



STANDING ORDERS

OF

MAYNOOTH UNIVERSITY

GOVERNING AUTHORITY

March 2021

Standing Orders of Maynooth University Governing Authority

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Review and Approval of Standing Orders

Date Approved: 25 March 2021 **Approved by:** Maynooth University Governing Authority

Date of Next Review: October 2024 **Review by:** Maynooth University Governing Authority

National University of Ireland Maynooth (Maynooth University)

Standing Orders of the Governing Authority

Maynooth University (National University of Ireland Maynooth) was established under the *Universities Act 1997*,

Section 14 of the Third Schedule of the 1997 Act provides: “Subject to this Act, a governing authority shall regulate, by standing orders or otherwise, its procedure and business”. Maynooth University has adopted a corporate governance regime in accordance with best practice.

The purpose of this document is to set out the standing orders of the Governing Authority of Maynooth University. These standing orders approved by the Governing Authority on 25 March 2021 are effective from 25 March 2021. These standing orders constitute amendment of the previous Standing Orders adopted by the Governing Authority in November 2011.

Note: These Standing Orders are supplementary to the requirements of the Act. Attention is drawn in particular to the **Third Schedule** to the Act in relation to the Governing Authority, which has been reproduced in full in the Appendix. Nothing in these Standing Orders shall conflict with the Statutes of Maynooth University or the *Universities Act 1997*, and if in the interpretation any conflict should arise, the Act shall always take precedence over all others and the Statutes shall take precedence over these Standing Orders.

Membership

1. Governing Authority members are appointed in accordance with the *Universities Act 1997*,
2. Appointments to the Governing Authority shall be for a period of up to [5] years, in accordance with Section 16 of the *Universities Act 1997*,
3. The Chairperson of the Governing Authority is also appointed in accordance with the *Universities Act 1997*. If, at any meeting the Chairperson is not present, the deputy-Chairperson, if present, shall be Chairperson of the meeting. Where the position of deputy-Chairperson is vacant, the Governing Authority members present at the meeting shall choose a member to chair the meeting.
4. Only members of the Governing Authority have the right to attend Governing Authority meetings. The President and other officers of the University who are members of the Governing Authority shall attend Governing Authority meetings. Other individuals from the University and external advisers, may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

Secretary of the Governing Authority

5. The Secretary of the Governing Authority will ensure that the Governing Authority receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.
6. The Secretary of the Governing Authority is also responsible for the formal induction of new members of the Governing Authority and organising mentoring for members where required.

Quorum

7. The quorum necessary for the transaction of business shall be one third of the total number of members, rounded up to the nearest whole number, plus one member (section 10(3) of the Third Schedule of the 1997 Act). A duly convened meeting of the Governing Authority at which a quorum is present shall be competent to exercise all or any of the authority's powers and discretions vested in or exercisable by the Governing Authority.

Voting

8. As provided for by section 12 of the Third Schedule of the 1997 Act, every question at a meeting of a Governing Authority shall be determined by consensus, but where in the opinion of the Chairperson, or other person presiding, 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 or other person presiding shall have a second or casting vote.

Frequency of Meetings

9. The Governing Authority shall hold such and so many meetings, and at such times, as the Chairperson may determine, as per Section 10(1) of the Third Schedule of the *Universities Act, 1997*.

Notice of Meetings

10. Meetings of the Governing Authority shall be summoned by the Secretary of the Governing Authority at the request of the Chairperson of the Governing Authority
11. A schedule of Governing Authority meetings will be provided to members a year in advance.
12. 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 Authority and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to Governing Authority members and to other attendees as appropriate, or be made available electronically, at the same time.

Preparation of Meetings

13. A draft Agenda shall be prepared by the Secretary under the direction of the President. The Chairperson, in consultation with the President, will finalise and approve the Agenda.
14. A member who wishes to have any item included on the agenda of a meeting shall give notice of the same in writing to the Secretary at least twelve days before the meeting. Any item proposed by a member for the agenda shall not be excluded therefrom without the consent of the Chairperson.
15. If a member of the Governing Authority is a candidate for appointment to a position in the University, or for promotion within the University, then any material pertaining to that appointment or promotion (to be circulated to the Governing Authority) will not be circulated to that member. Similarly, where any other known or notified conflict of interest in a decision to be made by Governing Authority exists, any material conflict pertaining to that decision (to be circulated to the Governing Authority) will not be circulated to that member. In either case, the conflicted

member must not take part in the discussion of the matter and will normally absent themselves from the meeting for the duration of the relevant discussion.

16. No meeting shall be competent to transact business other than that of which due notice is given on the agenda, or business necessarily arising therefrom, except for business of a non-contentious nature, or emergency business which can be taken on the proposal of the Chairperson and with the agreement of the meeting.
17. Notice to any member or to the Secretary to the Governing Authority shall be deemed to be duly given, if dispatched by the most expeditious means to his/her designated address. For the avoidance of doubt this address will normally be a designated email address unless a member has specifically requested that email should not be used.

Conduct of Meetings

18. In the light of the provisions of the Act in respect of the obligations and rights of the Governing Authority and of its individual members, and subject to the provisions of the Act, and of all other applicable laws and Statutes (and to these Standing Orders);
 - the Governing Authority wishes all members to contribute freely to its deliberations and to feel welcome to raise any issues with which they have a concern, and which properly come within the remit of the Governing Authority; and
 - the Governing Authority declares that in respect of its meetings, and of meetings of its committees, all members are equal participants and are answerable for their contributions and conduct only to the Authority itself, or, in the case of members of a committee of the Governing Authority, to such committee subject to the ultimate authority of the Governing Authority pursuant to the Act.
 - Meetings shall be conducted according to the customary norms. In particular, all statements and questions shall be addressed to the Chairperson. The Chairperson shall determine all points of order.
19. In the event of a matter of urgency, the Chairperson may accept a request for the suspension of Standing Orders. The member requesting such suspension must clearly state the nature and urgency of his or her business and the length of time he or she desires such suspension to last. No suspension shall take place except by a majority vote of the members of the Authority present.
20. The Governing Authority may, by resolution, invite any person who is not a member of the Authority to attend any meeting of the Authority, if in the opinion of the Authority his or her attendance would be of benefit in the discussion of any item. The purpose of, and limitations on, such attendance shall be specified in the invitation. The invitation to attend meetings must make it clear that the individual is being invited to brief the Authority on the issue in question only and that the person should play no part in decision making.

Minutes of Meetings

21. The Secretary of the Governing Authority shall minute the proceedings and resolutions of all meetings of the Governing Authority, including recording the names of those present and in attendance.
22. Minutes of Governing Authority meetings shall be circulated to all members of the Governing Authority other than where specific exclusions apply e.g., conflict of interest items.
23. The minutes will record every decision of the Governing Authority and where appropriate a summary of the discussion leading to the decision including matters considered or expressly not considered. The names of members disagreeing with a

decision may be recorded if it is the wish of the member to have their disagreement so recorded. A summary of the discussion and deliberations of other items on the agenda (not leading to a decision) should be recorded in the minutes. Members are obliged to keep the discussions and deliberations of Governing Authority and all papers associated with Authority meetings confidential.

24. The draft minutes of each meeting of the Authority shall be circulated to all members of the Authority within 28 working days. For those members not present at the meeting they shall be accompanied by copies of all material tabled at the relevant meeting. The minutes shall be considered at the next meeting and shall be taken as read and approved subject to such amendments as may be approved by the Authority. Until approved, no discussion shall be allowed on the minutes except as to their accuracy or completeness.
25. The minutes so approved shall be deemed to be a true record of the proceedings to which they relate and shall be signed by the Chairperson or other person presiding at the meeting.
26. In the event a decision taken by the Governing Authority is required to be communicated or circulated within the University before a future meeting of the Authority can approve the minutes, the Authority may be asked to approve the minute of the item in question at the meeting at which the decision was taken or the Governing Authority might be asked to approve a communiqué outlining the decision and its rationale.
27. Decisions of the Governing Authority shall be circulated within the University, if appropriate, by the President or his/her nominee as soon as practicable after the minutes of the decisions have been approved, whether at the meeting at which they have been taken or at the following meeting. No member of Governing Authority should take it upon themselves to communicate decisions of the Governing Authority other than the President or his/her nominee.

Duties

Specific duties reserved to the Governing Authority are set out in the Schedule of Matters Reserved for the Decision of the Governing Authority and the Governing Authority must operate in accordance with the Third Schedule of the 1997 Act (full text provided in the Appendix).

In addition to the duties set out in legislation, the following duties apply to the Governing Authority:

28. Monitoring of performance – the Governing Authority shall receive regular reports from the University and Governing Authority sub-committees, as appropriate.
29. The Governing Authority shall advise and support the Chairperson, and Chief Officer.
30. The Governing Authority shall satisfy themselves that financial controls and systems of risk management are robust and defensible.
31. The Governing Authority shall keep itself up to date and fully informed about strategic issues and changes affecting the University and the environment in which it operates.
32. The Governing Authority shall ensure that on appointment to the Governing Authority, non-executive Governing Authority members receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Governing Authority meetings.

33. The Governing Authority may, from time to time, establish such committees of the Governing Authority as are necessary to assist it in the performance of its duties. They may include members who are not members of the Governing Authority if specialist skills are required. Where a committee is put in place:
 - the terms of reference shall be specified in writing and approved by the Governing Authority and reviewed as appropriate;
 - the President of Maynooth University will nominate, in conjunction with the Chair of the Governing Authority and, if practical, the Chair of the committees, for Governing Authority approval, the members of the committees having regard to expressions of interest, skills mix, gender balance, and required independence;
 - the President may either chair the committee or nominate a member of the committee to chair the committee;
 - the Governing Authority shall receive regular reports from the committee and the reports shall be circulated to the full Governing Authority;
 - all protocols concerning the operation of the Governing Authority shall be applied to a committee;
34. The committees established by the Governing Authority may, from time to time, establish sub-committees and / or working groups to examine and report on particular issues. The committee must inform the Governing Authority of the establishment of sub-committees and their terms of reference and the sub-committee requires the formal approval of Governing Authority to operate. All protocols concerning the operation of the Governing Authority shall be applied to a sub-committee and a working group. All protocols concerning the operation of a committee of the Governing Authority shall be applied to a sub-committee and a working group.
35. The Governing Authority shall review the results of the Governing Authority performance evaluation process and corporate governance generally.
36. The Governing Authority shall keep under review governance developments (including ethics-related matters) that might affect the University, with the aim of ensuring that the Universities governance policies and practices continue to be in line with best practice.
37. The Governing Authority shall ensure that the principles and provisions set out in the *Code of Governance for Universities 2019* are adhered to.

Committees

38. Each standing committee of the Governing Authority shall forward minutes of meetings approved by the committee since the previous meeting of Governing Authority for noting by the Governing Authority.
39. All proposals for the establishment of significant new University policies or for the amendments of significant established and approved university policies must first have been considered by one of the standing committees of the Governing Authority and the committee must have consented to the proposal being forwarded to Governing Authority for decision.
40. Where a committee starts an initiative at a meeting and the members agree that initiative should be brought to the attention of the Governing Authority, the Secretary of the committee must write to the Secretary of the Governing Authority requesting that the matter be noted by the Governing Authority and must request confirmation from the Secretary of the Governing Authority that the matter has been noted, which in turn will be notified to the full committee at its next meeting.

Reporting Responsibilities

41. The President shall keep the Minister/HEA informed of matters arising within the University in accordance with the reporting arrangements set out.
42. The Governing Authority shall review its own performance and commission an external review at least once during the Governing Authority's term of office.

Authority

43. The Governing Authority is authorised to seek the information it requires from the University in order to perform its duties.
44. The Governing Authority is authorised to obtain, at the University's reasonable expense, outside legal or other professional advice where it judges it necessary to discharge its responsibilities as a Governing Authority.

General

These standing orders may be amended by resolution of the Governing Authority, and they shall be reviewed during the first year of each Authority.

Appendix 1

Universities Act 1997, Third Schedule – Governing Authority

The full text of the Third Schedule has been provided below:

1. (1) *As soon as practicable after its establishment, the governing authority of a university shall provide and retain in its possession a seal of the university.*
- (2) *The seal of a university shall be authenticated by the signature of the Chairperson or a member of the governing authority, and by the signature of an employee of the university, authorised by the governing authority to act in that behalf.*
- (3) *Judicial notice shall be taken of the seal of a university, and every document purporting to be an instrument made by a university and to be sealed with the seal of the university (purporting to be authenticated in accordance with this Schedule) shall be received in evidence and shall, unless the contrary is shown, be deemed to be such instrument, without further proof.*
2. (1) *Each governing authority shall have a Chairperson, as provided for in section 17, who may be designated by such title as the governing authority determines.*
- (2) *The Chairperson may, at any time, 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.*
3. (1) *A member of a governing authority may, for good and valid reason, be removed from office by resolution of the governing authority.*
- (2) *A member of a 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.*
- (3) *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.*
- (4) *A member of a governing authority (including a Chairperson appointed under section 17 (3)) whose term of office expires by effluxion of time shall be eligible for re-appointment.*
4. (1) *Subject to this Schedule and to section 21, the term of office of a member of each succeeding governing authority, other than an ex officio member, shall be not less than three years and not more than five years as determined by the governing authority holding office immediately before the appointment of that member.*
- (2) *A member of a governing authority who is a student of the university 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.*
5. (1) *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.*
- (2) *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, subject to paragraph 3(4), be eligible for re-appointment.*
6. (1) *Each governing authority shall, from time to time as the occasion requires, appoint from amongst its members a member (other than the chief officer) to be its deputy-Chairperson.*
- (2) *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.*

7. (1) 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, or
 - (c) ceases to be a member of the category of person, as provided for in section 16, to which he or she belonged at the time of becoming a member,
- he or she shall thereupon cease to be a member of the governing authority.
- (2) 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.
8. (1) A member of a governing authority 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 university proposes to make a contract, or
 - (b) a contract which the university proposes to make
- shall disclose to the governing authority the fact of the interest and its nature and shall take no part in any deliberation or decision of the governing authority relating to the contract, and the disclosure shall be recorded in the minutes of the governing authority.
- (2) A member of a governing authority of a university who is related to a person who is a candidate for appointment by the governing authority as an employee of the university, shall disclose to the governing authority the fact of the relationship and its nature and shall, if the governing authority so decides, take no part in any deliberation or decision of the governing authority relating to the appointment, and the disclosure and decision shall be recorded in the minutes of the governing authority.
- (3) A member of a governing authority of a university 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 provided that nothing in this paragraph shall restrict a member from representing at meetings of the governing authority the views of those by whom he or she has been elected or to restrict the freedom of expression of that member.
9. The Chairperson and members of a governing authority, 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 authority such allowances for expenses as the Minister, with the approval of the Minister for Finance, may decide.
10. (1) A governing authority shall hold such and so many meetings, and at such times, as the Chairperson may determine.
- (2) The Chairperson shall convene a meeting of the governing authority whenever requested to do so by not less than the number of members which constitute a quorum.
- (3) The quorum for a meeting of a governing authority shall be one third of the total number of members, rounded up to the nearest whole number, plus one.
11. At a meeting of a governing authority—
- (a) the Chairperson shall, if present, be the Chairperson of the meeting, or
 - (b) if and so long as the Chairperson is not present or the office of Chairperson is vacant, the deputy-Chairperson shall, if present, be the Chairperson of the meeting,
 - (c) if and so long as the Chairperson is not present or the office of Chairperson is vacant, and the deputy-Chairperson is not present or the office of deputy-Chairperson is vacant, the members of the governing authority who are present shall choose one of their number to preside at the meeting.

12. Every question at a meeting of a governing authority shall be determined by consensus, but where in the opinion of the Chairperson or other person presiding 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 or other person presiding shall have a second or casting vote.

13. Subject to paragraph 10(3), a governing authority 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.

14. Subject to this Act, a governing authority shall regulate, by standing orders or otherwise, its procedure and business.

15. Subject to this Act, the governing authority of a university may make, from time to time, such regulations as it thinks fit for the conduct of the affairs of the university.