Trinity College Dublin
Coláiste na Tríonóide, Baile Átha Cliath
The University of Dublin

BOARD REVIEW WORKING GROUP

Final Report

June 2021

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1. Overview

1.1 Introduction

The review of the Board governance structures was initiated at Trinity in 2018, after the Board conducted a self-evaluation of its effectiveness in accordance with Section 3.1.2.3 of the Trinity College Code of Governance.

On foot of Board's consideration and discussion of the outcome of the self-evaluation and its implications, it was decided to establish a dedicated Board Review Working Group (BRWG) to consider the key issues arising. The Terms of Reference and Membership of the BRWG are set out in Appendix 1.

In July 2018 the Government commenced a process to reform the Higher Education Authority Act, 1971, with the launch of a consultation process. The 1971 Act established the Higher Education Authority (HEA) and set out the functions of the HEA including the funding and financial oversight of universities, technological universities and institutes of technology. In July 2019, Government agreement was received to replace the Act, and to prepare a General Scheme of a Bill for this purpose. A strong impetus to drive this forward followed the creation of a new Department for Further and Higher Education, Research, Innovation, and Science. The Minister proceeded to the final phase of the consultation process in early 2021 and when that was completed in March 2021 he announced his intent to proceed with the legislative process.

1.2 Governance in Trinity College Dublin

The internal review of Trinity's governance structure had as its central focus that an appropriate governance structure for Trinity will be one that reflects its long and distinguished tradition of scholarship, secures its place in Irish life, and promotes its standing among the most successful research-led universities in the world.

From its foundation, Trinity has been firm in defence of its autonomy in pursuing its academic mission in a spirit of fellowship and community, while also asserting its public commitment to serving and shaping the society of which it forms part. Trinity's status as an independent corporation was, from the beginning, dependent on the recognition, support and protection of public authorities. Just as individual scholars depend on the support, encouragement and challenge of their peers, so an academic institution needs to secure and retain the confidence and support of the community of which it is constituted and the wider community of which it forms a part.

Trinity's current governance arrangements, including the Board, reflect that combination of internal and external dynamics. Through Trinity's unique legal structure, ownership and direction is vested in the Provost, Fellows, Scholars and other Board members, who are custodians of the Statutes of the University and who, through the Council, determine its academic character and programmes. The collegiate tradition is reflected in Trinity's management structures across its Faculties and Schools. The periodic selection and appointment of the Provost provides an opportunity for renewal of the collegiate commitment to scholarship, and an impetus for future development. The unique role of the Visitors (the Chancellor and the Judicial Visitor) in Trinity provides an important additional

accountability mechanism. Direct representation of all elements of the College community on Board reflects the traditions of collegiality and participation.

At the same time, Trinity must operate within the framework of public law and accountability. The continuation of its traditions and structures may be impacted by legislation. A significant, though reduced, proportion of its income comes directly from the Exchequer and much of its research capacity is also dependent on public funding. With such funding comes accountability and oversight, in particular through external audit and the Public Accounts Committee of Dáil Éireann. Furthermore, its philanthropic and commercial income is received and spent within a sophisticated framework of oversight and legislation. Trinity's external accountability is framed by legal obligations in such areas as human rights and equality, data protection and freedom of information, protected disclosures, health and safety and financial transparency. [1] The presence of external members on Board adds to the breadth of its expertise and also reflects transparency and accountability to external stakeholders.

1.3 The task of the Board Review Working Group

Trinity's current governance, including the Board, already reflects a blend of inward and outward facing elements. The task assigned to the Working Group under its Terms of Reference was to consider how these elements might be combined for the future so that the vision of the College community notably as expressed in the current Strategic Plan, might most effectively be realised. In addition, when the Minister for Further and Higher Education, Research, Innovation, and Science announced the final phase of the consultation process in early 2021, the Working Group was able to use its work up to that point to help formulate a response to the consultation, and it reported to Board on the ramifications of the new proposals. Since then the BRWG has continued to do its work to satisfy its original objectives of making proposals to Board for changes for better governance while having due regard to the changed context of the proposed new public legislation for governance of universities.

Section 2 of this report further elaborates the context within which the Working Group compiled the recommendations it proposes to the Board.

Section 3 sets out the Values and Principles, and Role and Responsibilities that were approved by the Board in February and April 2020 respectively.

Section 4 makes recommendations that relate to the operation of Board, with sub-section 4.1 presenting the Board's relationship with Principal Committees and other key governance structures.

Section 5 makes a series of recommendations to the Board that relate to the competencies required for Board members that were discussed by Board at its meeting of 22 April 2020.

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[1] Trinity College Dublin, Consolidated Statutes, Chapter on Board, Section on Compliance
"Board shall ensure compliance with the laws of the land for the time being in force, in particular with the Act of 1997, and with legislation covering such matters as equality, superannuation, industrial relations, health, safety and welfare, intellectual property, freedom of information, child trafficking and pornography, harassment, risk management, and university governance."

Section 6.1 presents some scenarios regarding the optimal size and composition of a future Board that takes account of the parameters to be set in the public legislation; and Section 6.2 makes proposals for the process of filling the positions on the proposed future Board.

Section 7 makes recommendations regarding the relationship and communications between the Board and other key governance structures.

Section 8 concludes the report.

2.   Context for the BRWG recommendations

2.1 Internal context - self-evaluation of the effectiveness of the Board

In 2018, Board conducted a self-evaluation of its effectiveness in accordance with Section 3.1.2.3 of the Trinity College Code of Governance. Board Members' feedback on the issues and challenges arising with the current structure and methods of Board and on how the Board could be more effective, included the following points:

Approach to strategy
- *Overall, Board can be too operational and should focus more on strategic issues, monitoring of plans, finances and risk.*
- *Board could be more effective if it met less frequently and had an agenda with a clear focus on strategically significant issues.*

Approach to oversight
- *Given Board role in providing constructive challenge to the College's leadership, consideration should be given to the possibility of an external Chair for the Board.*
- *Board could do better at systematically overseeing the management of the College's risk profile.*

Competencies
- *In relation to some of the complex financial decisions being taken (new capital projects), there is a limited skill set amongst Board members.*

Training
- *In addition to induction training received at the outset of membership, training for Board members would be useful on an ongoing basis, particularly as regards financial and governance matters.*

Communication
- *There was a suggestion that more systematic communication should take place with the College Community in relation to Board business and its impact. An email communication at the end of each Semester was one suggested initiative.*

Size and Composition
- *The current size of the Board (27 members plus 4 in attendance or invited) can be 'unwieldy'. A smaller Board could allow for a more dynamic exchange of ideas and a more thorough discussion of issues.*
- *Board may benefit from a greater number of appropriate external members with relevant experience of the financial and organisational challenges affecting the performance of large organisations, including universities. External members could also assist the College in a better understanding of how it is perceived by the wider public and key stakeholder groups (alumni, arts organisation, employers, industry, government and its agencies…), and external members could also help the College foster a broader support-base.*

Relationship with Principal Committees
- *The intersection and reporting relationship between Board and Principal Committees could be improved, i.e. some Board members suggested that the level of detail in Principal Committee minutes submitted to Board did not always allow for a clear understanding of the underlying issues.*

On foot of Board's consideration and discussion of the outcome of the self-evaluation and its implications, it was decided to establish a dedicated Working Group to consider the key issues arising. The Board Review Working Group was asked by Board [2] to:

"review the Board and explore alternative options with the aim to –
- encourage a strong sense of ownership and engagement by all Board members;
- enable and enhance Trinity's ability to deliver its Strategic Plan;
- ensure a robust governance structure for the University;
- enhance the effectiveness of the Board;
- ensure legitimacy, transparency and accountability;
- optimise information flows across the University;
- enable efficient and effective decision-making; and
- ensure global/national strategic alignment and oversight."

In particular, the Working Group was requested to:
- Review the size, composition and terms of Board membership, including, but not limited to, selection systems to ensure that the Board has access to the skills and competencies required to foster effectiveness and efficiency in decision making and suggest alternatives as appropriate;
- Review the work of the Board and the agenda setting processes and give consideration to the strategic/operational balance of the items considered by the Board;
- Consider the frequency and duration of meetings and examine ways of ensuring that the time of Board members is optimised;
- Review the current combination of the role of the Chair and the Provost;
- Review Board Committees' composition and work;

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[2] BD/17-18/279

- Review the balance and effectiveness of communications between the Board and Officers and Board communication generally;
- Review relevant existing legislation and Statutes and outline any amendments that would be required to facilitate those changes arising from any recommendations proposed by the Group.

The Terms of Reference and Membership of the Board Review Working Group are set out in Appendix 1.

2.2 External Context – proposed new legislation

Since the Board decision to establish the BRWG, the Government has announced it intends to propose legislative changes to the role of the Higher Education Authority and the governance of the universities as set out in the Universities Act 1997. [3] Trinity contributed to this formal consultation process, both in its own right and also as part of the IUA umbrella submission. In February 2021, the Government moved to a final phase of consultation ahead of the publication of Heads of Bill.

The Provost and the Chair of the BRWG (Mr Dermot McCarthy) also met the Secretary General of the Department of Education and Skills in March 2020, the Secretary General of the new Department of Further and Higher Education, Research Innovation and Science in October 2020, and the Minister for Further and Higher Education, Research, Innovation and Science in April 2021 (being joined in this meeting by the Secretary to the College) to discuss issues of particular concern to Trinity in the original legislative proposals as published in July 2019.

The Provost and other Chairs of the Governing Authorities of the other universities met with the Secretary General of the Department of Further and Higher Education, Research, Innovation and Science in February and, in March 2021, directly with the Minister.

The Cabinet has approved the General Scheme of the Higher Education Authority Bill, 2021 and it was published by the Minister on 6 May 2021. The next step will be the bringing of the General Scheme of the Bill to the Joint Oireachtas Committee on Education, Further and Higher Education, Research, Innovation and Science to conduct pre-legislative scrutiny which is expected to happen before the Oireachtas Summer Recess. Following the report of the Joint Oireachtas Committee the full wording of the Bill will be drafted and published with the aim of completing all stages of the legislative process in the Dáil and Seanad by the end of 2021.

The BRWG at the commencement of its work decided that it would develop its recommendations solely on the basis of its analysis of the governance structures which would be most appropriate for Trinity, having regard to experience and an assessment of best practice. While the BRWG work has been done solely on the basis of its analysis of the governance structures which would be most appropriate for Trinity, its recommendations are in many areas compatible with the Government's proposed legislation and point

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[3] https://www.education.ie/en/The-Education-System/Higher-Education/update-of-the-higher-education-authority-act-1971-public-consultation.html

towards a legislative settlement which can enable a renewal of Trinity's governance within its legal structures and traditions in ways that are consistent with the overall goals of the proposed legislation.

The precedent created by the provision made in the Universities Act 1997 for a Private Bill to effect appropriate changes in Trinity's governance can again provide a basis for accommodating Trinity's legal structure and traditions within the framework of sectoral legislation.

2.3   The workprogramme of the Board Review Working Group

The Board Review Working Group first met in November 2019 and reported to Board on a regular basis between January and June 2020 to update on progress and seek feedback on its work.

The work of the Group has been informed by:
- the College Statutes and the national legislation currently in force;
- the collective expertise of Working Group members in Trinity's governance, reflecting a broad range of College experience across the Fellows and the wider academic and student community;
- additional governance expertise in higher education in Ireland and internationally, the wider public sector and business;
- international examples of University governance.

As a starting point, the Working Group focused on developing a set of fundamental values and principles which should underpin all aspects of Trinity's governance. These are grounded in the Statutes and informed by Trinity's unique legal structure. [4] They are also aligned with the University mission and the theme of Community and Connection running through Trinity's Strategic Plan (2020-2025). Following discussion and feedback at Board, the text of the Values and Principles was approved by the Board in February 2020 and is set out in Section 3.1.

The intention is that all aspects of Trinity's governance structures and practice should be consistent with and judged against these Values and Principles.

Using the Values and Principles text approved by the Board as a touchstone, the Working Group developed a text to capture the future role and responsibilities of the Trinity Board. The approach taken by the BRWG was informed by Trinity's unique legal structure and system of governance. It was also informed by the realities of the complex external environment within which a leading global university like Trinity has to operate effectively in order to flourish in its mission of education and research. In its work on this issue, the Working Group examined governance structures and practice in comparator Universities nationally and internationally, as well as respected thinking (academic and practitioner) on

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[4] (i) Charters and Letters Patent of the College - https://www.tcd.ie/Secretary/corporate/legal-faq/,
(ii) Statutes - https://www.tcd.ie/registrar/assets/pdf/Statutes_incorporating_changes_22_May_2019.pdf,
(iii) Trinity College Dublin (Charters and Letters Patent Amendment) Act, 2000 -
http://www.irishstatutebook.ie/eli/2000/prv/1/enacted/en/html,
(iv) Universities Act, 1997 - http://www.irishstatutebook.ie/eli/1997/act/24/enacted/en/html.

the role of governance in supporting an organisation to flourish [5]. The BRWG discussions also took into account relevant aspects of the Board self-evaluation, which highlighted the scope to improve the role of the Board in setting strategy, as well as in overseeing the management of Trinity's risk profile.

In reflecting on the role and responsibilities of the Board, it is important to note the distinctive role of the Board as the University's governing authority within the overall governance framework, which also includes the Academic Council (called in Trinity the University Council) and the Provost and structures for the academic, corporate and financial management of the University, as set out in the diagram below.

A distinct and important feature of the system of governance is the role of the College Visitors, comprising the Chancellor and the Government – appointed Judicial Visitor, to whom decisions of Board and other matters may be referred for review. Having this unique review and appellate function within Trinity's internal governance provides robust assurance for all members of the College community and for other stakeholders.
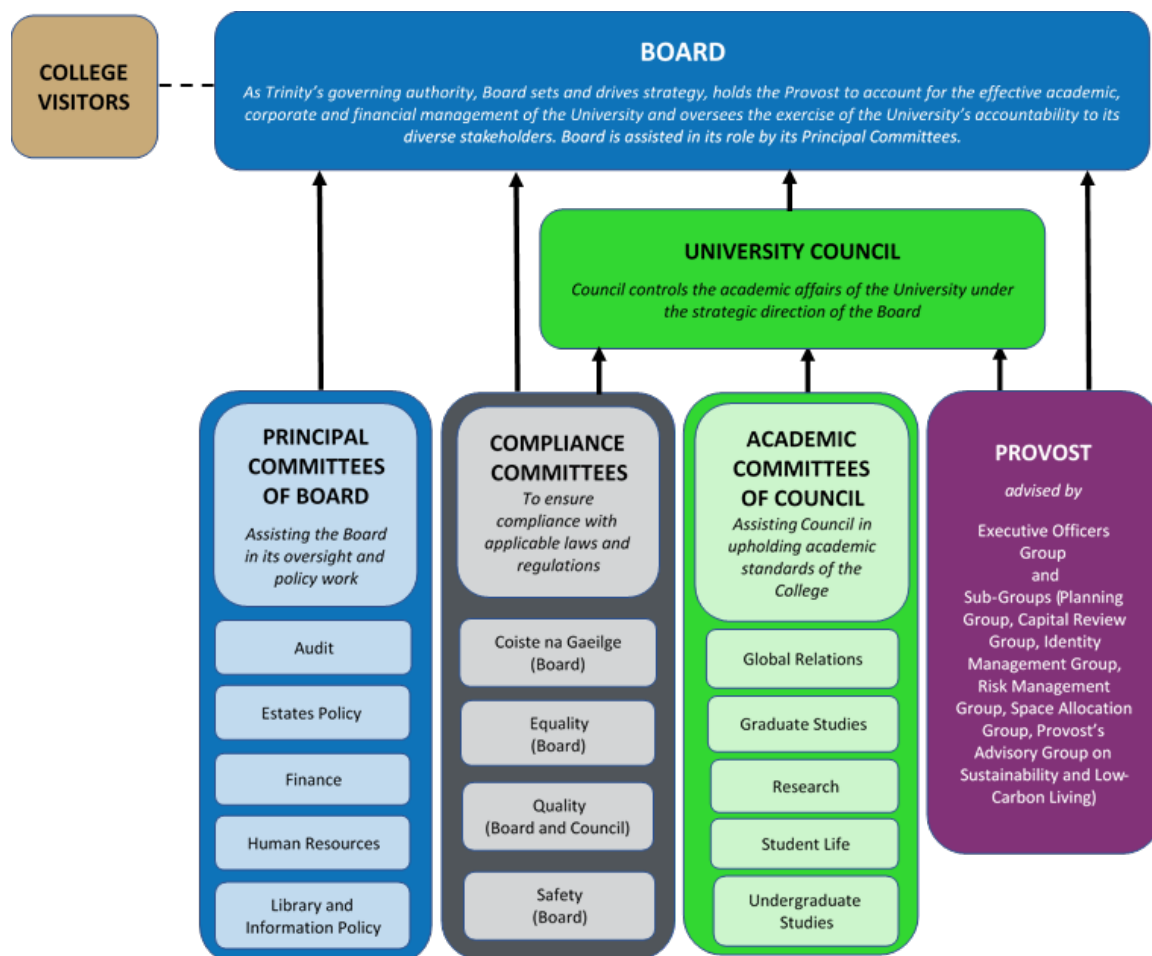
Arising from proposals from the Working Group, Board approved a new set of Values and Principles to underpin Trinity's governance (see Section 3.1) and the Role and Responsibilities of the Board in Trinity (see Section 3.2) in that context. Board also gave feedback on a proposed competency framework for Board members.

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[5] See Appendix 2 - High-level summary of comparative approaches to governance in world leading universities

The role of the Board is in determining and driving strategy, overseeing risk-management and steering Trinity successfully in a globally complex and competitive environment. It provides support and constructive challenge to the Provost in his/her role as Chief Officer, with responsibility for the academic, corporate and financial management of the University.

Pursuant to the Statutes and the national legislation currently in force, Members of Board are obliged to act at all times in the best interests of the College and shall not act as a representative of any special interest [6]; provided nothing that shall restrict Members from representing the views of those by whom the Member has been elected or to restrict their freedom of expression.

While it is therefore not the role of the Board to serve as a representative body or a stakeholder forum, it is important that it has access to the unique internal perspectives and insights provided by students and members of staff. It is also important that it has access to world-class external competence and skills, and a perspective with understanding of the external context, which can further strengthen Trinity's position in the national and international higher education landscape.

Further to the Working Group's discussions, an agreed approach to the role and responsibilities of the Board was approved by the Board in April 2020 and is set out in Section 3.2. The text is consistent with and should be read alongside the functions of the Board as set out in the Statutes and the Universities Act 1997. It informed the Working Group's discussions on other key elements of its Terms of Reference, including the organisation of the work of the Board and the Board's relationship with Principal Committees and other key governance structures. It also has implications for the competencies required for Board members and for the optimal size and composition of a future Board. These issues are addressed in Sections 5 and 6.1.

In line with its Terms of Reference, the Working Group reviewed the work of the Board and the agenda setting processes and gave consideration to the current structure of Board agendas and the strategic/operational balance of the items considered by the Board. An analysis was undertaken of the agendas and minutes of the Trinity Board in the academic year 2018/2019. The Working Group also considered the frequency and duration of Board meetings (12 per academic year) in the context of (i) the recognised need for a more strategic focus of the agenda, (ii) the likelihood of an increased pool of potential members, both internal and external, willing to volunteer for membership and (iii) a comparative analysis of the approach taken by the governing authorities of world-leading Universities (see also Appendix 2). It was also noted that Board currently meets more frequently than its Principal Committees and that this is inconsistent with the intended supportive function of the Principal Committees of Board. The scope and potential for a strengthened role for Principal Committees is discussed in Section 4.1.

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[6] The Declaration made by incoming Members of Board is as follows: "I, ...solemnly declare that I shall faithfully discharge my duties and responsibilities as a member of Board; that I shall act in accordance with, and obey, the Statutes; and that in the determination of all matters which shall come before the Board I shall be guided by what I truly believe to be the best interests of the College".

The BRWG noted that training and induction is routinely supplied for all new Board members and reflected on how Trinity can support the future professional development of potential internal Board members and the development of the general capacity of the university including the capability of its leadership, staff and students. The recommendations of the Working Group on Training and professional development are set out in Section 5.2.

As required by its Terms of Reference, a review of relevant existing legislation and Statutes was undertaken by the Working Group, with the benefit of initial legal advice to identify areas where amendments would be required to facilitate its recommendations. The advice received is summarised in Appendix 4.

2.4 Process for Consultation with the Trinity community

Following the Working Group's progress update to Board in June 2020, a consultation process was launched to seek input and feedback from the College community to inform the Group's final report.

The consultation process included a College-wide webinar, engagement with key stakeholders including separate meetings with the Fellows and staff representative organisations, as well as an opportunity to submit written submissions. *Trinity Today*, which was published online in August 2020, also carried a short article on the consultation to encourage Alumni engagement.

The consultation process produced considered reflections across the College community on all aspects of the consultation paper. 22 written submissions were received. Taking into account engagement in person and in writing, the process had direct interaction with 170+ members of the College community.

2.5 Completion of the reply to the DFHERIS consultation report

Following the Minister's issuing of his Consultation Report, the Provost and Chair of the BRWG met with both the Board and the Fellows, and the Fellows Standing Committee (a number of times) and on foot of these discussions the Provost submitted, on behalf of the College, a reply to the Consultation Report, provided here in Appendix 3. In addition the submission on behalf of the universities by the IUA included a statement to the effect that Trinity supported almost all in the IUA submission but differed in some respects from the IUA consensus position.

3. Values and Principles, and Role and Responsibilities (approved at Board meeting on 26/02/2020 and 22/04/2020)

This section of the report sets out the Values and Principles underpinning Trinity's Governance and the Roles and Responsibilities of the Board that were approved by the Board in February and April 2020 respectively.

3.1 Values and Principles Underpinning Trinity's Governance [7]

The mission of the University is [8]:

> **Civic Action** - *Through our teaching, research and public engagement, we courageously advance the cause of a pluralistic, just and sustainable society.*
> **Organisation** - *We foster an effective and flexible organisation, which values all members of our community.*
> **Research** - *Pursued at the frontiers and intersections of disciplines, our research benefits our students, Ireland, and the world.*
> **Education** - *We challenge our students to think independently, communicate effectively, act responsibly, and develop continuously, equipping them for lives of active citizenship.*

To that end, the following values and principles underpin our governance:

Governance Values

1. **Academic Freedom** - we preserve and promote the principle of academic freedom in the conduct of our internal and external affairs.

2. **Autonomy** - we value autonomy, allied with accountability, as the best way to advance our strategic mission in education and research, which benefits our students, Ireland and the world.

3. **Accountability** - we ensure full accountability to our diverse internal and external stakeholders, including students, staff, alumni, funders, government and local community.

4. **Engagement and impact** - our governance supports our strong record of contribution to society and provides a solid basis from which to shape our future impact in the world.

5. **Transparency** - we view transparency as essential to promoting confidence in our governance and decision-making.

6. **Collegiality and pluralism** - these values are grounded in our Statutes and informed by our unique legal structure. [9] They are expressed in the participation in our governance by members of the Trinity community, whose range of experience and perspectives enhances the quality of our decision-making.

7. **Integrity** - we are committed to integrity in the pursuit of our mission in education and research and in ensuring the effective management of the University.

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[7] As approved by Board 26/02/2020
[8] Strategic Plan 2020-2025 as approved by Board.
[9] (i) Charters and Letters Patent of the College - https://www.tcd.ie/Secretary/corporate/legal-faq/,
(ii) Statutes - https://www.tcd.ie/registrar/assets/pdf/Statutes_incorporating_changes_22_May_2019.pdf,
(iii) Trinity College Dublin (Charters and Letters Patent Amendment) Act, 2000 -
http://www.irishstatutebook.ie/eli/2000/prv/1/enacted/en/html,
(iv) Universities Act, 1997 - http://www.irishstatutebook.ie/eli/1997/act/24/enacted/en/html.

1. The governance system, based on autonomy allied with accountability, is consistent with our unique legal structure and is appropriate to advancing the mission of the University, which is the cultivation and practice of excellence in education and research.

2. The governance system provides direction and leadership, and monitors and ensures progress towards achieving the strategic goals of the University.

3. The governance system enhances the University's capacity to flourish as a globally significant institution, including through the identification of strategic opportunities to realise its ambition.

4. The governance system provides clarity regarding responsibility and accountability for key decisions.

5. The governance system delivers assurance regarding regulatory compliance, protection of reputation and adherence to ethical standards of good practice.

6. The governance system ensures institutional sustainability and underpins success through effective systems of revenue generation, control and risk management.

7. The governance system supports academic freedom and includes academic governance that assures the highest standards of education and research.

8. The governance system engages effectively with internal and external stakeholders and secures support for the advancement of the mission of the University.

3.2 The Role and Responsibilities of the Board in Trinity College Dublin [10]

The primary function of the Board is to create, maintain and develop the conditions which enable the College community to flourish in its core mission of education and research. It does this by:

Strategy and Policy

1. Providing active direction and leadership to the University.

2. Setting Trinity's vision, mission, values and strategy and driving achievement of the University's strategic goals.

3. Providing support and constructive challenge to the Provost [11] in the exercise of his/her functions and agreeing clear goals against which his/her performance can be measured.

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[10] As approved by Board 22/04/2020.

[11] Note: The Provost, as Chief Officer, is chosen by College and appointed by Board following the outcome of the interview and election process set out in the Statutes. The Statutes note that the Provost is answerable to Board for the efficient and effective management of College and for the due performance of the functions of office and that if the Provost has significantly failed to meet these standards, then Board may after due enquiry, remove the Provost from office.

4. Harnessing the diversity of perspectives and expertise among internal and external Board Members to enhance Trinity's capacity to compete and flourish in the global education and research landscape.

5. Being a proactive, energetic driver of Trinity's ambitions, identifying new strategic opportunities and competently anticipating and addressing challenges as they arise.

6. Promoting the financial wellbeing and resilience of the University and ensuring the rationale for major investment decisions and capital projects is grounded in robust analysis.

7. Fostering the trust of the diverse internal College community, as well as external parties, and ensuring that the University's obligations to all stakeholders are met.

8. Upholding Trinity's reputation and good name and acting in the University's best interests in the determination of all matters which come before it.

Accountability, Oversight and Control

1. Exercising collective and proactive responsibility for effective oversight of the management of the University to support the achievement of its strategic goals.

2. Holding the Provost to account for the academic, corporate and financial management of the University.

3. Ensuring that the University supports the general welfare of students and staff.

4. Establishing the appropriate risk appetite for the University in support of its strategic goals and ensuring that risks are properly identified and managed.

5. Ensuring that appropriate systems of financial and operational control and accountability are put in place, which are effective and in line with best practice.

6. Ensuring systems are in place to meet all of the University's obligations regarding statutory and regulatory compliance.

7. Establishing processes to monitor and evaluate the performance of Board itself.

4. Recommendations for the Operation of Board

The purpose of the recommendations linked to the organisation of the Board's work is to enable:
- A meeting rhythm and agenda structure for the Board which supports substantial and systematic consideration of strategic issues, e.g. driving implementation of the strategic plan and strategic objectives;
- Building-in time and space for new and creative thinking to emerge;
- The effective exercise by Board of its oversight function;

- Constructive interaction and challenge between Board and Officers.

In order to facilitate a more holistic and strategic approach to agenda setting over the course of an academic year, and to situate the work of the Board within the context of the longer horizon of the strategic plan, the following recommendation is made:

a) **Board should approve an outline annual agenda for its work at the first Board meeting of each academic year, taking into account (i) the optimal timeline for consideration and decision on the key strategic and operational issues falling within its responsibilities and (ii) the current phase of implementation of the strategic plan.**

The most effective way of ensuring that strategic issues and dynamic risk management are given attention at Board level is to embed them into the normal meeting rhythm. It is therefore recommended that:

b) **The agenda for every Board meeting would include a specific heading under which individual issues/projects of strategic importance are raised and considered;**

c) **The Board agenda would include a quarterly 'dynamic' review of progress in the implementation of the Strategic Plan as a whole, allowing for any challenges arising to be discussed and addressed and key assumptions to be revisited when necessary;**

d) **Every Board agenda would include a 'dynamic' review of the key risks being managed by the University.**

Noting the link with the recommendations on the relationship between the Board and its Principal Committees in Section 4.1, it is recommended that:

e) **The Board should meet 6 times per academic year, with an agenda more focused on strategic issues (see recommendations a) to d) above);**

f) **In addition, there should be one dedicated strategy 'away-day' meeting per year;**

g) **The optimum duration of such meetings should be determined by the Board to facilitate appropriate time for discussion and debate;**

h) **This new rhythm of meetings should be reviewed by the Board after it has been in place for one academic year.**

4.1 Relationship between the Board and its Principal Committees

The Values and Principles underpinning Trinity's governance adopted by Board require clarity as to how the roles and responsibilities of the different elements of the governance system, including Board and its Principal Committees, are defined and discharged.

If Board is to change the focus of its work, there will need to be clarity about where and how matters which may no longer be dealt with directly by Board will be addressed. In so far as these are appropriate to be delegated to Principal Committees, their capacity to discharge these responsibilities effectively and in line with Trinity's governance values and principles will need to be assured.

As committees of Board, Principal Committees should reflect the responsibilities of Board for strategic direction and oversight. It is considered that there is considerable scope to enhance the effectiveness of the work of the Principal Committees as a whole and to strengthen their capacity in executing their role as delegated by the Board.

The following approach to enhance the role of Principal Committees in supporting the Board's oversight and strategy work is recommended:

a) The composition of Principal Committees should be reviewed, in consultation with the Fellows and with staff associations, with a view to enhancing representative involvement and strengthening the interface between the Principal Committees and the Board.

b) Each Principal Committee should have at least one Board member, who could be its chair, and who is tasked with speaking to the Committee's minutes at Board. Each Committee should have a mix of internal and external members. In addition, Committees should be empowered to propose to the Board the co-option of additional members (both internal and external) to ensure that an appropriate range of perspectives and competencies, both internal and external, are present on each Committee.

c) The terms of reference and working methods of each Principal Committee should be reviewed to ensure they are appropriately constituted (i) to reflect their policy and oversight responsibilities and (ii) also to ensure there is a clear distinction between the work of the Board Committees and the work of relevant management committees and groups. Operational matters should be relocated to management- or academic-led structures.

d) Board should delegate to each Principal Committee specific priorities and objectives aligned with the Strategic Plan and each Committee's Chair should report verbally on these on a regular basis to Board.

e) All Principal Committee Members, internal and external, should receive governance training.

f) The establishment of a new Principal Committee or Sub-Committee of the Board to support it in handling operational issues, including on governance and administration is also recommended.

An analysis of Board agendas and minutes for the academic year 2018/2019 suggested that such issues would mainly involve items usually currently considered under Sections C and D of the Board agenda e.g.
  - Governance, Administration, HR: Legal/Contractual Agreements, Library Loan Requests, Prizes, Nominations for Appointments, Approval of Interview Boards, Promotions, Probations

- Finance Administration: Related Entity Financial Reporting, Dollar Deposit Account, Commercial Loans for Capital Projects, Sealings.

It is recommended that the detailed remit and meeting rhythm of such a Committee would be decided by Board and could be altered to suit Board's needs and requirements at a given time. The Committee, as envisaged, would report to the following meeting of the full Board and its report would be considered by the Board under Section B of the agenda. The size and membership of the Committee would be a matter for Board to decide and the unions should be consulted on the matter of appropriate staff representation. To ensure no confusion with either the role or the name of the Executive Officers Group, and to make clear that it is a Committee of the Board, without responsibility for day-to-day management, the Committee could be called the **General Purposes Committee of Board** (or something similar).

It is considered that the current support structures for Committees should be reviewed in the context of ensuring coherence and a consistency of approach. Some are supported by the Secretary's Office, while support for others comes from the relevant functional area. It may be worthwhile to look at that balance.

5. Competencies required for Board members

5.1 Competencies and Selection Systems

The question of competencies - what individual Board members bring to the work of the Board and how they work together - is relevant in the context of Board effectiveness and composition.

In comparator Universities internationally, a mix of selection systems is used to constitute the Boards (also called Councils or, in Ireland, Governing Authorities), usually involving a dedicated Nominations Committee of the Board to search for external members who would then be nominated to the Board for appointment and the holding of elections for internal members. It is good practice for Boards to identify, in advance of vacancies arising, the key skills and competencies which would be most strategically valuable at a given time.

Since 2014, external members on Boards in the Irish public sector have been recruited through a publicly-conducted process managed by the Public Appointments Service process. In addition to a list of general competencies, vacancies are often advertised with a focus on the key competencies identified as most valuable for the particular Board at that point in time. To date, Ministerial nominations to HEI Governing Authorities, including to the Board in Trinity, have been handled by the Government Department responsible for higher education, using a similar process.

Proposed Competency Framework for Board Members (Considered by Board at its meeting of 22 April 2020)

Fundamental criteria for membership

1. Appreciation for and commitment to the collegiate nature of governance in Trinity and an understanding of the specific role and responsibilities of the Board.
2. Commitment to the values and principles underlying Trinity's governance.
3. Commitment to Trinity's broader mission and purposes of higher education and research.
4. Understanding of the strategic challenges facing the University and higher education nationally and globally.
5. Commitment to the principle of collective responsibility for Board's decisions and to a University-wide vision, rising above disciplinary concerns or the agendas of interest groups.
6. High ethical and professional standards.
7. The ability and willingness to dedicate time to a demanding role and to engage actively in the work of the Board, and its Principal Committees

Desirable specific competencies and skills (expertise and experience) reflecting the strategic needs of the University.
1. Knowledge and first-hand experience of academic practice in education and research.
2. Leadership of academic activities in education and research, including curriculum development and programme development, and financial aspects of running Schools, Centres, institutes, and Faculties.
3. Knowledge of international higher education and research standards and practice.
4. Leadership in student welfare and support, including pastoral support.
5. Senior leadership in successfully managing a large, complex organisations.
6. Knowledge of industrial relations matters in an Irish public sector context.
7. Knowledge of and experience of strategies to promote Equality, Diversity and Inclusion.
8. Expertise in Corporate Governance, Risk Management and Compliance.
9. Strategic and Financial Planning.
10. Community Engagement, Advocacy and Stakeholder Relations.
11. Digital transformation/Information Technology.
12. Infrastructure Development and oversight of large Capital Projects.
13. Knowledge of Innovation and Technology transfer activities in large knowledge-intensive organisation.
14. Experience of Sustainable Development strategies and practices.

5.2 Training and professional development

It is recommended that training in University governance should be part of a professional development programme for all new and aspiring Board members, including for new Fellows, recognising that Fellows are members of the Body Corporate with statutory responsibilities in College governance.

In addition, the professional development and leadership programmes offered by Human Resources for academic, professional and support staff should explicitly incorporate elements on College administration and governance.

Similar consideration should be given to supporting the development of leadership in student life, in consultation with the SU and the GSU.

6. Size, Composition, and Method of filling of Board positions

6.1 Size and Composition
In considering the future optimal size and composition of the Trinity Board, it is recommended that a size and composition be adopted:
- that appropriately reflects Trinity's distinct legal structure and system of governance, as set out in the Values and Principles of Trinity's Governance as agreed by Board (Section 3.1)
- that is capable of delivering effectively on all aspects of the Role and Responsibilities of the Board as agreed by Board (Section 3.2)
- that is part of an overall system of Governance (including the Board Committee structure addressed in Section 4.1) which would promote a positive dynamic working relationship and constructive tension between the Board and the Provost
- that enables collective ownership and oversight of Trinity's future direction
- that facilitates effective oversight and generates new ideas and insights to support Trinity to flourish as a globally competitive University.

The **composition of the Board** is of central importance, given its role in setting and driving strategy and ensuring Trinity's effective accountability to all of its stakeholders. The Board should have access to a wide range of perspectives, both internal and external, in the key areas affecting Trinity's successful operation as a globally competitive higher education institution. While the Board is not a representative body or a stakeholder forum, it is important that it has access to the unique internal perspectives and insights brought by academic staff, professional staff and students. It is also important that it has access to external competence and skills which may not be part of the internal community, and which can bring new perspectives to bear on Board deliberations and decisions. This will serve to further strengthen Trinity's position in the national and international higher education landscape through input to strategy development, bolstering Trinity's capacity to build relationships with external parties, and promoting global connectivity.

The **size of the Board** is also important in supporting its effectiveness in setting and driving strategy. The Board should be large enough to ensure a diversity of perspectives and a range of competencies/skills to fulfil its purpose, but it should be small enough that focused and interactive discussions are possible. A Board smaller than the current 27 member Board would allow time for greater engagement by individual members on strategic matters and facilitate a more dynamic exchange of ideas and a more thorough discussion of issues by all members than is currently possible. [12] Because of the potential for a smaller Board to have more interactive discussions, it would enhance the Board's cohesion and effectiveness in "exercising collective and proactive responsibility for effective oversight of the management

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[12] For example, if each member of the current 27 person Board was to make a contribution for 3 minutes on an agenda item, that agenda item alone would take 1 hour 20 minutes. It would not be unusual for a Trinity Board meeting to have 5 or 6 substantive items to discuss.

of the University" and in "holding the Provost to account for the academic, corporate and financial management of the University" [13].

Given these dimensions to the role of the Board, and in light of feedback received in the consultation, the Working Group noted the importance of maximising the role of other governance structures to allow for feedback and engagement between students and staff on the one hand and management on the other. This should enable students and staff to influence decisions taken which affect their interests and participate in the decision-making on Trinity's strategic direction.

The existing Board structure of 27 Board members, with 25 drawn from College Officers, Fellows, Staff and Students and 2 external members, was instituted following the Universities Act 1997 and the subsequently enacted Trinity College Dublin (Charters and Letters Patent Amendment) Act, 2000.

The characteristics of an alternative Board structure as recommended by the BRWG are listed below, and were arrived at independently of the Minister's legislative proposals in the course of our deliberations over the last year. In the bullet points below we describe the outcome of our deliberations and, where relevant, we have included the Minister's proposals as best as we understand them currently *in italics*):

- We propose a smaller overall number of members than is currently the case. The rationale underpinning this view is that it would lead to a more effective Board overall, supporting more focused and interactive discussion:
  - on the one hand allowing for more robust and detailed discussions on strategic matters, and facilitating the 'agency' of the Board in engaging more systematically and proactively on Trinity's strategic direction and identifying new opportunities;
  - on the other hand, enhancing the Board's cohesion and effectiveness in "exercising collective and proactive responsibility for effective oversight of the management of the University" and in "holding the Provost to account for the academic, corporate and financial management of the University".
  (Legislative proposals: Smaller than at present.)
- We propose that there is a majority of internal members on the Board. In the view of the Working Group this would maintain autonomy and reflect Trinity's distinct collegiate approach to governance and its unique legal structure.
  (Legislative proposals: a greater number of external than internal members)
- We propose that there is a greater number of external members on the Board than there is currently (currently it is 2) and that the external members be chosen based exclusively on a competency framework. It is the Working Group's view that a greater number of external members would bring diverse external perspectives and valuable expertise to inform Board discussion and decisions "to enhance Trinity's capacity to compete and flourish in the global education and research landscape" [14]. Working Group members have suggested that the optimal proportion of this category of members would be in the region of 30-40%.

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[13] Role and Responsibilities of the Board, as approved by Board, April 2020.
[14] Role and Responsibilities of the Board, as approved by Board, April 2020

- The Working Group notes that while there are both advantages and disadvantages to the combined role of Board Chair and an organisation's Chief Officer (Provost in Trinity's case), it recommends separating the role of the Provost and the Chair of the Board [but only in the context of maintaining a majority of internal members on the Board]. Under the Code of Governance for Irish Universities it is envisaged that the Chair will manage effectively proceeding through the Board agenda and facilitate the effective functioning of the Board through dialogue "which is both constructive and challenging."[15] The Chair is expected to "promote a culture of openness and debate" through facilitating discussion by all Board members.[16] Section 17(9) of the Universities Act 1997 makes it clear that a Chair is not a full-time appointment and that the Chair "shall exercise no function in respect of the control and management of the university other than the functions of chairperson of the governing authority." If the decision is made to have an external chair then the role of the Chair would be clearly delineated. The responsibility of the Chair would be to conduct the business of Board, so that an atmosphere of frank engagement enables each member of the Board to contribute to well-considered policy decisions and effective oversight. In doing so, the Chair would respect and support the Provost's leadership and representative role within and outside the College community, while upholding Board's collective responsibility for the discharge of its responsibilities to the College community and to external stakeholders. There was general support in the consultation process for this change, reflecting current governance practices in other organisations in the separation of Board authority and management authority. It was also noted that the change would facilitate greater participation and engagement of the Provost in discussions of strategy and its rationale without the concurrent concern for the management of Board meetings. It was also noted, however, that in universities with which we have much in common historically (Oxford and Cambridge) the role of chair and Vice-Chancellor is not separated. Furthermore if Trinity were to implement the separation of the roles of Provost and Chairperson of the Board then it would need to be understood that management and governance would need to be enshrined in the Statutes and, perhaps more importantly, in Trinity's culture.
  (Legislative proposals: An external chairperson of the Board is proposed)

It is important that the principles of equality, diversity and inclusion are reflected in the composition of the Board. The current requirements in the Statutes in relation to diversity and gender should continue to apply. It is noted that the current mechanisms ensuring gender balance for elected members under the Statutes worked well and had stood the test of time. The same, or similar, mechanisms should be used in future. Trinity should aspire to a Board that is reflective of the diversity of the College community.

6.2 Proposals for the process of filling the positions on the proposed future Board

As regards **competencies** for Board Members, having reflected on the feedback in the consultation process and on the original competence framework proposed in its Consultation Paper, it is considered that a competency-based approach for all Board members (internal and external) , as set out in Section 5.1 above, will deliver the best outcome for Trinity.

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[15] *Code of Governance for Irish Universities* (2019) Code Provision 2.1, 2.2.
[16] *Code of Governance for Irish Universities* (2019) Code Provision 2.2.

Internal Members

The composition of the **internal staff** membership should be informed by the competency framework. It should continue to include the Provost, Officer Fellows, and elected members of the Fellows, and the wider community of academic, professional, administrative and support staff. It is proposed that the Provost, Fellows and staff would make up the majority, with specific categories for elected Fellows, academic staff and professional, administrative and support staff.

Elected members would continue to be elected by their respective constituencies. Candidates would be asked to provide a document to show how they would meet competencies, and this would be distributed to the electorate. There would be no assessment of the candidates' election documentation and decisions of candidates best able to contribute to Board would be a decision of the electorates.

The **Provost** would be a member *ex-officio*, elected under the Statutes, having demonstrated "significant academic standing; evidence of capacity for management and administration such as is required in an educational or equivalent institution; evidence of leadership skills and the ability to represent the College externally". The Provost reports to the Board, is appointed by the Board and removable by the Board, as per the current Statutes.

The **Vice-Provost/Chief Academic Officer, Bursar and Registrar** would continue to be nominated by the Provost for election by the Board as *ex-officio* members of Board. The BRWG recommends that the Senior Lecturer does not continue to be a member of the Board. In deciding on which Fellows would fulfil these roles as Board positions, the BRWG recommends that the Provost would introduce a formal selection process, having regard to stated competencies and including a formal consultation step with the Fellows. This could include the Provost seeking expressions of interest from Fellows for future nomination. In seeking such expressions of interest, the Provost could set down a set of competencies which would mirror and complement the competencies sought for elected and external members of the Board.

Student Representatives: Board membership and its inherent responsibilities form part of the role of the respective student union presidents who are elected annually to these positions. The principle of student representation for the SU and the GSU would be maintained, with a specific category for students which would see the SU and GSU Presidents serving *ex-officio*.

External Members

Nominations for the External members would be made by a Nominations Committee of the Board (possible membership: Chairperson of the Board (chair), Provost, 2 Internal Board Members, 2 External Board Members, 1 Public Appointments Service Nominee). The Nominations Committee could also employ a professional search firm to assist. Drawing on the list provided in Section 5.1 above, competencies for external members would be decided by the Board depending on need at the time. Nominations would be brought by the Nominations Committee to the Board, and the final decision rests with the Board regarding the appointment.

Individuals of the highest professional calibre and expertise should be sought for these positions. Examples of the type of individuals would include those with experience in the private sector, or in leadership roles in large public sector organisations, or those with a background in finance, property, law, educational access, Equality, Diversity and Inclusion, global business, fundraising, delivery of large capital projects; international influence in sectors such as digital innovation, international relations, sustainable development.

External Chair

The **Chairperson of the Board** will require particular competencies, in addition to those required of other external Board members, with the addition of specific and significant expertise in chairing high level, Board and Committee meetings and bringing complex and sensitive matters on the agenda to a satisfactory conclusion. It is proposed that the term of a Chairperson would be three years, and the Chairperson could serve a maximum of two terms.[17] The Chairperson can be removed by a vote of the Board. The Chairperson of the Board would have the sole part-time role of chairing the Board and would not represent the University externally nor be involved in internal affairs of the College. Should the Chair become vacant the Provost would chair the Board until a new Chairperson is appointed.

An additional requirement is to achieve an effective and beneficial working relationship with the Provost, recognising at all times the Provost role as Chief Officer and the person with responsibility for representing Trinity externally. The existing legislation in relation to the appointment of Chairs of Governing Authorities in the Universities Act, 1997, requires that that Chair must not be a staff member of the University or an existing member of the Governing Authority[18]. The Code of Governance for Irish Universities 2019 as approved by the Board also sets down some requirements such as responsibility for leadership of the Board and ensuring its effectiveness on all aspects of its role; displaying high standards of integrity and probity and setting expectations regarding culture, values and behaviours for the university, and for the tone of discussions at governing authority level.[19]

Proposed competencies for the External Chair of the Board are as follows:

- Experience and/or expertise relating to matters connected to education, teaching and learning, research, international perspectives, organisational and financial governance, management or public administration[20]
- High level Chairing experience
- Strong stakeholder engagement experience
- Organisational leadership skills

Personal Attributes
While it is not feasible to include the following Personal Attributes in the competence criteria, it is proposed that these traits are also signalled as desirable in the selected candidate:

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[17] The legislative proposals contemplate a maximum of eight years.
[18] Chair of the Governing Authority/Board, provision in the Universities Act, 1997, Section 17 and Third Schedule
[19] HEA/IUA Code of Governance 2019, 2. Role of the Chairperson, Guiding Principles
[20] This text reflects Head 77 of the legislative proposals.

- Excellent listening ability, respect for other member contributions and viewpoints and ability to facilitate decision-making
- Constructive approach to conflict, challenge and debate
- Common sense and sound judgement
- Excellent time management skills
- Excellent interpersonal skills.

It would be essential to exercise discretion in the appointment process. **It is proposed that a 'Chairperson of the Board Nominations Committee' would consist of the Provost (Chair) and two Board members, one internal and one external.** In addition to suggestions made by members of this Committee, Board members would be invited to make nominations/suggestions to the Committee; public advertisement and search consultants could also be used. To ensure independence of the chair the Chancellor, Pro-Chancellors, the Visitor, and Board members or current or retired or former staff of the college will not be eligible. **The Provost would bring forward one nominee for consideration by the Board and the Chairperson would be appointed by the Board.** If the nomination is rejected the process is repeated.

7. Relationship and communications between the Board and other key governance structures

If the foundational values and principles of Trinity regarding collegiality and participation are to be fully reflected in College governance, the implications go beyond the formal structures of Board and its Principal Committees, to the broader processes of leadership and management.

It is recommended that the following structural elements should be put in place to support this:
- a more structured process of involvement by Fellows in the nomination of those College Officers who are *ex officio* members of Board (see Section 6.2);
- formalisation of consultative mechanisms with the Fellows, such as the current practice of monthly meetings of the Standing Committee of the Fellows with the Provost;
- structured consultation with Fellows, the wider academic community, professional, administrative and support staff and students on the preparation and review of College strategy;
- greater engagement of the whole College community in the preparation and review of College strategy;
- a review of relevant HR policies and practices, including professional development, in support of an inclusive culture of consideration and engagement for the professional, administrative and support staff.

In addition, the role of Council in upholding academic standards and supervising and controlling the academic affairs of the College should be highlighted.

8.   Conclusion

The BRWG makes its report to Board at a time when far-reaching legislative changes are being developed by the Government. As in the past, the challenge for Trinity College will be to secure the best of its collegiate tradition which has underpinned its flourishing, while at the same time securing the confidence of the wider community, including the Government, that its structures and procedures have developed in line with good practice. It will be for Board to consider how best to engage with the public authorities, and in particular with the Department of Further and Higher Education, Research, Innovation and Science. The Group welcomes the acknowledgement by the Minister and the Department that the distinctive features of Trinity's governance are being reflected in the preparation of the new legislation. The Group believes that a successful outcome to this process can be accommodated through the mechanism of a Private Bill to be introduced in the Oireachtas and to be enacted following the passing of the Higher Education Bill 2021. The provisions of such a Private Bill should reflect changes approved by the Body Corporate (including the Provost, Fellows, Foundation Scholars and other Board members), with Trinity's Statutes being amended with the assent of the Fellows on the passing of the relevant legislation. A description of the procedures regarding enactment of a Private Bill regarding Trinity's governance is contained in Appendix 5.

The Group believe that an evolution in governance on the basis of these recommendations will secure the best interests of the College community and meet the expectations of all who share our commitment to the continued flourishing of Trinity College.

Mr. Dermot McCarthy (Chair), Dr Patrick Prendergast (Provost), Professor Cliona O' Farrelly (Chair of the Fellows), Professor Paula Murphy, Professor Deirdre Ahern, Professor Robbie Gilligan, Mr. Fergal Naughton, Dr Claire Laudet, Mr Eoin Hand, Ms Gisèle Scanlon, Mr John Coman.

Members of the Board Review Working Group

Appendix 1 - Terms of Reference – Board Review Working Group [21]

Objectives:
To review the Board and explore alternative options with the aim to -
- encourage a strong sense of ownership and engagement by all Board members;
- enable and enhance Trinity's ability to deliver its Strategic Plan;
- ensure a robust governance structure for the University;
- enhance the effectiveness of the Board;
- ensure legitimacy, transparency and accountability;
- optimise information flows across the University;
- enable efficient and effective decision-making; and
- ensure global/national strategic alignment and oversight.

Membership:

Board Members	Provost, Registrar, Professor Deirdre Ahern, Professor Robbie Gilligan, Dr Claire Laudet [22]
2 Student Board Members	President of the Students' Union, President of the Graduate Students Union
Chair of the Fellows	Professor Cliona O' Farrelly
2 external members	Mr. Dermot McCarthy (Chair), Mr. Fergal Naughton, CEO of Glen Dimplex

Terms of Reference:
- To review the size, composition and terms of Board membership, including, but not limited to, selection systems to ensure that the Board has access to the skills and competencies required to foster effectiveness and efficiency in decision making and suggest alternatives as appropriate;
- To review the work of the Board and the agenda setting processes and give consideration to the strategic/operational balance of the items considered by the Board.
- To consider the frequency and duration of meetings and examine ways of ensuring that the time of Board members is optimised;
- To review the current combination of the role of the Chair and the Provost;
- To review Board Committees' composition and work;
- To review the balance and effectiveness of communications between the Board and Officers and Board communication generally;
- To review relevant existing legislation and Statutes and outline any amendments that would be required to facilitate those changes arising from any recommendations proposed by the Group.

Implementation:
To propose a phased introduction of all relevant proposals in a timely manner.

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[21] BD/17-18/279

[22] Professor Robbie Gilligan, Professor Deirdre Ahern and Dr Claire Laudet continued as members of the Working Group following completion of their Board terms. Similarly, Professor Paula Murphy's membership of the Working Group has continued after the end of her term as Registrar. The Group's work was supported by Sinéad Ryan and Sheena Brown.

Appendix 2 – High-level summary of comparative approaches to governance in world leading universities

International approaches

The table overleaf sets out a high-level comparison of Trinity's current governance structures with a set of comparator international Universities. The comparator Universities were: Kings College London, the University of Edinburgh, Oxford University, the University of Leiden, the University of Melbourne and McGill University. They were chosen for their standing and reputation as world-leading institutions facing similar challenges to Trinity. While they are operating in a range of differing policy and oversight contexts, the broad system and structures of governance in the relevant countries is sufficiently similar to draw useful insights.

The higher education sector in Ireland

In addition to reflecting on the international context, the Working Group also looked at the Irish higher education context, currently operating under the Universities Act, 1997 and the IUA/HEA Code of Governance 2019.

Size and composition of the Governing Authority

IUA members – the Universities Act 1997 provides for up to 40 members, under defined constituencies (including graduates, local politicians, arts and culture). Internal representation includes staff and student representation. There is an external chair and a majority of external members.

Technological Universities - the Technological Universities Act 2018 provides for between 14-22 Governing Authority members. There is an external chair and a majority of external members.

National College of Art and Design – the 1971 legislation establishing NCAD provides for a Board of 11 members, with a majority of external Ministerial appointees, including the Chair.

Frequency of meetings

IUA – 5-6 meetings per year. NCAD – 6-8 meetings per year.

	Trinity – current position	Set of Comparator Universities internationally
Agenda setting processes of the Board	The agenda for Board meetings is drawn up by the Secretary and approved by the Provost. Members wishing to make an input should consult with the Secretary at least two weeks before the Board meeting.	It is practice for an annual calendar of Board agenda items to be developed, to facilitate planning and inclusion of discussion on strategic matters.
Strategic/operational balance of the items considered by the Board	As set out in Standing Orders, Board agenda are currently divided into the following sections: A.1: Policy matters within the Original and Exclusive Jurisdiction of Board A.2: Policy Matters for discussion which have already been considered by Principal Committees B: Reports from Principal Committees C: Matters for noting, or approval, or both D: Personnel matters.	Some University Governing authorities develop an outline longer-term plan of work, aligned with the institution's strategic plan, which is reviewed by the Governing Authority on an ongoing/rolling basis. This approach is reflected in the structure of their agendas
Frequency of meetings	12 formal meetings per year	6 meetings per academic year - in some cases preceded by a 'Strategy Session' on the evening before. In other cases, there is a specific Strategy Away Day on an annual basis.
Committees	The current Principal Committees of Board are set out below: • Audit Committee • Estates Policy Committee • Finance Committee • Human Resources Committee • Library and Information Policy Committee In addition, the University Council has a mandate under the Statutes to 'control the academic affairs of the University' The Terms of Reference, composition and membership of Principal Committees vary. Apart from the Audit Committee, they are chaired by an elected member of the Board. They report to Board under Standing Item B on the Board agenda (see above). Reports are usually by way of written minutes of recent Committee meetings.	A review of the Standing Committees of the Governing Authorities in comparator universities shows a similar approach to Trinity. The following are examples: • Audit Committee • Risk Committee • Finance Committee • Nominations Committee (for the purpose of appointment of new Governing Authority Members) • Governance and Ethics Committee • Human Resources Committee • Remuneration Committee • Executive Committee • IT/Digital Technology Committee • Estates Strategy Committee/Building and Property Committee • Sustainability Committee/Social Responsibility Committee Committees can report verbally to the Board as part of a thematic approach to addressing strategic issues on the Board's agenda
Size and Composition **Competencies and Selection Systems**	Board currently has 27 members as follows: *Internal* *5 Ex officio College Officers:* Provost, VP/CAO, Registrar, Bursar and Dean of Undergraduate Studies *Elected Members* 8 Fellows and Fellow Professors (6+2) 5 Non-Fellow Academic Staff 3 members of the Professional, Administrative and Support Staff *Student representatives* 4 Student representatives, including the President of the Students Union and the President of the Graduate Students Union *External* 2 External Members, of whom 1 is appointed by the Minister for Education and Skills	The comparator Universities are operating in a range of policy and oversight contexts, and this is reflected in the varying size and composition of their Governing Authorities. It is however possible to draw out the following general points to note: - Smaller membership than average Irish HEI currently - The Governing Authorities have a majority of external members - Internal staff representation (academic and professional) is usual, often with competency framework - Chair and Chief Officer roles are usually separate, Chief Officer is an ex-officio member of the Board - Student representation (sometimes non-voting) In general, a Nominations Committee conducts a process through which Members are ultimately nominated to the Governing Authority in line with a set of competences. In some cases, the same process applies for internal and external members, but in others it differs depending on membership category.

Summary

Trinity College Dublin ('Trinity'), together with the other six universities in the Irish Universities Association (the 'IUA'), finds much with which it can agree in the proposals set out in the Consultation Paper issued by the Department. There are, however, significant elements of the proposals which appear to be at variance with the stated intent of this legislative initiative, as well as presenting fundamental difficulties from Trinity's perspective.

There is merit in bringing greater legislative definition to the engagement between the HEA and the institutions it funds, as well as properly facilitating the governance required to manage rapid change in the university sector. Similarly, Trinity fully subscribes to the principle that all Irish academic institutions should have a clear responsibility to operate in accordance with best practice, secure the best possible outcomes and account publicly for their performance.

We are also supportive of the ambition set out in the paper for a model that allows strong internal governance with a strengthened oversight and support role for the HEA of the sector as a whole. Unfortunately, the proposals set out in the Consultation Paper do not provide for such a model. The issues of concern highlighted in the response to the Consultation Paper by the IUA regarding the emphasis on control and the dangers created by an approach to regulation which unduly restricts the autonomy and flexibility of individual institutions are fully shared by Trinity College.

In addition, there are specific proposals in the Consultation Paper regarding the internal governance of higher education institutions which raise the most profound difficulties for Trinity. In particular, the specific shared governance model proposed in the Consultation Paper is unnecessarily prescriptive, given the stated objective of developing a culture of positive and effective governance and accountability within Irish academic institutions.

The proposed model of distinct executive, corporate and academic governance is one, but only one model and, in the experience of Trinity and many globally significant research-led institutions, not the most effective way of creating an appropriate relationship between the executive, corporate and academic dimensions of the life of a university.

Trinity College is deeply concerned that this highly prescriptive approach threatens to undo the characteristic structure and tradition of Trinity which has marked its flourishing and contribution to society since its foundation in 1592. It would be, to say the least, at variance with the stated intent to secure vibrancy and autonomy within the higher education sector if the proposed legislation had the effect of extinguishing the essential features of Trinity's legal structure and tradition. Moreover, we believe that this is not just a matter of terminating time-honoured traditions; it risks undermining a key to Trinity's strong performance in education and research as a globally significant institution which makes a remarkable contribution to national life and well-being.

In particular, the structure of College provides in its Board an explicit and effective approach to shared governance that combines the corporate, executive and academic strands. The Consultation Paper misunderstands the reality of strong academic and staff participation in Trinity's Board. While internal members are, for the most part, elected they function, not as sectional representatives, but bring their expertise and insights to the development of strategy and the direction of the University. In doing so, they mobilise the enthusiasm and vision of the academic community to perform to the highest standards in alignment with the goals of the University as a whole. Together with external members, they are not simply overseers of separate executive and academic activities but active shapers of thinking and decision-making in a structure which has served Trinity well over many decades.

It is, of course, right that governance arrangements and structures should be subject to critical review and, as has been the case in Trinity on a number of occasions, redesigned to reflect changing circumstances. It was precisely the recognition of the need for such renewal that prompted the Board of Trinity to establish a comprehensive review of its own governance. The proposals emerging from our review process are fully capable of delivering the strong governance required to provide effective accountability and oversight, while strengthening the capacity for strategic leadership, without undermining the collegiate traditions and structures which are at the heart of Trinity's identity.

This initial submission elaborates on these crucial points and points towards a legislative settlement which can enable a renewal of Trinity's governance within its legal structures and traditions in ways that are consistent with the overall goals of the proposed legislation. The precedent created by the provision made in the Universities Act 1997 for a Private Bill to effect appropriate changes in Trinity's governance can again provide a basis for accommodating Trinity's legal structure and traditions within the framework of sectoral legislation.

1.   Introduction

Trinity welcomed the establishment of the Department of Further and Higher Education, Research, Innovation and Science and now welcomes the opportunity provided by Minister for Further and Higher Education, Research, Innovation and Science, Simon Harris TD and his Department to contribute to this Consultation.[23]

This submission represents an initial submission given the very short-time frame for consultation afforded.[24] We affirm the value of continuing regulatory dialogue and responsive regulation to inform optimal outcomes and the importance of further opportunities for stakeholder engagement as the proposals develop.

Aligning accountability with appropriate respect for autonomy is vital in a sector that is both established and evolving and is far from homogeneous in institutional make-up. Regulation must be carefully designed, and proportionality and fit are central when devising the extent and application of regulation. We believe that the success of this proposed measure as it develops will be measured by stakeholders across the higher education sector, and the nation at large, in terms of both anticipated and unanticipated outcomes. To avoid negative overreach in terms of impacts on effective institutional performance, much depends on employing deftness of regulatory approach and, where appropriate, flexibility of touch as the proposals take shape.

Responsive regulation recognises that a 'one size fits all' approach in legislation is not always the most suitable answer. A reflexive bottom-up approach recognises the value of continuing meaningful stakeholder involvement in determining regulatory fit. There is a great deal in the Consultation Paper.

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[23] Department of Further and Higher Education, Research, Innovation and Science *Update on the Reform of the Higher Education Authority Act, 1971: A Shared Approach* (February 19. 2021) https://www.gov.ie/en/publication/46421-consultation-report-on-reform-of-the-higher-education-authority-act-1971/ (the 'Consultation Paper').

[24] The timeframe for responding to the Consultation Paper was just two weeks from 19 February to 5 March 2021 which did not allow us adequate time for appropriate levels of consultation with the many groups who have a legitimate interest in Trinity governance, including Fellows of the College, students, staff representative groups, and external stakeholders. This therefore represents an initial submission which may be supplemented by a further submission after further reflection and/or consultation has taken place.

Reflecting upon it, this initial submission by Trinity highlights the critical importance of respecting Trinity's distinct legal structure and of recognising the value of its collegiate governance model. This submission is informed by a comprehensive internal governance review and reflection process that has been taking place within Trinity for more than a year now. Central to the work of the Board Review Working Group is recognition that an appropriate governance structure for Trinity "will be one that reflects its long and distinguished tradition of scholarship, and promotes its standing among the most successful research-led universities in the world."

2.   General Observations on the Consultation Paper

(i)   Trinity affirms the value of transparency to underpin accountability for State investments, revenues derived from other funders including philanthropic donors, and fees paid by students;

(ii)   Trinity supports the importance of strong and transparent internal governance to underpin how universities function, including for Technological Universities as they continue to come on stream;

(iii)   Higher Education Institutions ('HEIs') are characterised as autonomous institutions within the Universities Act 1997, the Institutes of Technology Acts 1992 to 2006 and the Technological Universities Act 2018. Within the meaning of these Acts, as autonomous bodies they are responsible for their own day-to-day management and operational affairs;

(iv)   Trinity sees respect for institutional autonomy as fundamental to the success of higher education;

(v)   Trinity considers that to be effective and beneficial, the proposed changes of internal governance must be appropriate to how Trinity is structured and to best achieving good governance for it;

(vi)   In devising proportionate accountability frameworks Trinity believes that regard must also be had to the wider funding landscape in which HEIs operate including the diversity of

models deployed to generate revenues. Exchequer funding covers only a minority (approximately 40%) of the operating costs of the College. This means that Trinity's Board must take on responsibilities for revenue generation while also optimally innovating and sensitively focusing on strategic direction within and beyond its core mission of education and research, without jeopardising that core mission;

(vii)   Governance is not only about accountability. Governance is usually taken to refer to supervision and monitoring on the one hand and setting strategic direction on the other. Trinity notes that a focus on oversight should not override the pivotal importance of having the institutional autonomy and governance composition to best identify opportunities to drive Trinity's national and global success and competitiveness;

(viii)   Legislative proposals should not inappropriately constrain a higher education institution in determining the scope of the functions of its governing bodies including its Academic Council (in Trinity, its University Council ('Council')) and Governing Authority (in Trinity, its Board);

(ix)   A regulatory strategy which is designed around a risk-based approach which is proportionate and fit for purpose should not extend beyond what is necessary to achieve its purpose;

(x)   Trinity affirms the governance value of its own internal Board review process and the appropriateness of integrating it within the proposed reforms by means of a Private Act.

3. The Legal, Organisational and Ownership Structure of Trinity College Dublin

The expressed aim of the proposed co-regulation model is "to ensure objective oversight and independence at institutional level. This will fully respect institutional autonomy but also provides for accountability and appropriate escalation of any issues not resolved at HEI level".[25] Getting the balance right is crucial in a co-regulation model. We strongly support the following principles expressed in the Consultation Paper:

(i)   the primary responsibility for governance of a HEI should reside within a HEI; and

(ii)   Institutional autonomy should be respected.[26]

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[25] Consultation Paper, p.5.
[26] Consultation Paper, p.5.

It is vital to respect institutions' chosen governing bodies and their functions and existing effective embedded practices that are clearly set out and that do fulfil good governance.

When setting out the general statutory framework for internal governance of HEIs the Consultation Paper does not expressly deal with the special legal position of Trinity. This arises by virtue of the additional relevance of its foundational and governing framework including its Charters and Letters Patent (as amended), the Trinity College Dublin (Charters and Letters Patent Amendment) Act 2000, and the Consolidated Statutes of the College and University (as amended) ('Statutes') which regulate the internal affairs of the College and provide for its governance structures. We contend that Trinity's distinct context and legal heritage separates it from other institutions and demands careful attention in any legislative scheme.

First established by Charter in 1592 on the model of the Oxford and Cambridge Colleges, Trinity College Dublin is in legal form a body corporate or corporation with perpetual succession of the Provost, Fellows and Scholars of the College who in effect legally embody the College.[27] Later, in recognition of representation in governance, other members of Trinity's Board were added to this designation. The College Green site and adjacent lands were granted to "the Provost, Fellows and Scholars" and their successors in title in perpetuity by the Mayor and Corporation of Dublin on 21 July 1592. Trinity's governance in its Board is set out in the College Statutes and is based on a collegiate governance model involving election of members of the community to the Board, and pluralism underpinned by stakeholder representation.

Trinity has a centuries' old tradition of independence which has been respected by many governments over the years. That tradition cherishes academic excellence, education across the island of Ireland, freedom of thought and the views of the country's many minorities.

Over the decades, governments of many hues have adopted measures to respect Trinity's unique position in Irish life. Taoiseach Éamon de Valera was at pains to ensure Trinity's independence in the 1940s and this tradition continued into the 1990s and beyond. The reforming Universities Act 1997 (the

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[27] The legal name of the College is 'the Provost, Fellows, Foundation Scholars and the other members of Board, of the College of the Holy and Undivided Trinity of Queen Elizabeth near Dublin' (Section 2(2) on the Chapter on the Body Corporate in the 2010 Consolidated Statutes of Trinity College and the University of Dublin).

'1997 Act') contained provisions which specifically permitted Trinity to be excluded from some aspects of the Act and allowed Trinity to institute its own reforms to the composition of its Board in order to preserve and respect the University's character and principles. Section 4(2) and (3) of the 1997 Act provided that certain sections of that Act would not apply to Trinity if within a three year period a Private Act was passed by the Oireachtas amending, in a manner consistent with the purpose and substance of those sections, the charters and letters patent under which Trinity College and the University of Dublin was incorporated. This resulted in a Private Act of the Oireachtas in 2000, initiated by Trinity, the Trinity College Dublin (Charters and Letters Patent Amendment) Act 2000 (the '2000 Act').[28]

Reflecting on the precedent of the 2000 Act, we advocate that it would be sensible for a similar mechanism that makes provision for adoption of a Private Bill to be included in drafting the scheme of the Bill under discussion in order to be sympathetic to Trinity's unique legal character when undertaking reforms. This would respect Trinity's distinct legal structure and enable Trinity's community to complete the internal reform process already in progress, and instigate those reforms as was done pursuant to the 1997 Act. This was successfully achieved in the 2000 Act.

Proceeding by way of a Private Act would allow Trinity the flexibility to make many of the changes proposed under the new legislation while retaining the collegiate governance structures that have served the University, the students and the Irish people well for centuries. Trinity's governance has been an important factor in its strong performance as Ireland's highest ranked university in all rankings.

Within a co-regulation model, the importance of respecting university autonomy and individuality is critical. While providing a framework to ensure good governance in the sector, the State must be careful not to undermine elements that already work well in Trinity and should take stock of internal reforms that are underway in Trinity detailed below. Otherwise the core objective to "maintain and enhance the reputation of the higher education sector, including international reputation"[29] may not be attained.

4.   Composition and Size of Governing Authority/Board

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[28] http://www.irishstatutebook.ie/eli/2000/prv/1/enacted/en/print.html.

[29] Consultation Paper, p.4.

Given the responsibilities and fiduciary duties associated with being a member of a governing authority, a governing authority must be appropriately constituted. When formulating composition, board balance is a well-understood precept in corporate governance to aid optimal functioning and dynamics. An unbalanced board with the wrong make-up will not perform effectively in the range of its functions covering supervision, monitoring and strategy. Legislative intervention should avoid a prescription that assumes that a 'one size fits all approach' will operate evenly and uniformly across the HEI sector to improve governance. Similarly, it should respect the autonomy of a HEI to suitably organise and periodically review its governing authority's ability to effectively deliver good governance unless proven otherwise.

Any proposals that could indirectly significantly impede Trinity's stakeholder governance would be most unfortunate and undesirable both in principle and in practice as counter-productive in governance terms. Our experience is that Trinity's collegiate governance model works as a governance and accountability model. Trinity's experience of shared governance is not simply a matter of sharing out governance responsibilities through designating them as 'corporate' or 'academic' or 'executive'; governance is cross-cutting and all parts contribute to the mission of excellence in education and research.

For Trinity, providing for a majority of external representation would be contrary to long-established collegiate governance principles embedded in its Statutes. Having the collective buy-in of our College community to Trinity's governance gives it credibility and strengthens its effectiveness. All members of the Board make a declaration to act in the College's best interests and there is no evidence of elected members acting for vested interests. At the centre of this approach is a realisation of the importance of integrating stakeholders through democratic procedures of election.

Replacing Trinity's effective collegiate Board model with a very small Board with a majority of external members may have the potential to curb risk in an objective sense, but at what cost? Fellows of Trinity College have legitimately expressed the view that extreme care must be taken to avoid endangering the flourishing of this university to its full based on a tried and tested model of majority governance by internal members supplemented by the additional voices of a minority of external members chosen with reference to a Competency Framework approved by the Board. The world leader in governance, the UK Financial Reporting Council, highlighting the role of board culture, has emphasised the importance of aligning mission, values and strategy in effectively achieving long-term sustainable

performance.[30] In Trinity a Board with a majority of external members would have its functioning impaired by the twin problems of a knowledge deficit and a representation and morale deficit.

The proposed size in the Consultation Paper of the Governing Authority composition of a maximum of 12 members goes far beyond the scope of the Technological Universities Act 2018 (the '2018 Act'). It is unclear what the impetus is for such a radical reduction in size. There is reliance in the Consultation Paper on the policy document *National Strategy for Education to 2030* published just over a decade ago in January 2011 concerning smaller governing bodies for HEIs.[31] Subsequently, legislative preference in section 12) of the 2018 Act was for a more workable range of between 14-22 members which would enable more diversity while ensuring principles of composition are respected. We would suggest that this range is a more appropriate starting base for a Trinity Board. Trinity will be having further discussions at Board, and at the Board Review Working Group, on the position on the issue of size, but we believe that the size range in the 2018 Act could be acceptable to Trinity stakeholders in Trinity's governance, having regard to how Trinity is legally constituted and optimally functions for best performance and success across its education and research missions.

While acknowledging the potential to reduce Trinity's Board size and make other changes, to fail to allow a sufficient majority of internal members from among the Fellows and staff, as well as students, may indeed satisfy accountability but would not sufficiently enable the informed vision and insight of its staff needed for strategic direction as befits a university of Trinity's stature and ambition. We believe this deficit would not be remedied by the role played by Trinity's Council. Trinity's Board is not a mere supervisory Board, tasked solely with oversight and accountability. Pursuant to section 2(4) of the Chapter on Board in the College Statutes, Board is directed "to do all things necessary or expedient to further the objects and development of College" including those functions of a university contemplated in section 13 of the 1997 Act. For Trinity the discussion of strategic academic matters, and financial/corporate matters must happen together at the Board for a successful strategic plan to be devised, approved, and monitored to a successful conclusion. In relation to the proposals to vastly reduce the size of the Board and leave no more than 4 staff members, consultation is no substitute for a seat at the decision-making table of Trinity's Board. Furthermore, affirming our commitment to stakeholder-inclusive governance, whose values we long share by tradition and experience, the suggestion in the Consultation Paper that "other participatory mechanisms can be provided to capture

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[30] Financial Reporting Council, *Corporate Culture and the Role of Boards* (2016).

[31] Consultation Paper, p.9.

representational views which are compatible with good governance and accountability ... in the HEI"[32] would be a retrograde one for Trinity given its governance model with rights of elected stakeholder participation set out in its Statutes.

Participating in leadership and risk management goes beyond formulaic accountability checks and balances. Trinity's Board must understand Trinity from the inside out as well as from the outside in and be capable of dynamically steering Trinity in a globally competitive environment where risks and opportunities co-exist. We believe that the principles of competence and representation should be aligned and we support the value of a competence-based framework. This forms part of discussions on reforms through the work of Trinity's Board Review Working Group.

Trinity does not believe that the proposed Ministerial appointment of external members to its Board with the approval of the institution represents best practice. We believe that a nominations committee of the Board should be tasked with the responsibility for finding suitably competent candidates for nomination, with reference to a Competency Framework approved by the Board.

5.   Reforms Initiated by Trinity College's Board

This Section outlines Trinity's current internal Board reform process. Section 3(5) of the 2000 Act allows its provisions relating to the Board of Trinity to be amended by the College's internal "statutes and ordinances for the governance of the College in accordance with the College's statutory procedures for such alterations and amendments" provided that such alterations must be consistent with "the purpose and the substance" of section 4(2) of the 1997 Act. Trinity is progressing a bottom-up approach in order to arrive at the right governance refreshment solution for Trinity. This process can be built on by the State in close partnership with Trinity in a Private Bill to ensure appropriateness of fit and buy-in within the Trinity community.

Establishment of the Board Review Working Group

Following a Board self-evaluation in accordance with Trinity's own Code of Governance, the Board decided to establish a dedicated Working Group to consider the key issues arising with a membership consisting of the Provost, Registrar, Board, Fellows,[33] other academic staff, students, alumni and an

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[32] Consultation Paper, p.16.
[33] Fellows have prescribed rights of elected representation on Board under the College Statutes.

external Chair, Mr Dermot McCarthy. The Board Review Working Group first met in November 2019 and reported to Board on a regular basis between January and June 2020 to update on progress and seek feedback on its work. Following the Working Group's progress update to Board in June 2020, a consultation process was launched to seek input and feedback from the College community to inform the Working Group's final report.

Below we describe the agreed outcomes to date of the Board Review Working Group's deliberations and consultations which include an entirely new Board-approved statement of (i) *Trinity's Governance Values and Principles* and (ii) *The Role and Responsibilities of Trinity's Board.* These were approved by the Trinity Board on 26 February 2020 and 22 April 2020 and constitute the current thinking of Trinity on the purposes and objectives of the Trinity Board.

We then highlight key aspects of the current proposals that are at variance with the values and principles of governance required by Trinity, which we believe do not appropriately capture or align with the role and responsibilities of a Board of a leading research university operating under a collegiate governance model.

We begin by presenting the approvals granted by the Trinity Board regarding (a) Governance Values and Principles, and (b) the Role and Responsibilities of Board.

Statement of Trinity's Governance Values and Principles Approved by Board

Following discussion and feedback at Board, the text of the Values and Principles in Figure 1 below was approved by the Board on 26 February 2020 and is set out below. The intention is that all aspects of Trinity's governance structures and practice should be consistent with and judged against these Values and Principles.

Fig. 1 Statement of Trinity's Values and Principles Underpinning Our Governance as approved by the Trinity Board on 26th of February, 2020

Values and Principles Underpinning Our Governance

The mission of the University is [34]:

Civic Action - Through our teaching, research and public engagement, we courageously advance the cause of a pluralistic, just and sustainable society.

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[34] Strategic Plan 2020-2025 as approved by Board

Organisation - We foster an effective and flexible organisation, which values all members of our community.

Research - Pursued at the frontiers and intersections of disciplines, our research benefits our students, Ireland, and the world.

Education – We challenge our students to think independently, communicate effectively, act responsibly, and develop continuously, equipping them for lives of active citizenship.

To that end, the following values and principles underpin our governance:

Governance Values

1. **Academic Freedom** - we preserve and promote the principle of academic freedom in the conduct of our internal and external affairs.

2. **Autonomy** - we value autonomy, allied with accountability, as the best way to advance our strategic mission in education and research, which benefits our students, Ireland and the world.

3. **Accountability** – we ensure full accountability to our diverse internal and external stakeholders, including students, staff, alumni, funders, government and local community.

4. **Engagement and impact** – our governance supports our strong record of contribution to society and provides a solid basis from which to shape our future impact in the world.

5. **Transparency** - we view transparency as essential to promoting confidence in our governance and decision-making.

6. **Collegiality and pluralism** - these values are grounded in our Statutes and informed by our unique legal structure.[35] They are expressed in the participation in our governance by members of the Trinity community, whose range of experience and perspectives enhances the quality of our decision-making.

7. **Integrity** - we are committed to integrity in the pursuit of our mission in education and research and in ensuring the effective management of the University.

Governance Principles

1. The governance system, based on **autonomy allied with accountability**, is consistent with our unique legal structure and is appropriate to advancing the mission of the University, which is the cultivation and practice of excellence in education and research.

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[35] (i) Charters and Letters Patent of the College - https://www.tcd.ie/Secretary/corporate/legal-faq/
(ii) Statutes - https://www.tcd.ie/registrar/assets/Statutes-December-2020.pdf
(iii) Trinity College Dublin (Charters and Letters Patent Amendment) Act, 2000 -
http://www.irishstatutebook.ie/eli/2000/prv/1/enacted/en/html
(iv) Universities Act, 1997 - http://www.irishstatutebook.ie/eli/1997/act/24/enacted/en/html

2. The governance system provides **direction and leadership**, and monitors and ensures progress towards achieving the strategic goals of the University.

3. The governance system enhances the University's capacity to **flourish as a globally significant institution**, including through the identification of strategic opportunities to realise its ambition.

4. The governance system provides **clarity regarding responsibility and accountability for key decisions**.

5. The governance system delivers **assurance regarding regulatory compliance**, protection of reputation and adherence to ethical standards of good practice.

6. The governance system ensures **institutional sustainability and underpins success** through effective systems of revenue generation, control and risk management.

7. The governance system supports **academic freedom** and includes academic governance that assures the highest standards of education and research.

8. The governance system **engages effectively** with internal and external stakeholders and secures support for the advancement of the mission of the University.

Statement of the Role and Responsibilities of Trinity's Board as Approved by the Board

Using the Values and Principles text approved by Board as a touchstone, the Board Review Working Group developed a text to capture the future role and responsibilities of the Trinity Board. The approach taken by the Working Group was informed by Trinity's unique legal structure and system of governance. It was also informed by the realities of the complex external environment within which a leading global University like Trinity must operate in order to flourish in its mission of education and research. In its work on this issue leading to the *Statement of the Role and Responsibilities of Trinity's Board* in Figure 2 below ultimately adopted by the Board, the Working Group examined and deliberated upon governance structures and practice in comparator universities nationally and internationally, as well as respected thinking (academic and practitioner) on the role of governance in supporting an organisation to flourish.

Fig. 2 The Role and Responsibilities of the Board in Trinity College Dublin as approved by the Trinity Board on 22nd April, 2020

The Role and Responsibilities of the Board in Trinity College Dublin

The primary function of the Board is to create, maintain and develop the conditions which enable the College community to flourish in its core mission of education and research. It does this by:

Strategy and Policy

1. Providing active direction and leadership to the University.

2. Setting Trinity's vision, mission, values and strategy and driving achievement of the University's strategic goals.

3. Providing support and constructive challenge to the Provost[36] in the exercise of his/her functions and agreeing clear goals against which his/her performance can be measured.

4. Harnessing the diversity of perspectives and expertise among internal and external Board Members to enhance Trinity's capacity to compete and flourish in the global education and research landscape.

5. Being a proactive, energetic driver of Trinity's ambitions, identifying new strategic opportunities and competently anticipating and addressing challenges as they arise.

6. Promoting the financial wellbeing and resilience of the University and ensuring the rationale for major investment decisions and capital projects is grounded in robust analysis.

7. Fostering the trust of the diverse internal College community, as well as external parties, and ensuring that the University's obligations to all stakeholders are met.

8. Upholding Trinity's reputation and good name and acting in the University's best interests in the determination of all matters which come before it.

Accountability, Oversight and Control

1. Exercising collective and proactive responsibility for effective oversight of the management of the University to support the achievement of its strategic goals.

2. Holding the Provost to account for the academic, corporate and financial management of the University.

3. Ensuring that the University supports the general welfare of students and staff.

4. Establishing the appropriate risk appetite for the University in support of its strategic goals and ensuring that risks are properly identified and managed.

5. Ensuring that appropriate systems of financial and operational control and accountability are put in place, which are effective and in line with best practice.

6. Ensuring systems are in place to meet all of the University's obligations regarding statutory and regulatory compliance.

7. Establishing processes to monitor and evaluate the performance of Board itself.

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[36] Note: The Provost, as Chief Officer, is chosen by College and appointed by Board following the outcome of the interview and election process set out in the Statutes. The Statutes note that the Provost is answerable to Board for the efficient and effective management of College and for the due performance of the functions of office and that if the Provost has significantly failed to meet these standards, then Board may after due enquiry, remove the Provost from office.

Following the consultation process among Trinity stakeholders throughout 2020, including deliberations at the College Board on five separate occasions, including deliberations on the work of the Board and on the size and composition of the Board, it is planned to bring a final report to the Trinity Board in 2021 including final recommendations on size and composition.

6. Comments on the Legislation under Review and the Relationship to Trinity's Governance Principles

While continuing to study the consultative proposals, Trinity believes that the following parts of the proposed Bill are not aligned with our core governance values and principles but we also believe that ways can be found to respect both the intentions of the legislative proposals and Trinity's governance principles, laid out in Figure 1 and Figure 2 above.

6.1. Principle of autonomy allied with accountability

It is proposed to give the Higher Education Authority ('HEA') the statutory function of developing and establishing Codes of Practice for the Governance of universities and the universities will have a statutory obligation to comply with any such Code of Practice. If the HEA concludes that a university is not compliant or not substantially compliant with the code, the HEA may direct the university to comply with the relevant code of practice. This conflicts with the principle of autonomy and does not institute effective accountability; rather it is a command-and-control mechanism that extinguishes autonomy. For example, the proposals change the current position whereby the HEA issues guidelines regarding numbers and grades. Under the current proposals the guidelines regarding numbers and grades, and the proportion of the budget to be applied to the different activities of a university, would become binding. We believe that a stakeholder-centred approach is crucial in the higher education sector to ensure appropriate calibration of the autonomy-with-accountability principle, and this is reflected in how successful HEIs currently operate. Consequently, Trinity proposes that the current system of agreed Codes of Practice for Governance should be continued.

The proposals allow for the abolition of the provisions relating to the overall system of Visitor and visitation as set out in the 1997 Act and their replacement with extra powers to be given to

the HEA in legislation. However, this would not bring to an end the separate Visitors' role in Trinity's Statutes and the 1997 Act did not impact upon it. The Visitor system in Trinity is distinctive in Irish higher education and provides a highly effective dispute resolution process which provides oversight to the decisions of the Trinity Board and avoids costly and time-consuming Court actions. Trinity believes that the current Visitor system in Trinity (with the Judicial Visitor continuing to be appointed by the Government) should continue.

6.2. Principle of direction and leadership

The proposals provide for a radical change in the provisions governing the appointment of the College Board. In Trinity's case, this would reduce the size of the Board from 27 (with 4 students and 2 external members) to 12 (with 7 external members, including 2 students). This would change the composition of the Trinity Board completely. As discussed above, while the case for some change is merited, we believe strongly that the principle of collegiality on which Trinity is founded, and the nature of how it is incorporated, requires appropriate elected representation from the Fellows and a range of College stakeholders. It also requires that a majority of Board members come from within the Trinity community, along with appropriate external expertise chosen by a Nominations Committee of the Board in accordance with a Competency Framework approved by the Board.

Furthermore, the proposals separate academic and corporate governance functions which is also at variance with the principle of direction and leadership. In Trinity's case the Board provides academic leadership in Education and Research as the core mission of the University; certain academic policy matters and power to approve new courses of study lie with our Council but not overall academic strategy and resource allocation. Under the current proposals it is possible that there would be only 4 academic members (the chief officer and, perhaps, 3 of the 4 staff members). This would reduce academic membership to one third of the total and, we believe, this is not properly reflective of the importance of education and research in a university of the international reputation of Trinity.

The proposals allow for the apparent repeal of the provision that allows the Chief Officer to Chair the Governing Authority/Board. This would bring to an end the unique position of successive

Provosts, chosen by the College Community, as Chief Officer and Chair of the Board under the College's Statutes. Many of the best-performing universities worldwide retain this provision, e.g. University of Oxford and University of Cambridge (ranked 5th and 7th respectively in the QS World University Rankings).

Finally leadership requires pluralism and openness to diversity, and this means not just gender diversity which has been achieved in Trinity's Board and Council; Trinity is committed to the Athena SWAN initiative and to taking further active steps to ensure ethnic and social diversity. However, this would be extremely difficult to achieve with a Board of 12 members. We submit that this requires further consideration. In addition, in a university context, diversity of disciplinary background is a distinct advantage.

6.3. Principle of flourishing as a globally significant institution

The proposals do not recognise the global nature of higher education as a borderless activity that flourishes through international networks. Bringing expertise on the global nature of higher education onto the Board is best achieved through a majority of academic staff (for example, currently 16 of the 27 members of the Trinity Board have international education or experience). The reservoir of international experience among the academic body is an advantage that we would wish to continue to avail of recognising that Trinity's reputation largely derives from international engagement and research. We do, however, recognise external members with experience from other domains (e.g., finance, marketing) could help Trinity to flourish as a university of global consequence and we support an increase in the number of external members.

6.4. Principle of clarity regarding responsibility and accountability for key decisions

(a) The proposals in the Consultation Paper distinguish between the corporate, academic, and executive functions, and propose to give responsibility and accountability for each to the Governing Authority, the Academic Council, and the Chief Officer respectively. While this approach might potentially be an improvement for other institutions (we do not take a position on this) it certainly would run counter to the leadership role of the Trinity Board which takes responsibility for strategy, including ensuring that adequate financial resources are available to

achieve the strategy. Recent successes in internationalisation, commercial revenue and philanthropy are down to the ability of the Board to take a holistic College-wide view. The Council, on the other hand, is constituted on a Faculty basis and does its important work unconnected to financial or infrastructural concerns.

(b) The relationship between the Provost and the Board is highly effective and would become less-effective under the current proposals. The Board holds the Provost to account, but also, and often just as importantly, initiates discussions on strategy with the Provost, and provides support to the Provost in achieving the University's goals.

(c) Present on the Board are also key academic leaders who ensure sufficient academic input into corporate-decision making (Vice-Provost/Chief Academic Officer, Bursar, and Registrar, in particular). This linkage between the academic and corporate functions on the Board is, more than any other feature, responsible for Trinity's success. In attendance are the Chief Financial Officer and the Chief Operating Officer.

Trinity believes that the proposed new powers to provide for a majority of external members appointed by the Minister to be disproportionate, especially in a scenario where State funding has steadily declined year on year and now accounts for approximately 40% of Trinity's funding.

6.5. Principle of assurance regarding regulatory compliance

There is no conflict here and the proposals are strong on this point. The question is now to balance achieving this principle with a governance structure that brings leadership and strategic direction.

6.6. Principle of institutional sustainability and success

In so far as the proposals address this principle, success seems to be defined around minimizing risk-taking and ensuring compliance issues do not arise, rather than success in the mission of education and research and the overall student experience.

6.7.   Principle of Academic Freedom

The proposals are eager to state that academic freedom is protected and we see this as fundamental and underpinned by respect for institutional autonomy as seen in section 14(1)(b) of the 1997 Act which indicates that a university is "entitled to regulate its affairs in accordance with its independent ethos and traditions." .

6.8.   Principle of effective engagement

The proposals do potentially lead to improved engagement with external stakeholders by virtue of an increased number of external members and an external chair. The challenge is one of achieving this without diminution of the engagement with internal stakeholders, such as students and staff, who need to remain motivated in a highly resource-constrained environment.

7.   Mechanism for Review of the Proposals' Effects on Trinity

As outlined above in this submission, Trinity has a distinctive status under law that sets it apart. The University has a different organisational structure (body corporate consisting of the Provost, Fellows, Foundation Scholars and other members of the Board) and an elected participative governance system of checks and balances to most other universities in the State. Indeed, legislation relating to Trinity's relationship with the State stretches back to 1592. In recognition of this, Section 4 of 1997 Act contained the following provision:

"(2) *Sections 16 (1)* to (*7,*) *21 (6)*, *22* , *23* , *32* and *33* shall not apply to or in relation to Trinity College unless the Minister, by order made not earlier than three years after the commencement of *Part III* , declares that those provisions apply, in which case they shall apply as if a reference to the commencement of *Part III* were a reference to the date on which the order came into operation.

(3) The Minister shall not make an order under *subsection (2)* if, within the period of three years referred to in that subsection a Private Act is passed by the Oireachtas amending, in a manner consistent with the purpose and substance of the sections mentioned in that subsection, the charters and letters patent under which Trinity College and the University of Dublin are

incorporated.

(4) An order made under *subsection (2)* may amend the charters and letters patent referred to in *subsection (3)* in such manner consistent with the sections mentioned in *subsection (2)* as is provided in the order."

As discussed above, this measure effectively gave Trinity three years in which to agree and instigate internal reforms which met with approval from Trinity, the Government and the Oireachtas.

Trinity's Board is already well advanced with a review and could agree to implement similar reforms over a similar timeframe if the new Act grants the university the space to do this. We believe that reforms could be introduced which respect the Government's wishes while also preserving many of the best aspects of Trinity's model.

8.   Conclusion

While some of the foregoing is critical of the proposals, we would like to emphasise that we share the Department's view of the value of underpinning transparency and accountability across the higher education sector. We instituted our Board Review Working Group in 2019 recognising similar challenges that the Minister and the Department have elaborated upon in this Consultation Paper. However, the higher education landscape in Ireland is far from homogenous. While technological universities are new to the sector, Trinity has been a leading university since 1592 with a well-honed governance model that has been regularly overhauled. Consequently to be effective a 'co-regulation' model must be carefully formulated so as not to displace the very institutional autonomy that enables Trinity's effective functioning, differentiation and thus its success. We believe that sectoral legislation that respects institutional autonomy and academic freedom needs to actively respect these principles which are at the foundation of Trinity's success and distinct character.

Within our education sector, Trinity is a globally recognised asset for our nation and vital to its vibrancy and competitiveness. Trinity is well aligned with national goals and contributes to Ireland's reputation for academic excellence on the world stage. In many areas it has led the way, whether it be in access, participation, research excellence, innovation and entrepreneurship, and it has done so motivated

internally by a desire for excellence rather than having been driven to it by government mandates, external forces or regulation. It would be most unfortunate if the legislation under contemplation were to be drafted as an instrument constraining Trinity and removing collegiate decision-making power concerning its strategic direction and replacing it with a compliance model of governance formulated first and foremost for the avoidance of risk. Accordingly, any such legislation should not be unduly prescriptive and constraining in relation to the role of Trinity's governance structures. Time does not stand still and neither should Trinity. However, Trinity must remain able to make choices that it believes will best empower it to continue to be a leader on the national and global stage over the next century while retaining the confidence of its stakeholders in that shared vision - the people across the College who collectively work together to make that vision a reality and who have placed their trust in representative governance.

We have highlighted the progress of holistic internal governance reforms that are underway in Trinity based on the considered work of the Board Review Working Group and the Board and our view that a Private Act would represent a suitable path forward. To conclude, Trinity welcomes opportunities for further engagement and dialogue on the undoubtedly complex regulatory, governance and legal issues presented from Trinity's perspective given their fundamental importance to how Trinity is governed.

Trinity College Dublin

8 March 2021

Patrick Prendergast, Provost

John Coman, Secretary to the College

Appendix 4 - Required amendments to existing legislation and the Consolidated Statutes

Terms of Reference	Summary of Recommendations	Amendment to legislation	Amendment to Consolidated Statutes
1.To review the size, composition and terms of Board membership, including, but not limited to, selection systems to ensure that the Board has access to the skills and competencies required to foster effectiveness and efficiency in decision making and suggest alternatives as appropriate;	The Working Group's proposals involve: a reduced size for Board, with an increased number of external representatives. Elections are preserved for internal elected members, who would be mandated to include a statement of competencies as part of their election material. The Board would have an increased number of external members, chosen exclusively on the basis of a competency framework to be determined by the Board.	✓ Trinity College Dublin (Charters and Letters Patent Amendment) Act 2000, Section 3 *and intersection with* Universities Act 1997, particularly Section 4 (Application) and Section 16 (Composition of Governing Authority)	✓ Chapter and Schedules on the Board
2.To review the work of the Board and the agenda setting processes and give consideration to the strategic/operational balance of the items considered by the Board.	Regular consideration of strategic issues by Board. Quarterly oversight of the implementation of the strategic plan. Oversight of risk at each meeting.		✓ Schedules on the Board
3. To consider the frequency and duration of meetings and examine ways of ensuring that the time of Board members is optimised;	The Board should meet 6 times per academic year, with an agenda more focused on strategic issues (see recommendations above). In addition, there should be 1 dedicated strategy 'away-day' meeting per year. The optimum duration of such meetings should be determined by the Board to facilitate appropriate time for discussion and debate. This new rhythm of meetings should be reviewed by the Board after it has been in place for one academic year.	N/A	N/A
4. To review the current combination of the role of the Chair and the Provost;	The Working Group proposes an external Chair of the Board. The role of the Chair would be clearly delineated. The responsibility of the Chair would be to conduct the business of Board	✓ Section 17(7) of the Universities Act 1997	✓ Chapter on Board, Section 6 Also, any other references in the Consolidated Statutes, where reference is made to the Provost exercising the role of Chair of the Board.
5. To review Board Committees' composition and work;	As committees of Board, Principal Committees should reflect the responsibilities of Board for strategic direction and oversight. Each Principal Committee should have at least one Board member, each Committee should have a mix of internal and external members and Committee Chairs and members reporting to Board should be a mix of internal and external members. In addition, Committees should be able, with Board approval, to co-opt additional members (both internal and external) to ensure that an appropriate range of perspectives and competencies, both internal and external, are present on each Committee. Board should delegate to each Principal Committee specific priorities and objectives aligned with the Strategic Plan and each Committee's Chair should report verbally on these on a regular basis to Board.		✓ Schedule 2, Chapter on Committees Schedule 2 (11), Chapter on Board, re matters arising between meetings of Board (specifically relevant to the Board Governance and Oversight Committee).

	The Working Group is also recommending the establishment of a new Principal Committee or Sub-Committee of the Board to support it in handling operational issues, including on governance and administration. The size and membership of the Committee would be a matter for Board to decide and the unions should be consulted on the matter of appropriate staff representation.		
6. To review the balance and effectiveness of communications between the Board and Officers and Board communication generally;	The Working Group proposes that the following structural elements should be put in place: a more structured process of involvement by Fellows in the nomination of those College Officers who are *ex officio* members of Board (see Section 6.2); formalisation of consultative mechanisms with the Fellows, such as the current practice of monthly meetings of the Standing Committee of the Fellows with the Provost; structured consultation with Fellows, the wider academic community, professional, administrative and support staff and students on the preparation and review of College strategy; greater engagement of the whole College community in the preparation and review of College strategy; a review of relevant HR policies and practices, including professional development, in support of an inclusive culture of consideration and engagement for the professional, administrative and support staff; In addition, the role of Council in upholding academic standards and supervising and controlling the academic affairs of the College should be highlighted		✓ Schedule 2, Chapter on the Board

Appendix 5 - How A Private Bill becomes Law

1. The interaction between the Universities Act, 1997 and the Trinity College, Dublin (Charters and Letters Patent Amendment) Act, 2000

The Universities Act 1997 introduced a number of fundamental statutory provisions concerning the governance of universities. The aims of the 1997 Act were as follows: to establish certain colleges as universities; to allow for the incorporation of educational institutions as parts of universities in their own right; to provide for the governance of universities which are in receipt of moneys provided by the Higher Education Authority; to make certain provisions relating to staff, planning and financial scrutiny and reporting of universities; to amend/provide for the continuation of certain university charters and statutes; and to repeal/amend other acts linked to the operation of universities.

Section 4(1) of the 1997 Act explicitly lists Trinity College amongst the institutions to which the Act applies, and includes specific provisions concerning the composition of the Board of Trinity College (see table attached). However, Section 4(2) goes on to identify certain sections of the 1997 Act that would not apply to Trinity College in circumstances where a Private Bill were passed by the Oireachtas. Such a Bill would be to amend ("in a manner consistent with the purpose and substance" of those sections), the charters and letters patent under which Trinity College and the University of Dublin are incorporated. The sections that would thereby be "avoided" by the College are all contained in Part 3 of the 1997 Act (i.e. the part of the 1997 Act that deals with Universities generally). They relate to governance, interim arrangements and charters/statutes. Section 4 states that:

*"Application.   **4.**—(1) Without limiting its general application, but subject to subsection (2), this Act shall apply to—*

> *(a) the constituent universities,*
>
> *(b) Dublin City University,*
>
> *(c) Trinity College,*
>
> *(d) the University of Limerick, and*
>
> *(e) such universities, if any, as are established under section 9 ,*

as constituted from time to time, while they are institutions of higher education in receipt of moneys in accordance with the Higher Education Authority Act, 1971 .

(2) Sections 16 (1) to (7,) 21 (6), 22 , 23 , 32 and 33 shall not apply to or in relation to Trinity College unless the Minister, by order made not earlier than three years after the commencement of Part III , declares that those provisions apply, in which case they shall apply as if a reference to the commencement of Part III were a reference to the date on which the order came into operation.

(3) The Minister shall not make an order under subsection (2) if, within the period of three years referred to in that subsection a Private Act is passed by the Oireachtas amending, in a manner consistent with the purpose and substance of the sections mentioned in that subsection, the charters and letters patent under which Trinity College and the University of Dublin are incorporated.

(4) An order made under subsection (2) may amend the charters and letters patent referred to in subsection (3) in such manner consistent with the sections mentioned in subsection (2) as is provided in the order."

In line with standard practice, a Private Act of the Oireachtas is required to amend a charter. Such an Act must be distinguished from most other Acts which are known as Public Acts (for example, the Universities Act 1997).

Although they occur infrequently, Private Acts have been used by institutions incorporated by charter to implement various necessary changes. Examples of Private Acts used to amend charters include: The Institution of Civil Engineers of Ireland (Charter Amendment) Act 1960; The Institute of Chartered Accountants in Ireland (Charter Amendment) Act 1966; and The Royal College of Surgeons in Ireland (Charters Amendment) Act 2003.

The Trinity College, Dublin (Charters And Letters Patent Amendment) Act 2000 ("the 2000 Act") was the means by which the Foundation Charter of 1592 was amended, giving effect to certain governance changes. These were the changes made in lieu of those that would otherwise have applied to Trinity College by virtue of the 1997 Act.

The 2000 Act was enacted on 6 November 2000. No ministerial order was made to apply the sections of the 1997 Act listed in section 4(2) to Trinity College, as a consequence of which those sections never came into operation as far as Trinity College was concerned. In this manner they may be said to have been "disapplied" by operation of law.

The 2000 Act implemented changes to the Constitution of the Body Corporate of Trinity College (Section 2 of the 2000 Act), the Constitution of the Board of Trinity College (Section 3 of the 2000 Act) and the appointment of the Provost of Trinity College (Section 4 of the 2000 Act); changes stipulated by the sections of the 1997 Act that are applicable to Trinity College. In relation to the Constitution of the Board of Trinity College, Section 3(5) of the 2000 Act states:

> *"The provisions herein providing for the constitution of the Board may be altered or amended by the laws, statutes and ordinances for the governance of the College in accordance with the College's statutory procedures for such alterations and amendments provided that such alterations or amendments may modify the constitution of the Board only in a manner consistent with the purpose and substance of the sections mentioned in section 4 (2) of the Universities Act, 1997".*

This section enables Trinity College to make changes to the Board of the College. However, the power is qualified. The sections of the 1997 Act that do not apply to Trinity are still of relevance in that any amendments to the Constitution of the Board must be consistent with the "disapplied" sections. See attached table for a comparison between the composition of the Board of Trinity College provided for in the 1997 Act (and not implemented) and that provided for (and implemented) in the 2000 Act.

2. The Process for Enacting a Private Act

A Private Bill is initiated by the Promoter of the Bill (in this case Trinity College) and then considered by a Joint Committee of members of the Dáil and Seanad set up by resolution of both Houses. In order to be enacted by the Oireachtas, the Private Bill must then pass through all stages in Dáil Éireann and Seanad Éireann, after which it is signed into law by the President of Ireland.

In practice, it would be extremely difficult for a Private Bill to become law unless it had the support of the Government, especially in a situation where the Government parties hold a majority of votes in the Dáil and Seanad as is the case at present.

Universities Act, 1997 in relation to Trinity College Dublin			Trinity College Dublin (Charters and Letters Patent Amendment) Act, 2000
Section 16. **(1)** Minimum 20- maximum 40 members			Section 3.
(**2**) (a) Chief Officer (Provost)	1	1	(**2**) (a) Chief Officer (Provost)
(b) Chairperson (if appointed under S.17(3))	1		
(c) Senior Officers, one the senior academic officer	1-2	4	(a) Vice-Provost, Senior Lecturer, Registrar, Bursar
(d) (*i*) Professors or Associate Professors, elected by such staff	2-6	2 (Professor)	(d) Two members of the academic staff of the rank of Professor
(*ii*) Other academic staff, elected by such staff	3-5	5 (3 not higher than SL)	(c) Five members of the academic staff who are not Fellows at least three of whom must be of a rank not higher than senior lecturer
(*iii*) Other staff, elected by such staff	1-3	3	(e) Three members of the non-academic staff
(*iv*) Students, elected officers of S.U. or other recognised student body	2-3	3	(f) Four students of the College at least one of whom shall be a postgraduate student
(*v*) Postgraduate students, elected by PG students	1	1	(f) Four students of the College at least one of whom shall be a postgraduate student
(**3**) (a) Chosen by GA/Board committee from nominations made by organisations, at least one from organisations representative of business or industry	1-4	1	(g) One member not being an employee or student of the College chosen by a committee of the Board which shall comprise the Provost and two members of the Board from among nominations made by such organisations as are representative of such business and professional interests as the Board considers appropriate
(b) A body advising Minister on primary and post-primary (1-2)	N/A		
(c) Nominated by Minister, after consultation with Chief Officer. Same number as (3) (a)	1-4	1	(c) One member appointed by the Board on the Nomination of the Minister for Education and Science following consultation with the Provost
(**4**) (a) Artistic and cultural interest	1-4		
(b) Graduates of the University	1-4		
(**5**) (f) In case of TCD Fellows chosen as determined by Board	3-6	6	(b) Six Fellows
	17-46 (20 min, 40 max)	**27**	