



OLLSCOIL NA GAILLIMHE  
UNIVERSITY OF GALWAY

# Údarás na hOllscoile

1 September 2023- 31 January 2025

## Handbook for Members

**Updated October 2023**  
**Office of the Secretary for Governance & Academic Affairs**

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# INTRODUCTION

Údarás na hOllscoile, the Governing Authority of University of Galway (the University) was established under the [Universities Act, 1997](#), as amended by the [HEA Act 2022](#), and is the direct successor of the Governing Body established under the founding Charter of University College Galway (1908). Among the main functions of Údarás na hOllscoile under the 1997 and 2022 Acts are: the appointment of the Chief Officer (President), the determination of policy and strategy, the control and administration of all lands and properties of the University, promoting the success (including academic success) and reputation of the university and satisfying itself that appropriate systems, procedures and practices are in place for the internal performance management and accountability of the university.

This updated handbook is designed to bring together essential information regarding the operations of Údarás na hOllscoile. It is supplemental to and subject to the [Charter and Statutes of the University](#), to the Universities Act 1997 and the HEA Act 2022 and to the Codes of Governance applicable in the higher education sector.

It aims to set out in easily referenced format the principal operational requirements for members, including procedural, practical and oversight responsibilities. In addition to being circulated to members, it will be housed in an easily accessible location on the Údarás na hOllscoile shared directory.

**The updated Code of Conduct for Members of Údarás na hOllscoile** is included in Appendix 1 of this handbook. It has been reviewed and updated following final approval of the updated Code of Conduct for Employees of University of Galway.

The [Standing Orders of Údarás na hOllscoile 2021-2025](#) are adopted by Údarás na hOllscoile in accordance with the Universities Act, 1997 (“the Act”) Third Schedule, Section 14 and should be read together with this handbook. They set out in detail the role of the Chairperson, Secretary and individual members of Údarás as well as the procedures for ensuring that Údarás fulfils its functions and duties as set out in the 1997 Act as amended by the HEA Act 2022 and in the Codes of Governance applicable in the higher education sector. These include provisions on conflict of interest, disclosures of interest, the individual responsibilities of members and the conduct of Údarás business.

As these procedures are supplementary to and subject to the requirements of the legislative acts and the Charter and the Statutes of the University, attention is drawn in particular to Sections 16, 17 and 18 of the 1997 Act, as amended by the HEA Act 2022, governing the composition of Údarás na hOllscoile, its Cathaoirleach, and its functions respectively, together with the entire Third Schedule which are reproduced. If in the interpretation of these procedures any conflict or ambiguity should arise, the provisions of the 1997 Act, the HEA Act 2022, Charter or Statutes shall prevail.

In addition to this handbook, information on the university’s governance structures and processes continues to be updated and added to the University’s online [Governance Hub](#).

**Office of the Secretary for Governance & Academic Affairs  
18 October 2023**

## MEMBERSHIP

Members of Údarás na hOllscoile are appointed in accordance with the Universities Act 1997, as amended by the HEA Act 2022. Under the HEA Act 2022, the membership of Údarás na hOllscoile is governed by specific Regulations relating to the selection, election, nomination or appointment of members of the governing authority. The relevant Regulations for Údarás na hOllscoile 1 September 2023-31 January 2025 are included at Appendix 1 of the Standing Orders for Údarás na hOllscoile.

The current list of members, including biographies, is available [here](#).

## CODE OF CONDUCT FOR MEMBERS

The Code of Conduct for Members of Údarás na hOllscoile is included as Appendix 1 of this handbook. It was reviewed and updated following final approval of the updated Code of Conduct for Employees of the University in 2023. It incorporates updates to the Governing Authority responsibilities arising from the HEA Act 2022 and it includes specific provisions on disclosure of governing authority members' interests and incorporates the procedures for dealing with conflicts of interest, which for the sake of completeness are also included in the Standing Orders of Údarás na hOllscoile.

## PROCEDURAL MATTERS

### Schedule of Reserved Functions and Delegated Authority

The University of Galway [Governing Authority Schedule of Reserved Powers and Delegated Authority](#) was approved by Údarás na hOllscoile on 25 October 2023 under the provisions of Section 14 of the Third Schedule of the Universities Act 1997. Its purpose is to set out the decisions reserved for Governing Authority and the specific delegations to Committees and/or the Chief Officer. It remains in effect until such time as it is repealed or amended by the Governing Authority.

It will be reviewed and approved by each incoming Governing Authority at the first expedient opportunity in that regard, **not later than before the end of the first calendar year of its term**.

The Governing Authority Schedule of Reserved Powers and Delegated Authority should be read in conjunction with the [Governing Authority Standing Orders](#) and the [University Statutes](#). At all times, the Governing Authority adheres to public policy as may from time to time be expressed by way of legislation, Statutory Instrument or other appropriate means.

### Procedures for obtaining information on relevant new laws and regulations

As set out in Section 4.6 of the Standing Orders of Údarás na hOllscoile, the duties of the Secretary to the Governing Authority include providing the Governing Authority with authoritative guidance about its legal and statutory responsibilities, including national legislation, and the University charter, statutes and regulations, including on how those responsibilities should be discharged.

Such information will normally be provided through written and verbal briefings for the Governing Authority. Where members of Governing Authority are seeking additional information on relevant new laws and regulations, they can contact the Office of the Secretary for Governance & Academic Affairs at [govandacademicaffairs@universityofgalway.ie](mailto:govandacademicaffairs@universityofgalway.ie)

## Procedures for decisions required between meetings of Údarás na hOllscoile

Section 6.11 of the Standing Orders of Údarás na hOllscoile provides for a written procedure to be followed when, exceptionally, decisions are required between meetings of Údarás na hOllscoile.

Extract from Standing Orders of Údarás na hOllscoile 1 September 2023 – 31 January 2025

6.11 The Standing and Strategic Planning Committee, under the delegated authority of Údarás na hOllscoile, acts on behalf of Údarás as necessary between meetings and advises the President, as appropriate, on any urgent issues arising between such meetings. During the course of the Academic Year, where, in the opinion of the Chairperson, there is urgent business that must be transacted between two scheduled meetings of Údarás na hOllscoile and which is not appropriate to delegate to the Standing and Strategic Planning Committee of Údarás, then the Chairperson may:

- (a) convene a special meeting of Údarás na hOllscoile to consider it, or
- (b) direct a proposal to Údarás na hOllscoile by means of a written or electronic procedure.

6.12 For the purposes of the procedure pursuant to 6.11(b), the text of the proposal shall be circulated electronically or in writing by the Secretary on behalf of the Chairperson to all members, with a reasonable time limit within which members shall make known any reservations they may have or amendments they may wish to make.

6.13 Any member may, before the expiration of the set time limit, require that the proposal be discussed at the next scheduled meeting of Údarás, by sending to the Chairperson (with copies to the other members and persons in attendance) a written or electronic notification to that effect.

6.14 A proposal on which no member has made a reservation before the expiration of the set time limit shall stand adopted by Údarás na hOllscoile.

6.15 A proposal, or an amended proposal, on which a majority of the members expressly agree at the expiration of the set time limit shall stand adopted by Údarás na hOllscoile.

Proposals adopted pursuant to this section shall be reported to the next meeting of Údarás na hOllscoile and recorded in the minutes of that meeting.

## Sub-Committees of Údarás na hOllscoile

Údarás na hOllscoile has four Sub-Committees as follows:

Standing & Strategic Planning Committee

Finance & Resource Committee

Equality, Diversity, Inclusion & Human Resources Committee

Audit & Risk Committee

The most up to date Terms of Reference and membership for each of the Sub-Committees is available [here](#) .

### Access by Members of Údarás na hOllscoile to the advice and services of the Secretary

The Secretary for Governance & Academic Affairs, as Secretary to Údarás na hOllscoile is responsible to the Governing Authority for ensuring that governing authority procedures are followed and the applicable rules and regulations are complied with.

This is provided for in Section 4.6 of the Standing Orders of Údarás na hOllscoile as follows:

The duties of the Secretary include the following:

- (a) to ensure that all documentation provided to members of the Governing Authority is concise and its content is appropriate,
- (b) to provide the Governing Authority with authoritative guidance about its legal and statutory responsibilities, including national legislation, and the University charter, statutes and regulations, including on how these responsibilities should be discharged,
- (c) to provide legal advice to, or obtain it for, the Governing Authority, and to advise the Governing Authority on all matters of procedure,
- (d) to act as Secretary to such Committees of Údarás na hOllscoile as Údarás itself may determine and to be responsible for ensuring that adequate Secretariat support is provided to Governing Authority Committees if required,
- (e) to arrange for the re-imbusement to Governing Authority members of the expenses they incur in carrying out Governing Authority business (the Secretary shall be provided with a budget for that purpose), and
- (f) to alert the Governing Authority, and to give appropriate advice, where:
  - (i) new or revised responsibilities for the Governing Authority arise (e.g from new legislation),
  - (ii) s/he believes that any proposed action would exceed the Governing Authority's powers or be contrary to statute or legislation, and
  - (iii) conflict occurs or may potentially occur between the Governing Authority and the President.

## Arrangements for seeking legal or other professional advice

In the normal course, outside legal or other advice required will be obtained by the Secretary on behalf of Údarás na hOllscoile in accordance with the collective nature of its responsibilities.

Notwithstanding the foregoing, an individual member or group of members, in the furtherance of their duties, may seek, in exceptional circumstances, independent legal or other professional advice at the reasonable expense of the University. In those circumstances, the following procedure applies:

1. An individual member or group of members, in the furtherance of their duties, seeking, in exceptional circumstances, independent legal or other professional advice at the reasonable expense of the University, shall contact the Secretary to Údarás na hOllscoile requesting consideration of the matter.
2. Where such a request relates to the provision of legal advice, the Secretary shall consult with the Director of Corporate and Legal Affairs in the University regarding the most appropriate procurement framework from which to draw down independent legal advice on the matter requested and liaise with the member or members to provide information on the process to be followed.
3. Where such a request relates to the provision of other professional advice, the Secretary shall consult with the Head of Compliance in the University regarding which part of the Office of Government Procurement framework from which to draw down such advice and liaise with the member or members to provide information on the process to be followed.
4. As necessary, a nominated individual in the Office of the Secretary for Governance and Academic Affairs may be appointed to support the individual member or group of members on a strictly confidential basis with any administrative support necessary to secure the procurement of such independent advice.

## PRACTICAL MATTERS

### Conduct of meetings and timely circulation of papers

Section 6 of the [Standing Orders of Údarás na hOllscoile](#) sets out the arrangements for the conduct of business at meetings. It includes details on setting the agenda, the arrangements for decision-making, frequency of meetings and the tabling of resolutions and motions. Paragraph 6.21 provides that unless otherwise agreed, the agenda and papers for meetings will be made available to members of Údarás na hOllscoile no later than seven calendar days before the date of the meeting.

### General Queries and Assistance

The Office of the Secretary for Governance and Academic Affairs is responsible for supporting the work of Údarás na hOllscoile and will be happy to assist and support members with queries on any issue.

Key contact:

Joanne O' Connor, Governance Officer

Email: [joanne.oconnor@universityofgalway.ie](mailto:joanne.oconnor@universityofgalway.ie) or [govandacademicaffairs@universityofgalway.ie](mailto:govandacademicaffairs@universityofgalway.ie)

## Expenses

Members will be paid all reasonable, vouched travelling, hotel and other expenses properly incurred by them in connection with attendance at meetings or otherwise in connection with the discharge of their duties, in line with University of Galway's Travel and Subsistence Policy, QA301.

The relevant claim form is available from the Office of the Secretary for Governance & Academic Affairs and on the Údarás na hOllscoile Sharepoint folder.

The form should be filled out, with receipts attached, and returned to the Governance Officer for sign-off by the Secretary for Governance & Academic Affairs.

In line with the policy:

- claims must be submitted within three months of trip and reimbursements will normally be made electronically
- original receipts must be submitted in respect of all costs claimed. Credit card slips are not acceptable.

## KEY OVERSIGHT AND COMPLIANCE RESPONSIBILITIES OF ÚDARÁS NA hOLLSCOILE

Údarás na hOllscoile is responsible for important oversight and compliance requirements under relevant legislation and Codes of Governance. This section of the handbook includes information on some of the key oversight and compliance responsibilities. A checklist of key annual and recurring compliance and reporting requirements for Údarás na hOllscoile is included at Appendix 1.

### Responsibilities of Údarás na hOllscoile in relation to the approval of the financial statements

Údarás na hOllscoile is responsible for preparing the University's annual report in the form of the financial statements. Údarás na hOllscoile must also state in the annual report whether they consider the financial statements to be a true and fair view of the University's financial performance and its financial position at the end of the year.

### Responsibilities of Údarás na hOllscoile in relation to the University's system of internal control

Údarás na hOllscoile is responsible for the University's system of internal control. Údarás na hOllscoile approves the Statement on the System of Internal Control (SIC) on an annual basis. The Statement on the System of Internal Control is required to be included in the University's annual report in the form of the financial statements. The Annual Governance Statement of the University, which is approved by Údarás na hOllscoile, signed by the Chairperson and President and submitted to the HEA on an annual basis requires confirmation that the Statement on the System of Internal Control was included with the audited financial statements for the relevant reporting period.

In addition, Údarás na hOllscoile conducts an annual review of the effectiveness of the system of internal control in the University.



## Responsibilities of Údarás na hOllscoile in related to Protected Disclosures legislation

The Protected Disclosures Act 2014 applies to persons in the public, private and not-for-profit sectors who report reasonably believed concerns about wrongdoing they have encountered in the course of their work.

The Protected Disclosures Act 2014 requires public bodies, including Universities, to prepare and publish a report each year confirming the number of protected disclosures made to the relevant public body in the preceding year and the action taken in response to the protected disclosure.

Public bodies are also obliged to have a Protected Disclosures Policy in place. The purpose of this Policy is to encourage a Worker within the University to make a disclosure of any potential wrongdoing of which they become aware and for the University to provide protection for the person making the disclosure. This policy provides guidelines as to how and to whom a Protected Disclosure should be made.

The Protected Disclosures Act 2014 was amended in 2022 widening the scope and protection of the Act to include board members, shareholders, job applicants and volunteers. The reporting channels must provide for acknowledgement and follow-up of all reports and the provision of feedback to the reporting persons.

The University is introducing a new policy to reflect these changes, which will come to Údarás na hOllscoile for approval in the coming year and appropriate training will be provided for members in respect of key provisions.

## Responsibilities of Údarás na hOllscoile under safety at work legislation

In Ireland, the main legislation governing safety in the workplace is the [Safety, Health and Welfare at Work Act 2005](#) (No. 10 of 2005). This Act sets down the duties of the employer to its employees principally and others. In the University, **Údarás na hOllscoile is de facto the employer** and who must be able to verify that the employer's duties are effectively being complied with. Section 8. (1) *"Every employer shall ensure, so far as is reasonably practicable, the safety, health and welfare at work of his or her employees"*. When these requirements are applied to a large and complex organisation such as the University of Galway, Údarás na hOllscoile needs to ensure that there are effective mechanisms in place that they can use to verify that they as the employer have discharged their employer responsibilities. This includes verifying that all levels of management are discharging their safety responsibilities.

### **Management and Safety Structures in University of Galway**

Structures and procedures are in place to implement and manage workplace safety in the University. These serve to assist Údarás na hOllscoile as the employer in complying with the ethical requirement for a safe workplace which is also included in the University's Strategy 2020-2025.

*Everyone working on University of Galway campuses can expect to be enabled to do their best work in a positive and safe work environment.*

The measures also obviously serve to assist in complying with the legislation and good practice. The major examples of these structures and procedures are:

- the [University of Galway Safety Statement](#) : which sets out the policies, structures, staff and arrangements for safety in the University.
- the **University Management Team** is the University's Safety Committee who work in conjunction with the advisory, consultative group the **University's Safety Working Group** (SWG). The SWG meets six times annually and reports to UMT on safety issues. This includes an **annual Health and Safety Report** that is provided to the Audit & Risk Committee on behalf of Údarás na hOllscoile.  
The **University Safety Officer** is the competent person that the employer can obtain under S. 8.(2)(I) of the 2005 Act. The role of such a person is typically to advise University management on how to comply with health and safety legislation.

Further information on the responsibilities of Údarás na hOllscoile will be provided through a training workshop for members in the upcoming academic year.



OLLSCOIL NA GAILLIMHE  
UNIVERSITY OF GALWAY

# Code of Conduct for Údarás na hOllscoile

Office of the Secretary for Governance & Academic Affairs  
October 2023

# Code of Conduct for Members of Údarás na hOllscoile

## 1. Introduction

University of Galway has developed this Code of Conduct for members of Údarás na hOllscoile - the University's Governing Authority - and its Committees. This Code of Conduct takes account of the implications of the Ethics in Public Office Acts, 1995 and the Standards in Public Office Act 2001 as well as the Universities Act 1997 and the HEA Act 2022. A copy of the Code will be circulated to all members of Údarás na hOllscoile and it will also be available upon request and published on the University's website. It should be read in conjunction with the Standing Orders for Údarás na hOllscoile 1 September 2023 – 31 January 2025.

## 2. Intent and scope

The purpose of the Code is to provide guidance to the Chairperson and members of the Governing Authority of University of Galway in performing their duties as members of the Governing Authority as set down in the Universities Act 1997 as amended by the HEA Act 2022. The Code also applies to all members of the Committees of the Governing Authority. Copies of the legislation have been provided to all members of the Governing Authority and its Committees. Where the Code refers to Governing Authority members, it should be taken as meaning members of Governing Authority and members of its Committees.

This Code is in substitution of and supersedes any prior Code of Conduct, Codes of Practice, or similar. Any such prior Codes stand repealed.

## 3. Objectives

3.1. The objectives of the Code are

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

## 4. Conduct and General Principles:

All Governing Authority Members shall:

- treat each other, and University staff and students, with professionalism, courtesy and respect;
- participate actively and work co-operatively with fellow Members in discharging their responsibilities as Members;
- not act as spokespersons for Údarás na hOllscoile in any form unless specifically requested by the Údarás to do so.

All Governing Authority members are required to observe the following fundamental principles:

#### **4.1. Integrity**

- Members of the Governing Authority are required to comply with the conflict of interest provisions set out in the Standing Orders for Údarás na hOllscoile and in Section 5 of this Code of Conduct and to disclose outside employment/business interests which they consider may be in conflict or in potential conflict with the business of University of Galway, or may be perceived as such. Section 5 includes further details of disclosure requirements. Disclosure should be made as soon as they become aware of any conflict or potential conflict;
- The Governing Authority will not allow management or employees to be involved in outside employment/business interests in conflict or in potential conflict with the business of University of Galway. It will put in place appropriate arrangements to give effect to this;
- While no objection would normally be taken to the acceptance of what is regarded as routine or customary hospitality, the most obvious example being a business lunch, or attendance at a civic, cultural or festive event, members of the Governing Authority will avoid giving or receiving gifts, corporate hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make independent judgement on business transactions;
- Members of the Governing Authority must be committed to having University of Galway compete vigorously and energetically but also ethically and honestly with other educational institutions, commercial and other providers of research and advisory services;
- University of Galway is committed to conducting its purchasing activities of goods/services in accordance with public policy and best business practice and its purchasing regulations reflect this;
- University of Galway is also committed to ensuring that its engagement of consultancy and other services is in compliance with public policy guidelines;
- University of Galway is also committed to ensuring a culture of claiming expenses only as appropriate to official needs and in accordance with good practice in the public sector. In line with the University's policy on Travel and Subsistence, members of Údarás na hOllscoile will be reimbursed for all reasonable, vouched travel, hotel and other expenses properly incurred by them in connection with the discharge of their duties;
- University of Galway is committed to ensuring that the accounts/reports accurately reflect the operating performance of the university and are not misleading or designed to be misleading;

- Members of the Governing Authority are required to avoid the use of University of Galway resources or time for personal gain, for the material benefit of persons/organisations unconnected with the institutions or its activities or for the benefit of competitors;
- Members of the Governing Authority shall not assist any person or any organisation in its dealings with the University when such intervention may result in real or apparent preferential treatment to that person or organisation by the University;
- Members of the Governing Authority should contact the Secretary for Governance & Academic Affairs to request prior approval to use facilities or services of the University;
- University of Galway is committed not to acquire information or business secrets by improper means.

#### **4.2. Information**

University of Galway is committed to providing access to general information relating to its activities in a way that is open and enhances its accountability to the general public;

- Members of the Governing Authority are required to respect the confidentiality of sensitive information held by University of Galway. This would constitute material such as:
  - personal information;
  - information received in confidence by University of Galway;
  - any commercially sensitive information or other information sensitive to the reputation of University of Galway including future plans or details of major organisational or structural changes. These obligations do not cease when membership of the Governing Authority or its Committees has ended;
- Members of the Governing Authority will ensure that appropriate care is taken to guarantee the security of sensitive Governing Authority and other documents, whether in paper or electronic form;
- Members of the Governing Authority will observe any restrictions agreed by the Governing Authority on the use or dissemination of information (subject to the requirements of relevant Freedom of Information or Data Protection legislation).
- University of Galway will comply with all relevant statutory provisions (e.g. data protection legislation, the Freedom of Information Act, 1997);
- Members of the Governing Authority and relevant staff will observe due confidentiality in relation to all discussions and decisions taken at meetings of the Governing Authority;
- In accordance with good governance practice Members of the Governing Authority should after ceasing to be a Member, not make use of any information obtained in their capacity as a Member that is not generally available to the public, in order to derive therefrom a benefit or advantage for themselves or for any family Member;
- At the end of their term, former members of the Governing Authority should not retain documentation obtained during their terms of office as members and should return such documentation to the Secretary of Governing Authority or otherwise indicate to the Secretary that all such documentation in their possession has been disposed of in an appropriate manner. In the event that former Governing Authority

members require access to papers from the time of their term on the Governing Authority, this can be facilitated by the Secretary.

#### **4.3. Obligations**

- University of Galway will fulfil all regulatory and statutory obligations imposed on the University by the Universities Act 1997 and the HEA Act 2022;
- University of Galway will comply with detailed tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure;
- University of Galway has introduced measures to prevent fraud and to ensure compliance with the prescribed levels of authority for sanctioning any relevant expenditure;
- Members of the Governing Authority shall act responsibly and fairly with the due care, skill, diligence, loyalty, and the prudence of a reasonable individual.
- Members are required to use their reasonable endeavours to attend all governing authority meetings;
- Members should:
  - develop and maintain a clear understanding of the functions of Údarás na hOllscoile;
  - familiarise themselves with the contents of the relevant legislation;
  - develop and maintain a clear understanding of the role of any Údarás na hOllscoile committee on which they serve;
  - familiarise themselves with the contents of key University documents (as specified by Údarás na hOllscoile from time to time);
  - prepare for meetings by reading and considering all papers circulated with the agenda, provided to them ordinarily at least one week before each meeting of Údarás na hOllscoile
- The Governing Authority of University of Galway acknowledges the duty of all to conform to the highest standards of business ethics.

#### **4.4. Loyalty**

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

#### **4.5. Fairness**

- University of Galway is committed to complying with employment equality and equal status legislation;
- University of Galway is committed to fairness in all business dealings; and

- University of Galway values its students, suppliers, employees and customers and treats all its students, suppliers, employees and customers equally.

#### **4.6. Work/External Environment**

- The Governing Authority of University of Galway place the highest priority on promoting and preserving the health and safety of its employees and students;
- University of Galway will ensure that community concerns are fully considered in its activities and operations;
- University of Galway will minimise any detrimental impact of its operations on the environment.

### **5. Conflicts of Interest**

5.1 Members should be vigilant to ensure that real or perceived conflicts of interest are acknowledged and addressed:

- A member shall be considered to have a real conflict of interest when s/he holds a personal interest, whether direct or indirect, of which s/he is aware and which in the opinion of a reasonably informed and well-advised person is sufficient to put into question the independence, impartiality, and objectiveness that the said member is obliged to exercise in the performance of his/her duties.
- A member shall be considered to have a perceived conflict of interest when s/he appears to have, in the opinion of a reasonably informed and well-advised person, a personal interest, whether direct or indirect, that is sufficient to put into question the independence, impartiality, and objectiveness that the said member is obliged to exercise in the performance of his/her duties.

5.2 Where a conflict of interest arises, a member shall make a full disclosure of the conflict to the Secretary of Údarás na hOllscoile (copied to the Chairperson of Údarás na hOllscoile), as soon as s/he becomes aware of same. Governors are asked to read the Agenda and documents for Údarás meetings as soon as possible once circulated. Any potential/actual conflicts of interest should normally be brought to the attention of the Secretary in writing 24 hours prior to the relevant meeting of Údarás na hOllscoile.

5.3 Members shall resolve a conflict of interest in the best interests of the University by declaring his/her interest and leaving the room, thereby taking no part in the relevant discussion, decision or action. In circumstances where a member is unsure as to whether or not a conflict of interest exists or is material, s/he should discuss the matter with the Chairperson prior to the meeting. If in doubt, s/he should declare and offer to withdraw.



5.4 Similar arrangements apply in relation to relevant meeting documentation where such documentation shall not be made available to the member, once a potential conflict of interest has been declared.

5.6 Declarations of conflicts of interest are noted in the minutes of the meeting.

5.7 The Universities Act, 1997, Schedule 3, paragraph 8, states:

(a) A member of the Governing Authority who has an interest in either (i) a company (other than a public company of which he or she is not a director or otherwise involved in its management) or concern with which the University proposes to make a contract, or (ii) a contract which the University proposes to make, shall disclose to the Governing Authority the fact of the interest and its nature, and shall take no part in any deliberation or decision of the Governing Authority relating to the contract, and the disclosure shall be recorded in the minutes of the Governing Authority.

(b) A member of the Governing Authority who is related to a person who is a candidate for appointment by the Governing Authority as an employee of the University shall disclose to the Governing Authority the fact of the relationship and its nature and shall, if the Governing Authority so decides, take no part in any deliberation or decision of the Governing Authority relating to the appointment, and the disclosure and decision shall be recorded in the minutes of the Governing Authority.

5.8 Where a member of the Governing Authority engages with the University in the course of business, as a party to a contract, as a supplier of goods or services, or as a director or owner of an entity providing goods or services to the University, any such interest must be declared to the Governing Authority. The fact that University decisions regarding the engagement/business involvement are not made directly by the Governing Authority will not absolve any member of Governing Authority from the obligation to declare the interest.

5.9 Apart from the President [Universities Act, S. 16 (2)], no member of the University Management Team, may stand for election to, or be a member of Údarás na hOllscoile. Any staff member who is a member of Údarás na hOllscoile and is appointed to the University Management Team shall resign from the Governing Authority on taking up such appointment.

## **6. Register of Interests**

6.1 Members shall comply with the provisions of the Ethics in Public Office Act (1995) and The Standards in Public Office Act (2001) as these are applied to Údarás na hOllscoile. The necessary Statement of Interest shall be returned annually to the designated officer of the University and to the Commission on Standards in Public Office by the due date.

## **7. Responsibility**

- 7.1 University of Galway will circulate this Code of Conduct to all members of the Governing Authority for their retention;
- 7.2 University of Galway will ensure that all members of the Governing Authority receive a copy of the Code and understand its contents;
- 7.3 University of Galway will provide practical guidance and direction as required on such areas as gifts and entertainment and on other ethical considerations which arise routinely.

## **8. Review**

- 8.1 The Governing Authority of University of Galway will review this Code of Conduct periodically, at least once every three years.

## Appendix 2



OLLSCOIL NA GAILLIMHE  
UNIVERSITY OF GALWAY

### Checklist of key annual and recurring compliance/reporting requirements for Údarás na hOllscoile

Timeline/ Frequency	Compliance/reporting action	Sub-Committee (where relevant)	UMT Member/ Area Responsible
At least quarterly	Oversight of <b>implementation of Strategic Plan</b> and input to <b>next strategic planning cycle</b>	Standing & Strategic Planning Committee	President, Director of Strategy Implementation, all UMT members
All meetings	Monitoring of <b>ongoing budgetary position</b> , monthly reports on income and expenditure and <b>expenditure on major capital projects</b>	Finance & Resource Committee	Bursar
Quarterly	Review of <b>non-compliant procurement*</b>	Finance & Resource Committee	COO/Head of Compliance
Quarter 2 (usually)	<b>Annual effectiveness review</b> of Údarás na hOllscoile (either internal or external)	n/a	Secretary for Governance & Academic Affairs
All meetings	<b>Report from President and UMT</b> , including strategic risks	n/a	President & UMT
All meetings	Reports from Údarás Sub-Committees	All Sub-Committees	n/a
Every 5 years	Approval of new stage of <b>HEA System Performance Framework</b>	n/a	Secretary for Governance & Academic Affairs
As required	Oversight on actions to address gaps in implementation of the Disability Act 2005.*	Equality, Diversity, Inclusion & Human Resource Committee	Vice-President for Equality, Diversity & Inclusion
<b>*these actions were requested by the HEA in feedback on University of Galway's Annual Governance Statement 2021-2022</b>			
December	Governing Authority <b>Annual Review of the Effectiveness of the System of Internal Control</b> in the University for the previous financial year.	n/a	All UMT members, Internal Audit and Annual Report of ARC for input. Collated and submitted for approval by the Office of the Secretary for Governance & Academic Affairs
February	Review of update on Intellectual Property (IP) and Conflict of Interest	n/a	Vice-President for Research and Innovation, Director of Technology, Transfer and Innovation
February	Review of report on the breakdown of Expenditure on External Consultancy	n/a	COO, Head of Compliance

Timeline/ Frequency	Compliance/reporting action	Sub-Committee (where relevant)	UMT Member/ Area Responsible
March	Approval and signature by the Chair and President of the <b>Oversight Agreement with the HEA for submission to the HEA</b>	n/a	Secretary for Governance & Academic Affairs
March	Approval and Submission of approved <b>Annual Governance Statement (AGS)</b> , including the <b>Statement on the System of Internal Control (SIC)</b> to the Higher Education Authority.	Audit & Risk Committee	Collated and submitted for approval by Secretary for Governance & Academic Affairs & Director of Governance. All UMT Members responsible for specific input in relevant areas.
March (from 2023 onwards)	Approval of the <b>consolidated financial statements of the University</b> , including the <b>Statement on the System of Internal Control</b>	Audit & Risk Committee	Bursar Secretary for Governance & Academic Affairs
June	Approval of <b>Annual Work Plan</b> for the upcoming academic year	n/a	Secretary for Governance & Academic Affairs
June	<b>Approval of Budget</b> for upcoming academic year	Finance & Resource Committee	Bursar
June	<b>Approval of fees</b> for upcoming academic year+1	Finance & Resource Committee	Bursar
December	Confirm <b>draft consolidated GAAP financial statements</b> ready for audit	Finance & Resource Committee	Bursar
December	Receipt of the <b>Annual Report of the Audit &amp; Risk Committee</b>	Audit & Risk Committee	n/a