

## Higher Education Authority

### Terms of Reference

The Higher Education Authority was established under the Higher Education Authority Act 1971 which came into effect on 15<sup>th</sup> May 1972. Following a review of its Corporate Governance Arrangements to ensure they complied with best practice, the following terms of reference were adopted by the Board on 28<sup>th</sup> September 2017.

#### 1. Membership

Members of the Board shall be appointed by the Government on the recommendation of the Minister for Education and Skills in accordance with HEA legislation.

Only members of the Board have the right to attend Board meetings. However, other individuals such as the Chief Executive Officer and other members of the management team may be invited to attend for all or part of any meeting, as and when appropriate as necessary.

Appointments to the Board shall be for a period of up to 5 years, which may be extended for one further 5 year period or for a shorter period to be determined by the Minister.

The Board shall select one Member to be Deputy Chair for a period of two years in accordance with procedures adopted by the Board.

In the absence of the Chairperson or Deputy Chair the remaining members present shall elect one of their number to chair the meeting.

#### 2. Secretary of the Board

The Secretary of the Board will ensure that the Board receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

The Secretary of the Board is also responsible for the formal induction of new members of the Board and organising mentoring for Board members where required.

#### 3. Quorum

The quorum necessary for the transaction of business shall be 6 members. A duly convened meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Board.

#### 4. Frequency of Meetings

The Board shall meet at least 6 times a year, and as otherwise required.

#### 5. Notice of Meetings

Meetings of the Board shall be summoned by the Secretary of the Board at the request of the Chairperson of the Board. Board meetings for the following year shall be agreed each September.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Board and any other person required to attend no later than seven working days before the date of the meeting.

Supporting papers shall be sent to Board members and to other attendees as appropriate, at the same time.

## **6. Minutes of Meetings**

The Secretary of the Board shall minute the proceedings and resolutions of all meetings of the Board, including recording the names of those present and in attendance.

Minutes of Board meetings shall be circulated to all members of the Board.

## **7. Duties**

- I. The Board shall delegate operational responsibility for the day-to-day running of the State body to the Chief Executive Officer and the HEA management team.
- II. Monitoring of performance – the Board shall receive regular reports from the HEA's management team and Board sub-committees.
- III. The Board shall advise and support the Chairperson, Chief Executive Officer and management.
- IV. The Board shall satisfy themselves that financial controls and systems of risk management are robust and defensible.
- V. The Board shall keep itself up to date and fully informed about strategic issues and changes affecting the HEA and the environment in which it operates.
- VI. The Secretary shall ensure that members upon appointment receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings.
- VII. The Board may, from time to time, establish such committees of the Board as are necessary to assist it in the performance of its duties. They may include members who are not members of the Board if specialist skills are required. Where a committee is put in place:
  - the terms of reference shall be specified in writing and approved by the Board and reviewed annually;
  - the Board, on the nomination of the Chairperson, shall appoint its members;
  - the Board shall receive regular reports from the committee;
  - all protocols concerning the operation of the Board shall be applied to a committee;
  - minutes of committee meetings shall be circulated to all Board members.
- VIII. The Board shall review the results of the Board performance evaluation process that relate to the composition of the Board and corporate governance generally.
- IX. The Board shall keep under review corporate governance developments (including ethics-related matters) that might affect the State body, with the aim of ensuring

that the State body's corporate governance policies and practices continue to be in line with best practice.

- X. The Board shall ensure that the principles and provisions set out in the Code of Practice for the Governance of State Bodies (and any other corporate governance codes that apply to the State body) are adhered to.

### **8. Reporting Responsibilities**

The HEA shall, through the chair, keep the Minister of the parent Department informed of matters arising within the HEA.

### **9. Other**

The Board shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and implement any changes it considers necessary.

### **10. Authority**

The Board is authorised to seek the information it requires from the Executive in order to perform its duties.

The Board is authorised to obtain, at the body's expense, outside legal or other professional advice where they judge it necessary to discharge their responsibilities as Board members.