



OLLSCOIL NA GAILLIMHE
UNIVERSITY OF GALWAY



Údarás na hOllscoile

1st February 2025 – 31st January 2029

Handbook for Members

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1. Introduction

1.1 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).

1.2 Among the main functions of Údarás na hOllscoile under the 1997 and 2022 Acts are:

- To control and administer the land and other property of the university.
- To appoint the Chief Officer and other such employees as it thinks necessary for the purposes of the university.
- To determine the membership of the Governing Authority within the limitations of the Act and other relevant documents such as charter, statutes and regulations,
- To perform such other functions as are imposed on it by or under this or any other Act or by its charter, if any, statutes and regulations,
- To promote the success (including academic success) and reputation of the university
- To satisfy itself that appropriate systems, procedures and practices are in place:
 - i. to achieve the objects of the university,
 - ii. for the internal performance management and accountability of the university in respect of the performance of its functions and the achievement of the aims in its strategic development plan, and
 - iii. in order to implement, and report on compliance with, the policies (whether set out in codes, guidelines or other documents, or any combination thereof) of the Government or a Minister of the Government to the extent that those policies may affect or relate to the functions of the university.
- To establish and implement arrangements for the management of the performance of the Chief Officer.
- The Governing Authority is also responsible for performing the following functions with regard to the university:
 - a. approve expenditure for major capital and investment projects;
 - b. approve annual financial statements;
 - c. provide for and maintain a system of audit;
 - d. provide for and maintain a system of risk management;
 - e. provide for and maintain a system of quality assurance in accordance with the Qualifications and Quality Assurance (Education and Training) Act 2012 ;
 - f. review and oversee the implementation of major plans of action and provide strategic direction;
 - g. delegate such functions as may be appropriate to the chief officer;
 - h. manage the financial affairs of the university to ensure value for money and its financial viability;
 - i. account to An tÚdarás (the Higher Education Authority) for funding provided to the university by An tÚdarás.

1.3 This 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 the Code of Practice for the Governance of State Bodies.

- 1.4 It aims to set out in an 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.
- 1.5 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 Code of Practice for the Governance of State Bodies. These include provisions on conflict of interest, disclosures of interest, the individual responsibilities of members and the conduct of Údarás business.
- 1.6 As these procedures are supplementary to and subject to the requirements of the legislative acts, 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.
- 1.7 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](#).

2. Membership

- 2.1 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 1st February 2025 – 31st January 2029 are available on [the Kube – University of Galway’s online Governance Hub](#).
- 2.2 The current list of members, including biographies, is [available on the Kube – University of Galway’s online Governance Hub](#).

3. Code of Conduct For Members

- 3.1 The Code of Conduct for Members of Údarás na hOllscoile [is available on the Kube – University of Galway’s online Governance Hub](#). It incorporates updates to the Governing Authority responsibilities arising from the HEA Act 2022 and Code of Practice for the Governance of State Bodies. 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.

4. Procedural Matters

4.1 Schedule of Reserved Functions and Delegated Authority

- 4.1.1 The University of Galway [Governing Authority Schedule of Reserved Powers and Delegated Authority](#) was approved by Údarás na hOllscoile 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.
- 4.1.2 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.
- 4.1.3 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.

4.2 Procedures for obtaining information on relevant new laws and regulations

- 4.2.1 As set out in Para 14.6 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.
- 4.2.2 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 govandacademicaaffairs@universityofgalway.ie

4.3 Procedures for decisions required between meetings of Údarás na hOllscoile

- 4.3.1 Para 24 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.

4.4 Sub-Committees of Údarás na hOllscoile

- 4.4.1 Údarás na hOllscoile has four Sub-Committees as follows:

- Standing, Strategic Planning & Governance Committee
- Finance & Resource Committee
- Equality, Diversity, Inclusion & Human Resources Committee
- Audit & Risk Committee

- 4.4.2 The most up to date Terms of Reference and membership for each of the Sub-Committees is [available on the Kube – University of Galway’s online Governance Hub](#).

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

- 4.5.1 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 Para 14 of the [Standing Orders of Údarás na hOllscoile](#).

4.6 Arrangements for seeking legal or other professional advice

- 4.6.1 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.
- 4.6.2 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.

5. Practical Matters

5.1 Conduct of meetings and timely circulation of papers

- 5.1.1 Part 3 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. Para 13.3 provides that unless otherwise agreed, the agenda

and papers for meetings will be made available to members of Údarás na hOllscoile no later than five working days before the date of the meeting.

5.2 General Queries and Assistance

- 5.2.1 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 or
govandacademicaaffairs@universityofgalway.ie

5.3 Expenses

- 5.3.1 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.

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

- 5.3.3 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.

6. Key Oversight and Compliance Responsibilities of Údarás na hOllscoile

Údarás na hOllscoile is responsible for important oversight and compliance requirements under relevant legislation and Code of Practice for the Governance of State Bodies. 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.

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

- 6.1.1 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.

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

- 6.2.1 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.
- 6.2.2 In addition, Údarás na hOllscoile conducts an annual review of the effectiveness of the system of internal control in the University.

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

- 6.3.1 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.
- 6.3.2 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.
- 6.3.3 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.
- 6.3.4 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.
- 6.3.5 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.

6.4 Responsibilities of Údarás na hOllscoile under safety at work legislation

- 6.4.1 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.

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)(l) 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.

Appendix 1: 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 implementation of Strategic Plan and input to next strategic planning cycle	Standing, Strategic Planning & Governance Committee	President, Director of Strategy Implementation, all UMT members
All meetings	Monitoring of ongoing budgetary position , monthly reports on income and expenditure and expenditure on major capital projects	Finance & Resource Committee	Bursar
Quarterly	Review of non-compliant procurement	Finance & Resource Committee	COO/Head of Compliance
Quarter 2 (usually)	Annual effectiveness review of Údarás na hOllscoile (either internal or external)	n/a	Secretary for Governance & Academic Affairs
All meetings	Report from President and UMT	n/a	President & UMT
All meetings	Reports from Údarás Sub-Committees	All Sub-Committees	n/a
Every 5 years	Approval of new stage of HEA System Performance Framework	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
February	Review of update on Intellectual Property (IP) and Conflict of Interest	n/a	Vice-President for Research and Innovation,

Timeline / Frequency	Compliance / Reporting Action	Sub-Committee (where relevant)	UMT Member/ Area Responsible
			Director of Technology, Transfer and Innovation
February	Review of report on the breakdown of Expenditure on External Consultancy	n/a	COO, Head of Compliance
March	Approval and Submission of approved Annual Governance Statement (AGS) , including the Statement on the System of Internal Control (SIC) 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	Approval of the consolidated financial statements of the University , including the Statement on the System of Internal Control	Audit & Risk Committee	Bursar Secretary for Governance & Academic Affairs
June	Approval of Annual Work Plan for the upcoming academic year	n/a	Secretary for Governance & Academic Affairs
June	Approval of Charities Governance Code – Compliance Record Form	Standing, Strategic Planning & Governance Committee	Secretary for Governance & Academic Affairs
June	Approval of Budget for upcoming academic year	Finance & Resource Committee	Bursar
June	Approval of fees for upcoming academic year+1	Finance & Resource Committee	Bursar

Timeline / Frequency	Compliance / Reporting Action	Sub-Committee (where relevant)	UMT Member/ Area Responsible
December	Confirm draft consolidated GAAP financial statements ready for audit	Finance & Resource Committee	Bursar
December	Receipt of the Annual Report of the Audit & Risk Committee	Audit & Risk Committee	n/a
December	Governing Authority Annual Review of the Effectiveness of the System of Internal Control in the University for the previous financial year.	Audit & Risk Committee	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