



# Constitution and Standing Orders of The Board of Governance of Dublin Institute of Design

<b>SECTION 1</b>	<b>CONSTITUTION.....</b>	<b>2</b>
1.1	Shareholders.....	2
1.2	Board of Governance.....	2
1.3	Functions of the Board of Governance .....	2
1.4	Membership of the Board of Governance .....	3
1.5	Period of Office of Members of the Board of Governance.....	4
<b>SECTION 2</b>	<b>STANDING ORDERS .....</b>	<b>4</b>
2.1	Schedule .....	4
2.2	Frequency.....	4
2.3	Notice.....	4
2.4	Quorum .....	4
2.5	Agenda .....	5
2.6	Extraordinary Meeting .....	5
2.7	Incorporeal Meeting.....	5
2.8	Minutes .....	5
2.9	Policies and Procedures.....	5
2.10	Voting at meetings.....	5
2.11	Resignation.....	6
2.12	Conflicts of Interest and Confidentiality.....	6

## **SECTION 1        CONSTITUTION**

### **1.1     Shareholders**

Dublin Institute of Design (herein after known as the Institute) is an educational body wholly owned by Educational Design Developments Ltd.

Educational Design Developments Ltd holds and retains to itself control and responsibility for finances of The Institute, including all actions necessary to comply with requirements of the Companies Acts, Safety Acts, Employment Acts and all other relevant legislation.

Educational Design Developments Ltd is and shall remain the employer of all staff. For the avoidance of doubt, it is understood by all parties and is the basis for establishment of a Board of Governance by the Shareholders, that Educational Design Developments Ltd is responsible legally and financially for operation of the Institute and that the Board of Governance is an advisory board to the Shareholders, and that the Board of Governance does not have legal or financial responsibility for the operation of the Institute.

### **1.2     Board of Governance**

Educational Design Developments has established a Board of Governance to assist and advise the Shareholders on the proper and effective governance and management of The Institute and The Institute's relationship with third parties including Standards and Validation Bodies.

Educational Design Developments Ltd holds and will continue to hold indemnified the Board of Governance members, individually and severally, against all claims against the Board howsoever arising and will maintain insurance policies to give effect to such indemnities.

### **1.3     Functions of the Board of Governance**

1. To assist and advise the Shareholders on the proper and effective governance and management of The Institute and The Institute's relationship with third parties including Standards and Validation Bodies.
2. To require preparation and to approve a strategic academic plan and a strategic business plan for the Institute and to recommend these to the Shareholders.
3. To receive and approve regular reports on the progress of the Institute towards its strategic academic objectives and its business plan. To receive and approve minutes from the Senior

Management Team management meetings in relation to the corporate governance. Companies (Auditing and Accounting) Act, 2009.

4. To receive and approve the Annual Return (Company Report and accounts) as required by the Companies Registration Office each year.
5. To enter into and approve arrangements with accreditation bodies and educational agencies so as to promote programmes of study and research leading to the awards of degrees, diplomas, certificates and other educational awards conferred, as appropriate to the Dublin Institute of Design.
6. To enter into and approve arrangements with industry, employers, the State and State Agencies, employer bodies and educational and training agencies so as to promote programmes of study research and consultancy as appropriate to the Dublin Institute of Design.
7. To approve the engagement of the Institute in research, consultancy and development work as considered appropriate.
8. To approve collaborative arrangements with other educational institutions for the purposes of providing programmes of study, research, consultancy and development as deemed appropriate by the Board for the Institute.
9. To approve the appointment, redundancy or dismissal of staff on recommendation of the Chief Executive Officer and to recommend these appointments, redundancies or dismissals to the Shareholders.
10. To promote staff development, excellence in teaching and encourage research
11. To develop conditions for leave of absence, sabbatical leave and make recommendations to the Shareholders.
12. To promote staff welfare and development and to recommend policies to the Shareholders
13. To promote student welfare and development and to recommend policies to the Shareholders.
14. To approve the constitution and standing orders of the Academic Board.
15. To appoint as and when required Working Groups of the Board of Governance to assist it in carrying out its functions.

#### **1.4 Membership of the Board of Governance**

- Membership of the Board of Governance to be as follows;
- Chairperson: An Independent Chairperson from Industry/Education. The Chairperson shall be appointed by the Shareholders.
- 3 members appointed from Industry/Education appropriate to the Institute appointed by the Shareholders.

- Ex-officio; President of the Institute
- Secretary to the Board; Operations Manager of the Institute
- Academic; one Programme Coordinator nominated by the Academic Board
- Registered student; one nominated by the Academic Board
- In attendance;
  - Chairperson of the Academic Board
  - Academic Director
  - Registrar

### **1.5 Period of Office of Members of the Board of Governance**

- Members shall be appointed for a period of 3 years.
- Members nominated by the Academic Board shall be appointed for one academic year or for their tenure as staff members or their tenure as students in good standing of the Institute, whichever is the lesser period. .
- Ex-officio members are appointed for the duration of their Office.

## **SECTION 2 STANDING ORDERS**

### **2.1 Schedule**

A schedule of meetings will normally be agreed in advance of the academic year.

### **2.2 Frequency**

At least three meetings will be held in an academic year.

### **2.3 Notice**

Each member will normally be entitled to two weeks notice of a meeting.

### **2.4 Quorum**

The quorum for meetings shall be not less than 50% of duly appointed members plus one. If a quorum is not reached at the commencement of the meeting, the Chairperson will reconvene the meeting.

A Board meeting which commences on a quorate basis will remain quorate until the Chairperson closes the meeting at his or her discretion, notwithstanding any withdrawal of members, which may reduce the attendance to less than 50%.

## **2.5 Agenda**

An agenda and papers relevant to the meeting will be circulated a minimum of 10 working days prior to the meeting.

The Secretary shall prepare the Agenda in consultation with the Chairperson and Chief Executive Officer/President having previously canvassed Board Members for their views on desirable agenda items.

## **2.6 Extraordinary Meeting**

Extraordinary meetings may be convened by the Chairperson and Chief Executive Officer/President jointly or at the request of a quorum of Board Members to the Chairperson. Every effort will be made to facilitate the attendance of members where possible by advance notice. The notice for an Extraordinary Meeting shall be 7 working days.

## **2.7 Incorporeal Meeting**

An incorporeal meeting of the Board may be held where the Chief Executive and Chairperson judge it to be necessary, should a full meeting not be possible.

## **2.8 Minutes**

The minutes of meetings shall;

- Record decisions made by the Board of Governance;
- Be formally proposed, seconded and adopted;
- Be signed by the Chairperson and circulated to all members; and
- Be lodged in the Institute President's office and circulated to all members

## **2.9 Policies and Procedures**

The Secretary of the Board shall create and maintain a record of policies and procedures agreed by the Board of Governance, which shall be distributed to Board members and shall be used within the college as an operating manual for the college

## **2.10 Voting at meetings**

Board decisions shall normally be made by consensus but if necessary a vote will be taken.

Voting, if required, shall normally be conducted by a show of hands by those members present.

The Secretary shall count and record the votes for and against a proposal and also the number of abstentions. Where the voting results in a tie the Chairperson shall have a deciding vote.

A vote by secret ballot may be held, at the discretion of the Chairman, should any member request such,

either confidentially or publicly to the Chairman.

### **2.11 Resignation**

A member may resign at any time from Membership of the Board. This must be communicated in writing/email and addressed to the Chairperson of the Board and shall be deemed to take effect from the date of acceptance of the resignation by the Chairperson.

### **2.12 Conflicts of Interest and Confidentiality**

Where any member of the Board is aware of any potential conflict of interest between his/her outside interests, affiliations or relationships and his/her participation in discussion on Board matters, the member shall bring this to the attention of the Chairperson, either confidentially or publicly. The member may personally decide to withdraw from discussion on that item, or the Chairperson shall rule as to whether or not the person should continue as a full participant, withdraw from the meeting for that item, take part in the discussion but not vote, or remain present during the discussion, but make no contribution to the debate, the Student member shall withdraw during any discussion on individual staff members and is not entitled to vote on such matters.

The Board shall act as a corporate body and the members are bound by corporate confidentiality. The Board may decide that certain matters are fully confidential and in these matters complete confidentiality shall prevail. Where confidentiality is not required the views expressed by individual Board members shall at all times be held confidential.

Representatives of Staff and Students may report to their constituencies on matters affecting their constituency, saving where the Board has decided that the matter should remain confidential.

The Chairperson of the Academic Board or the Academic Director as appropriate may give a formal report, as his/her judgment dictates, to the Academic Board on the proceedings of the Board of Governance, save only that matters classified by the Board as confidential shall not be disclosed.

Board members shall treat with confidentiality all matters of a private or confidential nature affecting individuals and all other matters which the Board adjudges confidential

Staff members in attendance at Board meetings for either part of all of the meetings shall apply the same rules of confidentiality as Board members.