



## **Procedures for the appointment of a Governing Body for DkIT Version 2**

Purpose:	The Procedures for the appointment of a Governing Body of DkIT presents a set of arrangements and procedures to be applied when appointing members to the Governing Body in accordance with the Higher Education Authority Act 2022.	
Circulation:	This document is available for all staff and Governing Body Members (including subcommittee members) to review and will be published on the Institute's website.	
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## 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 and the IoT Act along with and other 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 reappointed 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.’.*

### **DkIT Governing Body**

Refer to Appendix I for a list of current Governing Body members and the term they have been appointed for.

### **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 Minister<sup>1</sup>.

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).”*

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<sup>1</sup> “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

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<sup>2 3</sup>, is a function Reserved to the Governing Body.

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 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 four (4) 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 for State Bodies 2016, as amended sets the following requirements in respect of the skills and competencies required of Governing Body Members (referred to as Board in the Code of Governance):

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

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<sup>2</sup> 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”

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

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

Section 2.4 of the Code of Governance for State Bodies 2016, 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 (referred to as ‘Board’ in the Code of Governance):

*“2.4 Board Skills: Where a Chairperson is of the view that specific skills are required on the Board, he/she should advise the relevant Minister of this view for his/her consideration sufficiently in advance of a time when Board 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.

Governing Body Members are required to demonstrate evidence of a number of the following capabilities:

- Collegiality and ability to work constructively with others
- Commitment to education, life-long learning, research and innovation
- Critical thinking, good judgement and independence
- Public sector / corporate decision making
- Understanding of the division of functions (e.g. Reserved / Governance vs. Executive)
- Excellent communication skills
- Record of personal experience at board or senior management level
- Corporate governance, risk management and organisational management including:
  - Governance (ideally in a complex or public organisation)
  - Strategic Thinking
  - Risk Management
  - Financial Management
  - Public procurement
- Public sector, higher education and institute specific competencies:
  - Be learner-centric in their approach
  - Higher education, including internationally
  - Regulatory environment - Financial
  - Regulatory environment - Governance
  - Tertiary level education and access pathways
  - Strategic development and sustainability goals
  - Strategic communications
  - Equality, diversity & inclusion practices and legislation
  - Civic, social, cultural and community engagement
  - Research and Innovation
  - Knowledge and understanding of the region and economy in which DkIT operates
  - Disciplinary knowledge & expertise in a selection of the following:
    - Creative arts, media and music



- Computing and digital technology
- Health (nursing, midwifery etc.)
- Sciences and applied sciences
- Agriculture and food industry
- Business, management and financial studies
- Humanities
- Hospitality
- Engineering
- Apprentice / Trades
- Renewable energies
- Private sector and cognate industries
- Academic knowledge and leadership
- Understanding of strategic capital projects and 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:

- All of the above competencies would be available to the Governing Body through its collective membership
- 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 (10) 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 of 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.

The Chairperson should demonstrate a proven ability to develop and maintain a positive and constructive relationship with the President recognising the legislative division of responsibilities between reserved and executive functions.

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 (3) of these members be nominated by the Minister. Section 6 (6) (b) provides that seven (7) 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.

#### **External Members Nominated by the Minister**

Section 6 (6) (a) provides that three (3) external Members of the Governing Body shall be nominated by the Minister for appointment by the Governing Body for a term of office as determined by the Minister but not exceeding four years.

The Secretary to the Governing Body, on behalf of 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 consider in making the nominations that one of the nominees shall be a woman and one shall be a man.

### **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 (9) external members be appointed by the Governing Body to the Governing Body. Section 6 (6) (a) provides that three (3) of these members be nominated by the Minister. Section 6 (6) (b) provides that seven (7) external members be appointed under procedures determined by the Governing Body and approved by the Minister for a term of office not exceeding four years.

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 terms of office not exceeding four years and a Member may be appointed for two consecutive terms of office.

### **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.

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.

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

### **Appointment of Internal Institute 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.

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) provides for the appointment of three student union representatives to the Governing Body.

Section 2 of the RTC Act 1992, as inserted by Section 106 of the HEA Act 2022 provides the following definitions:

- *“student”, in relation to a college means a person registered as a student by the college or a full-time officer of the student union who was first elected or appointed to his or her office while he or she was register as a student by the college.*
- *“student union”, in relation to a college, means a student union or other student representative body recognised by the college.*

Section 6 (11) of the RTC Act 1992 (as amended by the HEA Act 2022) has the following definition:

- *“student member”, in relation to a Governing Body, means a member of the Governing Body who is a student at the college.*

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 DkIT the student members of the Governing Body will be appointed for a Term of Office commencing on 1 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 DkIT Student Union.

The Secretary to the Governing Body, on behalf of the Committee, will request nominations from the DkIT Student Union of three nominees. In providing nominations, and accordance with the requirement for the Governing Body to have gender balance, the Student 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.

### **Reappointment of External Governing Body Members**

The Secretary to the Governing Body shall write to both the Chair of the Governing Body and the Chair of the Nominations Committee at least ninety (90) days in advance of the term of office of any member coming to an end. On receipt of this correspondence the Chair of the Nominations Committee shall convene a meeting of that committee to consider the upcoming vacancy.

The Committee shall consider if the member (whose term is coming to an end) is eligible to be reappointed in accordance with these procedures and the legislation. The Committee shall also consider the need for the membership Governing Body to:

- collectively have the appropriate skills and knowledge relevant to the activities of the Institute, to enable them to discharge their respective duties and responsibilities effectively,
- be gender balanced (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)
- take account of the region served by the college

For Governing Members originally appointed by the Governing Body the Committee shall make a recommendation to the Governing Body to re-appoint the member (subject to their willingness and desire) for a second and final term, of up to four years, or alternatively recommend, on the basis of the above considerations, for the Governing Body to proceed to recruit an external member in line with these procedures.

For Governing Body Members originally nominated by the Minister the Committee shall advise the Chair of the Governing Body in making a possible recommendation to the Minister to re-nominate the member (subject to their willingness and desire) for a second and final term, of up to four years.

### **Casual Vacancies**

If a member of the Governing Body, other than the President, dies, resigns, ceases to be qualified for, or ceases, for any reason, to be a member of the Governing Body, the Governing Body may appoint a person to fill the casual vacancy.

A person appointed to be a member of the Governing Body pursuant to subparagraph (1) – (a) shall be representative of the person referred to in paragraph (a), (b), (d) or (e) of Section 6(4), who occasioned the casual vacancy.

