



**STANDING ORDERS**

**OF**

**MAYNOOTH UNIVERSITY**

**GOVERNING AUTHORITY**

**November 2023**

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### Review and Approval of Standing Orders

**Date Approved:**9 November 2023      **Approved by:** Maynooth University Governing Authority

**Date of Next Review:** November 2025      **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*, as amended by the *Higher Education Act of 2022*.<sup>1</sup>

Section 14 of the Third Schedule of the Universities Act provides: “Subject to this Act, a governing authority shall regulate, by standing orders or otherwise, its procedure and business”.

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 9 November 2023 are effective from 9 November 2023. These standing orders replace the previous Standing Orders adopted by the Governing Authority in March 2021.

**Note:** These Standing Orders are supplementary to the requirements of the *Universities 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 attached appendix. Nothing in these Standing Orders shall conflict with the Statutes of Maynooth University or the *Universities Act*, 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 4 years, in accordance with Section 16 of the *Universities Act*, but some appointments may be of shorter duration (e.g. for student members, or for members who are reappointed from the previous Governing Authority) or of longer duration (e.g. the President as an ex officio member).
3. Members of Governing Authority may not serve more than a consecutive period of eight years, in accordance with Section 3(5) of the Third Schedule of the *Universities Act*
4. The Chairperson of the Governing Authority is also appointed in accordance with the *Universities Act*. 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 from among the external members present.
5. The Governing Authority shall appoint from among its external members a Deputy-Chairperson who will hold that position for as long as they are a member of the Governing Authority, in accordance with Section 6(1) of the Third Schedule of the *Universities Act*.
6. Only members of the Governing Authority have the right to attend Governing Authority meetings. The Chief Operating Officer, the Registrar and the Secretariat to the Authority are in attendance at meetings of Governing Authority. Other staff of Maynooth University may attend for particular agenda items, with the approval of the Chairperson.

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<sup>1</sup> Any subsequent reference to the Universities Act of 1997 is intended to refer to the Universities Act of 1997 as amended by the Higher Education Act of 2022.

7. All members of the Governing Authority must abide by the Code of Conduct for Governing Authority Members.

### **Secretary of the Governing Authority**

8. 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.
9. 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 if required.

### **Quorum**

10. The quorum necessary for the transaction of business shall be seven members, as long as four of those members are external members (including the Chairperson). 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**

11. As provided for by section 12 of the Third Schedule of the Universities 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**

12. The Governing Authority shall hold not less than six meetings in each year, at such times as the Chairperson may determine, as per Section 10(1) of the Third Schedule of the *Universities Act*.

### **Notice of Meetings**

13. 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.
14. Meetings shall be held in person where possible, but may also be held via Teams (or a similar online platform), or via a hybrid of in person and Teams, if necessary.
15. A schedule of Governing Authority meetings will be provided to members at the start of each year.
16. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda and supporting papers shall be made available to each member of the Governing Authority, via a secure online portal, normally no later than five working days before the date of the meeting. Supporting papers shall be sent electronically to other attendees as appropriate, at the same time. Late papers may be made available to Governing Authority members at the discretion of the Chairperson, should the necessity arise.

### **Preparation of Meetings**

17. 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.

18. A member who wishes to have any item included on the agenda of a meeting shall give notice of the same by email to the Secretary at least ten working days before the meeting. The member must also provide a paper to accompany the agenda item, in the usual format of Governing Authority papers, and include a rationale for the inclusion of the item. The Secretary will forward the request to the Chairperson who will consider the request in consultation with the Deputy Chairperson. The decision of the Chairperson on the issue will be final.
19. 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.

### **Conduct of Meetings**

20. Meetings of the Governing Authority will be conducted in line with the following:
  - 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.
  - 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.
21. 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.
22. 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. Any individual invited to attend Governing Authority in this manner is being invited to brief the Authority and will have no role in relation to decision making.
23. Members of Governing Authority may only raise issues under 'Any Other Business' that have received the prior approval of the Chairperson.
24. Members of Governing Authority will meet privately twice a year, without executive members of the Authority or management present, after the conclusion of a Governing Authority meeting.

### **Minutes of Meetings**

25. 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.
26. 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.

27. The minutes will record every decision of the Governing Authority and where appropriate a summary of the discussion leading to the decision. 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) will also be recorded in the minutes. Members are obliged to keep the discussions and deliberations of Governing Authority and all papers associated with Authority meetings strictly confidential.
28. The draft minutes of each meeting of the Authority shall normally be circulated to all members of the Authority at least five working days in advance of the next 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.
29. 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.
30. 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 the minutes electronically. Any such request will be accompanied by a communiqué outlining the need to have the minutes approved in that manner.
31. Decisions of the Governing Authority shall be circulated within the University, if appropriate, by the President or their nominee as soon as practicable after the minutes of the decisions have been approved. No member of Governing Authority should take it upon themselves to communicate decisions of the Governing Authority other than the President or their nominee.
32. Decisions of the Governing Authority, once agreed, shall generally not be reconsidered unless there is new evidence that potentially impacts the original decision.
33. If deemed necessary by the Chairperson, approval may be sought from Governing Authority members via email regarding decisions that are required to be taken in the periods between meetings of the Authority. If such a decision is required, Governing Authority members shall receive a communiqué outlining the rationale for the decision, the detail of the issue for decision, the deadline by which a decision is sought, and confirmation that only responses received in advance of the deadline will be counted. The outcome of all such requests for decisions will be communicated to Governing Authority as soon as possible after the deadline.

## **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 Universities Act (full text provided in the attached Appendix).

In addition to the duties set out in legislation (Section 18 of the *Universities Act*), the following duties apply to the Governing Authority:

34. Monitoring of performance – the Governing Authority shall receive regular reports from the University and Governing Authority sub-committees, as appropriate.
35. The Governing Authority shall advise and support the Chairperson, and President.

36. The Governing Authority shall satisfy themselves that financial controls and systems of risk management are robust and defensible.
37. 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.
38. The Governing Authority shall ensure that on appointment to the Governing Authority, all 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.
39. 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 Chairperson of the Governing Authority will nominate, in consultation with the President, and, if practical, the Chair of the committees, for Governing Authority approval, the members of the committees having regard to skills mix, gender balance, and required independence;
  - the Governing Authority shall receive regular reports from the committee and the reports shall be made available to the full Governing Authority;
  - all protocols concerning the operation of the Governing Authority shall be applied to a committee.
40. 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, or of a committee of the Governing Authority, shall be applied to a sub-committee and a working group.
41. The Governing Authority shall review the results of the Governing Authority performance evaluation process and corporate governance generally.
42. 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 University's governance policies and practices continue to be in line with best practice.
43. The Governing Authority shall ensure that the principles and provisions set out in the *Code of Governance for Universities 2019* are adhered to.

## **Committees**

44. 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.
45. 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.
46. 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**

47. The President shall keep the Minister/HEA informed of matters arising within the University in accordance with the reporting arrangements set out.
48. The Governing Authority shall review its own performance on an annual basis, and commission an external review at least once every three years.

### **Authority**

49. The Governing Authority is authorised to seek the information it requires from the University in order to perform its duties.
50. 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 by the Authority every two years.



## **Appendix 1**

### ***Universities Act 1997, as amended by the Higher Education Authority Act 2022, 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) Whenever the chairperson of the governing authority resigns as chairperson, he or she shall at the same time cease to be a member of the governing authority.
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) Subject to subparagraph (5), a member of a governing authority (including the chairperson) whose term of office expires by effluxion of time shall be eligible for re-appointment as a member of the governing authority.  
(5) A person, other than an ex officio member, who is re-appointed as a member of a governing authority in accordance with subparagraph (4) shall not hold office for a consecutive period of more than 8 years.
4. (1) Subject to this Schedule and section 23A, a member of a governing authority, other than an ex officio member—
  - (a) shall be appointed as such a member for such period not exceeding 4 years as the Minister or the governing authority, as the case may be, determines upon the nomination for appointment or appointment, as may be appropriate, and
  - (b) may not serve more than 2 consecutive terms of office.  
(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 external members (within the meaning of section 16) a member 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. Where a member of the governing authority—
  - (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 a member of the governing authority.
  
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 remuneration (if any) and such allowances for expenses (if any) as the Minister, with the approval of the Minister for Finance, may decide.
10. (1) A governing authority shall hold not less than 6 meetings in each year 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 7 members provided that not less than 4 of those members are external members within the meaning of section 16 (which may include the chairperson).
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 the external members (within the meaning of section 16) 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.