

Instrument of Government V.9

Mary Immaculate College

PREAMBLE

- 1.1 The Trustees of Mary Immaculate College (hereinafter referred to as ‘Mary Immaculate College’ or ‘the College’), have decided that the College shall be governed and regulated in accordance with the structures and procedures set down in this Instrument of Government.
- 1.2 It shall be the responsibility of the Trustees to foster and protect the Catholic ethos of the College. For that reason a number of powers are reserved to the Trustees as set out in the Scheme of Incorporation of the College which include the following:
 - (i) The Trustees have the right to initiate and approve any proposed sale or other transfer, purchase, mortgage or encumbrance of Property of the Corporation and to approve any merger, consolidation, dissolution or other fundamental corporate reorganisation.
 - (ii) The Trustees have the right to approve any significant change in use of the Property of the Corporation.
 - (iii) The Trustees have the right of approval before any appointment is made to posts in Religion (including Theology and Catechetics), Philosophy and Philosophy of Education.
 - (iv) The Trustees have the right to appoint members of *An tÚdarás Rialaithe (UR)*.
 - (v) The Trustees shall ensure that the Catholic ethos, characteristic spirit and mission of the College is maintained and respected by the College and that responsibility also requires that even where no reservation is explicitly stated in the structures of the College as laid out in the relevant documents, that the Trustees retain the right to declare that a particular decision proposed or already made may have negative implications for the Catholic ethos and may not be implemented without the approval of the Trustees.
 - (vi) The appointment of *An tUachtaran* is an important power of the Trustees. The Trustees have put in place a formal process for the selection of *An tUachtaran*, which follows the Presidential Search conducted in 2010/11 by the Trustees. The Trustees may vary this process from time to time and shall advise *An tÚdarás Rialaithe* of the process which will apply when a vacancy arises.
- 1.3 If, subsequent to this Instrument coming into force, any question arises relating to the government and conduct of the College not specifically provided for in this Instrument, such a question shall be decided by the Trustees, and the Trustees shall have power at all times to revise, alter or amend this Instrument in any particular.

AN TÚDARÁS RIALAITHE

- 2.1 The College shall have a governing authority established in accordance with this Instrument which shall be known as *An tÚdarás Rialaithe*.
- 2.2 *An tÚdarás Rialaithe* shall govern and control the affairs of the College in accordance with the Deed of Trust of the College and subject to this Instrument.
- 2.3 Subject to this Instrument, the functions of the College shall be performed by or on the directions of *An tÚdarás Rialaithe*.
- 2.4 All acts and things done by *An tÚdarás Rialaithe*, or in the name of, or on behalf of, the College with the express or implied authority of *An tÚdarás Rialaithe*, shall be deemed to have been done by the College.
- 2.5 *An tÚdarás Rialaithe* shall consist of the following members:
 - (a) The Chairperson who shall be appointed by the Trustees which Chairperson may not necessarily be a Trustee.
 - (b) Two Trustees appointed by the Trustees from their number.
 - (c) *An tUachtarán* of the College
 - (d) Two Senior Officers of the College typically the Vice President Academic Affairs and Vice President Administration and Finance.
 - (e) The Trustees shall nominate five members to *An tÚdarás Rialaithe* with a minimum of three from the sectors of Industry, Communities, Arts and Culture.
 - (f) By nomination of the Sisters of Mercy (South Central Province) three members.
 - (g) Four representatives of the academic staff of the College.
 - (h) Two representatives of the professional services staff of the College.
 - (i) Two members of *Coiste na MacLéinn* nominated by *Coiste na MacLéinn*.
 - (j) One Alumni graduate of the College appointed by the Trustees.
 - (k) One member appointed by the Trustees, to act in a Senior Independent governing role.
- 2.6 The Trustees shall appoint a Deputy Chairperson, one of the aforementioned members of *An tÚdarás Rialaithe*. In the absence of the Chairperson, the Deputy Chairperson or in the absence of the Deputy Chairperson, *An tUachtarán* shall take the Chair
 - 2.6.1 The Associate Vice-President, Administration should act as Secretary to *An tÚdarás Rialaithe* and the Senior Executive Officer, President's Office should act as Recording Secretary to *An tÚdarás*.
- 2.7 *An tÚdarás Rialaithe* should normally report formally in writing to the Trustees before each meeting of the Trustees and on an annual basis.
- 2.8 In performing its functions, *An tÚdarás Rialaithe* shall promote the objectives set out in the College Mission Statement and, in particular, it shall regulate its affairs to preserve, protect and support the College's denominational status and shall act in accordance with the ethos and traditions of Mary Immaculate College as a Catholic College. Furthermore, it shall have regard to –
 - (i) the promotion and preservation of equality of opportunity and access

- (ii) the effective and efficient use of resources, and
- (iii) its obligations as to public accountability.

In particular, it shall

- a) preserve and promote the traditional principles of academic freedom in the conduct of its internal and external affairs, and
- b) have regard to the promotion and use of the Irish language as a language of general communication and promote the cultivation of the Irish language and its associated literary and cultural traditions;
- c) ensure as far as it can that the College contributes to the promotion of the cultural, social and economic development of the State and to promote respect for the diversity of values, beliefs and traditions in Irish society;
- d) have regard to the attainment of gender balance and equality of opportunity among the students and employees of the College and shall, in particular, promote access to the College and to third-level education by economically or socially disadvantaged people and by people from sections of society significantly under-represented in the student body.

If, in the interpretation of this Instrument, there is any doubt regarding the meaning of any provision, a construction that would promote the ethos, traditions and principles of Mary Immaculate College as a Catholic College shall be preferred to a construction that would not so promote. If any question arises relating to the governance and conduct of the College which had not specifically been provided for in this Instrument, such a question shall be decided by the Trustees as set out in Section 1.2 above.

- 2.9 *An tÚdarás Rialaithe* shall appoint a person to be the Catholic Chaplain of the College on the nomination of the Bishop of Limerick for a term of office to be determined at the time of appointment by the Bishop and subject to the ongoing nomination of the Bishop from time to time.
- 2.10 (i) For the purposes of the performance of its functions, *An tÚdarás Rialaithe* shall develop such interview and appointment procedures as in its opinion will best ensure the recruitment and appointment of the highest quality staff.
- (ii) The Trustees have the right of approval before any appointment is made by *An tÚdarás Rialaithe* to posts in Religion including Theology and Catechetics, Philosophy and Philosophy of Education.
- 2.11 *An tÚdarás Rialaithe* may suspend or dismiss any employee (except *An tUachtarán*) but only in accordance with procedures, and subject to any conditions, specified in a schedule made following consultation, through normal industrial relations structures operating in the College, with recognised staff associations or trade unions. Such procedures or conditions may provide for the delegation of powers relating to suspension or dismissal to *An tUachtarán* or the Executive Team.
- 2.12 *An tÚdarás Rialaithe* may, from time to time, establish as many governance committees as it deems necessary to assist in the performance of its function and may assign to those committees such of its functions as it considers fit.

At a minimum *An tÚdarás Rialaithe* should establish the following sub-committees.

- (a) Audit and Risk Committee
- (b) Quality Committee
- (c) Equality Committee
- (d) Finance and Resource Committee

External members of *An tÚdarás Rialaithe* shall chair these committees. The Audit and Risk Committee shall have the power to co-opt an external member with the requisite skills and experience. The Finance and Resource Committee shall have the power to co-opt an external appointee with relevant financial or risk management expertise, who is not a member of UR. To be recommended for nomination to the Chairperson of UR by the President. The Chairperson of each sub-committee shall formally report to each meeting of *An tÚdarás Rialaithe*. Terms of reference for each of these sub-committees are set out in Appendix 1 attached hereto and may be reviewed by *An tÚdarás Rialaithe* and updated from time to time.

2.13 (i) A committee established under Section 2.12 shall operate in such manner as *An tÚdarás Rialaithe* may direct and its acts shall be subject to confirmation by *An tÚdarás Rialaithe* unless *An tÚdarás Rialaithe* otherwise directs.

(ii) The term of office of a committee of *An tÚdarás Rialaithe* shall be for not more than five years but the members shall continue to function until the next *An tÚdarás Rialaithe* meeting appoints a new committee.

2.14 Due confidentiality shall be exercised in respect of all papers, reports, memoranda or other documents (or copies thereof) prepared for or issued from *An tÚdarás Rialaithe* or any committee thereof, or any Body set up by *An tÚdarás Rialaithe* for the governance of the College.

2.15 Subject to this Instrument, *An tÚdarás Rialaithe* may, from time to time, make such rules for the ordering of its own business as it thinks fit.

2.16 (i) A member of *An tÚdarás Rialaithe* may, for good and valid reason, be removed from office by resolution of *An tÚdarás Rialaithe*.

(ii) A member of *An tÚdarás Rialaithe* may, at any time, resign from membership of *An tÚdarás Rialaithe* by letter addressed to the Chairperson and the resignation shall take effect on the date on which the letter is received by the Chairperson.

2.17 The members of *An tÚdarás Rialaithe*, other than *ex-officio* members, shall hold office for a period of five years and where this is their first appointment to office, shall be eligible for appointment to one further term of office of five years.

2.18 (i) If a member of *An tÚdarás Rialaithe* dies, resigns, is removed from office or for any other reason ceases to hold office, *An tÚdarás Rialaithe* shall arrange for the filling of the casual vacancy so occasioned as soon as practicable.

(ii) A person who becomes a member of *An tÚdarás Rialaithe* to fill a casual vacancy shall hold office for the remainder of the term of office of the member whose death,

resignation, removal from office or ceasing for other reasons to hold office occasioned the casual vacancy and shall be eligible for re-appointment.

2.19 (i) A person shall not be eligible to be a member of *An tÚdarás Rialaithe* if he or she—

- (a) is an undischarged bankrupt,
- (b) within the immediately preceding three years has, under the protection or procedure of a court, made a composition or arrangement with creditors, or
- (c) within the immediately preceding five years, has been sentenced to a term of imprisonment by a court of competent jurisdiction.

(ii) Where a member of *An tÚdarás Rialaithe*—

- (a) ceases to be a member of the category of person, as provided for in Section 2.5, to which he or she belonged at the time of becoming a member, he or she shall thereupon cease to be a member of *An tÚdarás Rialaithe*.

2.20 (i) A member of *An tÚdarás Rialaithe* who has an interest in—

- (a) 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 College proposes to make a contract, or
- (b) a contract which the College proposes to make,

shall disclose to *An tÚdarás Rialaithe* the fact of the interest and its nature and shall take no part in any deliberation or decision of *An tÚdarás Rialaithe* relating to the contract, and the disclosure shall be recorded in the minutes of *An tÚdarás Rialaithe*.

(ii) A member of *An tÚdarás Rialaithe* who is related to a person who is a candidate for appointment by *An tÚdarás Rialaithe* as an employee of the College, shall disclose to *An tÚdarás Rialaithe* the fact of the relationship and its nature and shall, if *An tÚdarás Rialaithe* so decides, take no part in any deliberation or decision of *An tÚdarás Rialaithe* relating to the appointment, and the disclosure and decision shall be recorded in the minutes of *An tÚdarás Rialaithe*. (Related): For this purpose, persons and bodies connected with a member should include:

- (a) A spouse, parent, brother, sister, child or step-child;
- (b) a body corporate with which the member is associated;
- (c) a person acting as the trustee of any trust, the beneficiaries of which include the member of the persons at (a) above or the body corporate at (b) above; and
- (d) a person acting as a partner of the member or of any person or body who, by virtue of (a) – (c) above, is connected with the member.

- (iii) A member of *An tÚdarás Rialaithe* and/or of its various sub-committees shall at all times act, as a member, in the best interests of the College and shall not act as a representative of any special interest provided that nothing in this paragraph shall restrict a member from representing at meetings of *An tÚdarás Rialaithe* the views of those by whom he or she has been elected, or restrict the freedom of expression of that member.
- 2.21 *An tÚdarás Rialaithe* shall meet at least twice in the course of each academic year.
- 2.22 There shall be a quorum when one-third of the members are present (to the nearest whole number).
- 2.23 Where possible, issues at meetings of *An tÚdarás Rialaithe* shall be determined by consensus, but where this is not achievable, the question shall be decided by a majority of the votes of members present and voting on the issue and, in the case of an equal division of votes, the Chairperson or other person presiding shall have a second or casting vote.
- 2.24 Subject to Section 2.22, *An tÚdarás Rialaithe* may act notwithstanding one or more than one vacancy among its members or any deficiency in the election or appointment of a member which may subsequently be discovered.
- 2.25 Notice of meetings shall be given to all members whether in writing or orally by the Secretary but nothing done or decided at a meeting shall be invalidated by the accidental omission to give notice to any member.
- 2.26 The Secretary shall keep the minutes of the meetings of *An tÚdarás Rialaithe*. In consultation with the Chairperson, *An tUachtarán* shall arrange for the holding of meetings.
- 2.27 *An tÚdarás Rialaithe* shall receive from the Executive Team and *An Chomhairle Acadúil* a report of all meetings of these bodies which may have been held in the interval since the previous meeting of *An tÚdarás Rialaithe*.
- 2.28 Subject to this Instrument, *An tÚdarás Rialaithe* may make, from time to time, such regulations as it thinks fit for the conduct of the affairs of the College.
- 2.29 All sub committees established by *An tÚdarás Rialaithe* in accordance with paragraph 2.12 shall report to *An tÚdarás Rialaithe* at regular intervals.
- 2.30 *An tÚdarás Rialaithe* shall establish a process to evaluate the performance of *An tÚdarás Rialaithe* on an annual basis. The Chairperson shall implement this process.
- 2.31 A formal induction process shall be established for new members of *An tÚdarás Rialaithe* which process should include an overview of the Governance Structure, an overview of the College and its Strategic Plan, an overview of the role and responsibilities of *An tÚdarás Rialaithe* and its various sub committees. As part of this process the Trustees and Sisters of Mercy should meet with and brief their nominees.

AN CHOMHAIRLE ACADÚIL

- 3.1 The College shall have an academic council established in accordance with this Instrument which shall be known as *An Chomhairle Acadúil*.
- 3.2 *An Chomhairle Acadúil* shall, subject to the financial constraints determined by *An tÚdarás Rialaithe* and/or the Finance and Resource Committee and/or the Executive Team and to review by *An tÚdarás Rialaithe*, control the academic affairs of the College, including the curriculum of, and instruction and education provided by, the College.
- 3.3 Without limiting the generality of 3.2, the functions of *An Chomhairle Acadúil* shall be, within the constraints and consistent with the terms of the Memorandum of Understanding between the College and the University of Limerick -
- (a) to design, develop or modify programmes of study and to accredit them, or where appropriate, to submit them for accreditation to the relevant external accrediting body,
 - (b) to establish structures to implement these programmes,
 - (c) to make recommendations on programmes for the development of research,
 - (d) to make recommendations for the promotion of teaching and learning,
 - (e) to make recommendations relating to the selection, administration, retention and exclusion of students generally,
 - (f) to approve procedures relating to the academic affairs of the College,
 - (g) to make recommendations for the awarding of fellowships, bursaries, prizes or other awards,
 - (h) to make general arrangements for tutorial or other academic counselling,
 - (i) to perform any other functions, not in conflict with this instrument, which may be delegated to it by *An tÚdarás Rialaithe*,
 - (j) to prepare a regular formal report for *An tÚdarás Rialaithe* and Trustees.,
 - (k) to implement any policies approved by *An tÚdarás Rialaithe* relating to any of the matters referred to in this subsection.
- 3.4 *An Chomhairle Acadúil* shall consist of the following members:
- (a) *An tUachtarán* of the College,
 - (b) *An Leasuachtarán Gnóthaí Acadúla/Cláraitheoir*,
 - (c) *Déan an Oideachais*,

- (d) *Déan na nDán,*
- (e) *An Comh-Leasuachtarán Riaracháin,*
- (f) *An Comh-Leasuachtarán Taighde,*
- (g) *An Cláraitheoir Cúnta,*
- (h) Heads of Departments as per the College structure,
- (i) *Déan Cúnta an Oideachais,*
- (j) Course Leaders of subjects taken to full degree level,
- (k) Directors as per the College academic structure,
- (l) The Librarian of the College,
- (m) Two elected members of the academic staff from each of the two Faculties within the College,
- (n) Two members of *Coiste na Mac Léinn*, nominated by *Coiste na Mac Léinn*,
- (o) A post-graduate degree student representing all post-graduate students of the College, and
- (p) One member of the academic staff co-opted by *An Chomhairle Acadúil*, if *An Chomhairle* so decides.

3.5 The term of office of *An Chomhairle Acadúil* shall be for a period of five years and shall be co-terminous with the term of office of *An tÚdarás Rialaithe*.

3.6 All elected members of *An Chomhairle* shall be eligible for re-election.

3.7 (i) Vacancies occurring on *An Chomhairle Acadúil* shall be filled in accordance with 3.4 above.

(ii) Any person who by virtue of holding an office is a member of *An Chomhairle Acadúil* shall retire from membership on ceasing to hold that office.

(iii) The person chosen to fill a casual vacancy on *An Chomhairle Acadúil* shall be appointed in like manner to his/her predecessor, and shall hold office for the remainder of his/her predecessor's term.

3.8 *An tUachtarán* shall be the Chairperson of *An Chomhairle Acadúil*. On any occasion on which he/she shall be unable to be present at a meeting of *An Chomhairle Acadúil*, the meeting shall be chaired by *An Leasuachtarán Gnóthaí Acadúla/Cláraitheoir*.

3.9 *An Comh-Leasuachtarán Riaracháin* of the College shall be Secretary to *An Chomhairle Acadúil*.

3.10 (i) *An Chomhairle Acadúil* may establish such and so many committees as it thinks necessary to assist it in the performance of its functions.

(ii) A committee may consist either wholly of members of *An Chomhairle Acadúil* or such combination of members and non-members as *An Chomhairle Acadúil* thinks fit.

- 3.11 *An Chomhairle Acadúil* shall normally meet once each month during term, or as often as is deemed necessary by *An tUachtarán*. *An Chomhairle Acadúil* and faculty meetings shall be co-ordinated with Faculty Board meetings held before meeting of *An Chomhairle Acadúil*.
- 3.12 Rules concerning the quorum and voting procedure for *An Chomhairle Acadúil* shall be as for *An tÚdarás Rialaithe* of the College.
- 3.13 Subject to this Instrument and any directions of *An tÚdarás Rialaithe*, *An Chomhairle Acadúil* may regulate its own procedure.
- 3.14 *An Chomhairle Acadúil* shall provide clarity as to the eligibility criteria for course Directors to attend *An Chomhairle Acadúil* meetings.

FINANCE AND RESOURCE COMMITTEE OF AN TÚDARÁS RIALAITHE

- 4.1 The Finance and Resource Committee of *An tÚdarás Rialaithe* shall be appointed by *An tÚdarás Rialaithe* in accordance with paragraph 2.12 and shall oversee the College financial policy, financial strategy and financial compliance in addition to overseeing the operational management of the College, particularly with regard to management and the allocation of resources.
- 4.2 The Finance and Resource Committee shall normally meet six times a year and the Chairperson of the Finance and Resource Committee shall formally report to *An tÚdarás Rialaithe* at each meeting.
- 4.3 The membership of the Finance and Resource Committee of *An tÚdarás Rialaithe* shall comprise:
- (a) A Chairperson who shall be a current and external member of *An tÚdarás Rialaithe* as appointed by the Trustees;
 - (b) At least two other external members of *An tÚdarás Rialaithe*;
 - (c) Two representatives of the staff of the College drawn from the current membership of *An tÚdarás Rialaithe* – one to be a member of Academic staff, and one to be a member of Professional Services staff;
 - (d) The President, Vice President Administration & Finance, and Vice President Academic Affairs, who shall be *ex-officio* members of the Committee.
 - (e) An external appointee with relevant financial or risk management expertise, who is not a member of *An tÚdarás Rialaithe*. To be recommended for nomination to the Chairperson of *An tÚdarás Rialaithe* by the President.
- 4.3 The Director of Finance, *ex officio*, shall be in attendance at meetings of the Finance & Resource Committee.
- 4.4 The terms of reference of the Committee shall provide for closed sessions of the Committee where *ex officio* members are not in attendance.

- 4.6 The Chairperson of the Finance and Resource Committee shall formally report to *An tÚdarás Rialaithe* at each meeting.

FACULTY MANAGEMENT COMMITTEES

- 5.1 Each Faculty within the College shall be managed by a Faculty Management Committee.
- 5.2 Faculty Management Committees shall operate in accordance with such terms of reference as may be approved by *An tÚdarás Rialaithe* from time to time.
- 5.3 Faculty Management Committees shall report formally to the Executive Team and shall also provide informal reporting to the Finance and Resource Committee.
- 5.4 Each Faculty Management Committee shall as part of its function include annual planning, input into strategy, execution against strategy and consideration of relevant management issues.

AN BORD AGALLAIMH

- 6.1 It shall be the function of *An Bord Agallaimh* to nominate for appointment by *An tUachtarán* such candidate or candidates as it considers most suitable for appointment to positions on the staff of the College other than the positions of Vice President, Dean or Associate Vice President. *An tUachtarán* shall advise *An tÚdarás Rialaithe* of the recommendations of *An Bord Agallaimh* and the appointments that he/she has made to the staff of the College.
- 6.2 It shall be the function of *An Bord Agallaimh* to nominate for appointment by *An tÚdarás Rialaithe* such candidate or candidates as it considers most suitable for appointment to the positions of Associate Vice President, Dean or Vice President on the academic staff of the College.
- 6.3 *An Bord Agallaimh* shall consist of *An tUachtarán* of the College, or, in his/her absence, the person nominated by him/her; a number of persons to be nominated by *An tUachtarán* of the College and, where this is required within the terms of the Memorandum of Understanding between Mary Immaculate College and the University of Limerick, one member to be appointed by the University of Limerick.
- 6.4 *An tUachtarán*, or in his/her absence, a person nominated by him/her, shall act as Chairperson of *An Bord Agallaimh* and shall have a casting as well as a deliberative vote.
- 6.5 A quorum of *An Bord Agallaimh* shall consist of the Chairperson and at least two other members.
- 6.6 In the case of appointments to posts in Religion including Theology and Catechetics, Philosophy and Philosophy of Education, the Trustees shall prepare a panel of their

nominees from whom *An tUachtarán* shall chose at least one for inclusion in each *Bord Agallaimh* for posts in these areas.

AN TUACHATARÁN / EXECUTIVE TEAM

- 7.1 *An tÚdarás Rialaithe* shall approve the recommendation of the Board of Trustees the person nominated for appointment to the post of *Uachtarán an Choláiste*. The term of office of the person appointed to the post shall be ten years or until retirement age (whichever is sooner). The power of removal from office of *An tUachtarán* shall be reserved to the Trustees. Upon expiry of the initial ten-year fixed term, in special circumstances to be determined by the Trustees and where there is mutual agreement, the Trustees may offer a single extension of not more than five years to that contract, taking the normal retirement age into account.
- 7.2 *An tUachtarán* shall be the Chief Executive of the College and (s)he shall manage and direct the College in its academic, administrative, financial, personnel and other activities and for those purposes has such powers as are necessary or expedient.
- 7.3 In performing his or her functions, *An tUachtarán* shall be subject to such policies as may be determined from time to time by *An tÚdarás Rialaithe* and shall be answerable to *An tÚdarás Rialaithe* for the efficient and effective management of the College and for the due performance of his or her functions.
- 7.4 *An tUachtarán* has the right to act, or in his/her absence, nominate a person to act as Chairperson at meetings of the Executive Team, *An Bord Agallaimh* and at meetings of any sub-committees that may be appointed by these bodies or by *An tÚdarás Rialaithe*.
- 7.5 *An tUachtarán* shall, at each meeting of *An tÚdarás Rialaithe*, report on all matters relating to the affairs of the College which it is deemed necessary or desirable that *An tÚdarás Rialaithe* should know for the proper governance and development of the College.
- 7.6 *An tUachtarán* has the right to nominate the membership of any Promotions Boards within the College and to make appointments in a manner approved by *An tÚdarás Rialaithe*.
- 7.7 *An tUachtarán* shall appoint an Executive Team and shall formally advise *An tÚdarás Rialaithe* of the composition of and changes to the Executive Team from time to time
- 7.8 *An tUachtarán* together with his/her appointed Executive Team shall be responsible for the operational management of the College.

The Executive Team, through *An tUachtarán*, shall be accountable to *An tÚdarás Rialaithe* and its sub-committees. Members of the Executive Team shall, if requested attend meetings of the various sub-committees established in accordance with paragraph 2.12 for specific Agenda items.

- 7.9 *An tUachtarán* and the Executive Team shall, at their sole discretion, appoint such management advisory group or groups and committees as they deem appropriate from

time to time, to advise them in their management of the College.

DEFINITIONS:

In this Instrument, unless the context otherwise requires, the following expressions shall have the meaning hereby assigned to them:

- “*An tÚdarás Rialaithe*” (“The Governing Authority”) is the body appointed by the Trustees to govern and control the affairs of the College subject to the Scheme of Incorporation and in accordance with the Instrument of Government approved by the Trustees;
- “Bishop” shall mean the person for the time being holding, in accordance with the Canon Law of the Roman Catholic Church, the office of Bishop of the Diocese of Limerick and during any vacancy in the diocese, the person or persons who, according to the regulations and practice of the Roman Catholic Church is or are, for the time being, entitled to exercise ecclesiastical jurisdiction over Roman Catholics in the said Diocese;
- “Charity” shall mean the Charity known as “Mary Immaculate College” or “*Coláiste Mhuire gan Smál*”;
- “College” shall mean the Charity known as “Mary Immaculate College” or “*Coláiste Mhuire gan Smál*”;
- “Scheme of Incorporation” shall mean the Scheme of Incorporation of Mary Immaculate College of Education registered in the Registry of Deeds, Dublin on the 16th day of February 1978 Book 2 No. 223 as Amended and Restated from time to time, most recently in 2005;(V.7)
- “Sisters of Mercy” shall mean the Sisters of Mercy of the South Central Province of the Sisters of Mercy in Ireland or their successors in law;
- “Trustee” or “Trustees” shall mean, respectively, an individual member or members of the Corporation established by the Scheme of Incorporation;
- “*An tUachtarán*”, “*An tUachtarán*” of the College, “*Uachtarán an Choláiste*” shall mean the President of the College as appointed in accordance with 7.1 above;
- “*An Leasuachtarán Gnóthaí Acadúla/Cláráitheoir*” shall mean Vice President of Academic Affairs (Registrar) of the College;
- “*An Leasuachtarán Riaracháin agus Airgeadais/Cisteoir*” shall mean Vice President for Administration and Finance (Bursar) of the College;
- “*Déan an Oideachais*” shall mean Dean of the Education Faculty;
- “*Déan na nDán*” shall mean Dean of the Arts Faculty;
- “*An Comh-Leasuachtarán Riaracháin*” shall mean the Associate Vice President for Administration;
- “*An Comh-Leasuachtarán Taighde*” shall mean the Associate Vice President for Research;
- “*Déan Cúnta an Oideachais*” shall mean the Assistant Dean of the Faculty of Education;
- “*An Cláráitheoir Cúnta*” shall mean the Assistant Registrar;
- “*Coiste na Mac Léinn*” shall mean Mary Immaculate Students’ Union (MISU);
- “*An Chomhairle Acadúil*” shall mean the Academic Council as listed in par 3.4 above;
- “*An Bord Agallaimh*” shall mean the Interview Board as constituted from time to time in 6.3 above;
- “Memorandum of Understanding” shall mean the Memorandum of Understanding between the College and the University of Limerick as approved by UR 2007#3 on 15 June 2007;
- “Heads of Departments as per the College Structure” shall mean the Heads of the following Academic Departments: Arts Education and Physical Education; English; French; Gaelige; Geography; German Studies; History; Language, Literacy, and Mathematics Education; Learning, Society, and Religious Education; Mathematics and Computer Studies; Media and Communication Studies; Music; Reflective Pedagogy and Early Childhood Studies; Special Education; Theology and Religious Studies; Philosophy; Psychology; as well as others which may be created from time to time;
- “Directors as per the College academic structure” shall mean the Directors of the following function areas: Director of Teaching Practice; Director of Continuing Professional Development; Director of Curriculum Development Unit; Head of Graduate School; Director of Teaching and Learning; Director of External Relations, as well as others which may be appointed from time to time;
- “The College Mission Statement” shall mean the statement approved by UR 1998#1 on 6 January 1998.

Previous Versions:

V1 1978, V2 1994, V 3 1998, V4 1999, V5 2003, V6 2007, V 7 2009 (approved by Trustees 12th October, 2009), V 8 2013 (approved by the Trustees 26/06/2013), V9 2016 (approved by the Trustees 30/06/2016)

APPENDIX 1

EQUALITY COMMITTEE

Terms of Reference

Chair:	<ul style="list-style-type: none"> A current and external member of <i>An tÚdarás Rialaithe (AUR)</i>, as appointed by the Trustees 	<p>Overall Aim:</p> <p><i>A work place and learning environment of the highest quality, characterised by equality of access and opportunity, diversity, and best practice in adherence to statutory provision for equality</i></p>
Members*:	<ul style="list-style-type: none"> College President, <i>ex officio</i> Vice President Administration & Finance, <i>ex officio</i> HR Manager, <i>ex officio</i> One representative of Academic staff, drawn from the current membership of <i>An tÚdarás Rialaithe</i>, as appointed by the Trustees One representative of Professional Services staff, drawn from the current membership of <i>An tÚdarás Rialaithe</i>, as appointed by the Trustees President of the Students' Union (or nominee) Director of Student Life <i>ex-officio</i> Director of Athena SWAN <i>ex-officio</i> 	<p>Responsibilities:</p> <ol style="list-style-type: none"> To oversee and promote the equality agenda at the College, ensuring that equality of opportunity and respect for diversity is a key consideration in all planning and development undertaken at MIC To ensure (by review or other means) that the College complies fully with all legislative requirements relating to equality, diversity and inclusion matters To approve, oversee and provide guidance and direction for the achievement of equality and diversity objectives identified in the MIC Strategic Plan To highlight and communicate developments in national and European equality, diversity and inclusion policy such that they may be incorporated, as appropriate, by the College To make recommendations to <i>An tÚdarás Rialaithe</i> for the enhancement of equality at the College and to suggest positive actions in order to prevent any deficits in the area of equality and diversity To provide <i>An tÚdarás Rialaithe</i> with an annual report and an annual statement of risk relating to all areas within its ambit To facilitate the evaluation and validation of equality, diversity and inclusion measures, policies and procedures put in place by the College To ensure that equality, diversity and inclusion matters are promoted by the College and that appropriate and effective training is provided at governance, management and staff levels
In attendance	<ul style="list-style-type: none"> Project Manager, Athena SWAN 	
Recording Secretary:	<ul style="list-style-type: none"> Project Manager, Athena SWAN 	
Version:	1 Adopted by Trustees, October 2013	
	2 Approved by AUR, December 2013 and adopted by Trustees, January 2014	
	3 Amended by AUR 2015#01 and adopted by Trustees 2015#02	
	4 Amended by TR 2016#02	
	5 Amended by TR 2018#06	
	6 Amended by AUR 2020#04 and TR 2020#04 [current]	<ol style="list-style-type: none"> To monitor progress in delivery of the College's Gender Equality Action Plan, inclusive of the recommendations from the HEA National Review of Gender Equality in Irish Higher Education Institutions To oversee the programme of work associated with the Public Sector Equality and Human Rights Duty, Section 42 of the Irish Human Rights and Equality Commission Act 2014 To be empowered to request specific data reports from units and departments as appropriate to track and report on equality, diversity and inclusion objectives. To receive regular reports from the Gender Equality Steering Group on the progress of the College's Gender Equality Action and on equality, diversity and inclusion matters. <p>*Membership of the committee to consist of at least 40% of female and 40% of male members over a three-year period.</p>

FINANCE & RESOURCE COMMITTEE

Terms of Reference

Chair:	<ul style="list-style-type: none"> A current and external member of <i>An tÚdarás Rialaithe (UR)</i>, as appointed by the Trustees 	<ol style="list-style-type: none"> To advise the Board of Trustees and <i>An tÚdarás Rialaithe</i>, as appropriate on financial policy, financial strategy and financial compliance and shall take whatever professional advice necessary to inform its deliberations. To ensure that resources are managed in a manner that best supports the College's Strategic Plan. To review and consider the annual College Budget (budgeted Income and Expenditure for the College), including post graduate tuition fees, and financial forecasts and to be satisfied that it best supports the College's Strategic Objectives and recommend the Annual Budget for approval to <i>UR</i>. To review the College's policies governing finance and resources, together with any changes proposed from time to time by the College Executive Team, and make recommendations to <i>UR</i> for any changes. Together with the President and the Vice President Administration and Finance to ensure that proper books and records are maintained by the College in accordance with the HEA guidelines and best practice in the sector. To review those Annual Accounts of the College and the Annual Accounts of entities identified by <i>An tÚdarás Rialaithe</i> which require approval by <i>An tÚdarás Rialaithe</i>. To monitor the financial performance and cash flow of the College and to approve annual budget revisions. To recommend for approval to <i>An tÚdarás Rialaithe</i> the College's financial regulations. To receive and monitor the Annual Accounts and annual budget submission of the Students' Union. To consider general issues relating to financial matters and to advise <i>An tÚdarás Rialaithe</i> accordingly, including receiving reports as appropriate. The Committee will collaborate with the Audit and Risk Committee so as to avoid duplication of activities. The Committee will have power to approve major capital projects over €300,000, subject to the powers of the Board of Trustees.
Members:	<ul style="list-style-type: none"> Two current and external members of <i>An tÚdarás Rialaithe</i> (other than the Chairperson of the committee), as appointed by the Trustees 	
	<ul style="list-style-type: none"> One representative of Academic staff, drawn from the current membership of <i>An tÚdarás Rialaithe</i>, as appointed by the Trustees 	
	<ul style="list-style-type: none"> One representative of Professional Services staff, drawn from the current membership of <i>An tÚdarás Rialaithe</i>, as appointed by the Trustees 	
	<ul style="list-style-type: none"> An external appointee with relevant financial or risk management expertise, who is not a member of <i>UR</i>. To be recommended for nomination to the Chairperson of <i>UR</i> by the President 	
	<ul style="list-style-type: none"> College President, <i>ex officio</i> 	
	<ul style="list-style-type: none"> Vice President Academic Affairs, <i>ex officio</i> 	
	<ul style="list-style-type: none"> Vice President Administration & Finance, <i>ex officio</i> 	

		<ul style="list-style-type: none"> MISU Nominee 	13. To prepare an annual statement of risk relating to matters within its ambit <i>An tÚdarás Rialaithe</i> .
		<ul style="list-style-type: none"> Vice President Governance and Strategy <i>ex officio</i> 	14. The Committee shall jointly oversee the tendering process for the appointment of external auditors engaged by <i>An tÚdarás Rialaithe</i> with the Audit and Risk Committee.
Attendance:		<ul style="list-style-type: none"> Director of Finance, <i>ex officio</i> 	
		<ul style="list-style-type: none"> Director of Estates and Sustainability, <i>ex officio</i> 	
Recording Secretary:		<ul style="list-style-type: none"> EO President's Office 	
Version:	1	Adopted by Trustees, October 2013	
	2	Approved by UR, December 2013 and adopted by Trustees, January 2014	
	3	Amendments adopted by Trustees, April 2016	
	4	Amendment to include a Nominee of MISU approved at UR 2019#02 and approved by the Trustees, June 2019	
	5	Amendment to include VPGS approved at UR 2020#03 and approved by the Trustees, June 2020	
	6	Amendment to include Director of Estates and Sustainability approved at UR 2021#01, and approved by the Trustees February 2021. [Current]	
			<p>2 Standing Orders</p> <ul style="list-style-type: none"> i. That the committee will meet at least 4 times per year but normally 6 times per year and will report at least annually to UR. ii. That the quorum for a meeting be 50% of the membership but that regardless of this quorum that the President or his nominee must be in attendance for a valid meeting. <p>3 Delegated Authority</p> <ul style="list-style-type: none"> i. Approval of College budget revisions and cash-flow management ii. Approval of Financial Regulations. iii. Approval of debts to be written off. iv. The Committee will have power to approve major capital projects over €300,000 subject to the powers of the Board of Trustees. v. As necessary, between meetings of the Finance committee, the Chairperson and the President, in consultation with the Vice President, Administration and Finance, may act to give effect to urgent or emergency matters within the remit of the Committee. Any such action shall be reported to the next meeting of the committee. vi. The Finance Committee may establish such sub-committees as it deems necessary to assist in the carrying out of its functions.

QUALITY COMMITTEE

Terms of Reference

Chair:	<ul style="list-style-type: none"> • A current and external member of <i>An tÚdarás Rialaithe</i>, as appointed by the Trustees 	<p>Overall Aim: <i>High quality and externally validated outcomes in delivery of the College Mission, with particular emphasis on the excellence of teaching, learning and research activities, and the character of the student experience.</i></p>
Members:	<ul style="list-style-type: none"> • College President, <i>ex officio</i> 	
	<ul style="list-style-type: none"> • Vice President Academic Affairs, <i>ex officio</i> 	Responsibilities:
	<ul style="list-style-type: none"> • Vice President of Governance and Strategy, <i>ex officio</i> 	<ol style="list-style-type: none"> 1. To ensure due accountability to students, staff, peers, sectoral partners, funders and the wider community, by:
	<ul style="list-style-type: none"> • Vice President Research, <i>ex officio</i> 	<ul style="list-style-type: none"> ✓ oversight of progress towards relevant performance indicators and quality assurance targets as set out in the College Strategic Plan and informed by national policy and appropriate international benchmarks;
	<ul style="list-style-type: none"> • Dean of Arts, <i>ex officio</i> 	<ul style="list-style-type: none"> ✓ fostering effective communication and coordination with (and between) the Executive Team and <i>An Chomhairle Acadúil (ACA)</i>, as the bodies with operational responsibility for quality assurance.
	<ul style="list-style-type: none"> • Dean of Education, <i>ex officio</i> 	<ul style="list-style-type: none"> ✓ direct reporting to <i>An tÚdarás Rialaithe</i> in relation to quality assurance developments, in alignment with approved targets, indicators and funder requirements;
	<ul style="list-style-type: none"> • Head of Graduate School, <i>ex officio</i> 	<ol style="list-style-type: none"> 2. To promote a total quality culture throughout the College in order to assure and improve the quality of teaching, learning, research and professional services provided by the College.
	<ul style="list-style-type: none"> • Director of Teaching & Learning 	<ol style="list-style-type: none"> 3. To ensure that awareness of the latest developments in the field of quality assurance/improvement, based on best national and international practice is fostered throughout the College.
	<ul style="list-style-type: none"> • One representative of Academic staff, drawn from the current membership of <i>An tÚdarás Rialaithe</i>, as appointed by the Trustees 	<ol style="list-style-type: none"> 4. To promote the development of relevant and effective policies and procedures relating to quality assurance and improvement, within the context of the Strategic Plan for the College, and in a manner that is consistent with the standards applying throughout the third level sector
	<ul style="list-style-type: none"> • One representative of Professional Services staff, drawn from the current membership of <i>An tÚdarás Rialaithe</i>, as appointed by the Trustees 	<ol style="list-style-type: none"> 5. To ensure ongoing monitoring of the manner and extent to which the College's practices serve to assure and improve the quality of all its programmes and services.
	<ul style="list-style-type: none"> • President of the Students' Union 	<ol style="list-style-type: none"> 6. To prepare an annual statement of risk;
	<ul style="list-style-type: none"> • Vice President of the Students' Union 	<ol style="list-style-type: none"> 7. To draft (in due consultation) quality review schedules for approval by <i>An tÚdarás Rialaithe</i> and to ensure successful completion of approved quality reviews
	<ul style="list-style-type: none"> • Director of Student Life <i>ex-officio</i> 	
	<ul style="list-style-type: none"> • Director of Quality 	
	<ul style="list-style-type: none"> • Director of Executive Operations 	
	<ul style="list-style-type: none"> • Assistant Dean of Education 	
	<ul style="list-style-type: none"> • Head of School of Education, Thurles 	
	<ul style="list-style-type: none"> • Assistant Dean of Arts 	

Attendance	<ul style="list-style-type: none">• Quality Assurance Manager, <i>ex officio</i>
Recording Secretary:	<ul style="list-style-type: none">• Executive Officer, President's Office

AUDIT & RISK COMMITTEE

Terms of Reference

Principles:

The Audit and Risk Committee has a particular role, acting independently of management, to ensure that the interests of Government and other stakeholders are fully protected in relation to business and financial reporting and internal controls.

An tÚdarás Rialaithe should have formal and transparent arrangements for governance, risk management and internal control and for maintaining an appropriate relationship with the MIC Auditors.

Risk management and internal control are important and integral parts of a performance management system and crucial to the achievement of outcomes. They consist of an ongoing process designed to identify and address significant risks involved in achieving an entity's outcomes.

Advising on key risk is a matter for *An tÚdarás Rialaithe*. The Audit and Risk Committee support *an tÚdarás* in this role.

Chair:	<ul style="list-style-type: none"> A current and external member of <i>An tÚdarás Rialaithe</i> (UR), as appointed by the Trustees 	<ol style="list-style-type: none"> The Chairperson shall be appointed by UR on the recommendation of the Trustees. The Committee shall consist of at least 3 external members of <i>An tÚdarás Rialaithe</i> and UR may appoint an external financial or risk management expert, who is not a member of UR At least one member shall have significant financial experience. Changes in membership shall be made from time to time, bearing in mind the need for continuity. The President, Vice President, Administration & Finance and Vice President Governance and Strategy shall be required to attend whatever meeting of the Committee or parts thereof, that the Chair decides is necessary to assist the members of the Committee in the carrying out of their business. The Committee shall meet sufficiently regularly to enable it to fulfill its duties, but not less than four times annually. The Committee shall report at least annually to <i>An tÚdarás Rialaithe</i> A representative of the external auditors engaged by UR and any employee or external person relevant to the work of the Committee may attend for all or part of meetings at the invitation of the Committee. The committee shall be involved in the process of appointing Internal Auditors and shall review and agree the Internal Audit Plan The Committee shall jointly oversee the tendering process for the appointment of external auditors engaged by <i>An tÚdarás Rialaithe</i> with the Finance and Resource Committee. The Committee shall have explicit authority to investigate any matters within its Terms of Reference and shall be given
Members:	<ul style="list-style-type: none"> Two current and external members of <i>An tÚdarás Rialaithe</i> (other than the Chairperson of the committee), as appointed by the Trustees 	
	<ul style="list-style-type: none"> An external appointee with relevant financial or risk management expertise, who is not a member of UR. To be recommended for nomination to the Chairperson of UR by the President 	
Attendance:	<ul style="list-style-type: none"> College President, <i>ex officio</i> 	
	<ul style="list-style-type: none"> Vice President Administration & Finance, <i>ex officio</i> 	
	<ul style="list-style-type: none"> Vice President Governance and Strategy, <i>ex officio</i> 	
	<ul style="list-style-type: none"> Director of Finance <i>ex officio</i> 	

	<ul style="list-style-type: none"> Director of Quality <i>ex officio</i> 	<p>the resources required for this purpose, including obtaining outside professional advice if it considers this necessary.</p>
Recording Secretary:	<ul style="list-style-type: none"> EO, President's Office 	<p>12. At least once per year, the Committee shall meet separately with each of the following:</p> <ol style="list-style-type: none"> the external auditors, the lead person from the Internal Audit service providers and the nominated person with overall responsibility for risk management <p><i>[The Committee shall have the option to have all or part of its meeting with each of the above with or without members of management being present, as it sees fit]</i></p>
Version:	<p>1 Adopted by Trustees, October 2013</p> <p>2 Approved by UR, December 2013 and adopted by Trustees, January 2014</p> <p>3 Approved by the Trustees April 2016</p> <p>4 Approved by the Trustees April 2017</p> <p>5 Approved by the Trustees February 2021 [current]</p>	<p>13. The Committee shall meet annually with a representative of the Office of the Comptroller & Auditor General (C&AG). <i>[The Committee shall have the option to have all or part of its meeting with the C&AG with or without members of management being present as it sees fit].</i></p> <p>14. The Committee shall review the Annual Financial Statements and Annual Reports of the College and any other reports required in line with best practice in the area of College Governance, before they are submitted to Finance & Resource Committee and UR for approval</p> <p>15. The Committee shall recommend to the Finance & Resource Committee and UR whether they should approve the Financial Statements and Annual Reports.</p> <p>16. The Committee shall be satisfied at least annually whether, in the Committee's opinion, the College has maintained proper books and records</p> <p>17. The Committee shall discuss with the external auditor the nature and scope of their audit in advance of the audit commencing</p> <p>18. The Committee shall review the external auditors findings and conclusions, including management letters and any other findings and recommendations, together with managements responses</p> <p>19. The Committee shall monitor the external auditors relationship with the College and their independence</p> <p>20. The Committee shall review all Internal Audit and Risk Management Reports, consider the findings, conclusions and recommendations together with managements responses. The Committee shall review the effectiveness of the Internal Audit Reviews carried out</p> <p>21. The Committee shall consider the system of internal financial controls and satisfy itself that the control environment is adequate and that controls are operating effectively</p> <p>22. The Committee shall review and advise on the operation and effectiveness of the College's risk management systems</p>

		<p>23. The Committee shall provide annually an opinion on the proposed statement of internal controls and on any legal compliance matters</p> <p>24. The Committee shall provide an annual statement of risk relating to those areas within its ambit</p> <p>25. The Committee shall consider reports by the Comptroller & Auditor General and the response to same by College management</p> <p>26. The Committee shall satisfy itself that arrangements are in place to promote economy, efficiency and effectiveness</p> <p>27. The Committee shall review its Terms of Reference at regular intervals taking account of best practice in this area and shall make recommendations to <i>An tÚdarás Rialaithe</i> regarding any proposed changes to its Terms of Reference</p>
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