

Technological University Dublin

Governing Body Equality, Diversity and Inclusion Committee

TERMS OF REFERENCE V7

TERMS OF REFERENCE	
GOVERNING BODY EQUALITY, DIVERSITY AND INCLUSION COMMITTEE RECORD	
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1. Constitution

Under the provisions of the *Technological Universities Act 2018, as amended, Schedule 1, Paragraph 6*, the Governing Body of Technological University Dublin has established an Equality, Diversity and Inclusion Committee (EDIC) to assist and advise it in relation to the performance of its duties. In appointing members of this Committee the Governing Body shall have regard to the range of qualifications and experience necessary for the proper and effective discharge of the functions of this Committee. The EDIC is authorised by Governing Body to consider any matter within its Terms of Reference or relevant to it.

2. Membership and Chair

- i) The EDIC shall consist of up to **eight** members, to include:
 - a) at least **two** External Members¹ of Governing Body.
 - b) the President or their nominee.
 - c) at least 1 Student Member of Governing Body.
 - d) at least 1 elected Staff Member of Governing Body.
 - e) at least 2 Independent Members external to the Governing Body. Each independent member to have recent and relative experience within the equality, diversity and inclusion area.
- i) Membership of the EDIC shall have regard to the objective that at least 40% of members of the Committee shall be women and at least 40% shall be men in accordance **Section 6.2(b) of Schedule 1** of the Technological Universities Act 2018 as amended.
- ii) When the term of a Governing Body member expires so too shall their membership of the EDIC
- iii) The EDIC will be chaired by one of the External Members of Governing Body, appointed by the Governing Body.

3. Duration of Appointment

The duration of appointment for a member of the EDIC shall not exceed four years, renewable for up to four years; a member may not serve more than two consecutive terms of office.

¹ As defined in S12 (9) of TU Act 2018

4. Responsibilities

The EDIC shall:

- i) Advise the Governing Body on:
 - a) Strategies to develop an inclusive culture, communicate a coherent vision, and generate engagement
 - b) Programmes of change to eliminate bias and remove barriers to equality of opportunity:
 - c) Relevant policies including Human Resources policies and policies on the promotion of equality, diversity and inclusion
- ii) Consider other related topics as requested by Governing Body.
- iii) Liaise as necessary with any other Committee of Governing Body.
- iv) Recommend any amendments to its Terms of Reference to Governing Body.
- v) Periodically review its own effectiveness and report the results of that review to the Governing Body
- vi) Examine matters as may arise in the context of compliance with the Code of Governance adopted and approved by Governing Body as updated or amended from time to time.

The Committee will seek to make recommendations by consensus and if not, by majority vote; the Chair has the casting vote.

5. Quorum

- i) The quorum for all EDIC meetings necessary for the transaction of business shall be 50% of the complete membership plus one, (to include an External Member of Governing Body), to be present for the meeting to be deemed quorate. Where the complete membership constitutes an odd number the quorum shall be 50% of the membership rounded up to the next whole number plus one.
- ii) The EDIC may hold or continue a meeting by the use of any means of communication by which all the members can hear and be heard at the same time (*in this document referred to as an "electronic meeting"*).
 - a) A member of the EDIC who participates in an electronic meeting is taken for all purposes to have been present at the meeting
 - b) A duly convened meeting of the EDIC 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 EDIC.

6. Frequency, attendance and convening of meetings

- i) The EDIC will meet at least four times a year. The Chairperson of the EDIC may convene additional meetings, as they deem necessary.
- ii) Only members of the EDIC have the right to attend Committee meetings. However, as the business of the EDIC requires, other officials of the University and/or external advisors, may be invited to attend all or part of any meeting to assist it with its

discussions on any particular matter as and when appropriate and necessary.

- iii) The EDIC may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.
- iv) The Governing Body may ask the EDIC to convene further meetings to discuss particular issues on which they seek the Committee's advice.
- v) If a member is absent for two consecutive meetings, the University Secretary will contact the member to obtain and discuss the reasons for their absence and to determine whether they can continue in their role as a member. If no satisfactory explanation can be provided for the consecutive absences, the person may be removed, and a new member will be appointed to replace the member for the remainder of that member's period in office.

7. Secretariat

- i) The EDIC will be provided with a secretariat function by the Equality, Diversity and Inclusion (EDI) Office. The EDI Director, or his or her nominee, shall ensure that the EDIC receives information and papers in a timely manner to enable full and proper consideration to be given to issues.
- ii) Meetings of the EDIC shall be convened by the secretary of the Committee at the request of the Chair of the Committee if they consider it necessary.
- iii) Unless otherwise agreed by the EDIC, 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 EDIC no later than five working days before the date of the meeting.
- iv) Supporting papers shall be sent to EDIC members at the same time.
- v) Notices, agendas and supporting papers can be provided in electronic form.

8. Reporting

- i) The EDIC Chair will present a summary report to the Governing Body at the next Governing Body meeting after each EDIC meeting. Where time permits, this shall be in writing, but where not possible, an oral report shall be presented.
- ii) The EDIC will formally report in writing to the Governing Body by way of circulation of agreed signed minutes, including agreed reporting of matters discussed in private session, after each EDIC meeting.
- iii) The EDIC will provide the Governing Body with an Annual Report summarising the work done during the year and highlighting key governance issues covered.

9. Rights

The EDIC may, subject to obtaining the prior approval of Governing Body:

- i) Co-opt additional members to provide specialist skills, knowledge and experience;
- ii) Procure specialist advice via the University Secretary at reasonable expense to the University, on any matter it believes it necessary to so do in accordance with procurement regulations.

10. Access

The Chair of the EDIC will have free and confidential access to the Chair of the Governing Body.

The respective chairs of the ARC, FPC and EDIC shall have free and confidential access to each other and shall cooperate in matters relative to the University's Finances, Risks and Audit.

11. Information Requirements

- i) The EDIC shall keep itself up to date and fully informed about strategic issues and changes affecting the University and the environment in which it operates.
- ii) It is authorised to seek any information it requires from the President of the University and the President is directed to co-operate with any request made by the Committee.

12. Review of Terms of Reference

The EDIC shall review these Terms of Reference annually.