

**TRINITY COLLEGE DUBLIN CODE OF GOVERNANCE**

**2021**

This Code is based upon the sectoral code, 'Governance of Irish Universities, 2019', and was adopted by the Board of Trinity College Dublin on 16 June 2021

# Preface

Good governance arrangements are essential for organisations large and small and whether operating in the public or private sector. Governance comprises the systems and procedures under which organisations are directed and controlled. A robust system of governance is vital in order to enable organisations to operate effectively and to discharge their responsibilities as regards transparency and accountability to those they serve. Given their pivotal role in society and in national economic and social development, together with their reliance on public as well as private funding, good governance is particularly important in the case of universities.

The principle of good governance in Irish universities is well established - initially enshrined in the Universities Act, 1997 and subsequently detailed in the 2001 framework, "The Financial Governance of Irish Universities" agreed between the Higher Education Authority (HEA) and the Conference of Heads of Irish Universities (now the Irish Universities Association (IUA)). In 2007, the HEA/IUA published "Governance of Irish Universities - A Governance Code of Legislation, Principles, Best Practice and Guidelines" which updated and replaced the relevant provisions of the 2001 Code. All universities adopted the HEA/IUA "Governance of Irish Universities", its principles and its reporting requirements, implementing it with effect from 2007. Since then, the reporting requirements have been submitted on an annual basis to the HEA, as required by the Code.

The Department of Finance issued a revised Code of Practice for the Governance of State Bodies in May 2009, to reflect current best practice in governance. This Code updated the previous 2001 Code which provided a key input into the 2007 HEA/IUA "Code of Governance for Irish Universities". The Department of Finance 2009 Code, while covering much the same areas as the earlier Code, updated requirements, responsibilities and accountabilities in certain areas such as internal control, audit and risk management. While many of these had been anticipated in the 2007 University Code, important new areas were also addressed and reflected in the Code of Governance for Irish Universities 2012.

In August 2016, the Department of Public Expenditure and Reform published a revised Code of Practice for the Governance of State Bodies to meet the highest standards of corporate governance and provide a framework for the application of best practice taking account of developments in respect of oversight, reporting requirements and the appointment of Board members. In 2017, the IUA commenced the revision of the Code for the Governance of Universities, bringing the original Code of Practice in line with the revised 2016 Code of Practice for the Governance of State Bodies. The HEA has been consulted at various stages of the project and provided an initial analysis of the 2016 Code sections which were not relevant to the educational sector. The Code has been drafted taking the original 2016 Code of Practice for the Governance of State Bodies as its starting point.

This document was localised for the universities while tracking all changes to the original and keeping a log of all removed sections. In some cases, sections have been adapted or expanded to bring the Code in line with the

relevant university legislation. This Code has been presented to and agreed with the HEA prior to becoming effective.

The IUA Code of Governance for Irish Universities 2019 is hereafter referred to as “the Code”. This revised Code now replaces the previous Code of Governance for Irish Universities 2012.

The high-level principles of the Code of Practice for the Governance of Universities are set out at the beginning of each section of this Code. It should be noted that:

- this Code should be read in conjunction with the legislative provisions which govern the universities. Existing legislative provisions applying to the universities on matters that are also the subject of this Code, continue to apply and for the avoidance of doubt, in the event of any conflict or inconsistency, the legislative provisions prevail. The Code includes legislative references where relevant.
- provisions contained in this Code, including financial thresholds, may be amended from time to time by the Minister for Public Expenditure and Reform, having consulted with relevant Ministers;
- the Minister for Public Expenditure and Reform may issue circulars and/or guidance notes, from time to time, in relation to this Code; and
- this Code does not intend to address academic governance matters, which are subject to separate Quality and Qualifications Ireland (QQI) legislation.

It is noted that the *Code of Practice for the Governance of State Bodies*, which forms the basis of this Code, will be a living document which will evolve in line with best practice. The most recent version of the *Code of Practice for the Governance of State Bodies* is available on the Department of Public Expenditure and Reform Government Accounting website ([govacc.per.gov.ie/governance-of-state-bodies](http://govacc.per.gov.ie/governance-of-state-bodies)). Similarly, it is intended that this document will also be a living document and evolve over time in line with both best practice and legislative changes. The most recent version of the Sectoral Code is available on the [IUA website](http://www.iua.ie) ([www.iua.ie](http://www.iua.ie)).

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# Introduction

Good governance arrangements are essential for organisations large and small, whether operating in the public or private sectors. Governance comprises the systems and procedures under which organisations are directed and controlled. A robust system of governance is vital in order to enable organisations to operate effectively and to discharge their responsibilities as regards transparency and accountability to those they serve - including the Government as shareholder, the taxpayer, students and all other stakeholders - and pursue value for money in their endeavours, while managing risk appropriately.

As public entities, universities should act prudently, ethically and with transparency, and should conduct their activities consistent with their statutory responsibilities. Given their pivotal role in society and in national economic and social development, together with their reliance on public as well as private funding, good governance is particularly important in the case of the universities.

**University Legislation and Related Legislative Frameworks:** Governance requirements arising from the provisions of the 1997 Act and the agreed frameworks under that Act. These are statutory obligations and the relevant provisions are included in the next section of this code.

**Universities Code Principles and Best Practice:** This is a voluntary code outlining a further set of principles and best practices, which take account of developments in governance since 1997 and are intended to be generally applicable to the internal practices, external relations and accountabilities of the universities.

The Board of Trinity College is primarily responsible for ensuring that the College's activities are governed by the ethical and other considerations enshrined in this Code.

The provisions of this Code are supplementary to and do not affect existing statutory requirements relating to a university, or any other legislation applicable to it or its activities.

The Board and management of the College are accountable for the proper management of the College. In meeting their responsibility to ensure that all activities whether or not specifically referred to in this Code meet the highest standards of corporate governance, Board members and employees of the College and the College's subsidiaries should be strongly guided by the principles set out in this Code.

This Code provides a framework for the application of best practice in corporate governance by the College and demonstrates the by the College to achieving the highest possible standards of corporate governance.

# University Legislation and Related Legislative Frameworks

## The 1997 Act

The Universities Act 1997 is the primary piece of legislation governing universities. The Act imposes a number of considerable governance requirements on universities and these are detailed in this section.

### Governing Authority

In accordance with Section 15 of the 1997 Act all universities are required to have a governing authority established: -

#### *“15 – Governing Authority*

- (1) Subject to section 21 [see **Appendix A**], each university shall have a governing authority established in accordance with this Act which shall be known by whatever name the governing authority decides.*
- (2) Subject to this Act, the functions of a university [see **Section 18 – Appendix A**] shall be performed by or on the directions of its governing authority.*
- (3) All acts and things done by a governing authority, or in the name of or on behalf of the university with the express or implied authority of the governing authority, shall be deemed to have been done by the university.*
- (4) The Third Schedule shall apply to the governing authority.”*

The governing authority determines the financial constraints within which the Academic Council operates and reviews decisions of that authority in accordance with Section 27 (1) of the 1997 Act:

#### *“27 – Academic Council*

- (1) Each university shall have an academic council which shall, subject to the financial constraints determined by the governing authority and to review by that authority, control the academic affairs of the university, including the curriculum of, and instruction and education provided by, the university.”*

The operation of the governing authority is governed by the Third Schedule of the 1997 Act as set overleaf -

**Third Schedule**  
**GOVERNING AUTHORITY**

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.*

# Governance Framework

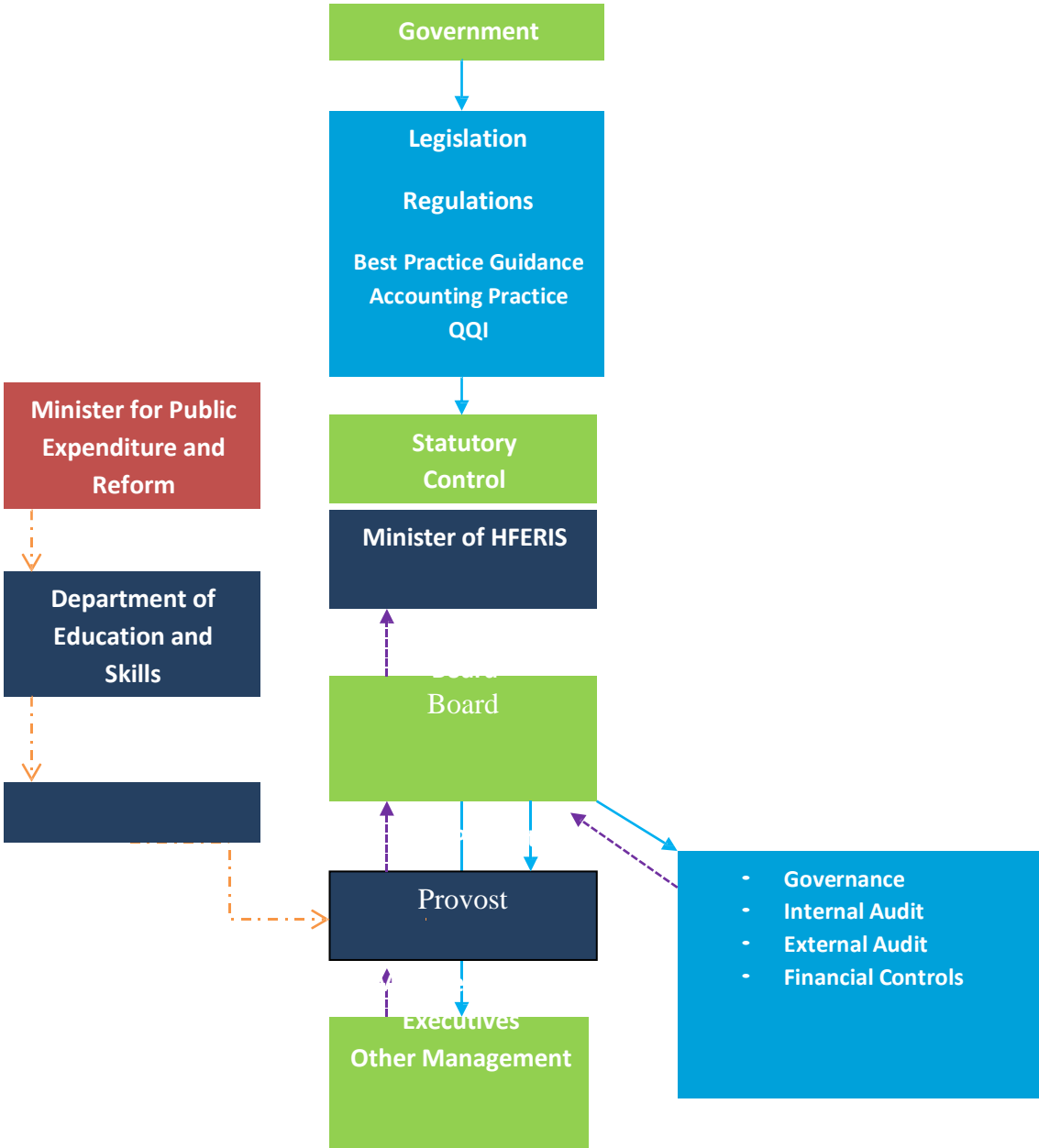
The Governance Framework schematic on the following page shows the main features of the governance framework relationship between Government and universities generally, including the College. The diagram does not purport to cover all aspects of this relationship which will vary depending on the differing nature, scale and responsibilities of the university and the governing legislation establishing the university.




Universities have governing legislation which provides for, inter alia, the appointment of the governing authority and the Provost, for the approval of the form of the annual report, in the form of the financial statements, and for the furnishing of such information as the Minister may require. The Provost and Board are ultimately responsible to the Minister (who is responsible to Government) for the operation and proper functioning of the College.

The functions and duties of the Board are set out in the governing legislation of the College, being the Trinity College, Dublin (Charters and Letters Patent Amendment) Act, 2000 and the 2010 Consolidated Statutes of the College. The Board should, using its high-level functions and duties as a guide, prepare customised / standing orders for the Board.

The Provost shall whenever required to do so by the Public Accounts Committee (PAC) of the Oireachtas, give evidence on the regularity and propriety of the College's accounts, economy and efficiency of use of resources, effectiveness of operations and any other matters referred to the committee by C&AG.

# Governance Framework



- Appoints/Gives Direction 
- Reports to/Accountable to 
- Provides oversight 

# 1. Role of the Board

## Provisions

- 1.1 Leadership:** The Board's role is to provide leadership and direction to the College within a framework of prudent and effective controls which enables risk to be assessed and managed. The Board will approve a strategic t plan and shall provide a copy of the plan to An tÚdarás and to the Minister in accordance with section 34 of the Act.

The role, procedural operation and functions of the Board of the College are governed by the 1997 Act, the Trinity College, Dublin (Charters and Letters Patent Amendment) Act, 2000 and the Consolidated Statutes of the College. Section 18 of the 1997 Act (see Appendix A) sets out the general functions of the governing authority of a university (which in the case of the College is the Board). In particular, the Third Schedule of the Act (see under University Legislation and Related Legislative Frameworks) governs the operation of the governing authority of a university (which in the case of the College is the Board).

- 1.2 Ethical Standards:** The Board has a key role in setting the ethical tone of the College, not only by its own actions but also in setting an example for senior management and staff. High ethical standards are in the long-term interests of the university and a key means to help maintain a high level of credibility and trustworthiness. The Board should lead by example and ensure that good standards of governance and ethical behaviours permeate all levels of the organisation.
- 1.3 Compliance:** The Board should review the controls and procedures adopted by the College to provide itself with reasonable assurance that such controls and procedures are adequate to secure compliance by the university with its statutory and governance obligations.
- 1.4 Collective Responsibility:** The collective responsibility and authority of the Board should be safeguarded. Excessive influence on the Board decision-making by individual members should be avoided, while allowing Board members the opportunity to fully contribute to Board deliberations.
- 1.5 Board Oversight Role:** The Board should be supplied, in a timely fashion, with information which is of a suitable quality to enable Board members to discharge their duties satisfactorily. The management of the College has a duty to provide the Board with all necessary information to enable the Board and its Committees in the performance of their governance role to a high standard. The Board should take all necessary steps to make themselves aware of any relevant information and access all information as necessary. While the Board has established an Audit Committee to assist with its consideration of issues relating to audit, governance and risk management, the Board authority maintains responsibility for and makes the final decisions on all of these areas.

- 1.6 Advice to Minister:** The Board should ensure that the Provost keeps the HEA advised of matters arising in respect of the university.

## Matters for Decision of the Board

**1.7 Matters for Decision of the Board:**

The Board should meet regularly, effectively exercise its strategic governance role, and monitor executive management and performance.

The Board should have a formal schedule of matters specifically reserved to it for decision to ensure the proper management and control of the College. This schedule should include the various statutory functions reserved to the Board as set out in the 1997 Act, the Trinity College, Dublin (Charters and Letters Patent Amendment) Act, 2000 and the Consolidated Statutes of the College:

- Section 18 - Functions of a Governing Authority;
- Section 25 - Staff;
- Section 27 - Academic Council;
- Section 34 – Strategic Development Plan;
- Section 35 - Quality Assurance;
- Section 36 - Equality Policy.

In addition, the schedule could include the following:

- Significant acquisitions, disposals and retirement of assets of the university or its subsidiaries. The schedule should specify clear quantitative thresholds for contracts above which the approval of the Board is required;
- Major investments and capital projects, delegated authority levels, treasury policy and risk management policies;
- Approval of terms of major contracts.

**1.8 Annual Confirmation:** The Board has responsibility for ensuring that the College has in place a sound system of internal management and control, including

- Managerial control systems, which may include defining policies, setting objectives and plans, setting Key Performance Indicators, and monitoring financial and other performance;
- Financial and operational control systems and procedures which may include the physical safeguards of assets, segregation of duties, authority and approval procedures, and information systems.

The Board is required to confirm annually to the HEA that the College has an appropriate

system of internal and financial control in place.

- 1.9 Expenditure and Performance:** Decisions on major items of expenditure should be aligned with medium to long-term strategies. A performance measurement system should be put in place to assess the effectiveness/outcome of such expenditure and this should be reported to the Board.
- 1.10 Post Resignation/Retirement:** The obligations of Board members regarding the non- disclosure of private and confidential information do not cease when membership of the Board ends. Such obligations could include the return of papers at the end of a Board member's term. This should be brought to the attention of Board members on their appointment to the Board.
- 1.11 Conflict of Interest:** The Board should have procedures in place to monitor and manage potential conflicts of interest of Board members and management (See paragraph 5.5).
- 1.12 External Auditors:** The Board has a responsibility to establish procedures for maintaining an appropriate relationship with the external auditors engaged by the Board.
- 1.13 Terms of Reference:** The Audit Committee and other committees of the Board should have written terms of reference which are reviewed regularly by the Board and updated as appropriate.
- 1.14 Protected Disclosures:** Section 21 of the Protected Disclosures Act 2014 requires that every public body shall establish and maintain procedures for the making of protected disclosures by workers and for dealing with such disclosures. Written information in relation to those procedures must be provided to workers employed by the College. The Minister for Public Expenditure and Reform has published Guidance for the purpose of assisting public bodies in the performance of their functions under section 21(1) of [Protected Disclosures Act 2014](#) (available on the Department of Public Expenditure and Reform website). Trinity's Protected Disclosures Policy is available [here](#).

## Statement of Strategy

- 1.15 Strategic Plan:** As per section 34 of the 1997 Act, the Board shall require the Provost to prepare a strategic plan. In addition to the requirements of Section 34 of the 1997 Act (see Appendix A), university strategic plans, approved by the Board, should set appropriate objectives, goals, and relevant indicators and targets against which performance can be clearly measured. As agreed from time to time, through a process of strategic dialogue between the HEA and the College, the College is held accountable for its performance against the set of clearly defined national priorities and key system objectives in the framework and the strategic plan referred to above, with public funding aligned to facilitate delivery of agreed outcomes.
- 1.16 Strategy Statement:** In addition to the requirements of Section 41(1) of the 1997 Act (see Appendix

A), the report of the Provost should normally refer to the specific aims and targets proposed by the College in its strategic plan, the expected outputs and outcomes, and the key performance indicators by which the achievement of the aims and targets is assessed. Implementation of the College's strategy should be supported through an annual planning and budgeting cycle and should take appropriate account of the National Strategy for Higher Education.

- 1.17** Decisions on major items of expenditure should be aligned with medium to long-term strategies. A performance measurement system should be put in place to assess the effectiveness/ outcome of such expenditure.
- 1.18** **Implementation:** In addition to the requirements of 1997 Act, implementation of the strategy by the management of the College should be supported through an annual planning and budgeting cycle. The Board should approve annual programmes and budgets and should formally undertake an evaluation of actual performance by reference to the programme and/or budget on an annual basis.
- 1.19** **Annual Report:** The Board should state in the annual accounts that they are responsible for the approval of the annual report, in the form of the financial statements, and whether they consider the financial statements to be a true and fair view of the College's financial performance and its financial position at the end of the year. There should also be a statement by the external auditors engaged by the Board about their reporting responsibilities.
- 1.20** **Secretary of the Board:** The Board, in appointing a Secretary of the Board, which for Trinity is the Secretary to the College, has a duty to ensure that the person appointed has the skills necessary to discharge their statutory and legal duties, and such other duties as may be delegated by the Board.
- 1.21** **Role of Secretary to the College (Secretary to the Board):** The role of the Secretary to the College should be seen as a support to the Board. The scale and scope of the role will depend on the size, nature and responsibilities of the College. The Secretary to the College may be assigned such functions and duties as may be delegated by the Board. The duties can be classified as follows:
- statutory duties;
  - duty of disclosure;
  - duty to exercise due care, skill and diligence; and
  - administrative duties.
- 1.22** **Governance:** The Secretary to the College should report to the Provost on all Board matters and should assist the Provost in ensuring relevant information is made available to the Board and its committees.

The Secretary of the Board is responsible for advising the Board through the Provost on all



governance matters, including statutory obligations and regulations as appropriate.

## 2. Role of the Provost

**2.1 Governing Authority's Agenda:** The Provost is responsible for the effective management of the Board's agenda and ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues.

**2.2 Openness and Debate:** Essential to the effective functioning of the Board is dialogue which is both constructive and challenging. The Provost should promote a culture of openness and debate by facilitating the effective contribution of key management and all Board members.

**2.3 Timely Information:** The Provost and/or Secretary to the College, as appropriate, is responsible for ensuring that the Board members receive accurate, timely and clear information. The Provost and/or Secretary to the College, as appropriate, should ensure effective communication with all relevant stakeholders.

**2.4 Board Skills:** Where a Provost is of the view that specific skills are required on the Board, the Minister should be advised of this view for his/her consideration sufficiently in advance of a time when vacancies are due to arise, so that the Minister may take the Provost's views into consideration when making appointments under section 16 3(a) of the 1997 Act.

**2.5 Information Flows:** Under the direction of the Provost, the responsibilities of the Secretary to the College include ensuring appropriate information flows within the Board and its committees and between management and Board members, as well as facilitating induction, mentoring and assisting with ongoing professional development as required.

**2.6 Annual Reporting Requirements:**

The Provost is responsible for ensuring that the Board meets its Annual Reporting Requirements, as further identified in Section 6 and as follows:

- **Annual Report:** In accordance with Section 37 of the 1997 Act, an Annual Report of the proceedings of the College shall be published in such form as may be determined by the HEA.
- **Statutory Financial Statements:** In accordance with Section 39 of the 1997 Act, the statutory financial statements shall be submitted to the Comptroller and Auditor General and, together with a copy of a report of the Comptroller and Auditor General, shall be presented to the HEA and to the Minister.

- **Annual Statement of Governance:** In addition to the reporting requirements set out in the relevant legislation, the College shall provide to the HEA an Annual Governance Statement which will be signed by the Provost of the governing authority confirming that the Statement has been approved by the Board (Appendix K). The latest version of the Annual Governance Statement is available on the HEA's website.
- **Statement on Internal Control:** The Statement on Internal Control should be reviewed by the external auditors engaged by the Board who should consider if the statement is consistent with the information of which they are aware from their audit work. The external auditors should report their findings accordingly in the accounts to be submitted annually by a university to the Comptroller & Auditor General for audit, in accordance with Section 39 of the 1997 Act. The statement may be reviewed also by the Comptroller & Auditor General. Refer to Annual Governance Statement.

## 3. Role of Members of the Board

**3.1 Fiduciary Duty:** All Board members have a fiduciary duty to the College in the first instance (i.e. the duty to act in good faith and in the best interests of the College).

The principle fiduciary duties include:

- to act in good faith in what the Board member considers to be the interest of the College;
- to act honestly and responsibly in relation to the conduct of the affairs of the College;
- to act in accordance with the University's Act 1997 and exercise his or her powers only for the purposes allowed by law;
- not to benefit from or use the College's property, information or opportunities for his or her own or anyone else's benefit, unless the College's constitution permits it, or a resolution is passed in a general meeting;
- not to agree to restrict the Board member's power to exercise an independent judgement;
- to avoid any conflict between the Board member's duties to the College and the Board member's other interests unless the Board member is released from his or her duty to the College in relation to the matter concerned;
- to exercise the care, skill and diligence which would be reasonably expected of a person in the same position with similar knowledge and experience as a Board member. A Board member may be held liable for any loss resulting from their negligent behaviour; and
- to have regard to interests of the College's members.

The powers of governance and management of the College are set out in the Universities Act, 1997, the Trinity College, Dublin (Charters and Letters Patent Amendment) Act, 2000 and the Consolidated Statutes of the College, where applicable, and the Board owe their duties, first and foremost, to the College.

**3.2 Subsidiary Boards & the Companies Act 2014:** The College is not a subsidiary under the Companies Act 2014. Under the Companies Act 2014 there is specific statutory recognition for the fiduciary duties of directors of companies incorporated under the Companies Act, 2014 or the Companies Acts, 1963-2013. While the College is not incorporated under the Companies Act 2014, boards of the College's subsidiaries formed under the Companies' Acts must adhere with the specific duties and obligations they have under the Companies Act 2014. It is the responsibility of each Board member to act in conformity with applicable provisions.

A Board member of a subsidiary company, as a company director, shall comply with the notification

requirement to the Registrar of Companies upon becoming a Board member with a signed statement in the following terms:

*"I acknowledge that, as a director, I have legal duties and obligations imposed by the Companies Act, other statutes and common law".*

Part 5 of the Companies Act 2014 consolidates the duties and responsibilities of directors in one unified code for clarity and transparency. The Companies Act, 2014 applies to all company directors, incorporated under the provisions of the Companies Act, 2014 or under any former company law enactment including those directors that have been formally appointed and to de facto directors.

The Companies Act 2014 also includes a number of general duties for directors:

- Directors must ensure compliance with the Companies Act and the various tax acts.
- Directors must ensure that the company secretary is suitably qualified.
- Directors must acknowledge the existence of their duties by signing a declaration to that effect.
- Directors must take into account the interests of the members of the company and have regard to the interests of the employees.
- Restrictions on loans, quasi loans, credit transactions and certain guarantees and security exist for directors, but will be subject to the new summary approval procedure.
- Directors must disclose any interests in contracts made by the company.
- Directors must notify the company of any interests in shares in the company, its parent or subsidiary, but no obligation arises if the shares held represent less than 1% of the share capital of the company, or the shares do not have voting rights.

Directors who are found to be in breach of their duties will be liable to account for any gains accrued and must indemnify companies for losses resulting from any breaches of duties. A court may grant relief from liability where it is satisfied that a director acted honestly and reasonably at all times.

**3.3 Non-compliance:** The Board is responsible for ensuring compliance with all statutory obligations applicable to the College. Where individual Board members become aware of non-compliance with any such obligation, they should immediately bring this to the attention of their fellow Board members with a view to having the matter rectified subject to the provisions of the 1997 Act. However, if the matter cannot be rectified and/or constitutes a flagrant breach of the members' obligations, the Provost, on behalf of the Board, should advise the HEA accordingly indicating:

- i) the consequences of such non-compliance; and
- ii) the steps that have been or will be taken to rectify the position.

The HEA should be notified without delay where:

- i) there are serious weakness in controls that have not been addressed despite having been

drawn to the attention of the Board or the Provost;

- ii) there is a significant strategic or reputational risk to the university that is not being addressed despite having been drawn to the attention of the Board or the Provost; and/or
- iii) there are serious concerns about possible illegality or fraud occurring in a university that have not been addressed despite having been drawn to the attention of the Board or the Provost.

**3.4 Professional Advice:** In the normal course, outside legal or other advice required will be obtained by the Secretary to the College on behalf of the Board in accordance with the collective nature of its responsibilities. Notwithstanding the foregoing, the Board should lay down formal procedures whereby an individual member or group of members, in the furtherance of their duties, may seek, in exceptional circumstances, independent legal or other professional advice at the reasonable expense of the College; the Secretary to the College shall deal with the matter in accordance with procedures to be laid down by the Board. The Board should have in place a procedure for recording the concerns of members that cannot be resolved.

**3.5 Letter of Appointment:** A formal standard letter of appointment should be issued to new Board members. The letter of appointment should include the following:

- role of the Board and that of a Board member;
- the Board's standing orders;
- duration of appointment and renewal provisions;
- support and training to be provided;
- the time commitment involved;
- level of remuneration, if applicable;
- conflict of interest rules;
- termination arrangements; and
- rules on confidentiality.

The letter is to be provided to the Secretary to the College of the Board for record.

*Appendix F Outlines of Obligations under Ethics in Public Office Acts.*

# Briefing for New Members of the Board

**3.6** On appointment of new Board members, the Secretary to the College should provide them with the following information in the form of a member's handbook or guide:

- An outline of the duties of Board members and a clarification of the primacy of their duty of care to the Board over all other interests or duties in College;
- A formal schedule of matters reserved to the Board for decision;
- Procedures for obtaining information on relevant new laws and regulations;
- Procedures to be followed when, exceptionally, decisions are required between Board meetings;
- A schedule detailing the composition of all Board committees and their terms of reference;
- A statement explaining the Board members' responsibilities in relation to the approval of the financial statements, and the university's system of internal control and audit;
- A statement informing the Board members that they have access to the advice and services of the Secretary, who is responsible to the Board for ensuring that Board procedures are followed and the applicable rules and regulations are complied with;
- Code of ethics/conduct for the Board, including disclosure of Board members' interests and procedures for dealing with conflicts of interest [*Cross reference Appendix R*];
- Specific College information;
- A copy of the most up-to-date version of this Code, together with any relevant circulars and/or guidance notes;
- Any arrangements laid down by the Board for seeking legal or other professional advice.

**3.7** **Independent judgement:** All members of the Board should bring an independent judgement to bear on issues such as strategy, performance, resources, key appointments, and standards of conduct. Section 3 of this Code sets out the approach to dealing with any business or other interests of a governing authority member that could affect his/her independence.

**3.8** **Attendance Requirement:** The 1997 Act, the Trinity College, Dublin (Charters and Letters Patent Amendment) Act, 2000 and the 2010 Consolidated Statutes provide that members of the Board are elected, appointed or nominated in different circumstances. Those Board members who are appointed bring specific knowledge, skills, experiences and expertise to the deliberations of the Board and its committees and this is only possible if members attend all Board meetings and contribute as appropriate. The Board should clarify an expectation of 100% attendance at all Board meetings and as part of the assignment of a new Board member evaluate attendance when the member is due to be re-appointed.

**3.9 Access to Secretary to the College:** All members of the Board should have independent access to the advice and services of the Secretary to the College who is responsible to the Board for ensuring that Board procedures are complied with. The Secretary to the College is also responsible for the formal induction of new Board members and for organising mentoring for Board members where required. The Secretary to the College must ensure that Board members are fully aware of the appropriate rules, regulations and procedures.



## 4. Board Effectiveness

**4.1 Governing Authority Appointments:** Board appointments must be made in compliance with section 16 of the 1997 Act, the Trinity College, Dublin (Charters and Letters Patent Amendment) Act, 2000 and the 2010 Consolidated Statutes of the College.

**4.2 Skills and Knowledge:** Subject to the provisions of the Universities Act, 1997, Board members should have the appropriate skills and knowledge, updated as required, appropriate to the activities of the university, to enable them to discharge their respective duties and responsibilities effectively. This should include the identification by the Board of any gaps in competencies and ways these gaps could be addressed through future appointments.

Skill gaps present on the Board should be brought to the attention of the Minister sufficiently in advance of a time when vacancies are due to arise under section 16 3(a) of the 1997 Act, as outlined in section 2.4 of this Code.

**4.3 Specific Skills:** In compliance with the Guidelines on Appointments to State Boards, in preparing a specification for a role on the Board the Minister for Further and Higher Education, Research, Innovation and Science will consult with the Provost of the Board when making an appointment under section 16 3(c) to seek his or her view on the specific skills that are required on the Board.

**4.4 Diversity:** Subject to the provisions of the Universities Act, 1997, appointments to the Board should be made against objective criteria with due regard for the benefits of diversity on the Board. The Provost should have due regard for the benefits of diversity on the Board including gender, and advise the Nominating Body accordingly.

Section 16 (10) of the 1997 Act applies here and provides that:

*“In performing its functions under this section a governing authority shall ensure that each sex is represented on the governing authority in accordance with such gender balance as may from time to time be determined or approved by the Minister.”*

**4.5 Terms of Appointment:** The terms of appointment of Board members are made in line with the Third Schedule of the 1997 Act detailed in Appendix A of this Code, the Trinity College, Dublin (Charters and Letters Patent Amendment) Act, 2000 and the Consolidated Statutes of the College.

**4.6 Performance Review:** Monitoring of effective corporate governance by the Board includes continuous

review of the internal structure of the College to ensure that there are clear lines of accountability for management throughout the College. In addition to requiring the monitoring and disclosure of corporate governance practices on a regular basis, the Board should undertake an annual self-assessment evaluation of its own performance and that of its committees. An external evaluation proportionate to the size and requirements of the College should be carried out at least once in the term of every Board.

**4.7 Statement of How the Board Operates:** The annual report, in the form of the financial statements, should include a statement of how the Board operates, including a high-level statement of which types of decisions are to be taken by the governing authority and which are to be delegated to management [*Cross reference Appendix E*].

**4.8 Appointment of the Provost :** The procedures for the appointment of the Provost of the College are set out in the Trinity College, Dublin (Charters and Letters Patent Amendment) Act, 2000 and the Consolidated Statutes of the College. The Provost is the Chair of the Board.

**4.9 Frequency of Board Meetings:** The frequency of meetings of the Board and its committees and the attendance of each Board member at Board meetings should be reported in the annual report, in the form of the financial statements.

In accordance with the Universities Act, 1997, the Board shall hold such and so many meetings, and at such times, as the Provost may determine. The Provost shall convene a meeting of the Board whenever requested to do so by not less than the number of members which constitute a quorum, being one third of the total number of members, rounded up to the nearest whole number, plus one. The membership of the Board, as set out in the Universities Act, 1997, the Trinity College, Dublin (Charters and Letters Patent Amendment) Act, 2000 and the Consolidated Statutes of the College, includes a large number of internally elected staff members and students, in addition to the Provost and other senior officers. Board members, including executive members, make a declaration of interest in relation to each agenda and recuse themselves prior to the relevant item if there is perceived to be a conflict of interest.

## 5. Codes of Conduct, Ethics in Public Office, Additional Disclosure of Interests by Board Members and Protected Disclosures

- 5.1 Codes of Conduct:** The College has published a written code of conduct for members of the Board and employees. The code was developed via a participative approach and has been approved by the Board taking into account the implications of all the relevant provisions of the 1997 Act as well as the Ethics in Public Office Act 1995 and Standards in Public Office Act 2001.

The up-to-date codes of conduct are available upon request, attached at Appendix G and copies of each such code are accessible through the College's website and brought to the attention of all Board members, management and employees.

- 5.2 Scope of Application:** The Code of Conduct contains a description of nature, intent and scope of application of the Code and a statement of the guiding principles and obligations. The Code, as it applies to employees, includes matters such as duty to the university, procedures for addressing conflict of interest, limits on outside activities, acceptance of gifts and honesty in dealings.

- 5.3 Compliance Requirements:** The Code refers to the need for Board members and employees to comply with any relevant legislative and regulatory requirements.

- 5.4 Ethics in Public Office:** The Code of Conduct notes that in addition to complying with the requirements of universities' own governing legislation each member of the Board and each person holding a designated position of employment with the College ensures his/her compliance with relevant provisions of the Ethics in Public Office Act, 1995 and Standards in Public Office Act, 2001. Each Board member, as the holder of a designated directorship under the Ethics in Public Office Acts 1995 and 2001 or not, is required to follow the obligations set out in Appendix F regarding disclosure of interests.

- 5.5 Conflicts of Interest:** In addition to the statutory requirements, the Code of Conduct sets down a broader code for the disclosure of all relevant interests (pecuniary, family, financial or other) by members of the Board, which pose a real or potential risk for conflict of interest or could materially influence the member in the performance of his or her functions as a member of the Board authority or damage public confidence in the College.

The Code of Conduct makes it clear that the obligations of Board members regarding the non-disclosure of private and confidential information do not cease when membership of the Board ends. The code has regard, as appropriate, to best practice in reputable universities internationally and in the Irish public sector with respect to the relevant detailed disclosure provisions. This is brought to the attention of Board members on their appointment to the Board.

**5.6 Non-disclosure of Information:** The Code of Conduct makes it clear that certain obligations to the College, regarding in particular the non-disclosure of privileged or confidential information, do not cease when membership of the Board or employment in the College has ended. The Code also addresses the provision of consultancy services by former members of the Board or employees to the College.

**5.7 Document Retention:** Former members of the Board should not retain documentation obtained during their terms of office as members and should return such documentation to the Secretary of the College or otherwise indicate to the Secretary that all such documentation in their possession has been disposed of in an appropriate manner. In the event that former Board members require access to papers from the time of their term on the Board, this can be facilitated by the Secretary to the College.

*[Cross reference Appendix F Outline of Obligations under Ethics in Public Office Acts and Appendix G Code of Conduct]*

## Additional Disclosure of Interests by Board Members

### **5.8 Disclosure of Interests by Board Members**

**i) Periodic Disclosure of Interests:** On appointment and annually thereafter, each member of the Board should furnish to the Secretary of the Board or other nominated person a statement in writing of:

- a) the interests of the Board member;
- b) the interests, of which the Board member has actual knowledge, of his or her spouse or civil partner, child, or child of his/her spouse or civil partner;

which could materially influence the Board member in, or in relation to, the performance of his/her official functions by reason of the fact that such performance could so affect those interests as to confer on, or withhold from, the Board member, or the spouse or civil partner or child, a substantial benefit.

For the purposes of this disclosure, interests has the same meaning as that contained in the Ethics in Public Office Act 1995. The statement of interests form used for annual statements under the 1995 Act could be utilised for this purpose on an administrative basis. Where the Board member is also a designated director for the purposes of the Ethics Acts, the annual statement of interests furnished in January each year under section 17 of the Ethics in Public Office Act 1995 will suffice for the purposes of the annual disclosure of interests under this Code.

- ii) **Disclosure of interest relevant to a matter which arises:** In addition to the periodic statements of interest required under (i) above, members of the Board are required to furnish a statement of interest at the time where an official function falls to be performed by the Board member and he/she has actual knowledge that he/she, or a connected person as defined in the Ethics Acts, has a material interest in a matter to which the function relates. For the purposes of this disclosure, material interests has the same meaning as that contained in the Ethics in Public Office Act 1995.
- iii) **Doubt:** If a Board member has a doubt as to whether an interest should be disclosed pursuant to this Code, he/she should consult with the Provost and/or Secretary to the College, as appropriate, and/or the person in the College nominated to deal with such queries.
- iv) **Confidential Register:** Details of interests disclosed under this Code should be kept by the Secretary to the College in a special confidential register. Access to the register should be restricted to the Provost and Secretary to the College, and to other members of the College on a strictly need to know basis.
- v) **Provost's Interests:** Where a matter relating to the interests of the Provost arises, the other members attending the meeting shall choose one of the members present at the meeting to chair the meeting. The Provost should absent himself/herself when the Board is deliberating or deciding on a matter in which the Provost or his/her connected person has an interest.
- vi) **Documents withheld:** Board or College documents on any deliberations regarding any matter in which a member of the Board has disclosed a material interest should not be made available to the Board member concerned.
- vii) **Early return of documents:** As it is recognised that the interests of a Board member and persons connected with him/her can change at short notice, a Board member should, in cases where he/she receives documents relating to his/her interests or of those connected with him/her, return the documents to the Secretary of the Board at the earliest opportunity.
- viii) **Absent:** A member should absent himself/herself when the Board is deliberating or deciding on matters in which that member (other than in his/her capacity as a member of the Board) has declared a material interest and should not take part in any deliberation or decision of the Board in relation to those matters. In such cases consideration should be

given as to whether a separate record (to which the member would not have access) should be maintained.

- ix) **Uncertainty:** Where a question arises as to whether or not an interest declared by a Board member is a material interest, the Provost, and/or Secretary to the College as appropriate, should determine the question as to whether the provisions of this Code apply. Where a Board member is in doubt as to whether he or she has an obligation under the Ethics in Public Office Acts 1995 and 2001, he or she should seek advice from the Standards in Public Office Commission under section 25 of the Ethics in Public Office Act 1995.

**Other Membership Conditions:** Section 7 of the Third Schedule of the 1997 Act

<http://www.irishstatutebook.ie/eli/1997/act/24/schedule/3/enacted/en/>

## 5. Protected Disclosures Legislation

- 5.9 **Protected Disclosures Act 2014:** Section 21 of the Protected Disclosures Act 2014 requires that every university, including the College, shall establish and maintain procedures for the making of protected disclosures by workers who are or were employed by the College and for dealing with such disclosures. Written information in relation to those procedures is available [here](#).
- 5.10 **Guidance:** The Minister for Public Expenditure and Reform has published Guidance for the purpose of assisting public bodies in the performance of their functions under section 21(1) of [Protected Disclosure Act 2014](#) (available on the [Department of Public Expenditure and Reform website](#)). The College shall have regard to this Guidance when establishing and maintaining its own protected disclosures procedures under the Act.
- 5.11 **Annual Report:** The College shall publish a report on protected disclosures in accordance with section 22 of the Protected Disclosures Act 2014 not later than 30 June in each year.

## 6. Business and Financial Reporting

### Annual Report

**6.1 Audited Financial Statements:** The College is required to publish audited financial statements, in a format to be agreed with the HEA. As set out above the financial statements are a formal record of the financial performance and financial position of the College.

**6.2 Preparation of Annual report, in the form of the financial statements:** The College is required to produce an Annual report, in the form of the financial statements. The Board is required to arrange for the preparation of the annual report, in the form of the financial statements, in respect of each financial year. The annual financial statements are prepared from the information contained in the College's accounting records and other relevant information and in accordance with the accounting standards applicable to the College in a form as may be approved by the HEA. The Board must present a university's financial statements that give a true and fair view of the income, expenditure (financial performance), assets, liabilities and capital (financial position) of the College as at the financial year end. Reference to financial statements giving a "true and fair view" means in the case of an entity and group financial statements, that the financial statements present fairly the income and expenses (financial performance), assets, liabilities and capital (financial position), and cash flows of the College. In order for a set of financial statements to give a true and fair view they should:

- comply with the accounting standards applicable to the College;
- incorporate judgement as to valuation, disclosure, and materiality that aim to give a true and fair view;
- be prudent in the consideration of matters of judgement in the financial statements, especially where there is uncertainty; and
- ensure that the financial statements reflect the commercial substance of transactions, and not just their legal form.

Financial statements should be subject to external audit by Comptroller and Auditor General before inclusion in the College's annual report, in the form of the financial statements. Financial statements of the College should be submitted to the Department of Education and Skills within one month of the audit certificate on the accounts being issued by the C&AG.

**6.3 Annual Report:** In addition to disclosure requirements of the College's governing legislation, applicable accounting standards and other regulations applying to the College, specific elements to be disclosed in the annual report, in the form of the financial statements, include:

- A Statement of how the Board operates, including a statement of types of decisions to be taken by the Board and which are to be delegated to management.
- The names of the Provost and members of the Board and Board committees.
- Termination/Severance Payments and Agreements – The financial statements should disclose details of payments and agreements with an aggregate value in excess of €10,000 made in the reporting period, in a format to be agreed with the HEA and the Department of Education and Skills. This includes severance/ termination payments, granting of added years for pension purposes or early retirement without normal actuarial reductions. The value of the latter can be determined in accordance with guidance to be issued by the Department of Public Expenditure and Reform from time to time. Given the policy underlying the Freedom of Information Acts, in concluding settlements the College should not enter into confidentiality agreements which preclude it from disclosing details of the settlement reached in the financial statements, save in exceptional circumstances and on foot of legal advice that they are necessary in the circumstances of the case. When, in those circumstances, confidentiality agreements are entered into, parties to the agreements should be given prior notice that they may be subject to disclosure in any case when required by law.
- Travel and Subsistence - The financial statements should disclose the total costs incurred in relation to travel and subsistence in the period for the College.
- Hospitality Expenditure - The financial statements should disclose the expenditure incurred in relation to hospitality in the period.
- Legal Costs/Settlements – in cases where cumulative legal costs incurred in the year of account exceed €50,000, a note should be included in the financial statements, where appropriate, and in a format agreed with the HEA/Department of Education and Skills.

**6.4 Reporting Requirements:** Reporting requirements should be adhered to as follows:

*It is important to note that Departments of Education and Skills/HEA may choose to seek additional financial information at more frequent intervals than those outlined below.*

- i. **Draft Unaudited Financial Statements:** Draft unaudited financial statements<sup>1</sup> for the College should be furnished to the Comptroller and Auditor General by such date as the Comptroller and Auditor General may from time to time determine.

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<sup>1</sup> Draft unaudited financial statements refer to draft financial statements and notes thereon (in accordance with applicable accounting standards) and not management accounts



- ii. **Publication of Annual Report, in the form of Statutory Financial Statements:** The College should publish (or where publication is not required, submit to the Government) its annual report, in the form of the financial statements, **not later than one month** following completion of the audit of the financial statements of the College by the Comptroller and Auditor General.
- iii. **Board Fees:** In the interests of transparency and good governance, the College is required to publish in their annual report, in the form of the financial statements, details of non-salary-related fees paid in respect of Board members analysed by category of fees, and the salary of the chief officer.
- iv. **Board Meetings and Attendance:** The number of meetings of the Board and its committees and the attendance of each Board member at Board meetings should be reported in the annual report, in the form of the financial statements.
- v. **Disclosure of Key Management Personnel Compensation:** The College should disclose in their annual report, in the form of the financial statements, aggregate details of the salary scales of their executive members, analysed by the following categories:
  - a. Salaries and short-term employee benefits by reference to salary grades
  - b. Post-employment benefits; and
  - c. Termination benefits, other than pension entitlements;

An entity shall also disclose key management personnel compensation in total. Compensation includes all employee benefits. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Board members (whether executive or otherwise) of that entity who report directly to the Provost.

The following arrangements should also apply:

- a) The College should disclose in their financial statements the aggregate amount of total compensation paid to employees including employee numbers in whole time equivalent format.
- b) The aggregate total compensation paid to employees should be split between salary, overtime and allowances.
- c) A separate note on the Provost's salary and benefits (and termination payment if relevant) should also be included.
- d) A separate note on termination benefits, other than standard pension entitlements, to all staff should be included. The Provost's termination benefits should be kept separate, as set out above.

- vi. **Employee Benefits:** In addition to disclosing the aggregate pay bill and total number of employees, the College should publish details of the number of employees whose total employee benefits (excluding employer pension costs) for the reporting period fell within each pay band of €10,000 from €60,000 upwards and an overall figure for total employer pension contributions in their annual report, in the form of the financial statements.
- vii. **Pension Liabilities:** The standard conventions setting out how public service superannuation liabilities are reflected should be followed in all cases.

**6.5 Consultancy Costs:** The College should disclose details of expenditure on external consultancy/ adviser fees in their annual report, in the form of the financial statements, for each accounting year for each entity.

For this purpose, consultancy fees mean fees paid to external parties providing advisory services of any nature. Such fees should be itemised by category as stated below or as the College considers appropriate having regard inter alia to its size and competitive position and to the extent to which information is already disclosed:

- Legal (legal fees across all areas to be included here e.g. for pension, HR etc.);
- Tax and financial advisory (e.g. due diligence, accounting, corporate finance);
- Public relations/marketing; and
- Pensions and human resources; and
- Other.

Note that financial advisory excludes what is currently required to be disclosed in respect of fees paid to the auditors.

In procuring the services of external consultants, the College should comply with all applicable laws and have regard to Code guidelines regarding competitive tendering.

**6.6 Statement on Internal Control:** The Statement of Internal Control should be included in the annual report, in the form of the financial statements, of the College. This statement should be reviewed by the Comptroller and Auditor General to confirm that it is consistent with the information of which they are aware from their audit work on the financial statements. The Comptroller and Auditor General should include their report on this matter in their audit report on the financial statements.

**6.7 Deadlines:** Where the audit has been unavoidably delayed the relevant deadline can be extended, in consultation with the C&AG.

**6.8 Web Publication:** Annual financial statements should be published on the College's website.

## Additional Reporting Requirements

**6.9 Annual Governance Statement:** The Provost must furnish to the HEA/Minister for Education and Skills, in conjunction with the College's annual report, in the form of the financial statements, a comprehensive report covering the College, in a format as agreed annually with the HEA. The Annual Governance Statement template is reviewed annually and agreed by the HEA and IUA. The current Annual Governance Statement template is published on the HEA website and can be found at this link: <http://hea.ie/assets/uploads/2017/05/Appendix-2-Unis-Annual-Statement-of-Gov-Template.pdf>

**6.10 Commercially Sensitive Developments:** In line with the HEA Financial Memorandum requirements, the Provost must inform the HEA without delay of any circumstance that is having or is likely to have a material adverse effect on the financial position of the College or its ability to maintain its capacity to deliver relevant education programmes, research and related activities.

The Provost should report to the HEA on significant commercially sensitive developments in the preceding 12 months as part of the Annual Governance Statement.

**6.11 Subsidiary Reporting:** A representative of the Board of each active subsidiary should furnish the Board with a report on an annual basis. This report should be received prior to the Board reporting.

**Reporting requirements for the Board required under the annual report, in the form of the financial statements, and the Annual Governance Statement to the HEA are set out in tabular format in Appendices J and K. Appendix L and M provide templates for the Statement on System of Internal Control and the HEA Financial Memorandum.**

## 7. Risk Management, Internal Control, Internal Audit and the Audit Committee

**7.1 Risk Management Policy:** The College has developed a Risk Management Policy and the Board has approved the risk management framework and monitor its effectiveness. The Board should review material risk incidents and note or approve management's actions, as appropriate.

**7.2 Risk Management:** It is the responsibility of the Board to ensure that a robust system of risk management is in place in the College. Such a system involves:

- establishing an Audit Committee to give an independent view in relation to risks and risk management systems;
- making risk management a standing item on the governing authority and/or relevant subcommittee meeting agenda;
- advising the relevant Minister of the need to include risk management experience/expertise in the competencies of at least one Board member. Where composition of the Board does not allow for this, expert advice should be sought externally;
- The identification of risks that threaten the achievement of the College's objectives;
- The evaluation of the likelihood of occurrence and potential impact of the risks identified;
- The segregation of risks according to their gravity;
- An appraisal of the techniques employed to manage the major risks and to identify any further steps that should be taken;
- An appraisal of the levels of residual risk - after the application of mitigation techniques - and whether the residual risk is acceptable;
- Continuous monitoring of the effectiveness of controls and management techniques;
- Decision-making informed by the risk management process.

The Board should make a provision for:

- approving the risk management policy, setting the university's risk appetite and monitoring its effectiveness, and approving the risk management plan and risk register at least annually;
- reviewing material risk incidents and noting actions taken to deal with them.
- making risk management a standing meeting agenda item regularly and at least once annually.

- including review of risk management in the terms of reference of the Audit Committee.
- requiring an external review of the effectiveness of the risk management framework on a periodic basis; and confirming in the annual governance statement that the governing authority has carried out an assessment of the College's principal risks, including a description of these risks, where appropriate, and associated mitigation measures or strategies.

## Internal Control

**7.3 Internal Control:** The Board is responsible for ensuring that effective systems of internal control are implemented in the College including financial, operational and compliance controls and risk management and the Board should review the effectiveness of these systems annually.

The following are the key internal control procedures designed to provide effective internal control:

- i) the steps taken to ensure an appropriate control environment (such as clearly defined management responsibilities and evidence of reaction to control failures);
- ii) processes used to identify business risks and to evaluate their financial implications;
- iii) details of the major information systems in place such as budgets, and means of comparing actual results with budgets during the year;
- iv) the procedures for addressing the financial implications of major business risks (such as financial instructions and notes of procedures, delegation practices such as authorisation limits, segregation of duties and methods of preventing and detecting fraud);
- v) the procedures for monitoring the effectiveness of the internal control system which may include: the Audit Committee, management reviews, consultancy, inspection and review studies, the work of internal audit, and quality audit reviews;
- vi) Confirmation in the annual report, in the form of the financial statements, that there has been a review of the effectiveness of the system of internal control.

## Review of Effectiveness of Internal Control

**7.4 Effectiveness of Internal Control:** The existence of risk management policies and internal control systems do not on their own constitute effective risk management. Effective and on-going monitoring and review are essential elements of sound systems of risk management and internal control. Reviewing the effectiveness of internal control is an essential part of the Board's responsibilities. The Board is required to form its own view on effectiveness of internal control systems based on the information and assurances provided.

**7.5 Annual Review of Effectiveness of Internal Control:** The Board should review on an annual periodic basis the effectiveness of the College's system of internal controls, including financial, operational and

compliance controls and risk management.

The annual review of effectiveness should consider the following:

- changes since the last review in the nature and extent of significant risks and the ability of the university to respond effectively to changes in its business and external environment;
- the scope and quality of management's ongoing monitoring of risks and the system of internal control and, where applicable, the work of its Internal Audit Function and other providers of assurance;
- the extent and frequency of the communication of the results of the monitoring to the Board, or Board committees, which enables it to build up a cumulative assessment of the state of control in the university and the effectiveness with which risk is being managed;
- the incidence of significant control failings or weaknesses that have been identified at any time during the period and the extent to which they have resulted in unforeseen outcomes or contingencies that have had, could have had, or may in the future have, a material impact on the university's financial performance or condition; and the effectiveness of the university's public reporting process. The annual review of effectiveness should conclude on the extent to which controls are adequate, and were operating, and should outline actions required to address any deficiencies arising.

**7.6 Timely Completion of Review:** Timely completion of the annual review is critical if it is to fulfil its objectives of providing assurance in relation to the operation of controls in the reporting period. The annual review should be conducted close to the end of the period under review or as soon as possible after the end of the financial period under review.

## Internal Audit

**7.7 Internal Audit Function:** The College should have a properly constituted independent internal audit service or engage appropriate external expertise which should operate in accordance with the provisions set out below.

**7.8 Independence:** The Internal Audit Function shall be independent of the activities it audits. This is to provide it with an environment in which it can make unbiased judgements and provide impartial advice to management. Internal Audit has no operating responsibilities, and will remain independent of, the activities being examined. However, if deemed appropriate by the Provost, its remit may extend to systems being developed and it may provide advice on control and related matters arising without prejudicing its right to subsequently audit such systems.

**7.9 Internal Audit Universe:** The Internal Audit Function should have the right to review all the

management and control systems, both financial and operational. The Internal Audit Function shall have unrestricted access to all functional areas, records (both manual and electronic), property, and personnel which it considers necessary to fulfil its responsibilities. Specifically, the Internal Audit Function shall be responsible for the effective review of both internal control and risk management. Rights of access to other bodies controlled or funded by the university should also be guaranteed.

**7.10 Annual Programme of Audits:** The Head of Internal Audit shall be responsible for drawing up an annual programme of audits having regard to the College's Strategic Plan in consultation with the Audit Committee. The Internal Audit Function shall demonstrate objectivity, comprehensiveness and relevance to management, the Audit Committee and the Board in respect of the areas to be audited and the respective priorities for these audits within the programme. The existence of the Internal Audit Function does not relieve line management of its responsibility for effective control of the activities for which it is responsible.

**7.11** The Internal Audit Function shall function professionally, adhering to the Code of Ethics and International Standards of the Institute of Internal Auditors or equivalent professional standards, save for outsourced functions.

The operation of the Internal Audit Function should follow the principles below:

- i) **Charter:** The Internal Audit Function should have a formal charter, including terms of reference, which should be approved by the Board and should report directly to the Audit Committee [and] Risk Management Committee or its equivalent. The functional reporting structure for Internal Audit within the organisation should be clear and formally recorded.
- ii) **Head of Internal Audit:** The Head of the Internal Audit Function should have considerable seniority within the College and the content of all internal audit reports should be entirely at his/her discretion. The Head of Internal Audit shall have direct access to the Provost and to the Chairperson of the Audit Committee in the performance of his or her duties.

- iii) **Compliance Tests:** In carrying out its on-going work, the Internal Audit Function should assess, using a risk based approach, the areas within its terms of reference (as set out in the audit charter), and report its findings to the Audit Committee.
- iv) **Resources:** The Internal Audit Function should be adequately resourced with the necessary skills, consistent with its responsibilities under this Code, including the ability to deal with non-financial aspects.
- v) **External Auditors and Internal Audit:** The Internal Audit Function will liaise closely with the external auditors appointed by the governing authority and the Comptroller and Auditor General so that the potential for co-operation between all parties is maximised. The work carried out by these entities can frequently be complementary and effectiveness can be increased through regular consultation.
- vi) **Value for Money Auditing:** In planning, executing and reporting its work, the Internal Audit Function should ensure that value-for-money auditing receives adequate attention based on the principles and provisions of the Public Spending Code, where relevant.
- vii) **Procurement and Disposal:** As part of its work, the Internal Audit Function should review compliance with procurement and disposal procedures from time to time and report to the Audit Committee and the Board.

[Appendix H details the Internal Audit Charter](#)

## Audit Management Committee

**Audit Committee:** The Board should establish an Audit Committee of at least three independent non-executive members. It is recommended for an Audit Committee to have members drawn from outside the governing authority. An Audit Committee is more likely to have the broad range of skills and experience necessary where its membership is not restricted to the governing authority. The Audit Committee should be empowered to co-opt members to provide specialist skills at a particular time and to procure specialist advice at reasonable and approved expense to the organisation to assist the committee with specific areas of committee business.



## 8. Relations with the Oireachtas, Minister and Department of Further and Higher Education, Research, Innovation and Science and HEA

### Parent Department Oversight Role

**8.1 Comply or Explain:** The College is required to confirm to the HEA that they comply with this Code in their governance practices and procedures and, where appropriate, explain any non-compliance. A separate code for subsidiaries will apply.

This Code is based on the Sectoral Code which was developed in partnership by the IUA and HEA and is based on the Code of Practice for the Governance of State Bodies, having regard to the provisions of the Universities Act, 1997 and other Acts of the Oireachtas.

### Oversight Agreements

**8.2 Oversight Agreements:** The Department for Further and Higher Education, Research, Innovation and Science and the HEA should ensure that they have written oversight agreements with the College which clearly define the terms of the College's relationship with the Minister/Department of Further and Higher Education, Research, Innovation and Science, and the HEA.

**8.3 The Oversight Agreements in place with the Universities comprise:**

**1) Performance Compacts:** The National Strategy for Higher Education performance-based framework for the system governance of higher education in Ireland sets out the areas of responsibility for setting national priorities of Government and related short to medium term objectives for the higher education system. The HEA and the universities, including the College, have agreed a mandate which encompasses the responsibility to create a well-coordinated system of higher education institutions which, in its totality, is capable of delivering on national objectives set for the system by the Minister.

This aspect of the role requires the following:

- To focus on outcomes and the performance of each university, to include the College, and the higher education system as a whole.
- To negotiate a performance compact with each university, to include the College, reflecting its distinct mission.

- To monitor performance against agreed deliverables, and
- To provide funding based on performance

This framework is utilised as the context for conducting a process of strategic dialogue with individual institutions where institutions will agree performance compacts with the HEA, with institutional key performance indicators reflecting their contribution to overall system objectives.

Performance against the compacts is monitored via a system of annual reporting and the strategic dialogue process, whereby the HEA meets with each individual university, to include the College, to review performance and confirm good ongoing governance and accountability for the public funding distributed in each case.

**2) Annual Governance Statement:** The College is required to submit an Annual Governance Statement to the HEA in accordance with the specific reporting requirements set out in section 6 of this Code. The Annual Governance Statement includes items such as affirmation that Government policy is being complied with, significant post balance sheet events, a statement on the system of internal control and an outline of all commercially significant developments affecting the College in the preceding year. The statement must be submitted to the HEA within 6 months of completion of the financial year. In addition, the College is expected to flag all major governance issues to the HEA on an ongoing basis.

**3) Financial Memorandum:** The ongoing responsibilities and arrangements between the HEA and the College is set out in a financial memorandum which is signed by the College on an annual basis (See Appendix M). The financial memorandum requires:

- Agreement on budgets and financial plans
- Provision of required Recurrent Grant Allocation Model (RGAM) returns
- Compliance with public pay policy
- Adherence to the borrowing and departures frameworks (if applicable)
- Compliance with public sector capital expenditure requirements
- Compliance with public sector procurement requirements

## Roles and Responsibilities

**8.4 Roles:** The roles and responsibilities of the Provost as Chair of the Board are set out in the 1997 Act, the Trinity College, Dublin (Charters and Letters Patent Amendment) Act, 2000 and the 2010 Consolidated Statutes of the College.

# The System Performance Framework

**8.5 Performance Delivery Agreements:** The Strategic Dialogue process, Performance Compact, Annual Governance Statement and Financial Memorandum outlined in section 8.3 of this Code, together with the system of multi-annual budgeting and management reporting, constitute, once agreed, the performance delivery agreement between the HEA and the College, and:

- Include high level goals and objectives;
- identify the key programmes of activity for the College including for each individual expenditure programme;
- set out the key outputs specified in quantitative, measurable terms;
- identify the targets for that output in annual and multi annual targets with clear milestones;
- identify the cost of delivery of programmes of activity; and
- set out the process for the formal review of the performance agreement.

**8.6 High Level Goals and Objectives:** In stating High Level Goals and Objectives, the Performance Delivery Agreements, once agreed, in aggregate:

- set out relevant, quantitative metrics of impacts and/or results that will support examination of the effectiveness of the programme; and
- include annual and multi-annual targets that set out clear milestones to measure progress toward a goal.

**8.7 Key Outputs:** In stating Key Outputs, the Performance Delivery Agreement, once agreed, will:

- set out relevant, quantitative metrics of outputs that will support examination of the efficiency of the programme; and
- include annual and multi-annual targets that set out clear milestones to measure delivery.

**8.8 Review of Performance Delivery Agreement:** There should be at least one formal meeting per annum between the HEA and the Provost or nominees of the Board and senior management of the College, to review the Performance Delivery Agreement, once agreed, and to strengthen the relationship between the two organisations.

**8.9 Existing Service Level Agreements:** Where the College already has existing service level agreements and/or performance frameworks (which include specific performance targets and indicators) in place with the Minister for Further and Higher Education, Research, Innovation and Science, these should be adapted to conform to the requirements of a Performance Delivery Agreement as set out in this Guidance.

## Periodic Critical Review

**8.10 Periodic Critical Review:** The System Performance Framework and the associated strategic compact and dialogue process agreed with the HEA outlined in section 8.3 of this Code, provides a system of periodic critical review over a cycle of four years. This includes annual system performance reporting to the Minister for Further and Higher Education, Research, Innovation and Science and review of overall achievement of objectives and targets at the end of each four-year period.

The periodic critical reviews themselves should be:

- **Proportionate.** Reviews must not be overly bureaucratic, administratively burdensome and should be appropriate for the size of the College.
- **Timely.** Reviews should be completed quickly in order to minimise disruption and reduce uncertainty about the College's future
- **Challenging.** Reviews should be robust and rigorous, and should examine and evaluate as wide a range of delivery options as possible.
- **Open and Inclusive.** Key stakeholders should have the opportunity to contribute to reviews.
- **Transparent.** Reviews should be routinely published.

## Procedures for Procurement

**8.11 Public Procurement:** It is the responsibility of the Board and management to ensure the implementation of appropriate systems and procedures to ensure that the requirements for public procurement are adhered to, and that the current value thresholds for the application of EU and national procurement rules are respected.

The Board should satisfy itself that procurement policies and procedures have been developed and published to all staff. It should also ensure that procedures are in place to detect non-compliance with procurement procedures. The College should have a contracts database/listing for all contracts/payments in excess of €25,000, with monitoring systems in place to flag non-compliant procurement. Non-compliant procurement should be reported to the HEA in the Annual Statement of Governance.

**8.12 Procedures:** Competitive tendering should be the standard procedure in the procurement process of the College. Management, and ultimately the Board, should ensure that there is an appropriate focus on good practice in purchasing, and that procedures are in place to ensure compliance with current procurement legislation and rules.

- 8.13 Legal Obligations:** EU Directives and national regulations impose legal obligations in regard to advertising and the use of objective tendering procedures for awarding contracts above certain value thresholds. Even in the case of procurement that might not be subject to the full scope of EU Directives, such as certain ‘non-priority’ services or service concessions, the EU Commission and European Court of Justice have ruled that EU Treaty principles must be observed.
- 8.14 EU Treaty Principles:** The essential Treaty principles include non-discrimination, equal treatment, transparency, mutual recognition, proportionality, freedom to provide service and freedom of establishment. Any requirement to publicise contracts of significant value to a degree which allows parties in other Member States the opportunity to express an interest or to submit tenders will be adhered to.
- 8.15 Corporate Procurement Plan:** The College may develop a Corporate Procurement Plan. This plan is underpinned by analysis of expenditure on procurement, and the procurement and purchasing structures in the university. The plan should set practical and strategic aims and objectives for improved procurement outcomes. Appropriate measures to achieve these aims should be implemented.
- The /Provost should affirm adherence to the relevant procurement policy and procedures and the development and implementation of the Corporate Procurement Plan in the Annual Statement of Governance.
- 8.16 Procurement Information:** Information on procurement policy and general guidance on procurement matters is published by the Office of Government Procurement. This can be viewed or downloaded from the [Office of Government Procurement website](#).

## Property Acquisition and Disposal of Surplus Property

### Code Provisions

- 8.17 Acquisition or Disposal of Assets:** As per section 42 of the 1997 Act, a university may sell or otherwise dispose of any land which is the property of the university.

In addition to any specific guidelines which apply to the College, all acquisitions, disposals or proposals to share property should be conducted in accordance with best practice taking into account the Universities Act, 1997, and relevant circulars and guidelines, as appropriate.

# Acquisition of Land, Buildings or other Material Assets

**8.18 Procedures:** In accordance with the provisions of the Universities Act, 1997, and best practice, the following procedures should apply to all acquisitions:

- (i) **Independent Valuation:** Where land or property is being considered for acquisition an independent valuation must be obtained. These valuations should be obtained before any decision is taken by the Board to purchase/acquire or sell/dispose lands. The valuations should be obtained from professional property valuation surveyors.
- (ii) **Listing of Parties to Transaction:** All parties to land and property transactions should be clearly reported to the Board when transactions are being considered. Any Board resolution related to the purchase of land or property should state the party or parties the asset is being purchased from.
- (iii) **Options by Others to Purchase:** Where a third party developer has obtained an option to purchase land and is selling this option to the College, any profit margin being charged by the developer, where it can be determined, should be reported to the Board.
- (iv) **Board Resolutions:** Any Board resolutions regarding the purchase or sale of an asset should state the price the asset has been purchased or sold for.
- (v) **Transparency:** Purchase of land or property should be conducted in as transparent a manner as possible without compromising the negotiating position of the College.
- (vi) **Due diligence:** A full due diligence report should be prepared for land or property that are being considered for acquisition.

## Capital Investment Appraisal

**The Public Spending Code:** [The Public Spending Code](#) is the comprehensive set of expenditure appraisal and value for money requirements and related guidance covering all public expenditure.

**8.19** The Board should ensure that robust and effective systems and procedures are in place in the College concerned to ensure compliance as appropriate, with the relevant principles, and requirements of the Public Spending Code and the Universities Act, 1997. The Provost should confirm in the Annual

Governance Statement that the College is adhering to the relevant aspects of the Public Spending Code.

- 8.1 Investment Appraisal:** In addition, the Board should ensure that the College should have regard to appropriate models for investment appraisal in their sectors and seek to apply the best practice financial and economic appraisal principles contained in the Public Spending Code for the appraisal and management of all investment proposals.
- 8.2** The objective of these procedures is to ensure best practice in the planning, appraisal and management of significant projects. Proposals for capital expenditure shall be consistent with the College's strategic objectives and shall be subject to the approval of the Board or any body to which such approval shall be delegated.

## Diversification, Establishment of Subsidiaries and Acquisitions by the Universities

Section 13 of the Universities Act, 1997, sets out the functions of universities:  
<http://www.irishstatutebook.ie/eli/1997/act/24/section/13/>

- 8.3 Subsidiaries:** As one of the functions of a university, section 13 (2) (c) of the 1997 Act provides that a university, *"... may establish by incorporation in the State or elsewhere, or participate in the establishment of, such trading, research or other corporations as it thinks fit for the purpose of promoting or assisting, or in connection with the functions of, the university."*

Any proposals for the diversification of a university's activities, including the College's, particularly in relation to diversification into areas outside the core functions of teaching and research, or for the establishment of new subsidiaries should require the approval of the Board, which should consider the full implications, including any financial or other risks, for the university.

- 8.4 Approval:** When seeking such approval, the College should supply the Board with complete details of such proposed subsidiaries, joint ventures or acquisitions, and should do so at the earliest opportunity in order to avoid delays.
- 8.5 Details:** Such details should include the following (which is not an exhaustive list) together with such other information as may be requested:
- the full business case for the proposal;
  - cash flows and projections;
  - risk analysis of proposal;
  - the amount of share capital proposed for acquisition, compared with the entire issued share

capital of the company concerned;

- details of any shares held in such company by any other State body, its subsidiaries or State body joint ventures;
- data on the financial commitment and exposure of the parent body, whether by way of equity, loans, guarantee or otherwise;
- other potential liabilities that may have a negative impact on the company;
- outstanding borrowings of such company from all sources, whether guaranteed or not, and any commitments by them which could involve financial exposure for the College; and
- the proposed approach to the remuneration and conditions of employment of the CEO/Managing Director and, where appropriate, other employees of the subsidiaries should be outlined, when seeking approval for the establishment or acquisition of subsidiaries.

**8.6 Borrowing Limits:** Under Section 38 of the 1997 Act, the College must observe the provisions of any Framework for Borrowings and Loan Guarantees (as amended, adapted or extended from time to time) agreed between the universities and the HEA under Section 38(2) of the 1997 Act. The current framework is at Appendix C.

## Disposal of State Assets

**8.7 Disposal:** In addition to the relevant statutory provisions of the 1997 Act, the College should ensure that arrangements are in place and adhere to best practice for the disposal of assets with an anticipated value at or above a threshold level of €150,000, which should be by auction or competitive tendering process, other than in exceptional circumstances (such as a sale to a charitable body). The method used should be both transparent and likely to achieve a fair market-related price. The anticipated value may be determined either by a reserve price recorded in advance in the College's records or by a formal sign-off by the Board on the advice of the Provost or, if delegated by the Board, sign-off by the [accounting officer], that, in its view, the anticipated value is likely to be less or greater than €150,000. Valuations should be carried out by a qualified and unconnected valuer.

Regard should also be given to national guidelines and protocol on Intellectual Property (IP) management<sup>2</sup> and reporting requirements on IP management in the Annual Governance Statement.

## Compliance with use of Auction or Tendering Requirements

**8.8 Board Approval - Use of Competitive Process:** If an auction or competitive tendering process takes place and the highest bid is not the bid accepted, then specific Board approval is required before the disposal of the asset or granting of access to property or infrastructure for commercial arrangements with third parties can be completed. The Board must ensure that the provisions of the [EU](#)

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<sup>2</sup> [https://www.knowledgetransferireland.com/About\\_KTI/Reports-Publications/REVIEW-OF-IP-MANAGEMENT-AND-CONFLICTS-OF-](https://www.knowledgetransferireland.com/About_KTI/Reports-Publications/REVIEW-OF-IP-MANAGEMENT-AND-CONFLICTS-OF-)



[Commission Communication on State Aid](#) in sales of land and buildings by public authorities are complied with fully. Any such approvals, together with the reason why a lower bid was permitted to be accepted, should be noted in the minutes of the Board.

- 8.9 State Aid:** A measure constituting State aid shall not be implemented before it has been approved by the EU Commission. The EU Commission [Guidance Paper on State aid-compliant financing, restructuring and privatisation of State-owned enterprises](#) sets out EU State aid rules, which must be complied with when carrying out or financing, restructuring and/or privatisation of State-owned enterprises and provides clarifications on the way the Commission applies the main State aid principles.
- 8.10 Board Approval – Non-Use of Competitive Process:** Where an auction or competitive tendering process is not used and the agreed price is €150,000 or more, then specific Board approval is required before negotiations start and also before the disposal of the asset can be completed. Where an auction or competitive tendering process is not used and the agreed price is €150,000 per annum or more, then specific Board approval is required before negotiations start and also before the granting of access to property or infrastructure for commercial joint venture arrangements with third parties can be completed.
- 8.11 Formal Certification:** No disposal of an asset should be completed until the officer authorising the disposal or grant of access has certified formally that (i) Board approval is not necessary, with the reasons, or (ii) Board approval, where necessary, has been obtained. No grant of access to property or infrastructure for commercial arrangements with third parties should be completed until the officer authorising the disposal or grant of access has certified formally that (i) Board approval is not necessary, with the reasons, or (ii) Board approval, where necessary, has been obtained.
- 8.12 Disposal of Assets to Board Members, Employees or their Families:** Disposal of assets, above a value of €5,000, to Board members, employees or their families or connected persons should, as with all disposals, be at a fair market-related price. Where the Board is considering a proposal for any such disposal, the Board member connected to the potential purchase should absent him or herself from the Board deliberations on the issue. A record of all such disposals to such persons (to include details of the asset disposed of, price paid and name of the buyer) should be noted in a register kept for this purpose (minor disposals below €5,000, may be omitted from the register). This register should be available for inspection, if requested, by the Board. The Board may specify that any disposal above an approved threshold should be formally endorsed by the Board, who may impose specific restrictions with regard to any such disposal.

- 8.13 Reporting Disposals to the Board:** Details of all disposals of assets below the threshold value of €150,000 without auction or competitive tendering process should be formally reported to the Board, including the paid price and the name of the buyer, on an annual basis. Details of all grants of access to property or infrastructure for commercial arrangements with third parties (save for connected third parties which is dealt with in paragraph 8.38) below the threshold value of €150,000 per annum without auction or competitive tendering process should be formally reported to the Board, including the paid price and the name of the buyer, on an annual basis.
- 8.14 Reporting Disposals to the Minister:** Details of and explanations for the disposals of assets above the threshold of €150,000 which have not been subject to auction or competitive tendering process should be included in the Annual Governance Statement. Details of and explanations for the grants of access to property or infrastructure for commercial arrangements with third parties above the threshold of €150,000 per annum which have not been subject to auction or competitive tendering process should be included in the Annual Governance Statement.
- 8.15 Compliance:** The Provost should affirm in the Annual Governance Statement that the disposal procedures, as outlined, have been complied with.

## Tax Compliance

- 8.16 Tax Clearance:** It is the responsibility of the Board to satisfy itself that any Tax Clearance requirements regarding the payment of grants, subsidies and similar type payments, and regarding Public Sector Contracts, are fully adhered to. The College must have a valid tax clearance certificate and should maintain a valid tax clearance certificate or, where the contract is a relevant contract<sup>3</sup>, demonstrate satisfactory subcontractor tax compliance at the time of each payment.
- 8.17 Taxation:** The College should be exemplary in their compliance with taxation laws and should ensure that all tax liabilities are paid on or before the relevant due dates. The Board must take cognisance of any proposed corporate restructuring plans submitted for their approval and should ensure that they are being undertaken for bona fide commercial reasons and not as part of any tax avoidance scheme.
- 8.18 Tax Avoidance:** The College while availing of all legitimate taxation arrangements, should not engage in unacceptable tax avoidance transactions. In broad terms, tax avoidance is offensive if it involves the use of the tax code for a purpose other than that intended by the Oireachtas (including an unintended use of a tax incentive) with a view to reducing the amount of tax to be paid by the

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<sup>3</sup> A relevant contract is a contract to carry out, or supply labour for the performance of relevant operations in the construction, forestry or meat processing industry. Source: <https://www.revenue.ie/en/self-assessment-and-self-employment/rct/index.aspx>

College or some other party to a transaction in which the university participates. Where a doubt arises in a particular instance, the university should consult the Revenue Commissioners.

Where the approval of the Minister for Education and Skills with the consent of the Minister for Public Expenditure and Reform is required under legislation for any financial transaction, the Provost should provide confirmation from the Revenue Commissioners that the tax treatment of the financial transaction is compliant with Irish tax law.

- 8.19 Report to Department:** A report on the College's compliance with tax laws should be provided through the Annual Governance Statement and Statement of Internal Control and furnished each year to the Department of Further and Higher Education, Research, Innovation and Science /HEA. The report should confirm that the College has complied with its obligations under tax law.

## Legal Disputes Involving Other State Bodies

- 8.20 Legal Disputes:** Where a legal dispute involves another State body, unless otherwise required by statute, every effort should be made to mediate, arbitrate or otherwise resolve before expensive legal costs are incurred. The university should pursue the most cost-effective course of action in relation to legal disputes.

In addition to the annual reporting requirement concerning details of legal disputes with other State bodies, the College is required to provide details of such legal disputes involving expenditure of €25,000 or over, once a year by the 30 June of each year, to the HEA and to the relevant Vote section of the Department of Public Expenditure and Reform. These details should include an estimate of the legal costs incurred up to the date of such information.

## 9. Remuneration and Superannuation

- 9.1 Departmental Consultation:** The Department of Further and Higher Education, Research, Innovation and Science should be consulted in good time prior to the implementation of any pay proposals, which fall outside general government pay policy.
- 9.2 Appointment of the Provost:** As per Section 24 (1) of the Universities Act, 1997, the Board shall, in accordance with procedures specified in the Statutes, appoint in a whole-time capacity a person to be chief officer of its university, which in the case of the College is the Provost.
- 9.3 Single Pension Scheme:** Pension provision for all persons in pensionable posts, including senior management and the Provost, who are recruited on or after 1 January 2013 shall consist solely of membership of the Single Public Service Pension Scheme. This provision applies in all cases except where exempted under law (Public Service Pensions (Single Scheme and Other Provisions) Act 2012), and notwithstanding the existence in place of any private voluntary pension scheme for staff recruited on or prior to 31 December 2012.

### Fees to Board Members

- 9.4 Authorised Fee Levels:** Current fee rates for Category 1 - 4 State Boards are available from the Remuneration, Industrial Relations and Pensions Division of the Department of Public Expenditure and Reform.

The Third Schedule, paragraph 9 of the 1997 Act, provides that:

*“The Provost 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.”*

Currently the Provost and members of a governing authority are not paid fees. Should this position change the current fee rates for Category 1 - 4 State Boards, available from the Remuneration, Industrial Relations and Pensions Division of the Department of Public Expenditure and Reform, shall apply.

- 9.5 External Boards:** An executive other than the Provost will, subject to Board approval, be allowed to hold membership of the boards of State funded bodies which are not subsidiary to or associated with the College, but may not receive a board fee under the One Person One Salary rules.
- 9.6 Annual Governance Statement:** As part of the Annual Governance Statement, the Provost should affirm that Government policy on pay has been complied with.

## Travel and Official Entertainment

**9.7** The College should certify that Government travel and subsistence policy requirements are being implemented in all respects. In matters of official travel and subsistence, the College should adhere to civil service procedures as set out from time to time in guidance issued by the Department of Finance or communicated via the Department of Further and Higher Education, Research, Innovation and Science or the Higher Education Authority, as appropriate. Similarly, the College should also be cognisant of the need to achieve economy and efficiency in their expenditure on official travel and should have a policy in place that covers both foreign and domestic travel.

**9.8** The Board should satisfy itself that the principles of the travel policy are adhered to and that the internal audit process is effective in ensuring that the College is fully complying with the policy. The purpose of the travel policy should be to ensure that the best value for money is obtained in respect of each official trip undertaken, consistent with the requirements of official business. Board members and staff should be advised of the details of the policy applying.

**9.9** The Board members and employees must claim travel and subsistence only in respect of official business and not personal travel or accommodation and must not make a claim from more than one State body for the same journey. All Travel and Subsistence claims must include a clearly stated business purpose.

The Department of Public Expenditure and Reform [Circular 5/2017 Motor Travel Rates, Circular 6/2017: Domestic Subsistence Allowances, and Circular 7/2017 Subsistence Allowances Abroad](#) set out rates of subsistence allowance, which apply where applicable.

**9.10** **International Travel:** To the extent that the College incurs significant expenditure on international travel by employees or members of the Board, it should put in place appropriate monitoring and control procedures to ensure compliance with relevant Department of Public Expenditure and Reform circulars and requirements.

**9.11** **Official Entertainment:** Official Entertainment at the College must be in line with relevant College policies. The College should be cognisant of the need to achieve economy and efficiency in its expenditure on official entertainment and should have a policy in place that covers both foreign and domestic official entertainment.

*The Trinity Travel Policy is available in Appendix N*

## 10. Quality

**10.1 Quality:** The College has a quality Policy Statement setting out the quality of education learners can expect and the level of service the general public and other stakeholders can expect of the College. The College should promote the standards of service and the initiatives outlined in the “Principles of Quality Customer Service for Customers and Clients of the Public Service” which was originally launched in 1997 and was revised in 2000, having regard to the universities’ own quality and appeal systems. The College’s Quality Policy Statement is included at Appendix I.

**10.2 Charter Cycle:** The 4-step cycle of the quality statement involves:

- Consultation with learners and stakeholders;
- Commitment to quality standards;
- Evaluation of performance; and
- Reporting on results.

**10.3 Display and Content:** The Quality Policy displayed prominently (on websites and at the points of service). The policy states the College’s commitment to providing:

- education and services in accordance with the legislative requirements established in the relevant Acts, (Universities Act 1997, Qualifications and Quality Assurance Act 2012 and associated legislation); and
- the principles of quality assurance and enhancement of academic activities set down by the relevant State quality assurance agencies (specifically, Quality and Qualifications Ireland [QQI]).

In addition, with regard to service provision, the policy statement should take account of the twelve Principles of Quality Customer Service for Customers and Clients of the Public Service. The policy statement should define service standards in clear terms and simple language and should inform students and other stakeholders of contact and feedback mechanisms.

**10.4 Action Plan:** The policy statement should be supported by an action plan, which describes in detail how the commitments and standards set out in the charter, and other enhancements, will be delivered and evaluated by the College.

**10.5 Charters and Action Plans:** Policies and action plans should be produced as part of the same process and have separate but complementary roles. While the policy statement is an easy to read, accessible document which acts as a public commitment to students and others on what they can expect to receive when dealing with the College, the action plan is a more detailed document which describes how the policy statement commitments will be delivered and evaluated by the College. Both

documents should share the same timeframe (ideally 3 years).

**10.6 Complaints Procedures:** The College has published procedures for the management of complaints in respect of students. Complaints from other stakeholders, which are not addressed by existing policies and procedures, may be submitted in writing to the Secretary to the College. Such processes should, where relevant, make reference to the role of Ombudsman and the Ombudsman for Children.

# Glossary

For the purpose of this Code, the terms below shall have the following meaning:

- **Accounting Officer** – the Comptroller and Auditor General (Amendment) Act, 1993 defines an Accounting Officer as “an officer referred to in section 22 of the [Exchequer and Audit Department’s Act of 1866] to whom the duty of preparing the appropriation accounts of a Department is assigned under that section”.
- **Annual report, in the form of the financial statements** – A report detailing the university’s activities and financial performance during the preceding year. It includes the financial statements and may generally also include reports from those charged with governance a review of the university’s strategy and performance, information on risk management and governance, alongside other information for stakeholders
- **Annual Governance Statement** –The Provost must furnish to the HEA/Minister for Education and Skills, in conjunction with the university’s annual report, in the form of the financial statements, a comprehensive report covering the university, in a format as agreed annually with the HEA.
- **Board** – means the governing authority of the College from time to time;
- **Chairperson** – the Chairperson of the Board is the Provost.
- **CIPFA** – Chartered Institute of Public Finance and Accountancy.
- **Connected Person** – Companies Act 2014, Section 220 specifies that a person is connected with a director of a company if, but only if, the person (not being himself or herself a director of the company) is:
  - a. that director's spouse, civil partner, parent, brother, sister or child;
  - b. a person acting in his or her capacity as the trustee of any trust, the principal beneficiaries of which are that director, the spouse (or civil partner) or any children of that director or any body corporate which that director controls; or
  - c. in partnership with that director.

The term “child” referred to above is deemed to include the child of the director’s civil partner who is ordinarily resident with the director and the civil partner.

- **College** - means Trinity College Dublin, the University of Dublin



- **Fiduciary Duty** – A legal obligation of one party to act in the best interest of another. The principal fiduciary duties of a company director are set out in section 228 of the Companies Act 2014.
- **Financial Statements** – A formal record of the financial activities and position of the university for the previous financial year, including disclosures, intended to communicate the university's economic resources or obligations at a point in time or the changes therein for a period of time in accordance with a financial reporting framework.
- **FRC** – Financial Reporting Council (United Kingdom).
- **IFAC** – International Federation of Accountants.
- **Joint Venture** – A joint venture is a business entity created by two or more parties, generally characterised by shared ownership, shared returns and risks, and shared governance
- **Letter of Representation** – Letters of representation are letters from Board members addressed to the Comptroller and Auditor General. The letter makes representations concerning amounts in the financial statements and aspects of the audit. The letter is drafted by the Comptroller and Auditor General at the end of the audit and is submitted to the governing authority for signature, often by the Provost.
- **Management Letter** – Management letters are letters from the Comptroller and Auditor General to management setting out the failings / weaknesses found during the audit. Unless these weaknesses or failings are material, the Comptroller and Auditor General will issue a clean/unqualified/unmodified report. Management are required to prepare responses to the management letter points made. The Audit and/or Risk Management Committee needs to oversee implementation of the Comptroller and Auditor General's management letter recommendations which the Comptroller and Auditor General will follow up on the following year.
- **ODCE**- Office of the Director of Corporate Enforcement
- **OECD**- Organisation for Economic Co-operation and Development
- **Oversight Agreement** – A written statement between the Minister/Department of Education and Skills/HEA and the university which clearly defines the terms of the relationship between the Minister/Department of Education and Skills/HEA and the university.
- **Provost** – means the person holding the position of Provost of the College from time to time as that position is described in the Trinity College, Dublin (Charters and Letters Patent Amendment) Act, 2000 and the Consolidated Statutes of the College.

- **Parent Department** – Department of Further and Higher Education, Research, Innovation and Science.
- **Performance Delivery Agreement** – An agreement between the Minister/Department of Further and Higher Education, Research, Innovation and Science and the university in which an agreed level of service is formalised. A performance delivery agreement comprises part of an oversight agreement.
- **Subsidiary** – A subsidiary is a company that is controlled by the holding or parent company – often indicated by holdings of more than 50% of the voting share capital of the company. A wholly owned subsidiary is 100% owned by a holding or parent company

## Appendix A Full Relevant Extracts From 1997 Act

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### 18 – Functions of Governing Authority

- *The functions of the governing authority of a university shall be, in pursuance of the objects of the university under section 12 but within the constraints of its budget under section 37-*
  - *to control and administer the land and other property of the university,*
  - *to appoint the chief officer and such other employees as it thinks necessary for the purposes of the university,*
  - *subject to this Act and its charter, if any, statutes and regulations, to determine the membership from time to time of the governing authority, and*
  - *to perform such other functions as are imposed on it by or under this or any other Act or by its charter, if any, statutes and regulations.*
- *For the purposes of the performance of its functions under subsection (1)(b), the governing authority shall develop such interview and other procedures as in its opinion will best ensure participation in the selection process by high quality candidates from both within and outside of the employees of the university and specify those procedures in a statute or regulation.*
- *A governing authority has, subject to this or any other Act or its charter, if any, such powers as are necessary for the purposes of performing its functions.*
- *A governing authority may, from time to time, appoint such and as many committees, consisting either wholly or partly of members of the governing authority, as it thinks necessary to assist it in the performance of its functions and may assign to those committees such of its functions as it thinks fit.*
- *A committee appointed under subsection (4) shall operate in such manner as the governing authority may direct and its acts shall be subject to confirmation by the governing authority unless the governing authority otherwise directs.*
- *In performing its functions a governing authority, or a committee where appropriate, shall—*

- *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;*
- *have regard to the attainment of gender balance and equality of opportunity among the students and employees of the university and shall, in particular, promote access to the university and to university education by economically or socially disadvantaged people and by people from sections of society significantly under-represented in the student body; and*
- *ensure as far as it can that the university contributes to the promotion of the economic, cultural and social development of the State and to respect for the diversity of values, beliefs and traditions in Irish society.*

## *21 – Suspension of Governing Authority*

- (1) *Where the Minister, after considering the report of an inquiry by a Visitor made in pursuance of a request under section 20(1)<sup>32</sup>, is of the opinion that the functions of a university or its governing authority are being performed in a manner which constitutes a breach of the laws, statutes or ordinances of or applicable to the university, the Minister shall so inform the chief officer and give to the chief officer a copy of the report of the Visitor.*
- (2) (a) *if the Minister is still of the opinion that the functions are being performed in a manner which constitutes a breach of the laws, statutes or ordinances of or applicable to the university; and*
- (b) *is of the opinion that, because of the report, the governing authority should be suspended and the Visitor concurs,*  
*recommend to the Government the suspension of the governing authority and of the membership of its members.*
- *On receiving the recommendation of the Minister the Government may, by order but subject to subsection (8), suspend the governing authority.*
  - *Where the Government makes an order under section (3), the Visitor to the university shall, following consultation with the Minister and such persons within the university as the Visitor considers appropriate, appoint such person or body of persons as the Visitor thinks fit to perform the functions*

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<sup>32</sup> Section 20(1) states, “Where the Minister is of the opinion that there are reasonable grounds for contending that the functions of a university are being performed in a manner which prima facie constitutes a breach of the laws, statutes or ordinances applicable to the university, the Minister may, after first advising the governing authority of his or her opinion and with the concurrence of the Government, request the Visitor to the university to inquire into any matter giving rise to the Minister's opinion.”

*of the governing authority and that person or body shall perform those functions until the commencement of the first meeting of the governing authority after the appointment of its members in pursuance of subsection (6).*

- *The remuneration, if any, of a person or member of a body appointed under subsection (4) shall be paid out of moneys provided by the Oireachtas.*
- *The Visitor shall, as soon as practicable, but in any case not later than 12 months, after the suspension of a governing authority, following consultation with such persons within the university as the Visitor considers appropriate, determine the composition of the new governing authority and, by notice in writing, inform the Minister of the composition as so determined.*
- *On the Minister being informed as provided in subsection (6), the governing authority shall be so constituted as so determined, in accordance with Chapter II.*
- *Where the Government proposes to make an order under subsection (3), it shall cause a draft of the proposed order to be laid before each House of the Oireachtas and the order shall not be made until a resolution approving of the draft has been passed by both Houses.*

## *25 – Staff*

- *Subject to subsection (2), a university may, in accordance with procedures specified in a statute or regulation, appoint such and so many persons to be its employees as it thinks appropriate, having regard to—*
  - *the efficient use of its available resources, the requirements of accountability for the use of moneys provided to it by the Oireachtas and the policy relating to pay and conditions in the Public Service as determined from time to time by the Government,*
  - *the implications of the appointments for its budget and for subsequent budgets, and*
  - *the guidelines, if any, issued under section 50.*
- *A governing authority may, subject to such conditions as it thinks fit, delegate to the chief officer any of the functions of the governing authority or the university relating to the appointment of employees of the university and the determination of selection procedures.*
- *Except as otherwise provided by this section, the employees of a university shall be employed on such*

*terms and conditions as the university from time to time determines.*

- *Subject to subsection (5), there shall be paid by a university to the employees of that university, such remuneration, fees, allowances and expenses as may be approved from time to time by the Minister with the consent of the Minister for Finance.*

- (a) *A university may depart from levels of remuneration, fees, allowances and expenses approved under subsection (4) where the governing authority is satisfied that it is necessary to meet the objects of the university, but may do so only in accordance with a framework which shall be agreed between the Universities and An tÚdarás.*

- (b) *A corporation referred to in section 13(2)(c)<sup>33</sup> may pay to employees of a university remuneration, fees, allowances and expenses only in accordance with a framework which shall be agreed between the Universities and An tÚdarás.*

- *A university may suspend or dismiss any employee but only in accordance with procedures, and subject to any conditions, specified in a statute made following consultation through normal industrial relations structures operating in the university with recognised staff associations or trade unions, which procedures or conditions may provide for the delegation of powers relating to suspension or dismissal to the chief officer and shall provide for the tenure of officers.*

- *A university or the National University of Ireland shall determine the terms and conditions of any superannuation scheme for its employees in accordance with the Fifth Schedule and that Schedule shall apply to an amendment to an existing scheme in the same way as it applies to a new scheme.*

- *For the removal of doubt, it is hereby declared that—*

- *the rights and entitlement in respect of tenure, remuneration, fees, allowances, expenses and superannuation enjoyed on the commencement of this section by persons who are employees, and in the case of superannuation, former employees, of a university to which this Act applies shall not, by virtue of the operation of this Act, be any less beneficial than those rights and entitlements enjoyed by those persons as employees of the university or corresponding constituent college or Recognised College immediately before that commencement, and*

- *the conditions of service, restrictions and obligations to which such persons were subject immediately before the commencement of this Act shall, unless they are varied by agreement,*

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• Section 13(2)(c) states that, “A University...may establish by incorporation in the State or elsewhere, or participate in the establishment of,

*such trading, research or other corporations as it thinks fit for the purpose of promoting or assisting, or in connection with the functions of, the University.”*



*continue to apply to such persons and shall be exercised or imposed by the university or the chief officer as may be appropriate, while such persons are employed by the university.*

- *- Strategic development plan*

*(1) A governing authority shall, as soon as practicable after its appointment and at such other times as it thinks fit, require the chief officer to prepare a plan which shall set out the aims of the governing authority for the operation and development of the university and its strategy for achieving those aims, and for carrying out the functions of the university, during the period, being not less than three years, to which the plan relates.*

*(2) A governing authority may, having regard to the resources available to the university, either approve a strategic development plan prepared under subsection (1) without modification or, after consultation with the chief officer, approve the plan with such modifications as it thinks fit.*

*(3) As soon as practicable after it approves the strategic development plan under subsection (2), the governing authority shall provide a copy of the plan to An tÚdarás and to the Minister.*

- *- Quality assurance*

- *A governing authority, in consultation with the academic council, shall, as soon as practicable after the governing authority is established under this Act and at such other times as it thinks fit, require the chief officer to establish procedures for quality assurance aimed at improving the quality of education and related services provided by the university.*

- *The procedures shall include—*

- *the evaluation, at regular intervals and in any case not less than once in every 10 years or such longer period as may be determined by the university in agreement with An tÚdarás, of each department and, where appropriate, faculty of the university and any service provided by the university, by employees of the university in the first instance and by persons, other than employees, who are competent to make national and international comparisons on the quality of teaching and research and the provision of other services at university level; and*

- *assessment by those, including students, availing of the teaching, research and other services provided by the university, and shall provide for the publication in such form and manner as the governing authority thinks fit of findings arising out of the application of those procedures.*

- *A governing authority shall implement any findings arising out of an evaluation carried out in accordance with procedures established under this section unless, having regard to the resources available to the university or for any other reason, it would, in the opinion of the governing authority, be impractical or unreasonable to do so.*
- *A governing authority shall, from time to time, and in any case at least every 15 years, having regard to the resources available to the university and having consulted with An tÚdarás, arrange for a review of the effectiveness of the procedures provided for by this section and the implementation of the findings arising out of the application of those procedures.*
- *A governing authority, in a report prepared in accordance with section 41, shall publish the results of a review conducted under subsection (4).*
- *- Equality policy*
  - *A governing authority shall, as soon as practicable but not later than 12 months after it is established under this Act and at such other times as it thinks fit, require the chief officer to prepare a statement of the policies of the university in respect of—*
    - *access to the university and to university education by economically or socially disadvantaged people, by people who have a disability and by people from sections of society significantly under-represented in the student body; and*
    - *equality, including gender equality, in all activities of the university, and the chief officer, in preparing the statement, shall have regard to such policies on those matters as may from time to time be determined by the Minister.*
  - *A governing authority may, having regard to the resources available to the university, either approve the statement prepared under subsection (1) without modification or, after consultation with the chief officer, approve the statement with such modifications as it thinks fit.*
  - *A university shall implement the policies set out in the statement as approved under subsection (2).*

#### *41 - Report and information*

- (1) The chief officer shall, with the approval of the governing authority and having regard to the strategic development plan under section 34, as soon as practicable after the end of each period, not exceeding three years commencing on the commencement of this Part or at the end of the previous such period, whichever is the later, as the governing authority thinks fit, prepare a report on the operations and the performance of the university during that period.*
- (2) The governing authority shall publish the report in such form as it thinks fit and shall provide the Minister with a copy and the Minister shall cause a copy of the report to be laid before each House of the Oireachtas as soon as practicable after it is received by him or her.*

#### *Third Schedule – Governing Authority*

- 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) 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) 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.*

## Appendix B Framework for Departures from Approved Levels of Remuneration, Fees, Allowances and Expenses for University Employees

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### 1. Introduction

#### 1.1. Section 25 (1) of the Universities Act 1997 provides as follows:

*“subject to subsection (2), a university may, in accordance with procedures specified in a statute or regulation, appoint such and so many persons to be its employees as it thinks appropriate, having regard to—*

- (a) the efficient use of its available resources, the requirements of accountability for the use of moneys provided to it by the Oireachtas and the policy relating to pay and conditions in the Public Service as determined from time to time by the Government,*
- (b) the implications of the appointments for its budget and for subsequent budgets, and*
- (c) the guidelines, if any, issued under section 50.”*

#### 1.2. Section 25(4) of the Universities Act 1997 provides as follows:

*“Subject to subsection (5), there shall be paid by a university to the employees of that university, such remuneration, fees, allowances and expenses as may be approved from time to time by the Minister with the consent of the Minister for Finance.”*

#### 1.3. Section 25(5) (a) of the Act, allows for departures from levels of remuneration etc. as follows:

*“A university may depart from levels of remuneration, fees, allowances and expenses approved under subsection (4) where the governing authority is satisfied that it is necessary to meet the objects of the university, but may do so only in accordance with a framework, which shall be agreed between the Universities and An tÚdarás”.*

For the purposes of the framework set out hereunder the term remuneration shall cover all forms of remuneration including fees, allowances and expenses.

### 2. Provisions of the Framework

#### 2.1. General Provisions

- 2.1.1.** The universities and the Higher Education Authority (HEA) (the parties) agree that the purpose of the framework provided for in the Act is to lay down principles to which the parties subscribe regarding the exercise of discretion on the part of a university to depart from levels of remuneration etc. approved

by the Minister. The purpose of Section 25(5)(a) is to provide a discretion to a university where necessary to meet the objects of the university, in particular the advancement of knowledge through teaching, scholarly research and scientific investigation, the promotion of learning in its student body and in society generally and the promotion of the highest standards in, and quality of, teaching and research. It will enable universities to attract a person to its academic and research staff, who would, because of exceptional or scarce expertise and/or qualifications, command remuneration higher than the norm and who would not be prepared to work for the university unless so rewarded. The parties agree that the provisions of the framework will be used in exceptional circumstances only, for academic and research posts, and that its application shall have regard to avoiding any damage to the morale of staff in the universities. This framework shall not be used for administrative or technical appointments. Where a university wishes to make such an appointment outside approved levels of remuneration it shall make a submission to the HEA who shall forward this proposals, together with its observations, for consideration of the Ministers for Education and Skills and Finance, in accordance with section 25 (4) of the Universities Act.

**2.1.2.** It is agreed by the parties that the implementation of this framework by a university should not have any repercussive effects in the university sector or in the public service generally deriving for example, from pay relativities or linkages or other conditions of employment which could form a basis for comparative claims from other groups. The parties agree that any employee who is paid as a result of an agreement under this framework shall be red circled and that any claims from university employees for improved conditions which are based on, or refer to, agreements made under this framework shall be opposed on that ground (without prejudice to any other grounds the university may have).

**2.1.3.** It is agreed by the parties that, subject to paragraph 2.2.3 following, the provisions of the framework should not be used to provide additional remuneration to existing staff.

**2.1.4.** The parties shall have regard to the IUA co-operation agreement in operating this framework with recruitment of staff being open and transparent and on the basis of best international practice.

## **2.2. Specific provisions and criteria**

**2.2.1.** Subject to the general provisions set out above a departure as envisaged in Section 25(5)(a) of the Universities Act, 1997 shall take place only if

- (a) the chief officer confirms that the governing authority is satisfied and so certifies, that there is clear and documented justification that the departure is necessary to meet the objects of the university and that, in so far as its best endeavours can ascertain, it will have no adverse implications within the university sector or in the public sector generally;



- (b) it is limited to a contract appointment in accordance with the following principles:
- a separate individual contract must be drawn up;
  - it must be a specified purpose or fixed-term contract, not normally exceeding five years. It may be renewed for one further period of up to five years after which a permanent appointment may be made using scales approved by the Ministers. Alternatively a university may seek prior approval of the Ministers for a salary outside approved limits;
  - the post must bear a unique title, duties and responsibilities, which differentiates it from an established post or grade;
  - the contract should include stated performance objectives for the post holder, provisions for performance review in the light of these stated objectives, and for reduction in remuneration and/or for early termination of contract in the event of failure to meet the stated objectives;
- (c) it is used as a means of recruiting a new staff member (but see 2.2.2 below);
- (d) any costs arising are met within agreed budgets, in accordance with Section 37(2) of the Universities Act.

**2.2.2.** The framework shall not, in line with the statement of general purpose in paragraph 2.1.1 (above), be used to change the conditions of existing permanent employees of the universities. However, the parties acknowledge that there may be a limited number of specific instances where a departure is required in order to retain key academic/research personnel because of their outstanding existing and potential contribution to the capacity of the university to meet its objects. In such cases a university may, with the prior agreement of the HEA, apply the provisions of the framework to existing staff. Any such appointments would be on a contract basis and would require the member of staff to be formally seconded from his or her existing position and would be subject to the conditions for the appointment being agreed in advance by the university and the HEA.

**2.2.3.** In the case of all departures under this framework the chief officer shall arrange for the documentation of all supporting considerations, including the conditions applying in appropriate comparable employments, and shall make such documentation available to the HEA in accordance with paragraph 2.2.4 (below).

**2.2.4.** Each university shall provide to the Higher Education Authority before end July and end January of each year details of, and detailed justifications for, any departures made by it under this framework. The justification will include the rationale for the proposed remuneration package. A template will be issued to the universities.

**2.2.5.** The framework shall not apply to the senior academic posts above the grade of Professor.

**2.3. Duration and Review**

**2.3.1.** The revised framework shall have effect when it has been approved by the Higher Education Authority and when the HEA has been notified by the chief officers that it has been approved by the universities.

**2.3.2.** It will be subject to review by both parties after a period of four years or sooner if deemed necessary by either party.

**2.3.3.** The framework shall cease to have effect with regard to any further appointments following notice in writing by either the HEA or by any of the universities that they no longer, for stated reasons, subscribe to the framework. Such a notice shall be preceded by consultations between the parties and shall not affect any agreements made with specific individuals during the period when the framework was in force.

# Appendix C Framework for Borrowing and Loan Guarantees

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## 1. Provision in the Universities Act

“38 (1) A university may borrow money by means of a bank overdraft or otherwise and may guarantee or underwrite a loan taken or borrowing undertaken by a person or body of persons.

(2) Borrowing, guaranteeing and underwriting under subsection (1) shall be in accordance with a framework which shall be agreed from time to time between the Universities and An tÚdarás, following consultations by An tÚdarás with the Minister [for Education and Skills] and the Minister for Finance”.

## 2. Purposes of Framework

As stated in the Department of Education letter dated 16th December, 1996 to Dr. Michael Mortell, Chairman, Conference of Heads of Irish Universities, the intent of the framework is

- That a university can engage in borrowing, underwriting and guaranteeing activities provided that they impose no threat to, and do not create any contingent liabilities for, the public purse.
- To ensure that the capacity of a university to function effectively is not endangered.
- That advanced approval by An tÚdarás or the ministers, of individual instances of borrowing, underwriting or guaranteeing by a university would not be required.

## 3. Understanding

The framework is set in the context of the current scheme operated by An tÚdarás for the funding of universities.

## 4. Budgetary Context

The wider budgetary arrangements which set the financial context for this framework are outlined in Section 37 of the Universities Act, 1997. This section requires the College to operate within an annual budget agreed with the HEA and stipulates that where the College incurs expenditure in excess of its budget that excess shall be a first charge on the budget for next succeeding financial year.

## 5. Framework Criteria

The College shall not be required to obtain prior consent from An tÚdarás to engage in borrowing, underwriting, and guaranteeing activities if the exercise of its powers under Section 38 (1) of the Universities Act, 1997 involves either

- (1) short-term activities by way of overdraft or otherwise within existing arrangements and practices established by the university; or
- (2) long-term activities for capital purposes only.

In either case the activities must comply with the following conditions:

- I. the purpose of the transaction is in accordance with the objects and functions of the university;
- II. any new capital investment is in accordance with the university's strategic plan;
- III. the College is able to demonstrate the benefit of the transaction, whether it be refinancing or new investments;
- IV. the College is able to meet annual servicing costs without recourse to additional grants from An tÚdarás;
- V. the College's ability to maintain financial and academic viability and structural and general service is not impaired;
- VI. the College has ensured that the servicing costs of the transaction represent value for money;
- VII. the level of charge against the core teaching and research funds of the College in respect of the annual servicing cost of capital, defined as the cost of capital repayment and total interest costs spread evenly over the period of the borrowing, based on a ten year repayment period, shall not exceed 4% of the College's annual income, as defined at paragraph 8 below.
- VIII. borrowing to finance additional student capacity where such capacity gives rise to the need for additional exchequer funding may only take place with the prior approval An tÚdarás;
- IX. borrowing arising from fully financed or tax financed projects approved under the Finance Acts, are not subject to the borrowing limit established under this framework and may take place provided the servicing of these borrowings has no impact on the annual income of the university, as defined in paragraph 8;
- X. the borrowing capacity of an individual university under this framework may not be transferred to another university.

## **6. Reporting/Recording Requirements**

Full details of borrowing, underwriting and guaranteeing arrangements (including repayment periods and interest rates) and implications for recurrent expenditure, as certified by the chief officer for the university, must be submitted with the annual budget to An tÚdarás. Although excluded from the calculation of the 4% limit the annual borrowing report should include borrowings in respect of fully financed and tax financed projects. Recording in the audited accounts should be in accordance with standard reporting practice and in accordance with the openness, transparency and accountability obligations of a publicly funded institution.

## **7. Review**

The framework shall be reviewed by An tÚdarás and the College every three years, or earlier as may be required by either side.

## **8. Annual Income**

For the purpose of this Framework, the College's annual income is defined as core teaching income – comprising recurrent State grant, student fees and sundry income – and research income as reported in the College's funding statements. Income derived from self-funded ancillary operations is excluded from this definition of annual income for the purposes of calculating the borrowing limit as are the related borrowings.

## Appendix D Board Standing Orders

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### Trinity College Dublin Governing Authority Standing Orders

Trinity College, Dublin is the sole constituent College of the University of Dublin, founded in 1592 by the Royal Charter of Queen Elizabeth I and is recognised by the Government of the Republic of Ireland, through its designation under the Irish Government's [Higher Education Authority Act, 1971](#), the [Universities Act, 1997](#) and the [Trinity College, Dublin \(Charters and Letters Patent Amendment\) Act, 2000](#).

The College has adopted a corporate governance regime in accordance with best practice.

The standing orders of the Board of the College are set down in the 2010 Consolidated Statutes, [Chapter on Board, Schedule 2](#).

# Appendix E

## Reserved Functions, Statutory and Regulatory Requirements

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### Schedule of matters for Board decision

- A. Reserved functions must be exercised only by resolution of the Board
- B. OTHER STATUTORY REQUIREMENTS
- C. MATTERS DERIVED FROM CODE OF GOVERNANCE/BEST PRACTICE

37.	Approval of risk management policies. (Code of Governance, Section 7.1)
38.	Approval for the operation of bank accounts (Banking Requirement).
39.	Approval of bank authorised signatories (executive / management) authority (Banking Requirement).
40.	Approval of significant disposals and retirement of assets (including land) of the university or any of its subsidiaries (value at or above €150,000 per annum) (Code of Governance, Section 8.25)
41.	Approval for granting of access to property or infrastructure for commercial arrangements with third parties with an anticipated value at or above €150,000 per annum (Code of Governance, Section 8.28)
42.	Approval where competitive tendering for disposal of assets have taken place and the highest bid was not accepted. (Code of Governance, Section 8.26)

43.	The disposal of assets over €150,000 to a charitable organisation or which are not put to a competitive tendering process (Code of Governance, Section 8.28)
44.	Approval for disposals to staff or persons connected (Code of Governance, Section 8.30)
45.	Approval of all significant financial procedures (Code of Governance, Section 1.7)
46.	Approval for the establishment of subsidiaries and any diversification from teaching and research (Code of Governance, Section 8.21)
47.	To put in place appropriate arrangement that ensures that management and employees are not involved in outside employment/ business that is in conflict with business of the university. (Code of Governance, Section 3.2)
48.	Approval of the universities' financial statements and accounts (Code of Governance, Section 2.6)
49.	Annual governance statement to be approved prior to the being signed by the Provost
50.	Statement on the system of internal control to be approved prior to the being signed by the Provost



### Obligations under the Ethics Legislation

All those who hold designated directorships (Board memberships) or occupy designated positions of employment in public bodies, prescribed by regulation for the purposes of the Ethics legislation (i.e. the Ethics in Public Office Acts 1995 and 2001), must comply with the relevant provisions of the legislation. Compliance with the Ethics Acts is deemed to be a condition of appointment or employment. While the summary below is provided for information, detailed guidelines on compliance with the Ethics Acts has been published by the Standards in Public Office Commission (the Standards Commission) on their [website](#).

All persons who have obligations under the Acts are obliged to act in accordance with the guidelines and any advice given by the Standards Commission, unless by so doing they would be contravening another provision of the legislation.

This Code further requires all Individuals who occupy designated positions to make an Annual Return including a nil return where applicable.

### Disclosure of Registrable Interests

The Ethics in Public Office Act 1995 provides for the disclosure of registrable interests by holders of designated Board memberships and occupiers of designated positions of employment in public bodies prescribed for the purposes of the Ethics legislation. Briefly, the requirements are:

**Designated Board Members:** Are required in each year, during any part of which they hold or held a designated Board membership of a public body prescribed by regulations made by the Minister for Public Expenditure and Reform, to prepare and furnish, in a form determined by that Minister, a statement in writing of their registrable interests, and the interests, of which a person has actual knowledge, of his or her spouse or civil partner, a child of the person or a child of the person's spouse or civil partner, which could materially influence the person in, or in relation to, the performance of the person's official functions by reason of the fact that such performance could so affect those interests as to confer on, or withhold from, the person, his or her spouse or civil partner, a child of the person or a child of the person's spouse or civil partner, a substantial benefit. The statement must be furnished to the Standards Commission and to such an officer of the body as determined by the Minister for Public Expenditure and Reform.

**Designated Positions of Employment:** Are required in each year, during any part of which they occupy or occupied a designated position of employment in a public body, prescribed by regulations made by the Minister for Public Expenditure and Reform, to prepare and furnish, in a form determined by that Minister, a statement in writing of their registrable interests, and the interests, of which a person has actual knowledge, of his or her spouse or civil partner, a child of the person or a child of the person's spouse or civil partner, which could materially influence the person in, or in relation to, the performance of the person's official functions by reason of the fact that such performance could so affect those interests as to confer on, or withhold from, the person, his or her spouse or civil partner, a child of the person or a child of the person's spouse or civil partner, a substantial benefit. The statement must be furnished to the relevant authority for the position as determined by the Minister for Public Expenditure and Reform.

**Material Interests:** The holder of a designated Board membership or the occupier of a designated position of employment is required to furnish a statement of a material interest where a function falls to be performed, and where the Board member or the employee or a "connected person" (a relative or a business associate of the Board member or employee) has a material interest in a matter to which the function relates. Such a statement must be furnished to the other Board members of the public body by a designated Board member or to the relevant authority by the occupier of a designated position of employment. The function must not be performed unless there are compelling reasons to do so. If a designated Board member or the occupier of a designated position of employment intends to perform the function, he or she must, either before doing so, or if that is not reasonably practical, as soon as possible afterwards, prepare and furnish a statement in writing of the compelling reasons to the other Board members and to the Standards in Public Office Commission if a designated Board member, or to the relevant authority if an employee. This obligation applies whether or not the interest has already been disclosed in a statement of registrable interests.

### **Tax Clearance Obligations of Appointees to "Senior Office"**

The tax clearance provisions of the Standards in Public Office Act 2001 apply to persons appointed to "senior office", i.e. to a designated position of employment or to a designated Board membership in a public body under the 1995 Ethics Act, in relation to which the remuneration is not less than the lowest remuneration of a Deputy Secretary General in the civil service. All persons appointed to a designated Board membership "senior office" must provide to the Standards in Public Office Commission not more than nine months after the date on which he or she is appointed:

- a tax clearance certificate that is in force and was issued to the person not more than nine months before, and not more than nine months after, the appointment date; or
- an application statement that was issued to the person and was made not more than nine months before, and not more than nine months after, the appointment date; and

- a statutory declaration, made by the person not more than one month before, and not more than one month after, the date of appointment, that he or she, to the best of his or her knowledge and belief, is in compliance with the obligations imposed on him or her by the Tax Acts and is not aware of any impediment to the issue of a Tax Clearance Certificate.

### **Investigations**

The Board and employees of public bodies can be subject to investigation by the Standards Commission, either where it considers it appropriate to do so, or following a complaint, or where there is contravention of the tax clearance requirements, and there is nothing that precludes the Standards Commission from taking into account this Code in such an investigation.

### **Additional Information and Advice**

This appendix is provided for information purposes only and does not constitute a legal interpretation of the Ethics Acts. Regard should be had in the first instance to the Standards Commission's guidelines. Requests for advice on compliance with the legislation should be referred to the Standards Commission.

### Code of Conduct for Members of the Board and Principal Committees of BoardTrinity

The College has developed this Code of Conduct for members of the Board and employees according to the guidelines contained in the 2019 Sectoral Code. This Code of Conduct takes account of the implications of the Ethics of Public Office Acts, 1995 and the Standards in Public Office Act 2001 as well as the 1997 Act. A copy of the Code will be circulated to all members and employees and it will be available upon request through the university's website.

#### Intent and scope

The purpose of the Code is to provide guidance to the Chairperson and members of the Board of the College in performing their duties as members of the Board and employees as set down in the relevant legislation (insert name of Act as appropriate) Copies of the Act have been provided to all members of the Board.

#### Objectives

The objectives of the Code are

- To set out an agreed set of ethical principles
- To promote and maintain confidence and trust in the Board and employees of the College
- To prevent the development or acceptance of unethical practices
- To promote the highest legal, management and ethical standards in all the activities of the College
- To promote compliance with best current governance and management practices in all the activities of the College

#### Application of the Code to Trinity College Dublin

- This Code applies to all members of the Board of Trinity College and to members of committees established by the Board for whatever purpose.
- For the purposes of this Code, 'Board Member' means an elected, appointed or nominated member of the Board or of a Committee of the Board, except where the context otherwise implies, and where appropriate will also extend to those individuals who are regularly in attendance at Board meetings.
- This Code is intended to ensure that Board Members are aware of, and accept, the responsibilities associated with membership and follow high standards of ethical and professional conduct, as members of the Board, in the interests of the Board and the College as a whole.
- A complaint or allegation that a Board Member is in breach of this Code shall be referred to the Secretary to the College (see **Section 3.2.11** below).
- Nothing in this Code shall impede or constrain a Board Member in performing his/her duties/functions as prescribed in the Statutes or in the Universities Act 1997. The Universities Act (1997) Third Schedule, Paragraph 8 (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.*

- **Functions of the Board**
- The functions of the Board, as defined in Section 18 of the Universities Act 1997, shall be carried out by Board Members with integrity, independence, honesty, good faith and proper purpose and in the best interests of the College.
- **Due skill and Care**
- Board Members shall act responsibly and fairly with the due care, skill, diligence, loyalty and prudence of a reasonable individual. Board Members shall have a primary duty of care to the Board which shall take precedence over all other College interests or duties.

#### **Conduct as Board Members**

- Board Members shall:
  - treat each other, and College staff and students, with professionalism, courtesy and respect;
  - not improperly influence other Board Members;
  - not act as spokespersons for the Board, in either public or private fora, unless specifically requested by the Board to do so;
  - participate actively and work co-operatively with other Board Members in discharging their responsibilities as Board Members.

#### **Confidentiality/ Use of Information**

- Trinity College Dublin is committed to providing access to general information relating to its activities in a way that is open and enhances its accountability to the general public. However, in the course of their duties, Board Members will have access, in written form and in the course of deliberations, to sensitive information such as personal information, information received in confidence by the College and commercially sensitive information. Board Members shall respect the confidentiality of all information they receive in the course of their duties. The Board shall develop, in line with legislation, a process through which Board Members providing information internally, or to external agencies, in good faith, and in the interests of the integrity of the Board overall, shall be protected.
- Board Members shall act collectively to:
  - ensure that appropriate care is taken to guarantee the security of sensitive Board and other documents, whether in paper or in electronic form;
  - respect the confidentiality of information received in the performance of their duties, as well as the confidentiality of the deliberations of the Board;
  - ensure that confidential records are subject to appropriate access safeguards;
  - observe any restrictions agreed by the Board on the use or dissemination of information (subject to Freedom of Information Act or Data Protection Act requirements);
  - respect the privacy of individuals.

#### **Duty to be adequately informed**

Board Members shall:

- develop and maintain a clear understanding of the functions of the Board and of the Statutes (where that Statute is not superseded by the

- Universities Act);
- familiarise themselves with the contents of the Universities Act and the Statutes;
- develop and maintain a clear understanding of the role of any Board Committee on which they serve;
- prepare for meetings by reading and considering all papers circulated with the agenda, provided to them, ordinarily, at least one week before each meeting of the Board.

### **General Principles**

- All members of the Board are required to observe the following fundamental principles as set out in the guidelines for the Sectoral Code of Conduct.

### ***Integrity and Conflict of Interest***

- Members of the Board are required to disclose outside employment/business interests which they consider may be in conflict or in potential conflict with the business of the College, or may be perceived as such - see **Section 3.1.4.3** for further details of disclosure requirements, in the 1997 Act, and see **Appendix 3A** below for procedures developed by the Board.
- The Board will not allow management or employees to be involved in outside employment/business interests in conflict or in potential conflict with the business of the College. It will put in place appropriate arrangements to give effect to this
- Members of the Board will avoid giving or receiving gifts, corporate hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make independent judgement on business transactions. The College Ethics Policy is available at: <http://www.tcd.ie/about/policies/ethics-policy.php>
- Members of the Board must be committed to having the College compete vigorously and energetically but also ethically and honestly with other educational institutions, commercial and other providers of research and advisory services
- the College is committed to conducting its purchasing activities of goods/services in accordance with public policy and best business practice and its purchasing regulations reflect this
- the College is also committed to ensuring that its engagement of consultancy and other services is in compliance with public policy guidelines
- the College is also committed to ensuring a culture of claiming expenses only as appropriate to official needs and in accordance with good practice in the public sector

- the College is committed to ensuring that the accounts/reports accurately reflect the operating performance of the university and are not misleading or designed to be misleading
- Members of the Board and employees are required to avoid the use of the College resources or time for personal gain, for the benefit of persons/organisations unconnected with the institutions or its activities or for the benefit of competitors, and
- the College is committed not to acquire information or business secrets by improper means.

### **Information**

- (4) The College is committed to providing access to general information relating to its activities in a way that is open and enhances its accountability to the general public
- (5) Members of the Board are required to respect the confidentiality of sensitive information held by the College This would constitute material such as:
  - personal information
  - information received in confidence by the College
  - any commercially sensitive information or other information sensitive to the reputation of the College including future plans or details of major organisational or structural changes. These obligations do not cease when membership of the Board or employment in the institution concerned has ended
- (6) The College will observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest
- (7) The College will comply with all relevant statutory provisions (e.g. data protection legislation, the Freedom of Information Act, 1997)
- (8) Members of the Board and staff will observe due confidentiality in relation to all discussions and decisions taken at meetings of the Board

### **Obligations**

- (9) The College will fulfil all regulatory and statutory obligations imposed on the [university] by (insert title of relevant Act)
- (10) The College will comply with detailed tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure
- (11) The College has introduced measures to prevent fraud and to ensure compliance with the prescribed levels of authority for sanctioning any relevant expenditure
- (12) Members are required to use their reasonable endeavours to attend all Board meetings
- (13) It is acknowledged that the acceptance of positions following employment and/or engagement by a third level institution can give rise to the potential for conflicts of interest and to confidentiality concerns. The Board of the College will consider any cases in which such conflicts of interest or confidentiality concerns may arise and will take appropriate steps to deal with such matters in an effective

manner during a reasonable period following employment by a third level institution. The Board will also ensure that any procedures that it may put in place in this regard are monitored and enforced

- The Board of the College acknowledges the duty of all to conform to the highest standards of business ethics

### **Loyalty**

The Board of the College acknowledges the responsibility to be loyal to the College and to be fully committed to all its activities, with due respect to the tenets of academic freedom, while mindful that the College itself must at all times take into account the interests of its students and providers of funds including taxpayers

### **Fairness**

- The College is committed to complying with employment equality and equal status legislation
- The College is committed to fairness in all business dealings, and
- The College values its students, suppliers, employees and customers and treats all its students, suppliers, employees and customers equally

### **Work/External Environment**

- The Board of the College places the highest priority on promoting and preserving the health and safety of its employees and students
- The College will ensure that community concerns are fully considered in its activities and operations
- The College will minimise any detrimental impact of its operations on the environment

### **Responsibility**

- The College will circulate this Code of Conduct (and a policy document on disclosure of interests) to all members of the Board and employees for their retention.
- The College will ensure that all members of the Board and employees receive a copy of the Code and understand its contents.
- The College will provide practical guidance and direction as required on such areas as gifts and entertainment and on other ethical considerations which arise routinely.

### **Review**

The College will review this Code of Conduct as appropriate

### **Breaches of the Code**

- Any complaint or allegation that a Board Member is in breach of the Code shall be referred in writing to the Secretary to the College and signed by the person who is bringing the matter to the attention of the Board. On receipt of such a complaint, the Secretary to the College, in consultation with the Provost, shall investigate whether there is a *prima facie* case which should be addressed, during which process the person against whom an allegation has been made should be informed



and given a right of reply. In the event that a decision is taken that a *prima facie* case does not exist, a report to that effect shall be made to the Board.

- In the event that the Secretary to the College and the Provost are satisfied that there is an issue which requires investigation, the Board shall appoint a sub-committee comprising members of the Board to carry-out an investigation and to make recommendations to Board. Board members so appointed shall not participate in any subsequent Board discussions and/or decisions on this matter.
- This investigation shall normally be completed within 4 weeks from the appointment of the sub-committee by the Board.
- The scope of the sub-committee's recommendations to the Board shall not exceed the provisions of Schedule 3, paragraph 3 of the Universities Act 1997 which states that:

'A member of a governing authority may, for good and valid reason, be removed from office by resolution of the governing authority.

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.

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.'

#### ***Dissemination***

- The Secretary to the College shall provide a copy of this Code to each Board Member, and shall promote, disseminate and ensure the implementation of this Code.

## *Code of Conduct for Employees*

All employees shall be required to observe the following fundamental principles:

### ***Integrity***

- Members of staff who hold certain designated positions for the purposes of the Ethics Acts shall disclose outside employment/business interests which they consider may be in conflict or in potential conflict with the business of Trinity College, or may be perceived as such. Employees to whom this provision applies shall comply fully with the disclosure procedure utilised by College.
- Employees shall not at any time engage in, or be connected with any outside employment/business or activity which would, conflict, or be in potential conflict, with the interests of Trinity College, be inconsistent with their official position, or tend to impair their ability to carry out their duties as employees.
- Employees of the College shall avoid giving or receiving gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make independent judgement on business transactions. The overriding concern is that the actions of employees be above suspicion and not give rise to any actual or potential conflict of interest, and that their dealings with commercial and other interests should bear the closest possible scrutiny.

### ***Gifts***

- The receipt of gifts, as distinct from hospitality, by employees, from those with whom they have official dealings shall be governed by the highest standards. The following general guidelines provide a framework within which decisions in this area can be made or local rules formulated. For the purposes of these provisions, the term "gift" includes any benefit which is given to an employee free of charge or at less than its commercial price.
- Subject to any rules which Trinity College may determine, an employee may accept and retain gifts of modest value (e.g. diaries, pens, etc.). Any gift of more significant value shall be refused or, if such refusal would cause offence, shall be handed over by the employee concerned to the Head of School/Area, or Staff Office.
- A gift, other than a gift of modest value, given to an employee by virtue of his or her official relationship with the donor, or Trinity College's commercial dealings with the donor, shall be regarded as property of Trinity College.
- Particular care should be taken in relation to gifts from donors who stand to derive a personal or commercial benefit from their relationship with Trinity College.
- Cash, gift cheques or any vouchers that may be exchanged for cash shall not be accepted regardless of the amount.
- Employees shall not solicit gifts, directly or indirectly.
- Employees shall not approach any business with which they have contact through their official duties seeking sponsorship or support for any club, charitable organisation, association, trade union or other organisation. Trinity College shall apply discretion in the application of this rule to instances of very small patronage. Staff members / staff groups should seek guidance from the Staff Secretary if any doubt exists in this regard.

- Employees shall not accept special facilities or discounts on private purchases from suppliers with whom they have official dealings.
- It should be noted that, under the Prevention of Corruption Acts 1889 to 2001 as amended by the Ethics in Public Office Act 1995, the corrupt giving of gifts to, or receipt of gifts by, employees is a criminal offence punishable by imprisonment, or fine, or both. The Acts provide that money, gifts or other consideration received by an employee from a person holding or seeking to obtain a contract from Trinity College is deemed to have been received corruptly unless the contrary is proved.

### ***Hospitality***

- It is impossible to lay down definite rules covering the acceptance of hospitality in all circumstances. The overriding concern is that all actions of employees in carrying out their official duties be above suspicion and not give rise to any actual or potential conflict of interest, and that their dealings with commercial and other interests should bear the closest possible scrutiny. It is accepted that employees shall not be put in a position where they cannot accept what are regarded as normal courtesies in business relationships. However, in their contacts with outside organisations or persons, every care shall be taken by employees to ensure that their acceptance of hospitality does not influence them, and could not reasonably be seen to influence them, in discharging their official functions.
- The following general guidelines provide a framework within which decisions in this area can be made or local rules formulated.
- All offers of hospitality from commercial interests which have or might have contractual relations with Trinity College shall be reported by that employee to his or her manager for direction.
- No objection would normally be made to the acceptance of what is regarded as routine hospitality, for example, a business lunch. What may be regarded as “routine” for this purpose will depend on a number of factors such as the value of the hospitality offered, the frequency of offers, whether there is an element of reciprocity and the general circumstances in which it is offered (for example, whether it is offered by a company to all its customers or is directed at specific or potential customers). Certain types of hospitality (for example involving travelling abroad or holiday weekends) shall not be regarded as routine and shall always be referred to management for direction.
- Employees shall not accept offers of hospitality which go beyond the routine practices referred to above, except where acceptance of such an offer can be clearly shown to be in the interest of Trinity College and has been approved by the manager of the employee concerned.

### ***Acquiring goods and services***

- Trinity College is committed to conducting its purchasing of goods and services in accordance with public policy and best business practice and its purchasing regulations reflect this. In this regard employees shall specifically note the following standards
  - (3) An employee shall not seek contracts with Trinity College for the supply of goods or services (other than for employment) either for his or her own benefit, or for any partnership or company with which he or she has an

involvement in his or her private capacity, or on behalf of other persons or organisations;

- (4) Trinity College shall not knowingly undertake to contract for the supply of goods or services (other than for employment) with an employee, or with any partnership or company with which an employee has an involvement in his or her private capacity;
- (5) No purchase shall be made from, and no sale made to, an employee, or any partnership or company with which an employee has an involvement in his or her private capacity, in respect of goods or services, unless prior sanction has been obtained from the relevant Manager in the area in which the transaction arises, following consultation with the Staff Secretary.

- An employee who enters into any undertaking, or who holds any outside interest, or participates in any outside business affecting, or likely to affect, a Trinity College contract, or the purchase or sale of Trinity College property, shall immediately disclose the nature and extent of his or her interest to Trinity College. An employee should not accept a directorship (except as a nominee of Trinity College) in any company holding a Trinity College contract or in a company which may reasonably be expected to hold such a contract in future.
- Employees shall not negotiate or arbitrate in any matter affecting a Trinity College contract or the purchase from, or sale of, goods to Trinity College where, in their private capacities, they are interested either as principals or as shareholders in a company being one of the principals in the matter under consideration.

### ***Information***

- Trinity College is committed to providing access to general information relating to its activities in a way that is open and enhances its accountability to the general public. All employees shall ensure that they deal with queries from members of the public in an open and helpful way. Under the Freedom of Information Acts 1997 and 2003 (FOI Acts), members of the public (including employees of College) enjoy a legal right of access to information held by Trinity College and other public bodies, subject to certain exemptions defined in the FOI Acts. Arising from the FOI Acts, certain employees members (trained as Decision Makers) are given explicit responsibility for the provision of information to members of the public on foot of requests under the FOI Acts.
- Particular care shall be taken to safeguard information concerning the private or commercial affairs of students, members of the public, clients, or organisations, which may have been submitted in connection with official business, on condition, or on the reasonable assumption, that it would remain confidential. The FOI Acts recognise the importance of protecting such information in the normal course from third party access. Where exceptionally sensitive information of a personal, commercially sensitive or confidential nature is under consideration for release in the public interest, the FOI Acts impose a number of safeguards to ensure the rights of the person(s) concerned are fully respected.
- Employees of the College shall observe due confidentiality in relation to all discussions and decisions taken at meetings of the Board, Council and other bodies in College, and will treat in the strictest confidence, all information received in their capacity, either as members of these bodies, or as attendees.

### ***Obligations***

- Employees of College shall comply with detailed tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure;
- It is acknowledged that the acceptance of positions following employment and/or engagement by a third level institution can give rise to the potential for conflicts of interest and to confidentiality concerns. In any case where an employee intends to take up an appointment in a competitor institution, or other similar organisation, where there may be, or appear to be a conflict of interest, the matter shall be referred to the Staff Secretary, who may consult with the Secretary to the College as appropriate. College's consent will not be unreasonably withheld, but it is expected that matters related to confidentiality will be mutually agreed.

### ***Loyalty***

- Employees of Trinity College acknowledge their responsibility to Trinity College and shall be fully committed to all its activities, with due respect to the tenets of academic freedom, while mindful that Trinity College itself must at all times take into account the interests of its students, staff and providers of funds including taxpayers and society generally.
- The Board and employees of Trinity College acknowledge the duty of all to conform to highest standards of business ethics, including impartiality, integrity and respect for the law.

### ***Fairness***

- Trinity College shall be committed to complying with employment equality and equal status legislation.
- Trinity College shall be committed to fairness in all business dealings.
- Trinity College shall value its students, suppliers, employees and customers and treat all its students, suppliers, employees and customers equally and loyally.

### ***Behaviour at Work***

- The Board of Trinity College places the highest priority on promoting and preserving the health and safety of its employees and students. This Code places an obligation on all employees to ensure that they familiarise themselves with College policies and practices regarding Dignity and Work, and Health and Safety, and that they act accordingly.
- Employees of Trinity College shall endeavour to ensure the proper, effective, and efficient use of College resources. All employees shall take proper and reasonable care of College property, and not to use, or permit its use, for unauthorised purposes. ("De minimis" use, i.e. use that results in no actual cost to the College/negligible cost, is permitted).
- Employees of the College shall avoid the use of Trinity College resources or time for personal gain, for the benefit of persons/organisations unconnected with the College or its activities, or for the benefit of competitors.
- Employees of the College are required, to attend at work as required and not to absent themselves from duty without proper authorisation; to comply with the

terms of the sick leave regulations; at all times, to act in a manner consistent with, the proper performance of the functions of their Trinity College position, and with the maintenance of public confidence in such performance, including refraining from conduct which might impair performance;<sup>17</sup> to ensure non-discriminatory language is used in all communications, both internal and external, including display material and documents in electronic form; and not to engage in any outside business or occupation during their normal hours of duty.

### ***Responsibility***

- Trinity College shall circulate this Code of Conduct (and a policy document on disclosure of interests) to all members of the Board and employees holding designated posts, for their retention.
- Trinity College shall ensure that all employees have appropriate access to a copy of the Code.
- Trinity College shall provide practical guidance and direction as required on such areas as gifts and entertainment and on other ethical considerations which arise routinely.

### ***Review***

- Trinity College shall review this Code of Conduct as appropriate, and in any case, at not less than four-year intervals.

## **Guidelines in respect of Quality Customer Service for Customers and Clients of the College**

In its dealings with the public, the College shall have regard to the following:

### **Quality Service Standards**

- Publish a statement that outlines the nature and quality of service which customers can expect and, where appropriate, display it prominently at the point of service delivery.

### **Equality/Diversity**

- Ensure the rights to equal treatment, established by equality legislation, and accommodate diversity, so as to contribute to equality for the groups covered by the equality legislation (under the grounds of gender, marital status, family status, sexual orientation, religious belief, age, disability, race and membership of the Traveller Community).

Identify and work to eliminate barriers to access to services for people experiencing poverty and social exclusion, and for those facing geographic barriers to services.

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<sup>17</sup>Trinity College's Employee Assistance Programme is available to help staff manage personal difficulties, which if left unaddressed, might adversely affect their work performance and/or attendance and their quality of life.

### **Physical Access**

- Provide clean, accessible public offices that comply with occupational and safety standards and, as part of this, facilitate access for people with disabilities and others with specific needs.

### **Information**

- Take a proactive approach in providing information that is clear, timely and accurate, is available at all points of contact and meets the requirements of people with specific needs. Ensure that the potential offered by Information Technology is fully availed of, and that the information available on university web sites follows the guidelines on web publication.
- Continue the drive for simplification of rules, regulations, forms, information leaflets and procedures.

### **Timeliness and Courtesy**

- Deliver quality services with courtesy, sensitivity and the minimum delay, fostering a climate of mutual respect between provider and customer. Give contact names in all communications to ensure ease of ongoing transactions.

### **Complaints**

- Maintain a well-publicised, accessible, transparent and simple-to-use system of dealing with complaints about the quality of service provided.

### **Appeals**

- Similarly, maintain a formalised, well-publicised, accessible, transparent and simple-to-use system of appeal/review for customers who are dissatisfied with decisions in relation to services.

### **Consultation and Evaluation**

- Provide a structured approach to meaningful consultation with, and participation by, the customer in relation to the development, delivery and review of services. Ensure meaningful evaluation of service delivery.

### **Choice**

- Provide choice, where feasible, in service delivery including payment methods, location of contact points, opening hours and delivery times. Use available and emerging technologies to ensure maximum access and choice and quality of delivery.

**Official Languages Equality**

- Provide quality services through Irish and/or bilingually and inform customers of their right to choose to be dealt with through one or other of the official languages.

**Better Co-ordination**

- Foster a more co-ordinated and integrated approach to delivery of services.

**Internal Customer**

- Ensure staff are recognised as internal customers and that they are properly supported and consulted with regard to service delivery issues.





## Appendix H Internal Audit Charter

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The Internal Audit Charter is available here: [file:///C:/Users/butlerv/Desktop/FinalIACharter%20\(1\).pdf](file:///C:/Users/butlerv/Desktop/FinalIACharter%20(1).pdf)

# Appendix I      Quality Policy and Framework for Quality

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## **Quality Policy Statement**

A [Quality Policy Statement](#) for Trinity was first approved in December 2018 in response to Standard 1.1 of the Standards and Guidelines for Quality Assurance in the European Higher Education Area (ESG) which states that Institutions should have a policy for quality assurance that is made public and forms part of their strategic management. The policy was updated in February 2021. The Quality Policy Statement takes account of the national context, the institutional context, Trinity strategic initiatives and governance of quality. It is supported by the suite of [academic policies and procedures](#), academic regulations as set out in the [College Calender](#), research, corporate, administrative and quality policies and procedures and acts as a signpost to these for those seeking further information.

## **Framework for Quality**

A [Framework for Quality](#) at Trinity was approved in January 2016 and brings together the elements that form the current focus of quality assurance and enhancement.

### Reporting requirements for the Annual Report and Financial Statements include the following:

Note: The Department of Education and Skills/HEA may choose to seek additional information at more frequent intervals than those outlined here.

1. The College should note the agreement reached with the HEA in its annual report, in the form of the financial statements, regarding their level of compliance with this Code. This should explain whether certain requirements are to be phased-in over a longer period of time, or otherwise varied in some way. **(Compliance Requirements)**
2. The Board should approve an Annual Programmes and Budgets and should formally undertake an evaluation of actual performance by reference to the plan and/or budget on an annual basis and reflect this, as appropriate, in the annual report, in the form of the financial statements. **(1.18 –Code of Governance)**
3. It must be stated in the annual report, in the form of the financial statements, that the Board is responsible for preparing the annual report, in the form of the financial statements, and whether they consider the financial statements to be a true and fair view of the College’s financial performance and its financial position at the end of the year. **(1.19 – Code of Governance)**
4. The Board should state in the annual report, in the form of the financial statements, how the performance evaluation of the Board and its committees has been conducted. An external evaluation proportionate to the size and requirements of the universities should be carried out at least once during the term of every Board. **(4.6 – Code of Governance)**
5. The annual report, in the form of the financial statements, should include a statement of how the Board operates, including a high-level statement of which types of decisions to be taken by the Board and which are to be delegated to management. **(4.7 Code of Governance)**
6. The Audit and/or Risk Management Committee should meet at least four times a year and invite outsiders with relevant experience to attend meetings if necessary. In the event that four meetings is not considered necessary the Provost of the College should make a statement in the College’s annual report, in the form of the financial statements, that the he/she is satisfied that the Audit and/or Risk Management Committee discharged its role with fewer than four meetings in a year. **(1.13 – Audit and/or Risk Management Committee Requirements)**

<p>7. The names of the Provost, the deputy Provost (if any), the Provost and members of the Board and its committees. <b>(6.3 Code of Governance)</b></p>
<p>8. The number of meetings of the Board and its committees and the attendance of each Board member at Board meetings should be reported in the annual report, in the form of the financial statements. <b>(6.4(iv) Code of Governance)</b></p>
<p>9. Confirmation that the Board has ensured that an appropriate assessment of the College's principal risks has been carried out, including a description of these risks, where appropriate and associated mitigation measures or strategies. <b>(7.2 – Code of Governance)</b></p>
<p>10. The Provost should confirm in the annual report, in the form of the financial statements that the College is adhering to the relevant aspects of the Public Spending Code. <b>(8.20 – Code of Governance)</b></p>
<p>11. The Statement of Internal Control (see Appendix L) should be included in the annual report, in the form of the financial statements, of the College. This statement should be reviewed by the Comptroller and Auditor General to confirm that it is consistent with the information of which they are aware from their audit work on the financial statements. The Comptroller and Auditor General should include their report on this matter in their audit report on the financial statements. <b>(6.6– Code of Governance)</b></p>
<p>12. Draft unaudited financial statements for the College should be furnished to the Comptroller and Auditor General in a timeframe determined by them, currently not later than three months after the end of the relevant financial year. <b>(6.4(i) - Code of Governance)</b></p>
<p>13. The College should publish its annual report, in the form of the financial statements, not later than one month following completion of the audit of the financial statements of the said body by the Comptroller and Auditor General. <b>(6.4(ii) – Code of Governance)</b></p>
<p>14. The College should submit to the HEA its annual report, in the form of the financial statements, not later than one month following completion of the audit of the financial statements of the said body by the Comptroller and Auditor General. <b>(6.4(ii) – Code of Governance)</b></p>
<p>15. In the interests of transparency and good governance, the College is required to publish in their annual report, in the form of the financial statements, details of non-salary-related fees paid in respect of external Board members analysed by category, and the salary of the Chief Officer. <b>(6.4(iii) – Code of Governance)</b></p>

**16.** The College should disclose details of expenditure on external consultancy/adviser fees in their annual report, in the form of the financial statements, for each accounting year for any given entity. For this purpose consultancy fees mean fees paid to external parties providing advisory services of any nature. Such fees should be itemised by category as stated below or as the College considers appropriate having regard inter alia to its size and competitive position and to the extent to which information is already disclosed:

- Legal (legal fees across all areas to be included here e.g. for pension, HR etc.);
- Tax and financial advisory (e.g. due diligence, accounting, corporate finance);
- Public relations/marketing;
- Pensions and human resources; and
- Other. **(6.5 – Code of Governance)**

**17.** Employee Benefits: In addition to disclosing the aggregate pay bill and total number of employees, the College should publish details of the number of employees whose total employee benefits (excluding employer pension costs) for the reporting period fell within each pay band of €10,000 from €60,000 upwards and an overall figure for total employer pension contributions in their annual report, in the form of the financial statements. **(6.4(vi) – Code of Governance)**

**18.** The College should disclose in their annual report, in the form of the financial statements, aggregate details of the compensation of their key management level broken down by the following categories:

- a. Salaries and short term employee benefits by reference to salary grades and scales
- b. Post-employment benefits; and
- c. Termination benefits.

The College shall also disclose key management personnel compensation in total. **(6.4(v) –Code of Governance)**

**19.** Termination/severance payments and agreements - The financial statements should disclose details of payments and agreements with an aggregate value in excess of €10,000 made in the reporting period, in a format to be agreed with the HEA and the Department of Education and Skills. This includes severance/ termination payments, granting of added years for pension purposes or early retirement without normal actuarial reductions. The value of the latter can be determined in accordance with guidance to be issued by the Department of Public Expenditure and Reform from time to time. Given the policy underlying the Freedom of Information Acts, in concluding settlements the College should not enter into confidentiality agreements which preclude it from disclosing details of the settlement reached in the financial statements, save in exceptional circumstances and on foot of legal advice that they are necessary in the circumstances of the case. When, in those circumstances, confidentiality agreements are entered into, parties to the agreements should be given prior notice that they may be subject to disclosure in any case when required by law.

**20.** Travel and subsistence - The financial statements should disclose the total costs incurred in relation to travel and subsistence for the College.

**21.** Hospitality expenditure - The financial statements should disclose the expenditure incurred in relation to hospitality in the period.

**22.** Legal Costs/settlements – in cases where cumulative legal costs incurred in the year of account exceed €50,000, a note should be included in the financial statements, where appropriate, and in a format agreed with the HEA/Department of Education and Skills

## Appendix K Checklist for Annual Governance Statement

It should be noted that the Annual Governance Statement is a living document and may be subject to change following agreement between the HEA and the IUA.

Items for inclusion in the Annual Governance Statement to the HEA include the following:

- 1. Code of Conduct for Members**  
A statement confirming that a Code of Conduct for Members has been put in place and implemented and includes clear conflict of interest and ethics in public office policies.
- 2. Code of Conduct for Employees** A statement confirming that a Code of Conduct for Employees has been put in place and implemented and includes clear conflict of interest and ethics in public office policies.
- 3. Financially Significant Developments**
  - (i) Financially significant developments affecting the university in the past financial year including the establishment of subsidiaries or joint ventures and acquisitions and major issues likely to arise in the short to medium term.
  - (ii) Details of the engagement and associated costs of external consultancy firms and investigators contracted to carry out investigations and enquiries on internal matters.
  - (iii) Details of expenditure on external consultancy/adviser fees paid to external parties providing advisory services of any nature (including legal, tax and financial advisory, PR/Marketing, pensions, HR and any other advisory/consultancy services)
  - (iv) Details of significant commercially sensitive developments in the past financial year.
  - (v) Confirmation of financial position of the university.
- 4. Pay**
  - (i) A statement affirming that Government policy on pay is being complied with.
  - (ii) Confirmation that no severance payments have been made without the consent of the Department of Education and Skills.
- 5. Financial Reporting**  
A statement affirming that all appropriate procedures for financial reporting are being carried out
- 6. Off Balance Sheet Transactions**  
Summary details of all off-balance sheet financial transactions of the institution that are not disclosed in the annual report and financial statements, including information on the nature, purpose and financial impact of the off-balance sheet financial transactions.<sup>35</sup>
- 7. Trusts and Foundations**  
Confirmation that foundations and trusts have been or will be incorporated into the financial statements of the institution or included in an extended accounting policy note summarising the transactions between the university and the foundation and trust or included as an appendix to the financial statements.

<sup>35</sup> Off-balance sheet transactions are arrangements that give rise, or may give rise, to an asset or liability in excess of €10m, or 2% of the total assets of the University, whichever is the smaller that is not recognised on the University's own balance sheet (or the University's consolidated group balance sheet), including, for example, leases, letters of credit, guarantees, derivatives, sale of receivables, debt or debt-like instruments of non-consolidated equity interests or joint ventures.



**8. Internal Audit**

A statement affirming that all appropriate procedures for internal audit are being carried out and a comprehensive internal audit plan is in place.

**9. Procurement**

- (i) **Procurement Procedures:** Confirmation that the College is in compliance with current procurement legislation and rules and all appropriate procedures for procurement have been developed, published to all relevant staff and are being carried out including confirmation that the university is using the services and frameworks of the OGP, and of the EPS, whenever applicable.
- (ii) **Procurement Non-Compliance:** Confirmation that procedures are in place to detect non-compliance with procurement procedures including confirmation that a contracts database/listing for all contracts/payments in excess of €25,000 with monitoring systems is in place to flag non-compliant procurement.
- (iii) **Details of Non-Compliant Procurement:** Details of non-compliant procurement (aggregate total).
- (iv) **Corporate Procurement Plan:** Confirmation that the relevant procurement policy and procedures and the development and implementation of the Corporate Procurement Plan are being adhered to where appropriate.

**10. Asset Disposals**

A statement affirming that all appropriate procedures for asset disposals are being carried out and details of and explanations for the disposals of assets or grants of access to property or infrastructure for commercial arrangements with third parties above the threshold of €150,000 which have not been subject to auction or competitive tendering process.

**11. Guidelines for the Appraisal and Management of Capital Proposals**

Confirmation that the Guidelines for the Appraisal and Management of Capital Proposals are being adhered to where appropriate.

**12. Travel Policy**

Certification that Government travel policy requirements are being implemented in all respects.

**13. Guidelines on Achieving Value for Money in Public Expenditure** Confirmation that the Guidelines on Achieving Value for Money in Public Expenditure as set out in the Department of Public Expenditure and Reform Public Spending Code are being followed.

**14. Tax Laws**

A statement affirming the College's compliance with tax laws.

**15. Legal Disputes**

Details of all legal disputes involving other State bodies.

Please note, details of legal disputes involving other State bodies incurring expenditure of €25,000 or over must be provided to the HEA, once a year by the 30th of June of each year including an estimate of the legal costs incurred up to the date of such information.

**16. Confidential Disclosure Reporting – Protected Disclosures Act 2014**

In line with legislation, the Board should put in place procedures for Confidential Disclosure Reporting whereby employees may, in confidence, raise concern about possible irregularities in financial reporting or other matters and for ensuring meaningful follow-up of matters raised in this way.

- (i) Confirmation that a Protected Disclosures policy in line with the Protected Disclosures Act 2014 is in place.
- (ii) Confirmation that the annual report required under section 22(1) of the Act has been published.
- (iii) Confirmation of the number of protected disclosures received during the year and the broad nature of these disclosures.

**17. Board meetings**

Confirmation of the number of Board meetings held during the financial year in question and attendance record of members. Confirmation if the Board conducted private sessions without the executive members or management present, during the financial year in question to discuss any agenda items deemed relevant.

**18. Audit and/or Risk Management Committee meetings**

- (i) Confirmation of the number of Audit and/or Risk Management Committee meetings held during the financial year in question and attendance record of members.
- (ii) The Audit and/or Risk Management Committee should meet at least four times a year. In the event that four meetings are not considered necessary, please confirm that the Provost of the Board is satisfied that the Audit and/or Risk Management Committee discharged its role with fewer than four meetings in a year.

**19. Review of Board performance**

- (i) Confirmation that the Board reviews its own performance and that it commissions an external review at least once during the Board term of office.
- (ii) Confirmation should also be provided on when both internal and external reviews were last carried out and when both will be carried out again.

**20. Salary of President**

Confirmation of salary paid to Provost for financial year in question.

**21. Data provided to HEA**

- (i) Confirmation that the College has satisfied itself as to the integrity and robustness of any data on student numbers provided to the HEA for the purpose of calculating and allocating the core grant.
- (ii) Confirmation that the College has satisfied itself as to the integrity and robustness of staff numbers provided to the HEA as required.

**22. Child Protection Policy**

Confirmation that an appropriate child protection policy is in place in compliance with the requirements of the Children First legislation and rules.

**23. Fees and Expenses**

Confirmation that fees and/or expenses paid to members of Board are in accordance with the guidelines from the Department of Finance and are presented in the College's Annual Report. A note on the schedule of fees and aggregate expenses payable to external Board members should be included.

- 24. Subsidiaries and interests in external companies**
- (i) **Compliance with terms and conditions of consent of establishment:** Statement confirming that any subsidiary of the College (or its subsidiaries) continues to operate solely for the purpose as approved by the Board, remains and continues to remain in full compliance with the terms and conditions of the consent under which it was approved.
  - (ii) **Code of governance for trading subsidiaries:** Confirmation that an appropriate code of governance is in place in respect of trading subsidiaries (i.e. subsidiaries with annual turnover and employees), with annual statements provided to the Board and the Board has received a formal report of compliance from the Provost of the Board of each subsidiary.
  - (iii) **Details of any shareholdings and interests** held by the College in external companies.
- 25. Intellectual Property (IP) and Conflict of Interest**
- (i) A statement confirming that the College has in place a single IP policy, published on its website, which:
    - Reflects the requirements of the national IP Protocol
    - Clearly sets out all IP processes and researcher obligations
    - Includes a clear description of IP commercialisation decision-making processes
    - Includes a clear dispute resolution process
    - Describes revenue share mechanisms
    - Describes potential for conflicts of interest and directs researchers to the relevant sections of the HEI's Conflict of Interest Policy
  - (ii) A statement confirming that the College has in place a single IP Conflict of Interest Policy, published on its website.
  - (iii) Confirmation that the Board is made aware of all IP commercialisation and IP conflicts of interest on an annual basis.
  - (iv) Summary details of all major commercialisation of intellectual property, including spin-out companies.
- 26. General governance and accountability Issues** Description of other governance and accountability issues that the College may wish to bring to the attention of the HEA.
- 27. Board responsibility for System of Internal Control**  
Acknowledgment by Provost that the Board is responsible for the body's system of internal control, which statement requires the formal approval of the Board.
- 28. Reasonable assurance against material error**  
An explanation that such a system can provide only reasonable and not absolute assurance against material error.
- 29. Review of the Statement of Internal Control (Board and Audit and/or Risk Management Committee)**  
Confirmation that the statement on the System of Internal Controls will be reviewed by the Audit and/or Risk Management Committee and the Board to ensure it accurately reflects the control system in operation during the reporting period.

**30. Review of the Statement of Internal Control (External Auditors)**

Confirmation that the statement on the System of Internal Controls will be reviewed by the external auditors to confirm that it is consistent with the information of which they are aware from their audit work on the financial statements and where this is not the case, the external auditor should report on this in the audit report on the relevant financial statement.

**31. Key procedures put in place designed to provide effective internal control**

- (i) **Appropriate Control Environment:** The steps taken to ensure an appropriate control environment (such as clearly defined management responsibilities and evidence of reaction to control failures).
- (ii) **Business Risks:** Processes used to identify business risks, evaluate their implications and manage them within the College’s risk management framework.
- (iii) **Information Systems:** Details of the major information systems in place such as budgets and means of comparing actual results with budgets during the financial year.
- (iv) **Financial Implications of Major Business Risks:** The procedures for addressing the financial implications of major business risks (such as financial instructions and notes of procedures, delegation practices such as authorisation limits, segregation of duties and methods of preventing and detecting fraud).
- (v) **Monitoring the Effectiveness of the Internal Control System:** The procedures for monitoring the effectiveness of the internal control system which may include: audit committees, management reviews, consultancy, inspection and review studies, the work of internal audit, quality audit reviews and statements from the heads of internal audit.

**32. Review of the Effectiveness of the System of Internal Control**

Confirmation that there has been a review of the effectiveness of the system of internal control and when this was carried out or where such a review was not conducted, a statement that it was not conducted.

**33. Weaknesses in Internal Control. Disclosure of details regarding instances where breaches in control occurred:**

Details of any material breaches in internal control (e.g. non-compliance with procurement rules, instances where elements of the control system were not operational, information of weaknesses that have resulted in material losses or fraud, contingencies or uncertainties which require disclosure in the financial statements or the auditor’s report on the financial statements etc.)

**34. Description of the action taken to correct weaknesses**

A description of the action taken, or intended to be taken, to correct any non-compliance or weaknesses in internal control identified in sections 1-33 above together with the timeframes within which this will be done, or an explanation of why no action is considered necessary should be reported in the template below to be signed by the Chief Officer and Provost.

Area of non-compliance or weaknesses in internal control	Actions to be taken to attain compliance or correct weaknesses	Due date

<b>Provost:</b>	
<b>President:</b>	
<b>Name of Institution:</b>	
<b>Date:</b>	

## Appendix L Statement on the System of Internal Controls

A statement on the system of internal controls should include the following items:

1. Acknowledgement by the Provost that the Board is responsible for the College's system of internal control which statement requires the formal approval of the Board.
2. An explanation that such a system can provide only reasonable and not absolute assurance against material error.
3. Description of the key control procedures tailored to reflect the size and complexity of the university in order to provide a full understanding of the procedures, which have been put in place by the Board, to provide effective internal control.
  - i) A statement in relation to when the annual review of the effectiveness of control was conducted or where such a review was not conducted, a statement that it was not conducted.
  - ii) Disclosure of details regarding instances where breaches in control occurred – such breaches might include non-compliance with procurement rules or instances where other elements of the control system (e.g. internal audit, Audit and/or Risk Management Committee or other committees) were not operational.
  - iii) Disclosure of details of any material losses or frauds.
  - iv) Statement on System of Internal Controls is to be reviewed by the Audit and/or Risk Management Committee and the Board to ensure it accurately reflects the control system in operation during the reporting period.
  - v) Statement on System of Internal Controls is to be reviewed by the Comptroller and Auditor General to confirm that it reflects the College's compliance with the requirements of paragraph 6.6 and is consistent with the information of which they are aware from their audit work on the financial statements and where this is not the case, the Comptroller and Auditor General should report on this in the audit report on the relevant financial statement.
  - vi) the steps taken to ensure an appropriate control environment (such as clearly defined management responsibilities);
  - vii) processes used to identify business risks and to evaluate their financial implications;
4. Confirmation that there has been a review of the effectiveness of the system of internal control.
5. Information (if appropriate) about the weaknesses in internal control that have resulted in material losses, contingencies or uncertainties which require disclosure in the financial statements or the auditor's report on the financial statements.
6. The information relating to weaknesses in internal control should be a description of the action taken, or intended to be taken, to correct the weaknesses, or an explanation of why no action is considered necessary.

7. Confirmation that the College is in compliance with current procurement legislation and rules, including confirmation that the College is using the services and frameworks of the Office of Government Procurement and of the Education Procurement Service, whenever applicable.

### Financial Memorandum between the HEA and Higher Education Institutions

#### **Preamble**

1. This memorandum sets out the formal relationship between the Higher Education Authority ('the Authority') and each higher education institution ('the institution'). The foundation of the relationship is provision of funding by the Authority to the institution, in accordance with relevant legislation and public policy and accountability for this funding within statutory and other agreed accountability frameworks detailed in the covering statement from the HEA (Appendix)
2. The basis for the relationship is laid down in relevant legislation, statutes, charters, articles and instruments of governance, particularly those which establish the Authority and the institution and regulate their governance, and those which establish the degree of their autonomy and set out their powers and duties.
3. For these arrangements to be effective the Authority and the institution have to work in partnership to achieve agreed objectives for higher education and to secure best value for funds provided by the State.
4. The Authority recognises that the Institution may also undertake activities and have to comply with legislation and regulation which fall outside the scope of this partnership.

#### **Purpose of the memorandum**

Accordingly, this memorandum sets out the agreed expectations which the institution, in the spirit of constructive partnership, has a right to have of the Authority. It also sets out the Authority's expectations of the institution and the requirements which are a condition of the Authority's funding.

#### **What the Institution can expect of the Authority**

1. The Authority will conduct its affairs at all times to the highest accepted standards for public sector bodies and in accordance with principles set out in the Code of Practice for the Governance of State Bodies. It will act reasonably on the basis of the fullest available evidence and objective analysis. Subject to any legal requirement to observe confidentiality, it will be open and transparent with the institutions it funds and other stakeholders, and will give or be prepared to give a public justification of all its decisions.
2. The Authority in line with the Code of Practice for State Bodies will maintain a policy of openness and transparency in relation to the work of the Authority and the services it aims to provide.



3. The Authority will maintain regular and frequent dialogue with institutions and their representative bodies where it seems appropriate In order to:
  - promote a shared understanding of the aspirations, needs and concerns of the various stakeholders;
  - support the beneficial impact of institutions' collaborative activities; and
  - better enable it to provide the information, advice and assistance required by the Department of Education and Skills, other government departments or agencies.
4. The Authority will not substitute its judgements for those which are properly at the discretion of institutions. In particular, the Authority will seek to maximise the autonomy of institutions to use block grants provided by the Authority.
5. In discharging its duty to monitor and publish the performance of the institution generally and on specific projects, the Authority will, as far as possible, rely on the data and information used by the institution for its own purposes or in formats that are most useful and most easily provided by the institutions, consistent with requirements. The Authority will not seek to collect the same data and information more than once from the institution.
6. The Authority will allocate and pay grants in a timely manner to the institution in accordance with current policies and procedures. The institution will be consulted in advance and given as much notice as possible of any significant change to these policies and procedures and of significant changes in overall funding levels.
7. The Authority needs to be satisfied that the institution has put in place the structures and procedures necessary to ensure compliance with this memorandum, including delivery on agreed outputs as specified in the compact agreed between the HEA and the institution and the achievement of best value from recurrent funding provided by the State.
8. The Authority will obtain evidence from the institution, which will include undertaking reviews as required (but only by prior arrangement), to provide the assurances required to discharge this responsibility as laid out in point 7 above.
9. Where the Authority has insufficient information to provide the assurance required, the Authority will in the first instance, seek to resolve matters with the Chief Officer of the institution. Where this has not proved possible, the Authority will inform the chair of the Governing Authority and the institution's Chief Officer in writing and without delay of any significant concern of the Authority about the conduct of the institution. Only after such notification and where the circumstances warrant it, the Authority may consider whether it is appropriate to hold back or suspend the payment of any or all grants to the institution. The Minister for Education and Skills will be kept informed.

### **What the Authority can expect of the Institution**

The following paragraphs state the Authority's expectations of the institution and the requirements which are a condition of the Authority's funding.

1. The Authority must be able to rely on the whole system of governance, management and conduct of the Institution to safeguard all funds of the Institution deriving from the Exchequer and to achieve the purposes for which those funds are provided. As a recipient of public funds, the institution will strive to achieve at all times good practice in the governance, management and conduct of the institution.
2. The Governing Authority/ authority will ensure that it has in place and effectively implemented the proper arrangements for governance, leadership and management of the institution as required by statute, charter, its instrument and articles of governance and the agreed Codes of Governance in place for the universities.
3. Respecting the primacy of the institution's own statutory obligations, the Governing Authority/ authority will ensure that:
  - I. public funds are used in accordance with relevant legislation and only for the purposes for which they are given;
  - II. the institution strives to achieve best value from its use of public funds from all sources;
  - III. annual financial statements are provided in a timely manner for audit by the C &AG;
  - IV. there is effective planning and delivery of the institution's education programmes, research and related activities, which is consistent with the institution's mission and takes account of potential for collaboration with relevant partner Institutions/clusters;
  - V. the institution obtains sufficient data and information of a quality to enable it to determine how well the Institution is achieving its goals. Such information will be made available to the Authority on request as necessary for the exercise of its statutory functions;
  - VI. the institution takes appropriate account of the national objectives set out for the sector in the Higher Education System Performance Framework.
  - VII. the institution is actively engaged in seeking continuously to enhance the quality of its programmes and services and to involve students, students unions, employers, partner institutions/clusters and other stakeholders in these processes;
  - VIII. there are in place up-to-date and readily accessible procedures for handling complaints by students, staff and others;
  - IX. the Governing Authority's and the institution's activities are conducted in an appropriately open, transparent and fully accountable manner;
  - X. the institution plans and manages the deployment of its resources in an efficient way
  - XI. the Governing Authority and the institution adheres to the Authority's mandatory requirements (as notified to the institution and set out below) and the institution takes account of relevant public policy and good practice in the management of all its activities and resources Including its:
    - XII. staff, human resources and industrial relations practices;

- XIII. estates and equipment; and  
XIV. finances, and risk and internal control procedures.

4. The Chief Officer of the institution must inform the Authority without delay of any circumstance that is having, or is likely to have, a material adverse effect on the financial position of the institution or its ability to maintain its capacity to deliver relevant education programmes, research and related activities.
5. The Chief Officer of the institution shall, when required, give evidence to the Committees of Dáil Éireann on
- The regularity and propriety of the institution's accounts
  - The economy and efficiency of the institution in the use of its resources
  - The systems, procedures and practices employed by the institution for the purpose of evaluating the effectiveness of its operations
6. Mandatory requirements (as appropriate) -
- Agreement of compact with HEA specifying agreed outputs
  - Agreement on budgets/financial plans
  - Provision of required RGAM returns
  - Compliance with public pay policy
  - Compliance with relevant Codes of Governance and provision of Annual Statements of Governance and Internal Control
  - Compliance with the requirements of the Protected Disclosures Act
  - Adherence to Borrowing Framework
  - Adherence to Departures Framework
  - Compliance with public sector Capital Expenditure requirements
  - Compliance with public sector Procurement requirements
  - Adherence to approved Format of Accounts
  - Compliance with process for Land Purchases in the IoTs

In signing this memorandum, you are confirming on behalf of your institution

- (i) that the funds provided by the HEA as outlined in the grant allocation letter will be used for the purposes intended; and
- (ii) that the institution will comply with the Statement of Principles for Grantees (Appendix 2 of Circular 13/2014).

**Chief Executive, HEA**

**Chief Officer /Provost**

**Date:**

**Date:**

## Appendix N Travel Policy

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The University's Travel Policy is available on the link below.

[https://www.tcd.ie/Treasurers\\_Office/docs/Travel\\_Policy.pdf](https://www.tcd.ie/Treasurers_Office/docs/Travel_Policy.pdf)

## Appendix O Audit Committee Guidance

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### Introduction

The purpose of this document is to set out Audit and/or Risk Management Committee best practice guidance under the *Code of Practice for the Governance of State Bodies*, to provide guidance to universities in making appropriate arrangements for their Audit Committee, and to assist the Audit Committee in carrying out their role and responsibilities.

Best practice requires that the Board should ensure that the Audit Committee arrangements in place are suited to the particular circumstances of the College.

### Audit Committee

#### Guiding Principles

While the Board has a duty to act in the College's interest, the Audit Committee has a particular role, acting independently of the College's management, to ensure that the interests of Government and other stakeholders are fully protected in relation to business and financial reporting and internal control.

#### Code Provisions

- 1.1 Internal Controls:** The Board should ensure that there are effective arrangements in place in the College for governance, risk management and internal control. The Board should be supported by:
- an Audit Committee; and
  - an Internal Audit Function operating to the International Standards of the Institute of Internal Auditors or equivalent professional standards, save for outsourced functions.

**1.2** Audit Committee: The Board should establish an Audit Committee of at least 3 independent non-executive Board members (excluding the Chair of the Board) with written terms of reference which deals clearly with authority and duties.

The Board should have due regard for the benefits of diversity on the Audit Committee including gender.

**1.3 Terms of Reference:** The roles and responsibilities of the Audit and Risk Committee should be set out in a written terms of reference which should be communicated to all members of the Committee.

The terms of reference for the Audit Committee should be set by the Board and should include provisions regarding:

- membership;
- reporting requirements;
- authority to investigate;
- meetings – timing, conduct and frequency;
- information requirements;
- value for money;
- governance; and
- responsibilities regarding: Ø
  - risk management; Ø
  - internal control;
  - internal audit;
  - external audit; and
  - reviewing its own effectiveness.

The Audit Committee should review on an annual basis their terms of reference and recommend any necessary changes to the Board. It is important that a balance is struck during Audit Committee meetings between governance, risk management, internal control, and financial reporting item.

## Appendix P The Functions of the Provost

- Functions
2. (1) The Provost shall
    - (a) provide leadership to the College and manage and direct its activities,
    - (b) subject to the Chapter on Board, be entitled to represent College and act or speak on its behalf,
    - (c) be invited to grant Assent, as a member of the Body Corporate to any petition to amend the constitution of the Body Corporate,
    - (d) have oversight of the allocation of rooms and other space in College,
    - (e) assist Board in the performance of its functions,
    - (f) carry into effect the budget determined by Board,
    - (g) perform such other functions as may be expressly delegated by Board pursuant to the Act of 1997 or otherwise, and the Principles of Delegation shall apply,
    - (h) have authority to exercise as agent such functions of Board as may be expressly granted by it, and the Principles of Agency shall apply,
    - (i) comply with the terms of the Declaration taken upon admission to office,
    - (j) have the right to Commons, pursuant to the Chapter on the College Community
    - (k) perform such other functions as may be prescribed by the Statutes or the Act of 1997,<sup>9</sup> and
    - (l) have such powers as are necessary or expedient to perform the functions of office.
  - (2) Except where the Principal Enactments otherwise require,
    - (a) the Provost may expressly delegate any of the functions of office, and the Principles of Delegation shall apply, and
    - (b) the Provost may expressly grant authority to exercise any of the functions of office to an agent, and the Principles of Agency shall apply.

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<sup>9</sup> Section 3 of the Act of 1997 provides:

(1) In this Act, unless the context otherwise requires ... 'chief officer' means—

(a) a person appointed under section 24 as the chief officer of a university, ... and includes a person acting in the office or performing the duties of a chief officer

Section 24 of the Act of 1997 provides:

(1) A governing authority shall, in accordance with procedures specified in a statute, appoint in a whole-time capacity a person to be chief officer of its university, who shall be called the President or Provost or by such other title as the governing authority determines.

(3) All members of the Community shall respect and abide by the lawful and reasonable decisions of the Provost taken in the performance of these functions.



## Appendix Q Potential Board Conflicts of Interest

### **8. Statements and Disclosures of Interest**

- (1) (a) A member or person in attendance who
  - (i) was party to a decision which is to be discussed at Board, or
  - (ii) apprehends a potential or actual interest in an item which is to be discussed at a meeting of Board,shall so notify the Secretary as soon as practicable in advance of the meeting.
- (b) If the Secretary apprehends, or is alerted, that paragraph (a) may apply in respect of a member or person in attendance, then the Secretary shall alert that member or person in attendance accordingly.
- (c) If a member or person in attendance apprehends that paragraph (a) may apply in respect of another member or person in attendance, then the first member or person in attendance shall alert that other member or person in attendance and the Secretary accordingly.
- (d) A member or person in attendance to whom paragraph (a), (b) or (c) applies shall bring that matter to the attention of Board at the start of the meeting (immediately after any Declarations made pursuant to section 4).
- (e) A member or person in attendance who apprehends a potential or actual interest in an item that is being discussed during the course of a meeting of Board shall bring that matter to the attention of Board.
- (f) A member or person in attendance who apprehends that another member or person in attendance may have a potential or actual interest in an item that is being discussed during the course of a meeting of Board shall bring that matter to the attention of Board.
- (g) A member or person in attendance, to whom paragraph (d) applies or in respect of whom a statement has been made pursuant to paragraph (e) or (f), may choose to withdraw from the discussion of the relevant item, and that withdrawal shall be recorded in the minutes.
- (h) Where a member or person in attendance, to whom paragraph (d) applies or in respect of whom a statement has been made

pursuant to paragraph (e) or (f), has not chosen to withdraw pursuant to paragraph (g), then

- (i) Board shall, after due enquiry, decide what action, if any, to take, and that decision shall be recorded in the minutes, and
  - (ii) the relevant member or person in attendance shall be entitled to be present for any such discussion and decision.
- (2) Pursuant to the Chapter and to the Act of 1997, members of Board shall make the following disclosures of interest.
- (3) A member of Board who has an interest in
- (a) a company (other than a public company of which the member 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 Board the fact of the interest and its nature and shall take no part in any deliberation or decision of Board relating to the contract, and the disclosure shall be recorded in the minutes of Board.
- (4) A member of Board who is related to a person who is a candidate for appointment by Board as an employee of the College shall disclose to Board the fact of the relationship and its nature and shall, if Board so decides, take no part in any deliberation or decision of Board relating to the appointment, and the disclosure and decision shall be recorded in the minutes of Board.
- (5) In accordance with the Ethics in Public Office Acts, a member of Board shall, in each year (or any part thereof) of membership of Board, prepare and furnish to the Public Offices Commission and to the Chairperson (or to such other Officer of College as may be determined by the Minister for Finance) a statement in writing of that member's other interests and the interests of which that member has actual knowledge of that member's spouse or child or spouse of a child during the period specified in Section 20(1) of the Ethics in Public Office Act 1995<sup>34</sup> which could materially influence the member

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<sup>34</sup> Section 20(i) of the Ethics in Public Office Act, 1995 provides:

A statement ("the current statement") furnished by a person under section 17(1)(a), 18(2)(a) or 19(3)(a)(i) shall -

- (a) in case, as may be appropriate, the person was appointed to the directorship, position or special advisership concerned before the date of the passing of this Act and the statement is the first such statement so furnished by the person since that date, be in respect of the period from that date to the date of the statement,
- (b) in case the person was so appointed on or after the date of such passing and the statement is the first such statement so furnished by the person since such appointment, be in respect of the period from the date of such appointment to the date of the statement, and
- (c) in any other case, be in respect of the period from the date of the last previous such statement so furnished by the person to -
  - (i) the date of the current statement, or
  - (ii) the date on which the appointment concerned ended, whichever is the earlier.

in or in relation to the performance of the functions of that member by reason of the fact that such performance could so affect those interests as to confer on or withhold from the member or the spouse or child a substantial benefit.

- (6) In any case where such a function or a function of any other office or position held by a member in College falls to be performed, and that member has actual knowledge that that member or a connected person has a material interest in a matter to which the function relates, then that member
- (a) shall as soon as may be, prepare and furnish to the other members of Board a statement in writing of those facts,
  - (b) shall not perform the function unless there are compelling reasons requiring that member to do so, and
  - (c) shall, if that member proposes to perform the function, prepare and furnish to the other members of Board and to the Public Offices Commission before or, if that is not reasonably practical, as soon as may be after such performance a statement in writing of the compelling reasons aforesaid.

## Appendix R College Fraud Policy

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The University's Fraud Policy is available here: <https://www.tcd.ie/about/policies/fraud.php>