of the votes of members present and voting on the issue and, in the case of an equal division of votes, the Chairperson or other person presiding shall have a second or casting vote.
- 2.24 Subject to Section 2.22, *An tÚdarás Rialaithe* may act notwithstanding one or more than one vacancy among its members or any deficiency in the election or appointment of a member which may subsequently be discovered.
- 2.25 Notice of meetings shall be given to all members whether in writing or orally by the Secretary but nothing done or decided at a meeting shall be invalidated by the accidental omission to give notice to any member.
- 2.26 The Secretary shall keep the minutes of the meetings of *An tÚdarás Rialaithe*. In consultation with the Chairperson, *An tUachtarán* shall arrange for the holding of meetings.
- 2.27 *An tÚdarás Rialaithe* shall receive from the Executive Team and *An Bord Acadúil* a report of all meetings of these bodies which may have been held in the interval since the previous meeting of *An tÚdarás Rialaithe*.
- 2.28 Subject to this Instrument, *An tÚdarás Rialaithe* may make, from time to time, such regulations as it thinks fit for the conduct of the affairs of the College.
- 2.29 All sub committees established by *An tÚdarás Rialaithe* in accordance with paragraph 2.12 shall report to *An tÚdarás Rialaithe* at regular intervals.
- 2.30 *An tÚdarás Rialaithe* shall establish a process to evaluate the performance of *An tÚdarás Rialaithe* on an annual basis. The Chairperson shall implement this process.
- 2.31 A formal induction process shall be established for new members of *An tÚdarás Rialaithe* which process should include an overview of the Governance Structure, an overview of the College and its Strategic Plan, an overview of the role and responsibilities of *An tÚdarás Rialaithe* and its various sub committees. As part of this process the Trustees and Sisters of Mercy should meet with and brief their nominees.