



Manual of the Structures and Procedures of the Governing Authority

1 Introduction

This manual contains an overview of UCD, the University Secretariat, and the obligations, operations and procedures of the Governing Authority and its standing committees: the Finance, Remuneration and Asset Management Committee (**FRAMC**) and the Audit and Risk Management Committee (**ARMC**). It is designed to supplement information in the Universities Act 1997 (**Act**), as amended by the Higher Education Authority Act 2022 (**HEA Act**), and the following Governing Authority Governance Documents:

- Standing Orders
- Schedule of Reserved Decisions and Delegated Authority
- Governing Authority Code of Conduct

The amendments to the Act as they relate to the Governing Authority can be found in an unofficial consolidation [here](#).

2 About UCD

Founded in 1854 as the Catholic University of Ireland, UCD as it is known today was established in 1908 by Charter as a constituent college of the National University of Ireland (NUI). Under the Act, UCD became an autonomous university under the umbrella of the NUI.

Today UCD is a dynamic and ambitious research-intensive university, ranked within the top 1% of higher education institutions worldwide. It is the largest university in Ireland, with 38,000 students and over 4,000 faculty and staff (the current academic structure and management chart can be found [here](#)), and its annual income and expenditure exceeds €500m. UCD fosters a culture that supports diversity of thought and collaboration across a broad range of disciplines. It is outward-facing and targets excellence through engagement with a wide range of stakeholders locally and globally. Major capital developments are underway, with more to follow, as it continually seeks to enhance the facilities that support education, research and the campus experience.

UCD has three primary committees responsible for governance and decision-making: the [Governing Authority](#) which oversees the entire University; [Academic Council](#) responsible for academic governance; and the [University Management Team](#), the executive leadership team led by the President with responsibility for University operations.

3 Overview of the University Secretariat

The University Secretariat works to ensure that committees and individuals who are actively involved in governance within UCD are functioning in line with approved policies and international best practice. The team works towards meeting the changing demands and expectations of its internal and external stakeholders, responding in a timely and appropriate manner to internal strategy and to the legislative and regulatory environment. The remit includes three main areas:

- **Governance Advice and Committee Support** – The University Secretariat provides a coordinated, high-quality and responsive support to the governance and management bodies of the University and the individuals and systems that facilitate decision making and necessary compliance. This includes the delivery of professional secretariat support and advice to the Governing Authority, Academic Council and the University Management Team and associated sub-committees and sub-groups. There are 24

University-level committees and groups, 11 of which are supported by the University Secretariat. The full committee structure is available [here](#), and the management structure [here](#).

- **Strategic Projects** – The University Secretariat collaborates on university projects aimed at enhancing governance, the most significant of which is the committee management project which aims to standardise committee processes and support, implement a transparent and traceable record of decisions, and provide clarity on audit and delegation of decisions.
- **Policy Management** – The University Secretariat supports policy management by reviewing and enhancing the UCD Policy Management Framework and supporting decision-makers and policy developers.

4 Overview of the Governing Authority and its Committees

4.1 Composition and Membership of the Governing Authority

The Governing Authority of UCD was established under the Act and is a direct successor of the Governing Body established under UCD’s founding [Charter \(1908\)](#).

The amendments to the Act significantly altered the composition of the Governing Authority and the table below presents the updated membership.

	New Governing Authority Membership
External	External Chair (1)
	External Members (6)
	Ministerial Nominees (3)
Total External	10
Internal	Chief Officer/President (1)
	Academic Staff (3)
	Professional, Technical and Research Staff (2)
	Student Members (3)
Total Internal	9
Total Members	19

Additionally, the Act stipulates that not less than 40% of the members shall be women and not less than 40% of them shall be men, and that the membership shall broadly reflect the composition of Irish society, including persons who are competent in the Irish language.

The 6th Governing Authority set out the [Regulations for the Nomination, Election, Selection and Appointment of members to the Governing Authority of UCD](#) and the [Terms of Reference for the Select Committee](#) to oversee the selection process, both of which have been approved by the Minister for Higher Education.

The term of the Governing Authority is four years and members are permitted to serve no more than two consecutive terms or a maximum of eight consecutive years.

4.2 Functions of the Governing Authority

The primary functions of the Governing Authority are set out in Section 18 of the Act as amended and generally include:

- a) to control and administer the land and other property of the University;
- b) to appoint the chief officer and such other employees as it thinks necessary for the purposes of the University;

- c) to determine the membership from time to time of the Governing Authority, subject to the Universities Act, Charter, statutes and regulations; and
- d) to perform such other functions as are imposed on it by or under this or any other Act or by its Charter, statutes and regulations.

It is a further responsibility of the Governing Authority to:

- a) promote the success (including academic success) and reputation of the University; and
- b) 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 the strategic development plan; and
 - iii. in order to implement, and report on compliance with, the policies 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; and
- c) establish and implement arrangements for the management of the performance of the chief officer.

The Governing Authority shall also perform the following specific 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
- i) account to the Higher Education Authority for funding provided to the university by the Higher Education Authority.

4.3 Statutory powers of the President

The Act grants to the President certain powers (under section 24(3) and The Forth Schedule). These powers are independent of any additional powers delegated to that office by the Governing Authority. Subject to such policies as may be determined from time to time by the Governing Authority, the President shall manage and direct the university in its academic, administrative, financial, personnel and other activities and for those purposes has such powers as are necessary or expedient. In performing these duties, the President shall be answerable to the Governing Authority for the efficient and effective management of the University and for the due performance of his or her functions.

4.4 Decisions Reserved for the Governing Authority

The various statutory functions reserved for the Governing Authority set out in the Act:

- Section 18 - Functions of a Governing Authority
- Section 25 - Staff
- Section 27 - Academic Council
- Section 34 - [Strategic Development Plan](#)
- Section 35 - [Quality Assurance](#)
- Section 36 - [Equality Policy](#)

Some of these functions may be delegated to committees of the Governing Authority, the President or Academic Council, and these are set out in the Schedule of Reserved Decisions and Delegated Authority.

4.5 Governance and Statutory Obligations

The GA and its members are subject to several governance instruments. These are summarised in the table below with links to their full text.

Legislative	External Governance	Internal Governance
Universities Act 1997	Code of Governance for Irish Universities 2019	University Statutes
Higher Education Authority Act 2022	Charities Governance Code 2018	
Charities Act 2009		
Standards in Public Office Act 2001		
Ethics in Public Office Act 1995		

4.6 The Higher Education Authority

UCD is an autonomous entity, however, as it is in receipt of exchequer funding it is accountable to the State through the intermediary of the Higher Education Authority (**HEA**). The government department with responsibility for higher education oversees the HEA.

Under the HEA Act, the HEA has a statutory responsibility for the effective governance and regulation of higher education institutions and the higher education system, and is responsible for allocating funds to the higher education institutions. The oversight arrangements are set out in the Oversight Agreement and include various mechanisms for reporting.

Currently, UCD reports to the HEA:

- through the System Performance Agreement (“Performance Compact”)
- through the submission of an Annual Governance Statement
- on staffing as related to the Employment Control Framework
- through the submission of accounts and statements on systems of internal control, in the format specified by the HEA, for review by the Comptroller and Auditor General
- through a quarterly report (‘Report C’) to the HEA containing key financial data and disclosure of governance issues if any.

4.7 Committees of the Governing Authority

The Governing Authority has two statutory committees and a number of additional committees it has involvement with.

It is within the power of the Governing Authority to establish any number of committees it deems necessary to discharge its duties effectively. In accordance with Section 18.4 of the Act, these committees can consist either wholly or partly of members of the Governing Authority.

It is worth noting that although not committees of the Governing Authority, the members of the Faculty Promotions Committee and the Faculty Promotions Appeals Committee are appointed by the Governing Authority.

4.7.1 Finance Remuneration and Asset Management Committee (FRAMC)

Remit: In accordance with Section 12 of Chapter 5 of [Statute 25](#), it is the duty of FRAMC to supervise the financial affairs of the University and to advise the Governing Authority on any matter relating to the financial management of the University. The FRAMC Terms of Reference are available [here](#).

Chair: The Chair of FRAMC is appointed by the Governing Authority with approval of the President. The Chair of FRAMC shall not be an employee of the University and should be a member of the Governing Authority without exceeding the maximum membership specified in the Act.

Membership: In accordance with Section 11 and Section 12 of Chapter 5 of Statute 25, FRAMC consists of:

- President
- Bursar
- Students' Union President,
- Not more than four members of the Governing Authority, appointed in such manner as the Governing Authority may determine,
- not more than three further members who shall not be employees of the University or current members of the GA.

The period of office of FRAMC shall be coterminous with the period of office of the GA. The current FRAMC membership list is published on the [FRAMC webpage](#).

Meeting Cycle: FRAMC typically meets six times per year. The annual meeting dates are available [here](#).

4.7.2 Audit and Risk Management Committee (ARMC)

Remit: In accordance with Section 18 of Chapter 5 of Statute 25 of the University, it shall be the duty of the Audit and Risk Management Committee (ARMC) to advise the Governing Authority on the audit of the resources of the University, to review the annual financial statements of the University and their format, and to advise the Governing Authority on risk management issues. The Committee will also advise the Governing Authority on the strategic processes for risk, internal control and governance. The ARMC Terms of Reference are available [here](#).

Chair: The Chair of ARMC is appointed by the Governing Authority on the recommendation of the President in accordance with procedures approved by Governing Authority for the recruitment and selection of the Chair. The Chair shall not be an employee of the University.

Membership: The Committee shall be appointed by the Governing Authority on the recommendation of the President. Subject to the Committee having a maximum membership of six individuals, the President shall recommend no more than four external members of the Governing Authority, excluding the Chair of the Governing Authority and no more than three external members being people who are not members of the Governing Authority or employees of the University. All members of the Committee will be neither employees nor students of the University. The current ARMC membership is published on the [ARMC webpage](#).

Meeting Cycle: ARMC typically meets six times per year.

Staff Attendance at Meetings: Staff present at ARMC meetings include the Bursar, the Director of Financial Management, the Head of Internal Audit and the Director of the University Secretariat. The Chief Risk Officer attends for the Risk section of the agenda. College Principals attend to present risk registers, and other staff members are invited to attend to speak to particular agenda items.

4.7.3 Bord na Gaeilge

The purpose of Bord na Gaeilge is to

- (i) to support the University in the promotion, preservation and use of the Irish language and the preservation and promotion of the distinctive cultures of Ireland" in accordance with Part III, Ch. 1 (12) of the Universities Act
- (ii) to promote the 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. Part II, Ch.2 (18)

One of the functions of the committee is to consider and recommend to the Governing Authority policies and procedures to enable the preservation, promotion and use of the Irish language in the University. The Governing Authority nominates one member of the committee, and although it is a subcommittee of the Governing Authority, it is not supported by the University Secretariat.

Bord na Gaeilge presents an annual report to the Governing Authority and is typically invited to present to the Governing Authority on related matters annually.

4.7.4 Remuneration Committee of FRAMC

As it is the duty of FRAMC to monitor remuneration and pay policy at UCD, Statute 25 stipulates that FRAMC must establish a specific Remuneration subcommittee which has Terms of Reference laid down by the Governing Authority.

The membership is comprised of members of FRAMC who are not employees or students of the University. The Governing Authority delegates to the Remuneration Committee of the FRAMC authority in the following matters:

For Approval

- a) Proposals for appointments to the university under the terms of the HEA Departures Framework under Section 25 of the Universities Act.
- b) Decisions under any statutory provisions as may exist or be delegated to the university in relation to superannuation matters.
- c) Determination of issues arising with regard to remuneration of staff which fall outside of national schemes of remuneration.
- d) Determination of remuneration arrangements applying to senior officers of the university where not otherwise provided for under national schemes or agreements.

For Noting

- a) Arrangements in relation to pensions not requiring the exercise of any statutory or other discretionary powers of determination.
- b) Resignations and appointments of permanent staff.
- c) Arrangements in relation to Leave of Absence for Research.
- d) Arrangements in relation to Unpaid Career Breaks.
- e) Royalty Payments.

4.7.5 Research Ethics Committee

The Research Ethics Committee is in the process of transferring to the remit of Academic Council.

4.8 Other Committees

4.8.1 Disciplinary Appeals Board

In accordance with [UCD Statute 28](#), "Disciplinary Statute" (which was approved by the Governing Authority at its meeting of 20 February 2020) the Governing Authority is to appoint a Disciplinary Appeals Panel, comprising experts in appropriate fields. In the event that an appeal needs to be determined under the Disciplinary Statute, the Chair of the Disciplinary Appeals Board selects two members of the Disciplinary Appeals Panel to act with her as the Disciplinary Appeals Board in that matter. The Governing Authority approved the panel membership at its September 2021 meeting.

4.8.2 Disputes Resolution Committee

Under [Statute 27](#), the Governing Authority is to appoint a Disputes Resolution Committee whose terms of reference shall be to advise the Governing Authority on measures to resolve disputes arising in the University which fall within its remit. The Governing Authority nominates its Chair and members, apart from one who is nominated by the Chancellor of the National University of Ireland.

This committee is a committee of last resort and has never been convened. UCD has other well-established avenues for dispute resolution, and so far, all disputes have been resolved before reaching this stage.

4.8.3 Faculty Promotions and Faculty Promotions Appeals Committees

These two committees are established by the [Faculty Promotions Policy](#). The only role the Governing Authority has in these committees is the appointment of the membership.

5 Role of Members

5.1 Role of the Chair

The Chair is responsible for leadership of the Governing Authority and ensuring its effectiveness on all aspects of its role. The Chair should display high standards of integrity and probity and set expectations regarding culture, values and behaviours for the University, and for the tone of discussions at Governing Authority level. The role of the Chairperson is governed in particular by Section 17 and the Third Schedule of the Act.

5.2 Fiduciary Duties of Members

All Governing Authority members have a fiduciary duty to the University in the first instance (i.e. the duty to act in good faith and in the best interests of the university).

The principle fiduciary duties include:

- to act in good faith in what the Governing Authority member considers to be the interest of the University;
- to act honestly and responsibly in relation to the conduct of the affairs of the University;
- to act in accordance with the Universities Act and exercise his or her powers only for the purposes allowed by law;
- not to benefit from or use the University's property, information or opportunities for his or her own or anyone else's benefit, unless the University's constitution permits it, or a resolution is passed in a general meeting;
- not to agree to restrict the Governing Authority member's power to exercise an independent judgement;
- to avoid any conflict between the Governing Authority member's duties to the University and the Governing Authority member's other interests unless the Governing Authority member is released from his or her duty to the University in relation to the matter concerned;
- to exercise the care, skill and diligence which would be reasonably expected of a person in the same position with similar knowledge and experience as a Governing Authority member. A Governing Authority member may be held liable for any loss resulting from their negligent behaviour; and
- to have regard to interests of the University's members.

5.3 Confidentiality

UCD is committed to providing access to general information relating to its activities in a way that is open and enhances its accountability to the general public. However, in the course of their duties, members will have access, in written form and in the course of deliberations, to sensitive information such as personal information,

information received in confidence by the University, and commercially sensitive information. Members are required to respect the confidentiality of such information.

Members shall:

- Ensure that appropriate care is taken to guarantee the security of sensitive Governing Authority and other documents, whether in paper or electronic form;
- Respect the confidentiality of information received in the performance of their duties, as well as the confidentiality of the deliberations of the Governing Authority;
- Ensure that confidential records are subject to appropriate access procedures;
- Observe any restrictions agreed by the Governing Authority on the use or dissemination of information (subject to Freedom of Information Act or Data Protection Act requirements); and
- Respect the privacy of individuals.

5.4 Duty to be Adequately Informed

To promote well-informed decision making, Members of the Governing Authority have a duty to be adequately informed of statutory, regulatory and sectoral developments directing the business of the University.

Members should:

- Develop and maintain a clear understanding of the functions of the Governing Authority;
- Familiarise themselves with the contents of the Act and University Statutes;
- Develop and maintain a clear understanding of the role of any Governing Authority committee on which they serve;
- Familiarise themselves with the contents of key University documents (as specified by Governing Authority from time to time);
- Prepare for meetings by reading and considering all papers circulated with the agenda, provided at least one week before each meeting of the Governing Authority unless a shorter time is agreed by the Chair.

6 Ethical Conduct and Statutory Obligations

The Governing Authority has a key role in setting the ethical tone of the University. High ethical standards are in the long-term interests of the University and contribute to maintaining a high level of credibility and trustworthiness. The Governing Authority should lead by example and ensure that good standards of governance and ethical behaviours permeate all levels of the organisation.

UCD has set out a number of policies in relation to conduct of staff and Members of the Governing Authority and its committees.

6.1 Conflict of Interest and Ethics Obligations

Under the Ethics Acts referenced previously, Members of the Governing Authority serve as Designated Directors of UCD with responsibilities set out by the Standards in Public Office Commission (**SIPO**). To this end, and although Members are not public servants, they are expected to conduct themselves in their role on the Governing Authority in accordance with SIPO's [Guidelines for Public Servants](#).

Where members consider they have an interest to declare, they are required to furnish yearly statements of interests and make annual returns to their designated officer. SIPO will advise the University of the deadline for returns, along with any specific reporting arrangements for that year, and this information will be communicated to members in January of each year.

The University Secretariat will use these returns to compile a Register of Interests (**Register**) which it maintains on behalf of the Governing Authority. Any conflicts raised at meetings in relation to specific agenda items will be further recorded in the Register. The Register is reviewed annually by the Governing Authority.

Members of the Governing Authority are expected to abide by the principles set out in UCD's [Conflict of Interest Policy](#).

6.2 Codes of Conduct

The image of any organisation derives from both the values and behaviour of all those who work in the organisation, whether in leadership, governance, management, or operational roles.

The [Code of Conduct for Governing Authority Members](#) sets out an agreed set of ethical principles including integrity, confidentiality, loyalty, fairness and responsibility. The policy seeks to promote confidence and trust in the Governing Authority and the University as a whole, and instil the highest legal, management and ethical standards in all activities of the University.

UCD has also developed an [Employee Code of Conduct](#) which collates the UCD policies and procedures governing employee conduct to ensure that all employees are familiar with and can adhere to UCD policies and procedures that are relevant to required standards of conduct. The Employee Code of Conduct acknowledges the Governing Authority's role in setting the ethical tone of the University.

6.3 Gifts and Hospitality

Members of the Governing Authority undertake not to give or receive corporate gifts, hospitality, preferential treatment or other benefits that might affect, or appear to affect the ability of the donor or the recipient to make independent judgments on business transactions involving UCD. Further detail is set out in UCD's [Hospitality and Entertainment Policy](#).

6.4 Protected Disclosures

The Governing Authority is committed to maintaining an open culture at UCD with the highest standards of honesty and accountability where employees can report concerns in confidence and without retribution. UCD has a [Protected Disclosures Policy](#) in line with the Protected Disclosures Act 2014, as amended.

6.5 Anti-Fraud and Corruption

UCD expects the highest standards of honesty, integrity, incorruptibility and accountability of its community, including its staff and students, and takes a zero-tolerance approach to fraud or corruption.

The [Anti-Fraud and Corruption Policy](#) outlines the key principles regarding fraud and corruption prevention and detection and provides guidance on addressing suspicious or fraudulent activity.

6.6 Freedom of Information

The [Freedom of Information Unit](#), overseen by UCD Legal, ensures organisational compliance with the University's obligations under the Freedom of Information Act 2014. The Freedom of Information Act confers on individuals a right of access to information held in the University's records, a right to have official information relating to them amended where it is incomplete, incorrect or misleading, and a right to have made known to them the reasons for decisions that have materially affected them.

Freedom of Information requests commonly include Governing Authority minutes, and those of its principal committees. Members should note that sometimes documents to which access is granted under the FOI Act may contain limited personal information (name and attendance at Governing Authority meetings), and as such be included in UCD's Freedom of Information responses as part of the overall return.

6.7 Charities Act

The Charities Act 2009 provides for the regulation of charitable organisations and establishes the Charities Regulatory Authority (**CRA**) as the oversight body for charities in Ireland. As a registered charity, UCD has legal

responsibilities to the CRA, including the filing of an annual return stating compliance with the Charities Governance Code. In its last filing, UCD stated that it was fully compliant with the Charities Governance Code.

Members of the Governing Authority are Trustees of UCD. UCD is legally obliged to keep its list of Trustees up to date in the register of Charities on the CRA website. For this purpose, all Members are asked to complete a Trustee Declaration form on appointment and provide the University Secretariat with a residential address (residential addresses are not made public on the register).

Since 2021 it has been a requirement for the University to complete a Compliance Record Form (CRF) evidencing compliance with the Charities Governance Code. The CRF remains an internal form unless requested by the Charities Regulator, but nevertheless, the Members of the Governing Authority must satisfy themselves that the University is in full compliance before the Governing Authority approves the CRF and the Annual Return.

7 Practices and Procedures of the Governing Authority

7.1 Meeting Cycle

The Governing Authority typically meets six times per academic year (September, October, December, March, May and June), plus once to discuss matters of strategy and review progress on the strategic objectives of the University (January/February). The meeting schedule for 2023/2024 is available [here](#). The meeting cycle for the Governing Authority is roughly six weeks as set out below.



1. Draft Agenda: The draft agenda is proposed by the University Secretariat and agreed with the Chair and President as soon as possible after the preceding meeting or ideally at least two weeks before the submission deadline.

2. Submission Deadline: The submission deadline is typically four weeks before the meeting.

3. Papers to Chair and President: Within two to three days after the submission deadline and at least five working days before the Chair's Briefing, the University Secretariat will prepare and circulate a draft Chair's Pack consisting of an annotated Chair's Agenda and as many of the papers as possible. Due to timings of other committee meetings, it is often not possible to include all papers in this pack. The pack is circulated to the Chair and President via the "Chair's Briefing" Google Drive folder.

4. Chair's Briefing: The Chair's Briefing takes place two and a half weeks before the meeting. Present at the Chair's Briefing are the Chair, President, Secretary to the Governing Authority and University Secretariat support. Chair's

Briefings are scheduled for two hours in the President's Office: the first hour is dedicated to a private session between the Chair and President, with the others joining for the second hour. The purpose of the Briefing is to review and finalise the agenda and meeting pack.

5. Paper Circulation: The final meeting pack is circulated to the members via the Governing Authority Google Drive folder 5 working days before the meeting. Papers will be circulated to members in electronic format only.

7.2 Work Programme

The Governing Authority Work Programme on which the meeting agendas are based is available [here](#).

7.3 Board Effectiveness

The Governing Authority will conduct an annual self-assessment of its own effectiveness, as will each of its committees. This review should consider the balance of skills, experience, diversity, independence and knowledge of the University, of the Governing Authority. An external effectiveness review will be undertaken every four years.

7.4 Minutes

In the week following a Governing Authority meeting, the University Secretariat will send draft minutes and the updated action tracker to the Chair and the President, and if necessary, the Chairs of FRAMC and ARMC for review and comment. Once finalised, these will form the final draft minutes for confirmation at the next meeting of the Governing Authority.

7.5 Insurance

The University carries Directors and Officers Liability insurance which indemnifies Members in their role on the Governing Authority in the event that any third party takes a claim against an individual Member in respect of any decisions that he or she may have made in good faith in his or her role as a Member of the Governing Authority. The current indemnity limit is €10 million.

7.6 Expenses

Members will be reimbursed for all reasonable and properly documented expenses incurred in connection with attendance at meetings or otherwise in connection with the discharge of their duties. Expenses are payable at current civil service rates and in accordance with [UCD's Travel Policy](#).

7.7 Resignation and Departure

The Third Schedule of the Act (amended) provides for the resignation and removal of Members.

A Member of the Governing authority may, at any time, resign from office as a member by letter addressed to the Chair and submitted either in hard copy or electronically. The resignation shall take effect on the date on which the letter is received.

A Member will cease to be a Member of the Governing Authority where he or she:

- a) is adjudicated bankrupt;
- b) makes a composition or arrangement with creditors;
- c) is sentenced by a court of competent jurisdiction to a term of imprisonment;
- d) is convicted of any indictable offence in relation to a company or any other body corporate;
- e) is convicted of an offence involving fraud or dishonesty;
- f) has a declaration under section 819 of the Companies Act 2014 made against him or her or is deemed to be subject to such a declaration by virtue of Chapter 5 of Part 14 of that Act;
- g) is subject or is deemed to be subject to a disqualification order, within the meaning of Chapter 4 of Part 14 of the Companies Act 2014, whether by virtue of that Chapter or any other provision of that Act; or

h) is absent from meetings of the Governing Authority for six consecutive months without prior agreement with the Chair.

A Member may also, for good and valid reason, be removed from office by resolution of the Governing Authority

After ceasing to be a member of Governing Authority, Members should not make use of any information obtained in their capacity as a Member that is not generally available to the public, in order to derive therefrom a benefit or advantage for themselves or that of any family member.

The duty of confidentiality outlined continues to apply after an individual ceases to be a Member of the Governing Authority.