

Policy	GUF Board Terms of Reference
Version	1
Prepared By	Company Secretary
Reviewed By	Board
Approved by Board	30 March 2020

1) Charitable Purpose

The Constitution of Galway University Foundation states that:

“The main objects for which the [Foundation] is established are engaging in fund raising activities for the purposes of the furtherance of education and research carried out by National University of Ireland, Galway (hereinafter called “the University”) in its pursuit of education, teaching and research.

The following objects are subsidiary and ancillary to the foregoing and for the purposes aforesaid:

- i. the stimulation, monitoring and facilitation of the carrying out of education, research and development projects and undertakings which are important for the economic and social development of Ireland and in particular the Western region;
- ii. the strengthening of the University’s participation in all aspects of third level education nationally and internationally and the forging of international links with other universities to fulfil its role as an educational and research body;
- iii. the encouragement and maintenance of high standards of education and research;
- iv. the provision of guidance and assistance to the University.”

2) Membership

2.1. The Foundation’s Constitution sets out key information regarding Board membership.

2.2. The Board shall comprise at least five members including the President of NUI Galway who is an *ex-officio* member of the Board.

2.3. All other members of the Board shall be independent non-executive directors with relevant organisational, charitable and / or education sector experience.

2.4. The President of the University may not be the Board Chair.

2.4 Only members of the Board have the right to attend Board meetings. However, the Vice President: Engagement, NUI Galway will be invited to attend meetings of the Committee on a regular basis and other non-members may be invited to attend all or part of any meeting as and when appropriate and necessary.

2.5. The Board shall appoint the Board Chair.

2.6. The quorum necessary for the transaction of business shall be five participants (any change requires an amendment to the Constitution)

2.7. Participation in person or via video or telephone conferencing shall qualify as attendance for the purpose of quorum.

2.8. The Board may appoint any person to be a Director as an addition to the existing Directors.

2.9. Terms regarding the appointment and rotation of Directors are set out in the Foundation’s Constitution.

3) Secretary

3.1 The Board shall appoint a Secretary to the Board and the Secretary or his or her nominee will ensure that the Board receives information and papers in a timely manner (no later than five working days prior to a meeting) to enable full and proper consideration to be given to the issues.

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

3.3 Draft minutes of Board meetings shall be circulated to all members of the Board.

2) Key Responsibilities

The Foundation's Constitution sets out the Powers of Directors. Members of the Board will aim to assist the achievement of the Foundation's charitable purpose by:

- Appointing a Chair and working collectively
- Attending and contributing to Board and committee meetings
- Giving adequate time and energy to the duties of being a Board member and using their skills and experience to the benefit of the Foundation
- Developing the strategic direction of the Foundation, ensuring it has the resources to deliver its mission and objectives
- Acting as ambassadors for the Foundation
- Working in partnership with Foundation employees, University management and support personnel
- Listening to and representing the views of key stakeholders, especially donors and beneficiaries
- Acting with integrity and avoid any activities that would be contrary to the interests of the Foundation, or create a conflict of interest
- Reviewing the Board's and the Foundation's effectiveness and taking any necessary steps to improve these as required
- Adopting and monitoring the implementation of effective internal controls to ensure that donor funds are stewarded appropriately and in compliance with charitable and company law.

3) Governance

Galway University Foundation CLG is governed by the Charities Act 2009 and the Companies Act 2014 which define the legal framework for the governance of the Foundation and the responsibilities of its Board members. Board members should familiarise themselves with the Foundation's constitution and must accept ultimate responsibility as appropriate for directing the affairs of the charity, and ensuring that it is solvent, well run and delivering its charitable outcomes for the benefit of the public. Board members are expected to ensure excellent governance of the Foundation, including effective management and monitoring controls, reduction of risk, and compliance with charity and company law and Charities Regulator guidance.

4) Authority

4.1. The Board is authorised to seek any information it requires from any employee of the Foundation in order to perform its duties.

4.2. The Board is authorised to obtain, at the Foundation's expense, independent legal, accounting, investment or other professional advice on any matter it believes it necessary to do so.

5) Schedule of Matters reserved for the Board

The Board of Galway University Foundation will achieve the Foundation's charitable purpose by:

a) Business purpose and strategic focus

- Approval of the Foundation's mission, vision, values, aims, objectives, strategy and structure
- Review and approval of any changes to the Foundation's mission and its Constitution
- Approval of major corporate actions
- Definition of authorities delegated to management
- Supervision of Foundation progress

b) Finance

- Approval of the annual expenditure budget
- Setting financial authority limits
- Opening of Bank accounts
- Approval of budgeted expenditure on a single item over €10,000
- Approval of non-budgeted expenditure
- Approval of University transfers of amounts greater than €10,000
- Investment policy and investment decisions
- The organisation's reserves policy
- Annual audited accounts need to be approved by the board

c) Employment

- Approval of Foundation staffing structures and appointment of senior management
- Increases in the number of staff employed and the awarding of contracts of indefinite duration

d) Board membership and governance

- The position of Company Secretary is appointed by the Board and can only be removed by the Board. The Company Secretary does not have to be a member of the Board of Directors
- The Board may co-opt new board members to fill vacancies that may occur.
- The establishment of sub committees of the Board and setting the terms of reference of such sub committees
- Evaluating the performance of the sub committees of the Board

- Corporate Governance policy and the code of conduct for Board members
- Establishment, review and amendment of Foundation policies.

6) Review and Amendments

These terms of reference shall be reviewed annually by the Board of the Foundation. Any changes to this policy shall be subject to approval by the Board.