



CARLOW COLLEGE ST. PATRICK'S

Management Board Constitution

1. GENERAL FUNCTION OF THE MANAGEMENT BOARD

The Management Board is responsible for the governance and management of Carlow College, St. Patrick's (hereafter Carlow College) and is the primary decision-making body for all non-academic matters at the College. The Management Board supports the President in the development of the characteristic spirit of the College in accordance with its ethos, the development and implementation of its strategy, approval of budgets and capital expenditure plans and the monitoring of corporate risks and performance. The Management Board collectively makes decisions in accordance with relevant State legislation and engagement with external agencies (e.g. the Department of Department of Further and Higher Education, Research, Innovation and Science and Higher Education Authority) to progress the strategic development of the College. The President of the College, as Chairperson of the Board, bears responsibility for leading and coordinating the Management Board's work. As such, the work of the Management Board is reported by the President to the Governing Body.

2. PARTICULAR FUNCTIONS OF THE MANAGEMENT BOARD

The particular functions of the Management Board are as set out in the Terms of Reference approved by the Board on *[DATE]*:

1. To manage and direct the activities of the College and manage and direct the staff of the College in the implementation of such activities.
2. To annually review Carlow College, St Patrick's Strategic Plan, and to monitor its implementation through annual reports from all departments describing how they have forwarded the relevant strategic objectives in the plan.
3. To oversee and approve the internal organisation, direction, management and discipline of the College (i.e. approve the organogram, CPD strategy / initiatives and required implementation / actions from organisational reports).
4. To oversee the development, maintenance and approval of non-academic-related quality assurance policies and procedures.
5. To provide reports to the Governing Body and any of its sub-committees as required by their terms of reference (i.e. Audit Committee, Ethos Committee and Finance Committee).
6. To develop proposals to the Governing Body about the characteristic spirit and development of the College.
7. To manage and approve the resources and budget of the College, including capital expenditure.

8. To prepare an Equality Report which will contain analysis of data relating to staff and learners, with regard to, for example, gender, ethnicity and disability; this report is submitted to the Governing Body for discussion.
9. To receive reports from HR regarding the work of the Employee Engagement Group, a group established to collect information, act as an information hub between the Trade Union and Management.
10. To maintain and monitor the corporate risk register of the College.
11. To set and monitor key performance indicators across the College to ensure that the College is aligning to and meeting national policy goals.
12. To develop the decision-making process within the Management Board.
13. To establish and oversee the corporate governance framework: constitute, reconstitute and discontinue committees; this includes the approval of sub-committees' terms of reference and reports from constituted sub-committees of the Management Board.

The Secretary will prepare and circulate the agenda and keep records of meetings adhering to the *Guidelines Regarding Keeping Records of Meetings*. Any resolutions of the Management Board will be communicated to the Academic Council and the Governing Body.

2. MEMBERSHIP OF THE MANAGEMENT BOARD

***Ex Officio* Membership:**

The Management Board is constituted by *ex officio* members who sit on the Board by the nature of their function within the College.

President

College Vice Presidents

Vice President for Academic Affairs and Registrar

Director of Operations

Quality Assurance Officer

Head of Student Services

Assistant Registrar for Strategic Development

Assistant Registrar for Academic Affairs

HR Manager

IT & Students Systems Manager

Union Shop Steward

Students' Union President

***Non-Ex Officio* Members and Gender Equality:**

Carlow College is committed to gender equality. As such, the College will uphold and reflect these values in the composition of the Management Board by having at least

40% of each gender represented on the Board. To ensure that this is met, the President may appoint no more than two staff members to serve on this body for a term of no more than three years.

Organisational Structure Change:

As the College evolves and its organisational structure changes, membership of the Management Board should reflect the organisational changes.

Committee Structures and Working Groups:

The Management Board may from time to time create committees or short term working groups, as deemed appropriate, to report to the Management Board on specific matters.

Attendance of Non-members:

The Management Board may invite non-members to attend meetings for the duration of the discussion on any particular agenda item.

3. OFFICERS OF THE MANAGEMENT BOARD

Chairperson and Deputy Chairperson

The President of the College shall be an *ex officio* member of the Management Board, shall hold the office of Chairperson and be entitled to be a member of every committee or sub-group established by the Management Board.

The Deputy Chairperson of the Management Board will be appointed by the President. In the absence of the Chairperson, the Deputy Chairperson will chair the Management Board meetings. The Board will be assisted at meetings by a recording secretary who shall not be a member of the Management Board.

Chairpersons of Committees and Sub-Groups

Chairpersons of committees and sub-groups of the Management Board will be appointed from amongst the membership of said committee or sub-group. The President will be Chairperson of the first meeting of each committee or sub-group.

4. PERIOD OF OFFICE OF MEMBERS OF THE MANAGEMENT BOARD

Any person who is an *ex officio* member of the Management Board by virtue of their function within the College, shall automatically cease to be a member of the Management Board upon ceasing to hold such office.

To maintain a gender balance of 40%, the Management Board nominee, who has been invited to sit on the Board by the President, will serve an initial term of three years. This membership can be extended to further terms at the discretion of the President.

5. DISCLOSURE OF INTERESTS

A member shall disclose to the Management Board any potential conflict of interest or potential bias arising during their membership. The member shall disclose:

- a. any interest in any company or concern with which the College proposes to make any contract, or

- b. any interest in any contract which the College proposes to make.

A member of the Management Board shall take no part in any deliberation or decision relating to a matter in respect of which that Member has any potential conflict of interest or potential bias. A member of the Management Board who is related to or associated professionally with a person who is a candidate for any appointment as an officer or servant of the College or who is associated with a company with which the College proposes to make any contract, shall disclose to the Management Board the fact of the relationship and the nature thereof and shall take no part in any deliberation or decision relating to the appointment, and the disclosure

6. MEETINGS

6.1 Schedule

A schedule of meetings shall be agreed by the Management Board.

6.2 Frequency

Meetings shall be held every three weeks during the academic year. Meetings may be called when necessary outside of the academic year.

6.3 Notice

Each member of the Management Board shall be entitled to five working days' notice of a meeting.

6.4 Quorum

The quorum for a meeting shall be fifty percent plus one of the current membership of the Management Board, one of whom shall be either the Chairperson or the Deputy Chairperson.

6.5 Agenda

An agenda shall be circulated a minimum of three working days prior to the meeting. All papers relevant to the meeting shall be available a minimum of three working days prior to the meeting. Items tabled under AOB shall be for discussion or noting only.

6.6 Minutes

The Minutes of the meetings shall:

- adhere to the *Guidelines Regarding Keeping Records of Meetings*;
- record decisions made by the Management Board;
- be formally proposed and seconded by members present at that meeting, once adopted the minutes shall be signed by the Chairperson; and
- be circulated to all members of the Management Board within five working days.

6.7 Voting at meetings

All decisions of the Management Board shall normally be carried by consensus. However, where this is not possible, a simple majority of votes of those members present shall decide. In the case of equality of votes, the Chairperson shall have a second or casting vote.

Approved by MB 12 May 2021