



## **Terms of Reference for the Select Committee of the Governing Authority charged with the selection of external members of the Governing Authority**

The Select Committee will, with due regard to the statutes of the University and the provisions of the Universities Act 1997, as amended by the Higher Education Authority Act 2022 (**Act**):

1. Implement the Regulations and Process approved by the Governing Authority and the Minister for Further and Higher Education, Research, Innovation and Science, or any future Minister with responsibility for Higher Education Institutions pursuant to the Act (**Minister**) for the selection and nomination of the external members (excluding the Ministerial Appointments) of the Governing Authority.
2. Ensure that the role profiles for external members of the Governing Authority, including the Chair and the Chairs of the Audit and Risk Management Committee (**ARMC**) and the Finance Remuneration and Asset Management Committee (**FRAMC**), are appropriate.
3. Ensure that all advertisements for the promotion of vacancies for external members on the Governing Authority, including the Chair and the Chairs of the ARMC and FRAMC, are appropriate.
4. Conclude the tender process for the contracting of and authorise the appointment of an executive search agency or other professional support if it determines that such support is necessary. Supervise the work of any professional support which is appointed to achieve the best possible outcome in the identification, selection and nomination of candidates for the external member positions on the Governing Authority, including ensuring the participation of candidates of the highest quality.
5. Consider all potential candidates identified for appointment as external members to the Governing Authority:
  - having regard to the approved Skills, Experience and Competency Framework (attached as Appendix 1) such that when applied to the Governing Authority as a whole (including the internal and student members) the Governing Authority would have an appropriate balance of skills, experience and competencies;
  - taking appropriate measures to assess the suitability of candidates;
  - actively seeking diversity of gender and other attributes and in particular having regard to the objectives prescribed in the Act that:
    - not less than 40 per cent of the members of the governing authority shall be women

and not less than 40 per cent of them shall be men; and

- the membership of the governing authority shall broadly reflect the composition of Irish society, including persons who are competent in the Irish language; and
  - ensuring that appropriate background checks of the candidates have been conducted and considered.
6. Satisfy itself that every person who may be nominated is suitable for appointment as an external member of the Governing Authority by reason of his or her possessing knowledge of, and experience in, matters connected with the objects and functions of the University to enable him or her to make a substantial contribution to the effective and efficient performance of those functions.
  7. Nominate to the Governing Authority those candidates who are most suitable for appointment as Chair of the Governing Authority and Chairs of ARMC and FRAMC.
  8. Nominate to the Governing Authority those candidates who are most suitable for appointment to fill the vacant (or to be vacated) external member positions to the Governing Authority<sup>1,2</sup>.
  9. Conduct its work with due regard to the timelines set by the Governing Authority.
  10. Throughout the process, provide timely reports to the Governing Authority as to the progress of its work.

### **Committee Composition**

The Select Committee shall be appointed by the Governing Authority on the recommendation of the Nomination Committee<sup>3</sup>, having regard to UCD guidelines governing gender balance on committees, and shall be composed of seven members of the Governing Authority as follows:

- the Chair of the Governing Authority;
- 3 external members (in addition to the Chair of the Governing Authority);
- the President
- 1 internal member (in addition to the President)
- 1 student member

The Governing Authority shall appoint one of the four external members on the Select Committee to be the Chair of the Select Committee.

The Select Committee will appoint a Deputy Chair, who will be an external member of the Governing

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<sup>1</sup> Note: the candidate identified for Chair of the Governing Authority will be recommended for appointment to the Governing Authority as an external member by the Select Committee and appointed as such by the Governing Authority. The appointment of the individual as Chair of the Governing Authority will be determined at the first meeting of the Governing Authority. The Chairs of the ARMC and FRAMC will be appointed as such by the Governing Authority.

<sup>2</sup> If the Governing Authority determines that any recommended candidate is not suitable for appointment, the Select Committee shall be requested to recommend another suitable candidate.

<sup>3</sup> The Nomination Committee is a standing committee of the Governing Authority and its members are the Chair of the Governing Authority, the Chairs of the ARMC and FRAMC and the President.

Authority, and whose role will be to chair proceedings in the case of the temporary absence of the Chair.

If a member of the Select Committee ceases to be a member of the Governing Authority, they immediately cease to be a member of the Committee, however the Governing Authority may specifically re-appoint such a member for a term of not more than six months.

If a member of the Select Committee resigns or is unable to attend more than one of the scheduled meetings without the prior consent of the Chair of the Select Committee, or if a vacancy arises on the Committee for any other reason, the Governing Authority will (subject to the above paragraph) appoint a replacement as soon as is reasonably practicable after the vacancy arises.

#### **Quorum and Decision-making**

The Select Committee meeting quorum shall be four members, the majority of whom must be external members (where external members do not include the student member), with all attending in person, through Zoom or such other method (e.g., phone) where they are able to be fully present and address all deliberations.

Decisions will be made by consensus, but where this is not possible all members of the Select Committee shall have a vote. In the event of a tie, the Chair of the Select Committee (or the Deputy Chair if the Chair is absent) can avail of a second, casting vote.

#### **Committee Secretary**

The Director, University Secretariat, shall function as the Secretary to the Select Committee but will not be a member of the Select Committee.

#### **Confidentiality of Proceedings**

It is a condition of membership of the Select Committee that its deliberations and all matters pertaining to its proceedings will be **strictly confidential**. Acceptance of membership constitutes an undertaking to adhere strictly to this condition.

Appendix 1: Skills, Experience and Competency Framework