



Regulations for the nomination, election, selection and appointment of members to the Governing Authority of University College Dublin, National University of Ireland

The Governing Authority of University College Dublin has made the following regulations pursuant to Subsection 16(6) of the *Universities Act 1997*.

Operation

1. These Regulations:
 - 1.1. may be cited as the University College Dublin (Nomination, Election, Selection and Appointment of Members to the Governing Authority) Regulations; and
 - 1.2. have been prepared in accordance with Subsection 16(6) of the Act and incorporate the process for the appointment of external members required by Subsection 16(4)(b) of the Act; and
 - 1.3. come into operation on 23 March 2023.

Definitions

2. In these Regulations, except where the context otherwise requires:
 - **Academic Staff** means every Full Professor, Professor, Associate Professor and Assistant Professor (or Lecturer) who has a current academic-based contract of employment in writing with the University
 - **Act** means the Universities Act 1997, as amended in the Higher Education Act 2022
 - **Census Date** means the date on which the electoral rolls of Staff Members are finalised
 - **External Member** means a member of the Governing Authority other than a Staff Member or a student member
 - **Minister** means 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
 - **President** means the “chief officer” as specified in Section 24 of the Act
 - **Professional, Technical and Research Staff** means every member of staff of the University who has a current contract of employment in writing with the University, excluding Academic Staff
 - **Returning Officer** means the person designated in Regulation 13
 - **Select Committee** means the committee of the Governing Authority appointed in accordance with Regulation 36
 - **Staff Members** means members of the Academic Staff and the Professional, Technical and Research Staff
 - **Students’ Union President** means the person who has been duly elected to such position in accordance with the UCD Students’ Union Constitution and election regulations and who currently holds this position
3. In these Regulations:
 - 3.1. regulations are referred to by numbered paragraphs;

- 3.2. a reference to any statute is to that statute as amended from time to time; and
- 3.3. references to the singular include the plural and vice versa.

Membership of the Governing Authority

4. In accordance with Section 16 of the Act, the Governing Authority shall consist of 19 members, who shall be:
 - 4.1. the Chair, who shall be an External Member, appointed by the Governing Authority;
 - 4.2. the President;
 - 4.3. five internal members (in addition to the President), appointed by the Governing Authority from Staff Members;
 - 4.4. nine external members (in addition to the Chair), appointed by the Governing Authority, three of whom will be nominated by the Minister; and
 - 4.5. three student members, appointed by the Governing Authority.

President

5. The President is an *ex officio* member of the Governing Authority.

Internal members

6. The five internal members shall be appointed following an election, in accordance with Regulations 7 to 28 and shall comprise:
 - 6.1. three persons who are Academic Staff; and
 - 6.2. two persons who are Professional, Technical and Research Staff.

Gender quota

7. Where two or more vacancies are to be filled following a single election in either of the Academic Staff or Professional, Technical and Research Staff constituencies, then the internal members elected from that constituency cannot all be of the same gender.

Nominations

8. Subject to Regulation 10, every Staff Member who wishes to be included in the election must nominate themselves to stand in one constituency only, being the constituency to which they are most closely connected by reference to their contract of employment.
9. A nomination is invalid, void and of no effect unless it:
 - 9.1. is made by a Staff Member in the constituency of which they are a member;
 - 9.2. specifies the constituency for which they are standing;
 - 9.3. contains the nominee's full name and position in the University;
 - 9.4. provides information necessary for any applicable gender quota to be assessed;
 - 9.5. affirms that, if appointed to the Governing Authority, they will serve the interests of the University and abide by the Manual of the Structures and Procedures of the Governing Authority and all other applicable policies; and
 - 9.6. affirms that, having regard to the provisions in Paragraph 7 of the Third Schedule of the Act¹, they are eligible to be a continuing member of the Governing Authority, including the provisions which prevent members from:

¹ Paragraph 7 of the Third Schedule of the Universities Act 1997

Where a member of the governing authority –
(a) is adjudicated bankrupt,

- a) being an undischarged bankrupt;
- b) having within the immediately preceding three years, under the protection or procedure of a court, made a composition or arrangement with creditors; or
- d) having within the immediately preceding five years, been sentenced to a period of imprisonment.

10. No Staff Member is eligible to nominate themselves or stand for election if, as at the Census Date:

- 10.1. they are not entitled to remain employed at the University for a further period of at least two and a half years thereby ensuring that they can serve a minimum of two years once appointed to the Governing Authority; or
- 10.2. they are a member of the University Management Team; or
- 10.3. they are the Returning Officer; or
- 10.4. they are a sitting member of the Governing Authority and have served in two consecutive terms on the Governing Authority²; or
- 10.5. they are a sitting member of the Governing Authority and have served five and a half or more consecutive years on the Governing Authority³, thereby ensuring that they can serve a minimum of two years once appointed to the Governing Authority.

11. A Staff Member may withdraw their nomination at any time before the declaration of the election by the Returning Officer, by providing a signed written notice of their withdrawal to the Returning Officer.

Voting

12. Every Staff Member is eligible to vote in the constituency to which they belong, provided they are employed by the University from the Census Date to the date fixed for the closing of the election.

Election process

13. The Secretary to the Governing Authority is the Returning Officer for the election of internal members of the Governing Authority. The Returning Officer has the final decision-making authority in respect of every query requiring resolution arising from these Regulations.

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- (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, or
 - (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, he or she shall thereupon cease to be a member of the governing authority.

² Subsection 4(1)(b) of the Third Schedule to the Act provides that no person can serve more than two consecutive terms on the Governing Authority.

³ Subsection 3(5) of the Third Schedule to the Act provides that no person can serve more than eight consecutive years on the Governing Authority.

14. Elections shall be conducted electronically, using the system of Proportional Representation with a Single Transferable Vote (**PR-STV**). The counting rules will be the then current rules of the Electoral Reform Society (or any successor in function to this Society) which are applicable to PR-STV.
15. The Returning Officer may contract a service provider to provide services in relation to the preparation and undertaking of an electronic election and may delegate to this provider all or any operational requirements of the election.
16. The Returning Officer shall fix the dates for the election.
17. The Returning Officer shall publish notice of:
 - a. the fact and time of holding of an election;
 - b. the fact that the Governing Authority has regard to achieving the objectives specified in Subsection 16(7) of the Act⁴;
 - c. the number and constituencies of the vacancies to be filled;
 - d. any gender quotas applicable to the election in any constituency;
 - e. any specific election procedures;
 - f. the Census Date;
 - g. a request for Staff Members to nominate themselves for election;
 - h. the time by which valid nominations must be received; and
 - i. if a poll is to be held, the opening and closing times and dates for the receipt of ballots.

Elections

18. An election for a constituency will take place if one or more of the following criteria are met:
 - 18.1. the number of valid nominations exceeds the number of seats that are available in that constituency; or
 - 18.2. subject to Regulation 23, the number of valid nominations candidates of one gender exceeds the maximum gender quota (if any) allowable in that constituency for that election.
19. If an election in a particular constituency is not required, then the Returning Officer shall declare in respect of that constituency, that:
 - 19.1. the nominee (or nominees) has (or have) been deemed elected;

⁴Subsection 16(7) of the Universities Act 1997

In performing functions under this section, the Minister and a 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 men, 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.

- 19.2. in the case of fewer nominations being received than the number of seats that are available, a vacancy arises in that constituency and such vacancy is deemed to take effect from the commencement of the term of office that an elected member would have taken office; and
 - 19.3. by notice in writing, nominate to the Governing Authority those Staff Members who have been deemed elected and the Governing Authority shall, subject to the Third Schedule of the Act, appoint such persons as members of the Governing Authority for a term not exceeding four years.
20. If an election in the Academic Staff constituency is required, then:
- 20.1. the votes for all validly nominated candidates will be tallied;
 - 20.2. the candidate with the most votes will be elected;
 - 20.3. if there are additional seats to be filled, the candidate with the most votes who satisfies the requirements of Regulation 7 (if applicable), disregarding the previously elected candidates in accordance with this Regulation, is elected; and
 - 20.4. the process in Regulation 20.3 is repeated until all seats are filled.
21. If an election in the Professional, Technical and Research Staff constituency is required, then:
- 21.1. the votes for all validly nominated candidates will be tallied;
 - 21.2. the candidate with the most votes will be elected; and
 - 21.3. if there is an additional seat to be filled, the candidate with the most votes, disregarding the candidate previously elected in accordance with this Regulation, who satisfies the requirements of Regulation 7, is elected.
22. After the poll has closed, the Returning Officer shall cause the votes to be counted and shall:
- 22.1. publish the results of the election; and
 - 22.2. by notice in writing, nominate to the Governing Authority those Staff Members who have been elected and the Governing Authority shall, subject to the Third Schedule of the Act, appoint such persons as members of the Governing Authority for a term not exceeding four years.
23. If a vacancy arises pursuant to Regulation 19.2 as a result of the application of a gender quota in these Regulations, then;
- 23.1. for the purpose of the election, such quota will not apply; and
 - 23.2. Regulation 18.2 will not apply.

Casual vacancies of internal members

24. Where one or more casual vacancies arise as a result of an internal member or members appointed from either of the Academic Staff or Professional, Technical and Research Staff constituency ceasing to be a member of the Governing Authority for any reason other than the ending of their term (a **Departing Member**), then:
- 24.1. if the vacancy arises within six months of the Departing Member's appointment, the results of the previous election shall be used to determine the next eligible candidate (if any and subject to the same gender quota as applied at that election) to be nominated by the Returning Officer for appointment by the Governing Authority for the remainder of the term of the Departing Member; and
 - 24.2. if the vacancy arises after six months from the Departing Member's appointment or if there is no eligible candidate under Regulation 24.1, an election shall be conducted in accordance with these Regulations to elect a person to be nominated for appointment for the remainder of the term of the Departing Member.

25. If an election is held pursuant to Regulation 24.2, then no gender quota will apply to an election in any constituency in which there is only one vacancy.

Savers

26. No election held pursuant to these Regulations shall be invalidated by reason of any misdescription or non-compliance with these Regulations, if in the reasonable opinion of the Returning Officer the result of such misdescription or non-compliance did not substantially affect the result of the election.
27. Notwithstanding any contrary provision in these Regulations, the Returning Officer may modify any procedures for the conduct of an election in response to what they reasonably determine is an emergency or a special situation, provided that the change is, in their opinion, necessary or desirable to enable such election to be held and provided such modification complies with the principles embodied in the Regulations as a whole.
28. Without limiting Regulations 26 and 27, in the event of any error in the conduct of the elections which the Returning Officer regards as fundamental, the Returning Officer is entitled to recommence the election or any part of it from the point prior to when the error arose and otherwise take such action as may be necessary or desirable to enable the declaration of the persons elected.

Student members

29. The UCD Students' Union President shall be appointed by the Governing Authority as a student member of the Governing Authority for a term of one year, contingent on their remaining the UCD Students' Union President.
30. Subject to Regulation 31, each Students' Union President will nominate two additional Sabbatical Officers of the UCD Students' Union, to be selected from the Welfare, Education and Graduate Officers, who shall be appointed by the Governing Authority as a student member of the Governing Authority for a term of one year, contingent on their remaining Sabbatical Officers of the UCD Students' Union.
31. All three student members of the Governing Authority shall not be of the same gender unless the elected Students' Union President and relevant Sabbatical Officers are all of the same gender.

External members – Ministerial nominees

32. The persons nominated by the Minister in accordance with Subsection 16(4) of the Act⁵, shall be appointed by the Governing Authority as members of the Governing Authority for such period, not exceeding four years, as the Minister specifies.

External members – nominees of the Governing Authority

33. The Governing Authority shall appoint seven external members to the Governing Authority, one of whom shall be nominated to the position of Chair of the Governing Authority in accordance with Section 17 of the Act⁶.
34. The Governing Authority shall specify in procedures or otherwise, the skills, experience and competencies which it requires of individuals and the Governing Authority as a whole, such that before appointing an external member of the Governing Authority, it can be satisfied that the person is suitable for appointment in accordance with Subsection 16(5) of the Act.

Selection of external members

35. At the request of the Chair of the Governing Authority, the Governing Authority shall appoint a committee in accordance with Regulations 36 to 42, to be known as the “Select Committee”, to:
- 35.1. identify suitable persons who might serve as External Members on the Governing Authority; and
 - 35.2. recommend to the Governing Authority persons external to the University (other than persons nominated by the Minister) for appointment or re-appointment as External Members, or to fill External Member casual vacancies on the Governing Authority.

Select Committee

36. The Select Committee shall consist of seven members of the Governing Authority, being:
- 36.1. the Chair of the Governing Authority;
 - 36.2. three external members (in addition to the Chair of the Governing Authority);
 - 36.3. the President;
 - 36.4. one internal member (in addition to the President); and
 - 36.5. one student member;

whose membership of the Select Committee shall be co-terminus with their serving on the Governing Authority unless the Governing Authority specifically re-appoints such member to the Select Committee for a term of not more than six months.

⁵ Subsections 16(4) and (5) of the Universities Act 1997

- (4) Subject to subsection (5), with regard to the appointment of external members of a governing authority—
- (a) three such members shall be nominated by the Minister, and
 - (b) seven such members shall be appointed by the governing authority in accordance with a process for such appointments that is determined by the governing authority and approved by the Minister.
- (5) Before a person is nominated for appointment or appointed, as may be appropriate, as an external member of a governing authority of a university, the Minister or the governing authority of the university, as the case may be, shall be satisfied that the person is suitable for appointment as such an external member 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.

⁶ Section 17 of the Universities Act 1997

17. (1) The first meeting of a governing authority of a university shall be chaired by an external member of the governing authority who is appointed by a majority vote of the members to be an interim chairperson of the governing authority until the appointment of a chairperson under subsection (2).
- (2) A governing authority shall, at the first meeting of the governing authority, appoint an external member of the governing authority to be the chairperson of the governing authority by a majority vote of not less than two-thirds of its members.
- (3) A person shall cease to be chairperson of a governing authority if he or she ceases to be an external member of the governing authority.

37. The Governing Authority shall appoint one of the four external members to be Chair of the Select Committee.
38. Subject to Regulation 39, no member of the Governing Authority whose own re- appointment to the Governing Authority is to be considered by the Select Committee is eligible to be a member of the Select Committee.
39. The Chair of the Governing Authority will be a member of the Select Committee but, if seeking re-appointment to the Governing Authority, will not participate in any discussions of the Select Committee regarding the identification and nomination of an external member who is proposed to be nominated for appointment as Chair of the Governing Authority.
40. In performing its functions, the Select Committee shall:
 - 40.1. hold as many meetings as may be necessary;
 - 40.2. make decisions by consensus, but where this is not possible all members may vote and in the case of a tie the Chair shall have a second and casting vote;
 - 40.3. if it determines it necessary or desirable, retain the services of an executive search agency (or other professional support) to assist it to carry out its functions and achieve the best possible outcomes;
 - 40.4. implement the process determined by the Governing Authority and approved by the Minister for such appointments; and
 - 40.5. have regard to the objectives specified in Subsection 16(7) of the Act⁷ and ensure, so far as is practicable, that these objectives are achieved.
41. The Secretary to the Governing Authority shall act as secretary to the Select Committee and they or their delegate may attend all meetings of the Select Committee.
42. Subject to Regulations 39 to 41, the Select Committee shall regulate its own procedures.
43. The Governing Authority may direct that a separate process to other external members be undertaken to identify an external individual to be nominated for the position of Chair of the Governing Authority.

Transition

44. If a member of the 6th Governing Authority who was appointed to the Governing Authority before 10 November 2022 and is otherwise eligible to be appointed to the 7th Governing Authority, is appointed to the 7th Governing Authority, then:
 - 44.1. they will be appointed to the 7th Governing Authority to the date that their term on the 6th Governing Authority was to end; and
 - 44.2. if they are an internal member or an external member nominated by the Select Committee, they will automatically be nominated for re-appointment, by the Governing Authority for the remainder of the 7th Governing Authority term that, but for Subsection 23A(4) of the Act⁸, they would have been appointed; and

⁷ See Footnote 5 above

44.3. if they are an external member nominated by the Minister, then the Secretary to the Governing Authority shall advise the Minister of the date that their appointed term will end, at a minimum one month before this term expires.

GIVEN under the seal of the **University College Dublin**



Marie O'Connor
Chair of the Governing Authority

Professor Orla Feely
President

Date _____

By letter dated 23 May 2023, the **Minister for Further and Higher Education, Research, Innovation and Science** approved these Regulations.

⁸ Subsection 23A(4) of the Universities Act 1997

(4) A person (other than the chief officer) who was appointed as a member (including the chairperson) of the governing authority before the relevant date and who is re-appointed as such member pursuant to subsection (2)(b)—

(a) shall be so re-appointed for a term of office of no longer than the unexpired term for which he or she was so appointed, and

(b) the term of office served by the member (including the chairperson) immediately before the relevant date and the term of office for which he or she is re-appointed under paragraph (a) shall be regarded as one term of office for the purposes of paragraph 4(1)(b) of the Third Schedule.