

Appendix 1

UCD Governing Authority

Skills, Experience and Competency Framework

In accordance with the Universities Act 1997, as amended by the Higher Education Authority Act 2022 (**the Act**), external members of the Governing Authority must, to the satisfaction of the Governing Authority, be suitable for appointment by reason of their possessing knowledge of, and experience in, matters connected with the objects and functions of the University to enable them to make a substantial contribution to the effective and efficient performance of those functions.

Personal Qualities

In making the assessment of suitability required by the Act, the Governing Authority expects all members to have the following Personal Qualities:

1. Commitment to the role

- a. A clear focus on the responsibilities of their role as Governor of the University
- b. A strong commitment to ensuring they add value and positively impact on the organisation
- c. Acts as a role model for members of the Governing Authority
- d. Willing to serve on standing or ad-hoc Committees or Working Groups of the Governing Authority if required

2. Collegiality and Teamwork

- a. An ability to work effectively with others as part of a team
- b. An ability to bring divergent thinking and to work with people with different perspectives, seeking to identify common ground and reach decisions which are in the best interests of the University

3. Communication

- a. The ability to digest significant quantities of written materials and presentations
- b. The ability to ask pertinent and relevant questions
- c. The ability to communicate clearly through spoken and written words

4. Availability

- a. Able to commit the required amount of time⁴
- b. Flexible to support changes in the calendar or additional meetings called at short notice

In addition, all members have a **fiduciary duty** to the University in the first instance. The principle fiduciary duties include:

- a. to act in good faith in the best interests of the University;
- b. to act honestly and responsibly in relation to the conduct of the affairs of the University;
- c. to exercise their powers only for the purposes allowed by law;
- d. not to benefit from or use the University's property, information or opportunities for their or anyone else's personal benefit;
- e. to exercise an independent judgement;

⁴ The Governing Authority meets at least seven times a year, with meetings taking at least half a day and often longer. For each meeting, there will usually be a significant quantity of papers to be read and considered in advance. The standing Committees of the Governing Authority meet at least six times a year. Members may be asked to support additional meetings and/or to serve on ad hoc working groups from time to time.

- f. to avoid any conflict between the member’s duties to the University and the member’s other interests; and
- g. to exercise the care, skill and diligence which would be reasonably expected of a member of the Governing Authority.

Equality, Diversity and Inclusion

UCD has a strong commitment to the principles and practices of equality, diversity and inclusion. The Governing Authority acknowledges and supports the requirements of the Act as regards diversity, and in making appointments to the Governing Authority shall have regard to the objectives that:

- (a) 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 men⁵, and
- (b) the membership of the Governing Authority shall broadly reflect the composition of Irish society, including persons who are competent in the Irish language.

Competencies

To assist with the determination of suitability required under the Act, the Governing Authority has adopted the following Competency Framework. The word “competency” includes knowledge, capabilities, skills and experience. Only the numbered, bold items are Competencies, with the sub-bullets identified under each Competency provided for illustration only.

The Governing Authority has determined that it is not necessary for the external members (as a whole) to hold all of these Competencies and, in appointing external members, will have regard to the Competencies held by internal and student members.

The Governing Authority is seeking knowledge of and experience in some or all of the following areas:

1. Governance

- a. Good governance practices in large, complex organisations (commercial, public or charitable/not for profit)
- b. Legal, regulatory and compliance matters
- c. Ethics and operating with integrity
- d. Identifying conflicts of interest and acting to avoid or address issues of conflict of interest
- e. The State and the public as key stakeholders

2. Strategy and Operational Management

- a. Employing a broad future-focused perspective, particularly as regards matters of significance to the third-level sector, and applying this in shaping the University’s strategy
- b. Understanding and anticipating the effect of economic issues
- c. Identifying developments and opportunities of relevance to the University in the wider world, including in geographic regions beyond Europe
- d. Engaging with internal and external stakeholders
- e. Analysing information to identify the most relevant and critical issues
- f. Turning strategy into action, including operational management (in commercial or charitable/not for profit organisations)

3. Academic and Student Affairs

- a. Academic excellence and quality assurance processes
- b. Teaching and education in third-level institutions, including evolving best practice/digital learning

⁵ This language in relation to gender diversity is taken verbatim from the Act. UCD’s Regulations take a broader approach to gender diversity.

- c. Research, including the work of a Principal Investigator and the commercialisation of research findings
 - d. Student welfare, support and engagement
- 4. People and Organisation**
- a. Cultural and organisational dynamics and development, including change management
 - b. Equality, diversity and inclusion
 - c. Mental health and well-being
- 5. Finance**
- a. Understanding high-level financial data
 - b. Financial planning/budgets and good financial management practice
 - c. Managing a business effectively
 - d. The importance of controls and working with internal and external auditors to ensure an effective control environment
- 6. Risk Management**
- a. Principles and practices of risk management, including cyber risk
 - b. Principles and practices of crisis management
- 7. Capital Projects and Estate Management**
- a. Evaluation and management of large, complex construction and refurbishment projects (including academic buildings, student housing and sports & leisure facilities)
 - b. Estate management
 - c. Technology, IT infrastructure and the application of IT to drive operational efficiency
 - d. Funding for capital projects, including debt financing
- 8. Sustainability**
- a. Obligations and opportunities to address sustainability challenges

Additional competencies apply for the Chairs of the Governing Authority, the Audit and Risk Management Committee and the Finance, Remuneration and Asset Management Committee as set out in the Appendix 1.1.

Appendix 1.1 – Additional competencies for specific roles

Chair of the Governing Authority

The following additional competencies are required for the Chair of the Governing Authority:

- a. A proven record of high achievement in a senior leadership role in a large, complex organisation (commercial, public or charitable/not-for-profit)
- b. Significant experience of managing relationships with internal and external stakeholders
- c. Experience of chairing boards or committees
- d. Superior communication and inter-personal skills to facilitate engagement with, and participation by, all members of the Governing Authority
- e. Objectivity and impartiality
- f. Diplomacy, tact and discretion
- g. Good judgement.

Chair of the Audit and Risk Management Committee

The following additional competencies are required for the Chair of the Audit and Risk Management Committee :

- a. Significant experience in some or all areas of risk management, corporate governance, internal control, internal and/or external audit in a large, complex organisation (commercial, public or charitable/not-for-profit)
- b. A proven record of high achievement in a senior management role in a large, complex organisation
- c. Significant experience of managing relationships with internal and external stakeholders
- d. Experience of chairing boards or committees
- e. Experience on an Audit & Risk, or equivalent, Committee
- f. Superior communication and inter-personal skills to facilitate engagement with, and participation by, all members of the Committee
- g. Objectivity and impartiality
- h. Diplomacy, tact and discretion
- i. Good judgement

Chair of the Finance, Remuneration and Asset Management Committee

The following additional competencies are required for the Chair of the Finance, Remuneration and Asset Management Committee:

- a. Significant experience in some or all areas of financial accounting and reporting, treasury management, capital projects management or external audit in a large, complex organisation (commercial, public or charitable/not-for-profit)
- b. A proven record of high achievement in a senior management role in a large, complex organisation
- c. Significant experience of managing relationships with internal and external stakeholders
- d. Experience of chairing boards or committees
- e. Experience on a Finance, or equivalent, Committee
- f. Superior communication and inter-personal skills to facilitate engagement with, and participation by, all members of the Committee
- g. Objectivity and impartiality
- h. Diplomacy, tact and discretion
- i. Good judgement