

Procedures for the Appointment of a Governing Body for IADT

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Procedures for the appointment of a Governing Body for IADT

Introduction

The requirement for a Governing Body for Institutes of Technology and the method of their appointment are set out in Section 6 of the Regional Technical Colleges Act 1992 (the Act). This section was amended by Section 4 of the Regional Technical Colleges (Amendment) Act 1994 (the Amendment Act), and Section 109 of the Higher Education Authority Act 2022 (the Higher Education Authority Act). Collectively the Act, the Amendment Act along with and other RTC and IoT Acts enacted between 1992 and 2006 are known as the IoT Acts 1992 to 2006. Taken together with the Higher Education Authority Act, these are all referred to in these Procedures as the Legislation.

The provisions of the Act as amended by the Higher Education Authority Act are set out below:

Governing bodies of colleges

109. The Act of 1992 is amended by the substitution of the following section for section 6:

- "6. (1) *A college shall have a governing body established under this Act to perform the functions conferred on the college by this Act.*
- (2) *The Second Schedule shall apply to a governing body.*
- (3) *Subject to this Act, a governing body shall consist of 19 members as determined in accordance with this section.*
- (4) *The members of a governing body shall be—*
- (a) a chairperson (in this section and in the Second Schedule referred to as the 'chairperson'), who shall be an external member, appointed by the governing body,*
 - (b) 9 external members (other than the chairperson), appointed by the governing body,*
 - (c) the Director,*
 - (d) 5 internal members (other than the Director), being—*
 - (i) 3 members of the academic staff of the college, elected by the academic staff of the college,*

(ii) one member of the non-academic staff of the college, elected by the non-academic staff of the college, and

(iii) one other internal member of the college,

and

(e) 3 student union representatives appointed by the governing body.

(5) The internal members of a governing body shall be elected or selected for appointment as such internal members in accordance with regulations made under subsection (9).

(6) Subject to subsection (7), with regard to the appointment of external members of a governing body—

(a) 3 such members shall be nominated by the Minister, and

(b) 7 such members shall be appointed by the governing body in accordance with a process for such appointments that is determined by the governing body and approved by the Minister.

(7) Before a person is nominated for appointment or appointed, as may be appropriate, as an external member of a governing body of a college, the Minister or the governing body of the college, as the case may be, shall be satisfied that the person is suitable for appointment as such an external member by reason of his or her possessing knowledge of, and experience in, matters connected with the functions of the college to enable him or her to make a substantial contribution to the effective and efficient performance of those functions.

(8) (a) The term of office of a member of the governing body, other than the Director, shall not exceed 4 years and such a member may not serve more than two consecutive terms of office.

(b) A member of the governing body who is a student at the college shall hold office for such period, not exceeding one year, as the governing body may determine but may be re-appointed for a further period not exceeding one year.

(9) A governing body shall, with the approval of the Minister, make such regulations of the college relating to the selection, election, nomination or appointment of members of the governing body as it thinks fit, and their selection,

election, nomination or appointment shall be carried out in accordance with those regulations.

(10) In performing functions under this section, the Minister and a governing body shall have regard to the objectives that—

(a) not less than 40 per cent of the members of the governing body shall be women and not less than 40 per cent of them shall be men,

(b) the membership of the governing body shall take account of the region served by the college, and

(c) the membership of the governing body shall broadly reflect the composition of Irish society, including persons who are competent in the Irish language.

(11) In this section—

'external member', in relation to a governing body, means a member of the governing body other than an internal member or a student member thereof or a member of the academic council of the college;

'internal member', in relation to a governing body, means a member of the governing body who is a member of the staff of the college or a person who is remunerated under a contract with the college;

'student member', in relation to a governing body, means a member of the governing body who is a student at the college."

The Higher Education Act, at Section 110, has also put in place transitional arrangements as follows:

Transitional arrangements for membership and chairperson of governing bodies

110. The Act of 1992 is amended by the insertion of the following section after section 6 (inserted by section 109):

"6A. (1) A governing body of a college shall, as soon as practicable after the relevant date and with the approval of the Minister, determine the arrangements and procedures to be put in place by it to ensure that the composition of the governing body of the college complies with section 6 (inserted by section 109 of the Act of 2022) within the period referred to in subsection (2).

(2) Subject to subsections (3) to (5), a governing body of a college shall, within 12 months of the relevant date—

(a) determine the composition of the governing body of its college in accordance with the arrangements and procedures put in place by it under subsection (1),

(b) appoint the members (other than the Director) of the governing body accordingly,

and

(c) by notice in writing, inform the Minister of the composition as so determined.

(3) (a) A person who was the chairman of a governing body of a college on the relevant date may continue after that date to be the chairperson of the governing body of that college until his or her membership of the governing body ceases, provided that he or she is an external member within the meaning of section 6 (inserted by section 109 of the Act of 2022).

(b) For the purposes of paragraph (a), a term served by a person referred to in that paragraph as a member of the governing body, but not as chairman thereof, before the commencement referred to in that paragraph shall be disregarded for the purposes of subsection (8)(a) of section 6 (inserted by section 109 of the Act of 2022).

(4) A person (other than the Director) who was appointed as a member (including the chairman) of the governing body before the relevant date and who is re-appointed as such member pursuant to subsection (2)(b)—

(a) shall be so re-appointed for a term of office of no longer than the unexpired term for which he or she was so appointed, and

(b) the term of office served by the member (including the chairman) immediately before the relevant date and the term of office for which he or she is re-appointed under paragraph (a) shall be regarded as one term of office for the purposes of subsection (8)(a) of section 6 (inserted by section 109 of the Act of 2022).

(5) Notwithstanding section 6(8) and paragraph 4 of the Second Schedule, where the term of office of all or the majority of the members of a governing body (including the chairman thereof) of a college expires by the effluxion of time during the period referred to in subsection (2), the Minister may, at the request of the

governing body of the college and if the members concerned so agree, extend the term of office of those members for such period (that is not longer than the period referred to in subsection (2)) as the Minister may determine to facilitate that governing body to comply with that subsection.

(6) In this section—

'Act of 2022' means the Higher Education Authority Act 2022;

'relevant date' means the date on which section 109 of the Act of 2022 comes into operation."

IADT Governing Bodies

IADT was established by the Minister for Education on 1st April 1997 (S.I. No. 149/1997) and the first Governing Body was appointed on that date. The second Governing Body was appointed on 1st April 1998 for a five year term, the third Governing Body was appointed on 1st April 2003 for a three year term ending on 31st March 2006, the fourth Governing Body was appointed on 1st April 2006 for a five year term ending on 31st March 2011, the fifth Governing Body was appointed on 6th April 2011 for a five year term ending on 31st March 2016, and the sixth Governing Body was appointed on 1st April 2016 for a five year term ending on 31st March 2021. The seventh and current Governing Body was appointed on 1st April 2021 for a five year term ending on 31st March 2026. However, the provisions of the Higher Education Authority Act 2022 now alter that term of office to conclude on a date, not later than 9th November 2023, as determined by the Governing Body in accordance with these Procedures.

The current Chairperson was appointed in 6th October 2016 for a five-year term and was reappointed in 2021 for a further five year term. Under the provisions of Section 6A (3) of the Act, the Chairperson may continue in the role of Chairperson until their membership of the governing body ceases, provided that they remain an external member within the meaning of section 6 (inserted by section 109 of the *Act of 2022*).

The Members of the current Governing Body were appointed as Governing Body Members for a five year term of office concluding on 31st March 2026 and any such Members appointed under these Procedures to the Governing Body may be re-appointed for a term of office to conclude no later than 31st March 2026, subject to the condition that such a member may not serve more than two consecutive terms of office.

Regulations and Procedures for the Appointment of Governing Body Members to Technological Universities and Institutes of Technology

Section 6A (1) and (2) sets out the requirement that the Governing Body shall determine the arrangements and procedures to be put in place by it to ensure that the composition of the

Governing Body meets the requirements of the Act and that such arrangements and procedures have the approval of the Minister¹.

Section 6 (6) (b) of the Act identifies that seven external members of the Governing Body shall be appointed in accordance with procedures determined by the Governing Body and approved by the Minister.

(b) 7 such members shall be appointed by the governing body in accordance with a process for such appointments that is determined by the governing body and approved by the Minister.

Section 6 (9) of the Act provides that the Governing Body shall make Regulations for the selection, election, nomination or appointment of members of the Governing Body. It further makes provision that such Regulations shall be made with the approval of the Minister.

"(9) A governing body shall, with the approval of the Minister, make such regulations of the college relating to the selection, election, nomination or appointment of members of the governing body as it thinks fit, and their selection, election, nomination or appointment shall be carried out in accordance with those regulations."

Section 6 (5) of the Act identifies that the provisions of Section 6 (9) are applicable to internal members of the Governing Body.

(5) The internal members of a governing body shall be elected or selected for appointment as such internal members in accordance with regulations made under subsection (9).

These Procedures constitute the Procedures and Regulations for the purposes of Sections 6A (1) and (2), 6 (6) and 6 (9) of the Act. These Procedures and Regulations are approved by the Governing Body, and are approved by the Minister.

Governing Body Members Nominations Committee

The appointment of members to the Governing Body in accordance with these procedures, including the Chairperson, but excluding the President^{2,3}, is a function Reserved to the Governing Body.

¹ The Minister" is defined as the Minister for Further and Higher Education, Research, Innovation and Science, or such other Ministerial title as may be conferred on such Minister. References to any other Minister will be identified by their full Ministerial Title.

² The Legislation refers to the Director, however, in accordance with permissions issued by the Minister for Education and Science, the Director is known by the Title of "President".

³ The President is appointed by the Governing Body in accordance with the provisions of Section 9 of the Act as amended.

In order to facilitate the processes required under Section 6 (6) (b) and Section 6 (9) of the Act, the Governing Body shall establish a standing Committee of its external members to carry out the necessary procedures contained in the Legislation and these Procedures.

The Committee, known as the Governing Body Members Nominations Committee shall have a Terms of Reference, approved by the Governing Body. The Terms of Reference of the Committee are set out in Appendix A.

The Committee should be comprised of:

- Five External Members of the Governing Body

In accordance with the general requirements for gender balance 40% of the members of the Committee shall be female and 40% shall be male.

Governing Body Competencies

Section 6 (7) of the Act provides that in making appointments to the Governing Body in respect of external members of the Governing Body, the appointing authority (Governing Body or Minister as appropriate) shall be satisfied that the person is suitable for appointment as such an external member by reason of their possessing knowledge of, and experience in, matters connected with the functions of the college to enable them to make a substantial contribution to the effective and efficient performance of those functions.

"(7) Before a person is nominated for appointment or appointed, as may be appropriate, as an external member of a governing body of a college, the Minister or the governing body of the college, as the case may be, shall be satisfied that the person is suitable for appointment as such an external member by reason of his or her possessing knowledge of, and experience in, matters connected with the functions of the college to enable him or her to make a substantial contribution to the effective and efficient performance of those functions."

Section 4.2 of the Code of Governance of Institutes of Technology 2018, as amended sets the following requirements in respect of the skills and competencies required of Governing Body Members:

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

Skill gaps present on the Governing Body should be brought to the attention of the Minister by the Chairperson of the Governing Body sufficiently in advance of a time when vacancies are due to arise, as outlined in paragraph 2.4.

Section 2.4 of the Code of Governance of Institutes of Technology 2018, as amended sets the following requirements in respect of the duties of the Chairperson in respect of the skills and competencies required on the Governing Body:

2.4 Governing Body Skills: Where a Chairperson is of the view that specific skills are required on the Governing Body, he/she should advise the Minister of this view for his/her consideration sufficiently in advance of a time when Governing Body vacancies are due to arise.

These Procedures set out the range of competencies appropriate for Members of the Governing Body.

Governing Body Members as Members of the primary governance authority of the Institute are expected to bring a wide range of competencies, experiences, qualities and skills to their role and for the benefit of the wider decision-making processes on the Governing Body. It is recognised that individual Governing Body Members may not have all of the competencies identified below or may have greater competencies in some areas rather than others. It is the collective range of competencies that fulfil the requirements of a highly functioning Governing Body.

Ideally Governing Body Members can demonstrate some or all of the following capabilities:

General Board Member Competencies

- Collegiality + ability to work constructively with others,
 - Commitment to education, life-long learning, research + innovation,
 - Critical thinking, good judgement + independence,
 - Decision Making,
 - Excellent communication skills,
 - Experience of governance in complex and/or Public Sector organisations
 - Record of personal experience at board or senior management level.
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- Corporate Governance, Risk Management + Organisational Management including:
 - Governance
 - Strategic Thinking
 - Risk Management
 - Financial Management
-
- Public Sector, Higher Education, Strategic + Institute Specific Competencies
 - Be learner-centric in their approach
 - Higher Education, including internationally
 - Regulatory Environment
 - Tertiary Level education + Access Pathways
 - Strategic Development + Sustainability Goals
 - Strategic Communications
 - Equality, Diversity + Inclusion practices + legislation

- Civic, Social, Cultural + Community Engagement
- Research + Innovation
- Knowledge + understanding of the Region + economy in which IADT operates
- Disciplinary Knowledge + Expertise
 - Visual Arts + Design
 - Business, Enterprise + Entrepreneurship
 - Film, Media + Screen Arts
 - Technology + Society.
- The National Creative + Cultural Sector
- Private Sector + cognate industries
- Staff Relations
- Academic Knowledge + Leadership
- Understanding of Strategic Capital Projects + their planning
- Competency in the Irish Language

While it is not expected that each Governing Body Member would have competencies in all of the above, it would be expected that:

- a) All of the above competencies would be available to the Governing Body through its collective membership
- b) Each Member would have competencies in a number of the above areas.

In evaluating the competencies of members (a self-assessment process), the following categorisations should be considered:

- Extensive Experience and Highly Developed Skill Set
- Comprehensive experience and well-developed Skill Set
- Substantial Experience with Appropriate Skill Set
- Competent with Appropriate Skill Set
- Limited Experience and/or Skills

Details of the Self-Assessment Matrix are set out in Appendix B.

Gender Balance

Section 6 (9) of the Principal Act as amended by Section 109 of the Higher Education Authority Act requires the Minister and the Governing Body to “*have regard to the objectives that— (a) not less than 40 per cent of the members of the governing body shall be women and not less than 40 per cent of them shall be men,*”

The process for ensuring a gender balance on the Governing Body will be achieved by obtaining two nominees, one female and one male from each nominating entity in respect of each appointment wherever possible. Gender balance can be achieved as follows:

- Two Nominees: one to be female and one to be male.
- Three Nominees: one to be female and one to be male.
- Four Nominees: two to be female and two to be male.

- Five or more Nominees: a minimum of 40% of the nominees to be female and a minimum of 40% to be male.

For the purposes of statutory gender reporting, the Institute will report based on the individual's birth certificate or other formal gender certificate where the birth certificate is either not available or has been officially amended.

Procedures for the Appointment of a Chairperson to the Governing Body

The Chairperson shall be appointed by the Governing Body in accordance with Section 6 (4) (a) of the Act subject to the provisions of Section 6 (6) and Section 6 (7) and shall be an external member of the Governing Body appointed in accordance with the provisions of Section 6 (6) of the Act.

Before a Chairperson is nominated, the Governing Body shall be satisfied that the person is suitable for appointment as the Chairperson.

The Chairperson is responsible for leading the Governing Body and ensuring effectiveness in all aspects of its role. The person appointed should display high standards of integrity and probity and should set expectations regarding culture, values and behaviours for the Governing Body and for the effective running of the Governing Body and its committees.

A positive and constructive relationship needs to exist between the Chairperson and the President of the Institute in order to ensure a high level of governance for the Institute.

A draft Candidate Brief is attached at Appendix C.

Procedure in respect of External Members of the Governing Body (excluding the Chairperson)

Section 6 (4) (b) provides that nine external members be appointed by the Governing Body to the Governing Body. Section 6 (6) (a) provides that three of these members be nominated by the Minister. Section 6 (6) (b) provides that seven external members be appointed under procedures determined by the Governing Body and approved by the Minister. It is taken that one of these members, appointed under either Section 6 (6) (a) or (b) will be the Chairperson of the Governing Body. Section 6 (7) identifies that nominees to the Governing Body must be suitable for appointment.

The Term of office for a Member of the Governing Body, appointed in accordance with these procedures and the legislation, shall be for a period not exceeding four years, and a Member may be appointed for two consecutive Terms of Office.

Where any Governing Body Member, other than the President, appointed under the provisions of Section 6 of the Act was a Governing Body Member appointed prior to 10th November 2022 and whose term of office would, other than for the provisions of the HEA Act, have continued beyond 9th November 2023, may be re-appointed for no longer than the remainder of the unexpired term of their existing appointment, subject to compliance with the provisions in relation to members not serving more than two consecutive terms of four years.

External Members Nominated by the Minister

Section 6 (6) (a) provides that three external Members of the Governing Body shall be nominated by the Minister for appointment by the Governing Body for a term of office determined by the Minister, which shall not exceed four years.

The Committee will request nominations from the Minister at the appropriate time and in sufficient time to ensure that an appropriate recruitment process can be undertaken. A candidate brief will be prepared and approved by the Committee for this purpose. A draft Candidate Brief is attached at Appendix D.

The Minister will be requested, in accordance with the requirement for the Governing Body to have gender balance, to have consideration to the overall gender balance on the Governing Body, in making appointments.

External Members Appointed by the Governing Body

Subject to the provisions of Section 6 (6) (b) and Section 6 (7), Section 6 (4) (b) provides that nine external members be appointed by the Governing Body to the Governing Body. Section 6 (6) (a) provides that three of these members be nominated by the Minister. Section 6 (6) (b) provides that seven external members be appointed under procedures determined by the Governing Body and approved by the Minister.

The Committee will prepare a candidate brief and will advertise or otherwise circulate notifications requesting applications from interested persons or nominating organisations. The Committee may engage the support of external and independent agencies for this purpose where necessary. A draft Candidate Brief is attached at Appendix E.

The Committee or a Sub-Committee of the Committee, formed for this purpose, will receive all applications and will screen and shortlist candidates as appropriate. The Committee, at its absolute discretion may interview some or all candidates. The Committee or Sub Committee will operate in an open and transparent manner using the Competency Framework in the selection of Nominees for appointment to the Governing Body.

Internal Members Appointed by the Governing Body

The Term of office for a Member of the Governing Body, other than the President, elected or selected and appointed in accordance with these procedures and the legislation shall be for a period not exceeding four years, and a Member may be appointed for two consecutive Terms of Office.

Where any Governing Body Member, other than the President, appointed under the provisions of Section 6 of the Act was a Governing Body Member appointed prior to 10th November 2022 and whose term of office would, other than for the provisions of the HEA Act, have continued beyond 9th November 2023, may be re-appointed for no longer than the remainder of the unexpired term of their existing appointment, subject to compliance with the provisions in relation to members not serving more than two consecutive terms of four years.

The President

The President of the Institute is ex-officio a member of the Governing Body and is appointed to the position of President through a recruitment process in accordance with provisions set out by the HEA and is thus not appointed under these procedures.

Election of Academic Staff Members (3)

Section 6 (4) (d) (i) provides that three members of the Academic Staff of the Institute will be elected to be members of the Governing Body for a term of office not exceeding four years.

In order to ensure that the Governing Body can achieve the appropriate gender balance, elections will be held in three constituencies in which all eligible academic staff members can vote. These constituencies are: Female Constituency, Male Constituency and Gender non-specific Constituency.

Regulations for the election of Academic Staff Members are contained in Appendix F.

Election of Non-Academic Staff Member (1)

Section 6 (4) (d) (ii) provides that one member of the Non-Academic Staff of the Institute will be elected to be a member of the Governing Body for a term of office not exceeding four years.

Regulations for the election of a Non-Academic Staff Member are contained in Appendix G.

Appointment of Internal Governing Body Member (1)

Section 6 (4) (d) (iii) provides that one other internal member of the Institute shall be appointed to be a member of the Governing Body for a term of office not exceeding four years.

The Committee will advertise internally within the Institute for all staff of the Institute to express an interest in being appointed to the Governing Body.

The Committee will prepare a candidate brief for this purpose and a draft Candidate Brief is attached at Appendix H.

The Committee or a Sub-Committee of the Committee, formed for this purpose, will receive all applications and will screen and shortlist candidates as appropriate. The Committee, at its absolute discretion may interview some or all candidates. The Committee or Sub Committee will operate in an open and transparent manner using the Competency Framework in the selection of Nominees for appointment to the Governing Body.

Appointment of Student Members (3)

Section 6 (4) (e) provided for the appointment of three student union representatives to the Governing Body.

Section 6 (8) (b) provides that a student member of the Governing Body shall be appointed for a term of office of one year, and may be reappointed for a second and final term of office of one additional year.

In IADT the student members of the Governing Body will be appointed for a Term of Office commencing on 1st July in each year for a one year Term of Office. This Term of Office is coincident with the Term of Office of the Elected Officers of the IADT Student Union.

The Committee will request nominations from the IADT Students Union of three nominees. In providing nominations, and in accordance with the requirements for the Governing Body to have gender balance, the Students Union will be requested to nominate at least one man and at least one woman, where possible. Subject to the receipt of nominations, the Governing Body will appoint the nominees at its meeting in June of each year.

Timelines

The timelines to ensure compliance with the provisions of Section 6A (1) and (2) are set out in Appendix I.

Appendix A IADT Governing Body Nominations Committee Terms of Reference

Appendix B Governing Body Member Competency Framework

Appendix C Candidate Brief (Chairperson)

Appendix D External Governing Body Member Candidate Brief (Minister's Nominees)

Appendix E External Governing Body Member Candidate Brief (excl Chairperson)

Appendix F Regulations for the election of Academic Staff Members

Appendix G Regulations for the election of a Non-Academic Staff Member

Appendix H Internal Governing Body Member Candidate Brief

Appendix I Timelines