

### **3.5 Governing Body**

#### **3.5.1 Overview**

Effective September 1<sup>st</sup>, 2019, Governing Body, with delegated authority from the Board of Directors, will become one of ICD Business School's two main standing committees and its principal collective decision-making body. Its main functions will be to monitor and evaluate the operations and governance of the college, ensure compliance with all of the college's legal and regulatory obligations, manage and mitigate risk, endorse key appointments and promote staff development, approve new academic programmes, oversee and preserve the independence of Academic Council and its subcommittees, and advise the college Management Team on the strategic development of ICD Business School. Governing Body will also have responsibility for working with the college Management Team, and Academic Council, to support and enhance the student experience at ICD Business School. Though Governing Body delegates responsibility for academic governance to Academic Council, it retains a duty to monitor and supervise its activities.

Governing Body at ICD will not have full responsibility for strategic financial management and budgeting (with final decision making in that regard falling to the Board of Directors), owing to the college's size and its incorporation as a private limited company. However, it will advise the college on the resourcing of its governance system and educational provision and will evaluate the business case for new academic programmes and related services. As Governing Body will need to have a true and fair view of the company's financial affairs in order to undertake this work, the college's Management Team will be required to disclose to Governing Body any financial issue that would result in the college's capacity being in any way reduced (for example reductions in staff or resources), undermine in any way the sustainability of its programmes, or impact on the college's provisions for the protection of enrolled learners. Governing Body will also maintain the college's risk register and make recommendations to the Management Team and Academic Council for the management of- and for actions required to respond to – identified risks. The ICD Policy on Risk is contained in the QA Policy section 3.13.

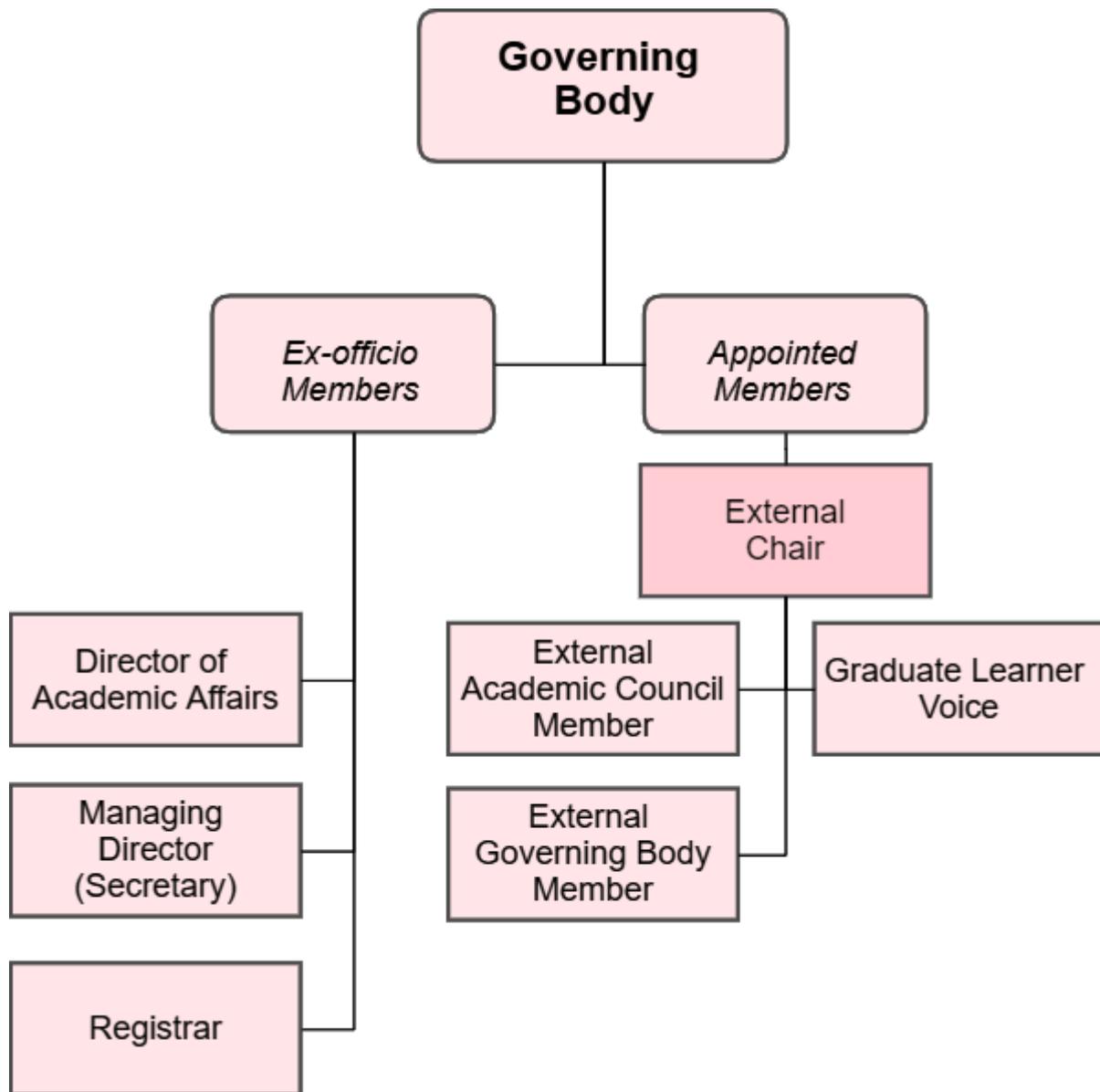
### **3.5.2 Functions**

Governing Body shall be responsible for the effective management and administration of ICD Business School, shaping its strategic focus and planning for its future development, and ensuring that the college adheres to the highest standards of corporate and academic governance. Its functions include:

- 1.** Ensuring that through its own conduct, and that of Academic Council and the Management Team, academic and corporate decision-making at ICD Business School upholds the highest ethical standards and embodies the college's principles of governance
- 2.** Promoting strong institutional governance to protect the good name of ICD Business School, the integrity of the National Framework of Qualifications, and reputation of higher education and training in Ireland
- 3.** Promoting a culture of continuous improvement through rigorous self-monitoring and evaluation oriented towards the enhancement of its own policies and processes, and those of the college's governance system more generally
- 4.** Directing the business of the college, setting its strategic direction and performance objectives, and planning for its future development
- 5.** Developing a strategic plan for ICD Business School and monitoring its implementation
- 6.** Holding the college Management Team to account for the effective performance of their duties
- 7.** Ensuring that the college's governance structures, processes, and procedures are fit-for-purpose, adequately resourced, and benchmarked against recognised standards of good practice
- 8.** Overseeing the work of Academic Council and its subcommittees and making certain that there are appropriate arrangements in place for the management of the college and its programmes
- 9.** Ensuring the college's compliance with all legal and regulatory obligations, including those established under the Qualifications and Quality Assurance (Education and Training) Act 2012.
- 10.** Directing and overseeing all forms of external quality assessment, audit and review that arise out of the college's legal and regulatory obligations
- 11.** Ensuring that the college has in place appropriate controls and accountability mechanisms, including financial and operational controls
- 12.** Identifying, evaluating, and managing risk, and monitoring and maintaining the college's risk register.
- 13.** Evaluating the business case (including cost/benefit analysis) for new programmes and related services and receiving and endorsing (as appropriate) proposals from Academic Council
- 14.** Monitoring and evaluating the performance of existing programmes and ensuring that the college has a reasonable business case for sustainable provision (including cost/benefit analysis)

- 15.** Recognising and safeguarding the authority and independence of Academic Council, and ensuring that council and its subcommittees are adequately resourced and unobstructed in discharging their responsibilities
- 16.** Advising the college's Management Team on capital investment as it pertains to programmes of learning and their resourcing
- 17.** Periodically approving the reports of Academic Council and its subcommittees, and approving/proposing plans of action for addressing needs and issues that have been identified at these fora (particularly where these require additional resources)
- 18.** Reviewing and shaping the college's recruitment, human resources, and staff development activities, ensuring that there are clear procedures in place for the selection and recruitment of staff *and* the handling of internal grievances.
- 19.** Approving appointments and anticipating and planning for the college's future staffing requirements
- 20.** Working with the college Management Team, and Academic Council, to support and enhance the student experience at ICD Business School, including pastoral care and learner supports.
- 21.** Reviewing and ensuring action on Academic Council reports and decisions regarding improving or altering information shared publicly about programmes, ICD's quality assurance procedures and infrastructure, and related activities to ensure information published is clear, accurate, objective, and up to date to ensure compliance with the Qualifications and Quality Assurance (Education and Training) Act (2012, Revised 2014) and to ensure a culture of transparently informing all enrolled learners and prospective learners
- 22.** Reporting to the Board of Directors on all decisions regarding improving or altering information shared publicly about programmes, ICD's quality assurance procedures and infrastructure, and related activities to ensure information published is clear, accurate, objective, and up to date to ensure compliance with the Qualifications and Quality Assurance (Education and Training) Act (2012, Revised 2014) and to ensure a culture of transparently informing all enrolled learners and prospective learners
- 23.** Directing the Management Team on all required actions resulting from Governing Body decisions regarding improving or altering information shared publicly about programmes, ICD's quality assurance procedures and infrastructure, and related activities to ensure information published is clear, accurate, objective, and up to date to ensure compliance with the Qualifications and Quality Assurance (Education and Training) Act (2012, Revised 2014) and to ensure a culture of transparently informing all enrolled learners and prospective learners
- 24.** Reporting its work annually to the Board of Directors

### 3.5.3 Composition and Membership



**Figure 3.5.3:** Governing Body Membership

#### **Ex Officio Membership:**

Governing Body is constituted by *ex officio* members who sit on the body by nature of their function within the college. Specifically, this includes:

25. The college Managing Director (Secretary of Governing Body)
26. The college Registrar
27. The Director of Academic Affairs

## **Appointed membership**

Appointed members of Governing Body are appointed by the ICD Board of Directors.

**One Graduate Learner Voice:** There will be one Graduate Learner Voice, an ICD graduate, who will represent a learner perspective in all deliberations and decision making at the highest level of governance. The ICD graduate will sit on Governing Body for a maximum term of one year. The graduate learner voice member of Governing Body will also sit on Academic Council to ensure a consistent communication channel between these two committees, providing a learner perspective in all decision making. The graduate learner voice will be a full member of Governing Body and will be invited to attend and contribute to all meetings.

### **There will be three appointed external members of Governing Body:**

1. An external member of Governing Body who will occupy the role of Chair (for greater detail on this role, see section 3.5.7 of the ICD QA Policy)
2. The external Academic Council Member will also sit on Governing Body (for greater detail on this role, see section 3.4.13 of the ICD QA Policy)
3. A third external member of Governing Body (different from the two external members noted above)

External members and learner voice on Governing Body will achieve the objective of providing a diversity of opinions at the highest level of governance at ICD. They are required to be invited to, and to attend, all Governing Body meetings.

### **External Governing Body Member Requirements:**

Governing Body members are appointed by the Board of Directors.

For the person specification for the External Chair of Governing Body, please see section 3.5.7 of the ICD QA Policy. For the person specification for the role of shared External Member of Academic Council and Governing Body, please see section 3.4.13 of the ICD QA Policy.

All appointed external members of Governing Body (who are not the External Chair of Governing Body and are not also an external member of Academic Council) will be required to possess the skills and experience to enable them to:

- i. Bring independent judgement to bear on the strategic direction of ICD, contributing to strategic decision making
- ii. Assess ICD's performance as a provider of high-quality education and make recommendations for improvement
- iii. Assess the performance of ICD's governance system and make recommendations for improvement
- iv. Deliberate on and make decisions on ICD's resource allocation and key appointments
- v. Assess ICD's compliance with legal obligations and make recommendations for improvement
- vi. Assess ICD's financial management and budgeting and make recommendations for improvement
- vii. Carry out their role as members of Governing Body with specific reference to the functions of Governing Body and the principles of governance at ICD
- viii. Promote continuous improvement at ICD with regard to education provision, governance and quality assurance in education

The term of appointment for the External Members of Governing Body will be for five years, with the possibility of serving a second term not exceeding five years. The five year term of office for Governing Body members is based on the specification provided in the Regional Technical Colleges Act 1992, Revised 2018 (Law Reform Commission, 2018).

### **3.5.4 Meetings**

#### **Schedule**

A schedule of meetings shall be agreed before the commencement of each academic year. This schedule is the responsibility of the Governing Body Secretary and will be circulated to members both via email (for internal and external members), and via the college's online 'document store' (on the Moodle learning management system) (for internal members).

**Frequency**

Not less than two ordinary meetings shall be held by Governing Body in each academic year. Governing Body may also periodically call extraordinary meetings in order to deal with urgent matters that arise between ordinary meetings and which fall under its remit.

**Quoracy**

A quorum of Governing Body shall comprise a minimum of 70% of its members. Where the External Chair is unable to attend, meetings shall be chaired by one of the other external members of Governing Body, as nominated by the Chair.

### **3.5.5 Agenda and Governing Body Meeting proceedings**

The agenda shall be circulated a minimum of five working days prior to each respective meeting. All supplemental documentation relevant to the meeting will be available a minimum of three working days prior. Matters tabled under AOB shall be for discussion and noting only. The first *agendum* for each meeting shall always be 'approval of the agenda'.

28. The Governing Body chair & secretary will be responsible for the preparation and circulation of its agenda
29. Minutes will be taken by the body secretary, who is responsible for their storage and dissemination to all members of staff
30. The body chair shall be responsible for managing the Governing Body's business and acting as its facilitator and guide
31. Any staff member may propose an item or motion for inclusion in the Governing Body's agenda using the 'agenda item submission form', subject to endorsement by a Governing Body member and the approval of the Governing Body chair (see below)
32. A document may be tabled at a meeting of the Governing Body provided it relates to one of the approved agenda items and that two-thirds of members agree to it being tabled
33. Speakers will always address the chair and all members will remain silent when another member is speaking

### **Procedures for motions, amendments and voting**

1. A 'motion' is a proposal which is put forward and a 'resolution' is the acceptance of a motion by members. A motion requires a proposer and a seconder, except when it is initiated by the chair.
2. For an amendment to a motion to be put, it requires a proposer and a seconder. An amendment will be put to a vote before the original motion.
3. If an amendment is not carried, the Chair will put the motion in its original form to a vote. If an amendment is carried, the Chair will put the amended motion to the meeting. Before a motion or an amendment are put to a vote, the Secretary will read out the text to be voted on.
4. Where a motion has been put to the meeting, the Chair will ask the Governing Body if it assents, and the decision will normally be by acclamation. Where there appears to be a

division, the Chair will call for a vote; such a vote may also be requested by any member. The results of voting will be counted and recorded by the Secretary.

5. All members in attendance are entitled to vote on matters coming before the Governing Body. At all meetings, the chair shall also have a casting vote (where it is necessary to break a deadlock).
6. The number of votes for and against a motion, and the number of abstentions, will be recorded in the minutes.
7. A member may raise a 'point of order' if they wish to interrupt the proceedings of a meeting (e.g. to raise concerns about procedure or seek clarification on any matter). The chair will determine whether the point of order is admissible.
8. A member may also propose a closure motion, if seconded.
9. Members may request for an emergency item to be inscribed on the agenda, but only if they receive the assenting votes of at least two thirds of Governing Body members. Non-members may request that an agenda item be included using the 'agenda item submission form', subject to the endorsement of a Governing Body member and the approval of the chair
10. The final agenda in any Governing Body meeting – 'any other business' – will allow members to flag up items for discussion at subsequently scheduled meetings, or elsewhere.

### **3.5.6 Reporting**

Governing Body shall prepare an annual report, for the attention of the ICD Board of Directors, containing a summary of all its activities and meetings. This shall be made available to all staff via the college document store, by the Governing Body Secretary. It must also convey responses to Academic Council reports directly to council secretary. Lastly, it will respond through the secretary to the reports of the Student Representative Committee. A record of all minutes will be kept on the college's document store for all staff to access.

Its annual report shall document the following:

1. Membership of the Governing Body, including any changes
2. A record of ordinary and extraordinary meetings held
3. A summary of business transacted by the Governing Body
4. A record of all significant governance actions arising out of the work of the Governing Body
5. A reflection on the college's progress in meeting its strategic objectives and any related developments
6. Notes on the performance of the college's quality assurance processes and governance structure that might contribute to their periodic evaluation and review
7. A record of any external quality assessment engaged in by the college, a reflection on their results, and a note of any developments in the regulatory context/environment in which the college operates (and the college's response)
8. Any updates to the college's risk register and its management
9. A record of any present or future resource needs and the college's plans for meeting them
10. A summary of any new appointments, human resource issues, or staff development needs/initiatives
11. A record of any identified areas for improvement pertaining to the student experience or learning environment and the college's plans to address these
12. A statement on the financial position of the college and the performance of its programmes
13. A record of the reports conveyed to the Governing Body annually by Academic Council and the Student Representative Committee
14. A summary of the responses prepared by the Governing Body to the reports of Academic Council and the Student Representative Committee
15. A summary of any agenda items requested by non-Governing Body members and any related decision-making

16. The results of an annual review of the Governing Body's constitution and performance identifying strategic areas for improvement in its corporate *and* academic governance.

### **3.5.7 The Role of External Chair of Governing Body**

The Chair of Governing Body shall be an external person, who shall be responsible for:

1. Ensuring high standards of governance at ICD
2. Establishing meeting agendas in collaboration with the Governing Body Secretary
3. Providing leadership and setting the tone and standard for Governing Body conduct
4. Managing the Governing Body's business and acting as its facilitator and guide.
5. Ensuring the Governing Body's business is undertaken in accordance with the Governing Body's terms of reference and the college's governing principles
6. Making sure that each meeting is planned effectively, in conjunction with the Governing Body Secretary, and that its agenda is dealt with fully and in an orderly, efficient manner
7. Ensuring a culture of openness, engaging all Governing Body members, and ensuring their views are heard and discussed
8. Ensuring that the Learner Voice (e.g. ICD graduate [member of Governing Body]) is meaningfully included in the work and decision-making of Governing Body
9. Making sure that all voting follows procedure and that clear decisions are taken and documented
10. Using their casting vote, where appropriate, to break deadlocks
11. Overseeing annual self-evaluation and performance appraisal of Governing Body
12. Alongside the secretary, preparing the Governing Body annual report, for the attention of the Board of Directors and to be circulated to all staff, and conveying important matters/emerging issues to the college Management Team and Academic Council
13. Ensuring that Governing Body receives accurate, timely and clear information
14. Ensuring that academic decision making at ICD is not unduly influenced by commercial considerations
15. Signing the approved minutes

### **3.5.8 The Role of the Governing Body Secretary**

The Governing Body Secretary shall be responsible for:

1. Establishing meeting agendas in collaboration with the Governing Body Chair
2. Taking, storing and disseminating accurate minutes for each Governing Body meeting
3. Ensuring that the notice of meeting is given, and that copies of the agenda be prepared
4. Recording the names of those present, and conveying and recording apologies from absent members

5. Circulating all relevant information/documentation to Governing Body members (including agendas and meeting schedules) in a timely manner
6. Processing agenda item submission forms from staff members
7. Making sure that any documentation or information requested at the last meeting is available or explaining why it is not
8. Obtaining the Chairperson's signature for approved minutes
9. Ensuring that agreed actions are communicated to relevant stakeholders and effectively followed up in line with Governing Body decisions
10. Reporting on action or matters arising out of the previous meeting and reading any important correspondence that has been received
11. Facilitating each meeting and ensuring that no agenda item is overlooked
12. Sending a reminder notice of each decision requiring action to the relevant person
13. Being accessible to all members of Governing Body to provide advice and services
14. Inducting all (new) members of Governing Body and providing mentoring where required

### 3.5.9 Governing Body Agenda Item Submission Form

(please submit to the Governing Body secretary)

<b>Meeting date</b>	<i>The scheduled meeting at which you would like the item discussed/decided on. Remember to submit your request in a timely manner so that the appropriate level of review may be undertaken (it is recommended that submissions are made between eight and four weeks before a regularly scheduled Governing Body meeting).</i>
<b>Author</b>	<i>Name of person or group submitting agenda item</i>
<b>Title/Short description of agenda item</b>	<i>Concise, one-line description for inclusion on agenda</i>
<b>Motion</b>	<i>Wording of motion, if applicable</i>
<b>Designated Sponsor/motion seconder</b>	<i>Member/other member of Governing Body who will speak to item, if applicable</i>
<b>Date submitted</b>	<i>Date of proposal submission</i>
<b>Description/ Explanation</b>	<ol style="list-style-type: none"> <li>1. <i>A full description and explanation of the proposed agenda item</i></li> <li>2. <i>please provide a clear and concise explanation of that item the Governing Body is being asked to consider</i></li> <li>3. <i>please detail all relevant facts, explain the need for action, and furnish sufficient background information and context</i></li> <li>4. <i>Your proposal must be sufficiently clear to be easily understood by all Governing Body members</i></li> <li>5. <i>Outline what you consider to be the expected results of implementation, if the item is adopted and approved by Governing Body</i></li> <li>6. <i>Agenda items for specially called meetings must include an explanation of the urgency for the Governing Body's consideration of and action on the matter</i></li> </ol>

## **REFERENCES**

Qualifications and Quality Assurance (Education and Training) Act (2012, Revised 2014) Government of Ireland. Available from

[https://www.qqi.ie/Downloads/Qualifications%20and%20Quality%20Assurance%20\(Education%20and%20Training\)%20Act%202012%20-%20Revised%20November%202014.pdf](https://www.qqi.ie/Downloads/Qualifications%20and%20Quality%20Assurance%20(Education%20and%20Training)%20Act%202012%20-%20Revised%20November%202014.pdf)