

**An Bord Terms of Reference
National College of Art and Design**

DOCUMENT CONTROL SHEET

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Glossary

- **Act** – National College of Art and Design Act, 1971
- **An Bord** – Board of the National College of Art and Design
- **Chairman** – Chairman of An Bord
- **Chairperson** – Chairperson of a sub-committee of An Bord
- **Code** – Code of Practice for the Governance of State Bodies (2016)
- **Council** – Academic Council of NCAD
- **C&AG** – Comptroller & Auditor General
- **Department** – Department of Education and Skills
- **Director** – Director of the National College of Art and Design
- **Observer**- Non academic staff rep with observer status
- **Executive** – Senior Management Team and Staff of NCAD
- **An tUdaras/HEA** – An tUdaras um Ard-Oideachas /Higher Education Authority/A
- **Minister** – Minister for Education and Skills
- **NCAD** – National College of Art and Design
- **Secretary** – Secretary to An Bord and the Audit & Risk Committee
- **SMT** – Senior Management Team of NCAD

Note

References are made throughout this document to the National College of Art and Design Act, 1971 and the Code of Practice for the Governance of State Bodies, 2016 and HEA Act 2022. In such instances:

- References to the Act are presented as section (s) and subsection () – e.g. (s3(2))
- References to the Code are presented as paragraphs – e.g. para 2.2

1. Preamble

An Bord of NCAD is committed to the highest standards of corporate governance. It has approved this document with a view to clearly stating the corporate governance regime of –

the College, including, *inter alia*, the role and operations of An Bord and its relationship with the Executive.

In preparing this document, An Bord consulted a number of sources and authorities. The objective of this process was to ensure that this document and the corporate governance regime meets the legal requirements imposed on NCAD, and additionally meets the highest standards by reference to available models of best practice.

Relevant provisions of the National College of Art and Design Act, 1971, have been taken into account. These specifically include:

- Section 5 of the Act on the Functions of An Bord generally;
- Sections 6-7 on Members of An Bord and Terms of Office;
- Section 9 on Disclosures of Interest;
- Section 17 on the Director and Registrar and officers and servants;
- Section 18 on the Performance of functions of An Bord by officers and servants; and
- Section 21 on Committees of An Bord.

The models of good practice consulted and adopted (except where the provisions are not clearly applicable to a body such as NCAD) are:

- Department of Finance *Code of Practice for the Governance of State Bodies (2016)*
- Department of Public Expenditure and Reform *Public Financial Procedures (2008, as updated)*
- Department of Finance *The Role and Responsibilities of Accounting Officers* (“Mullarkey Report”)(2003)
- Higher Education Authority/Irish Universities Association *Governance of Irish Universities (2012)*

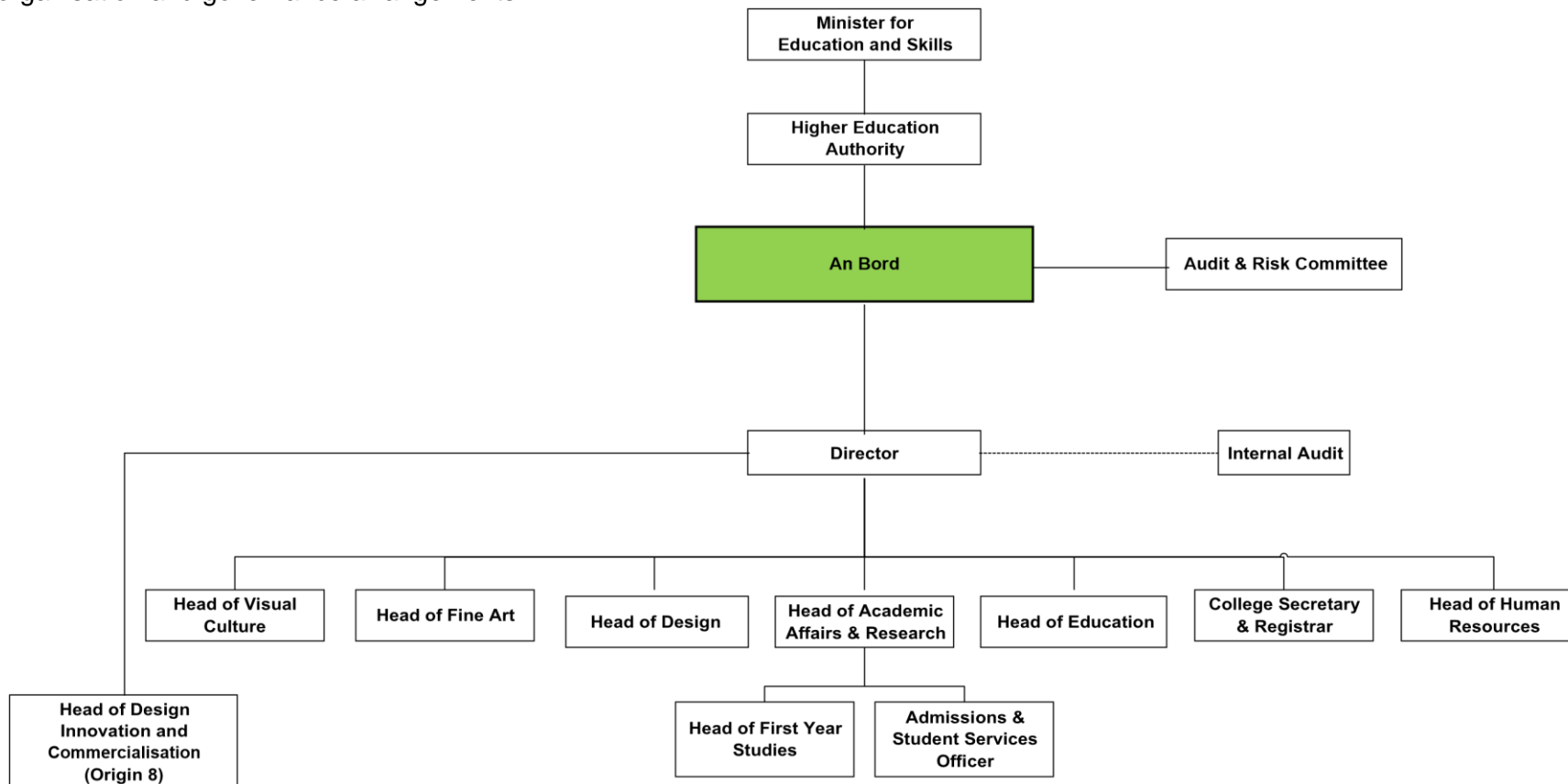
2. Framework for Corporate Governance

The National College of Art and Design (NCAD) was established under the National College of Art and Design Act, 1971. NCAD has adopted a corporate governance regime in accordance with the provisions and requirements of the NCAD Act and other statutory obligations, such as the Ethics Acts; and has adopted the Department of Finance’s *Code of Practice for the Governance of State Bodies (2016)*. Where applicable, it complies with the requirements of the *Governance of Irish Universities (2012)*, a code produced jointly by the Higher Education Authority and Irish Universities Association. Accordingly, An Bord has put in place, and keeps under review and updates, as required, this document and a suite of governance documents setting out policies and procedures.

The purpose of this document is to set out the terms of reference of An Bord. These terms of reference were approved by An Bord Apr 2023.

3. Position of An Bord in NCAD

The following organisation chart sets out where An Bord of NCAD and its Audit & Risk Committee sit in the overall context of the NCAD organisation and governance arrangements:



4. Role of An Bord

The role of the Board of a public body is defined by the *Code of Practice for the Governance of State Bodies* (2016, p.13) as being:

“to provide leadership and direction of the State body within a framework of prudent and effective controls which enables risk to be assessed and managed” In practice An Bord:

- Sets the strategic direction of the College, consistent with government policy
- Approves significant decisions such as the annual budget and property transactions as part of its *Schedule of Matters Reserved for Decision by An Bord* (see Section 7 of this document)
- Monitors the activities and effectiveness of management
- Supports and provides wise counsel to management
- Ensures that the College has a robust system of internal controls

The functions of An Bord generally are prescribed under Section 5 of the Act, as follows:

5.—

- (1) On and from the establishment day, An Bord shall carry out the management of the College and the organisation and administration of its affairs, and shall have all such powers as are necessary for or incidental to those purposes.
- (2) In particular, and without prejudice to the generality of subsection (1) of this section, An Bord shall have the general functions of—
 - (a) establishing and carrying on schemes of education of such scope and extent as it may determine in art, crafts and design,
 - (b) providing courses for the training of persons as teachers of art,
 - (c) providing courses and lectures for the further training of teachers of art as such teachers,
 - (d) providing, if it so thinks fit, lectures on art, crafts and design for the public by members of its academic staff and other persons whom it considers suitably qualified for the purpose,
 - (e) establishing and carrying on schemes (on which the amount of the expenditure by An Bord shall have been approved of by the Minister) for the giving of scholarships, bursaries, prizes and other awards in relation to art, crafts and design,
 - (f) holding exhibitions of art and crafts of students of the College, exhibitions of art and crafts and exhibitions devoted to any other subject matter relevant to the activities of the College,

- (g) defraying the reasonable and necessary expenses incurred by members of its academic staff in attending, with the consent of An Bord, courses of instruction, seminars, lectures, conferences and exhibitions relevant to their duties as such members,
- (h) defraying the reasonable and necessary expenses incurred by members of An Bord in attending conferences and exhibitions relevant to their duties as such members and in visiting other colleges and institutions of or concerned with art, crafts or design,
- (i) providing courses of study in art, crafts and design—
 - that are approved by any body established by the Minister or by Act of the Oireachtas after the passing of this Act for the purpose of granting degrees, diplomas and other similar educational awards, and
 - that lead to the grant of such degrees, diplomas or similar educational awards by that body,
- (j) subscribing to associations and institutions of or concerned with art, crafts or design.

Role and Responsibilities of An Bord (including reserved functions)

- (1) An Bord shall promote the success (including academic success) and reputation of the College,
 - (2) satisfy itself that appropriate systems, procedures and practices are in place—
 - (a) for the internal performance management and accountability of the College in respect of—
 - (i) the performance of its functions, and the achievement of the objectives in the strategic development plan under section 20C of the HEA Act 2022,
 - (ii) in order to enable compliance with the policies (whether set out in codes, guidelines or other documents, or any combination thereof) of the Government or a Minister of the Government to the extent that those policies may affect or relate to the functions of the College,
- and
- (3) establish and implement arrangements for the management of the performance of the Director.

While An Bord's functions are substantial under the Act, it delegates the day to day management of the College, including the organisation and administration of its affairs, to the Director, in accordance with Section 18 of the Act, and in line with the strategic direction as approved by An Bord. The Director is responsible to An Bord for the performance of his/her functions. The role and responsibilities of the Director are outlined in Section 9 below.

An Bord has agreed a *Schedule of Matters Reserved For Decision by An Bord*. These matters are specified in 7 below

- (a) approve expenditure for major capital and investment projects;
- (b) approve annual financial statements;
- (c) provide for and maintain a system of audit;
- (d) provide for and maintain a system of risk management;
- (e) provide for and maintain a system of quality assurance;
- (f) review and oversee the implementation of major plans of action and provide strategic direction;
- (g) delegate such functions as may be appropriate to the Director;
- (h) manage the financial affairs of the College to ensure value for money and its financial viability;
- (i) account to An tÚdarás for funding provided to the College by An tÚdarás.”,

5. Chairman

5.1 Appointment and Tenure

5.1.1 In accordance with Section 6(2)(a) of the Act, the Minister appoints the Chairman of An Bord, following an initial nomination by An Bord. The individual nominated for the position must be a non-executive member of An Bord – therefore being neither the Director or a member of An Bord nominated for appointment to An Bord by academic staff or students respectively (see Section 6.2.3 below).

5.1.2 The Chairman holds the office of Chairman until the expiry of his/her term of office on An Bord. Otherwise, the Chairman may cease to hold office if:

- He or she dies or resigns the office; or
- The Board requests and the Minister agrees to remove the Chairman (s6(2)(a))

5.2 Role and Responsibilities

5.2.1 The Chairman is responsible for the leadership of An Bord and is pivotal in the creation of the conditions necessary for overall board and individual director effectiveness, both inside and outside of the boardroom

5.2.2 The Chairman's responsibilities include:

- To lead An Bord in promoting and overseeing the highest standards of corporate governance within An Bord and the College
- To safeguard the collective responsibility and authority of An Bord
- To lead An Bord and in particular discussions on all proposals put forward by the Director and Senior Management Team
- To set an agenda for An Bord which:
 - focuses on strategic matters; ○ is forward looking; ○ evaluates and oversees the current business of the College; and ○ ensures that the College meets all of its governance requirements
- To oversee compliance with the schedule of matters reserved for decision by An Bord, supported by the Secretary
- To hold management responsible for submitting accurate, timely, comprehensive and clear information to members of An Bord (through the Secretary), to enable An Bord to monitor performance, make sound decisions and give appropriate advice to support the success of the College

- To promote a culture of openness and debate by facilitating the effective contribution of key management and all members of An Bord
- To manage meetings of An Bord so that sufficient time is allowed for the discussion of complex or contentious issues and that all members' contributions are encouraged and valued
- To oversee an effective and balanced team of board members, and, supported by An Bord, determine any required skill sets amongst the non-executive members in advance of any such vacancies arising
- To ensure An Bord undertakes an annual evaluation of its own performance, that of its committees, and that of individual members, including the Chairman
- To keep under review the effectiveness of the Committee structure and make recommendations to An Bord, where appropriate, in respect of Committee membership, including the position of Chairperson
- To lead and create the conditions for overall board and individual board member effectiveness, including overseeing an appropriate induction programme for new members (managed by the Secretary), creating the opportunity for the maintenance of the relevant skills and knowledge required to fulfil membership of An Bord and its committees
- To be a sounding board and mentor to the Director
- To lead on performance management for the College, including periodic review of the Director's performance
- If a new Director is required, to lead the process for identifying suitable successors, suggesting a candidate or candidates to An Bord
- To represent, and communicate on behalf of An Bord with external parties, including the Minister and Department
- To keep An Bord informed of his/her engagement with the Minister, Department and other external parties
- To furnish to the Minister a comprehensive report on the College, in conjunction with the annual report and financial statements, and in accordance with paragraph 1.9 of the Business and Financial Reporting Requirements (of the COPGSB)
- To furnish to the Minister the Chairperson's report regarding the system of internal control (with the Annual Report of the College)
- To attend the Audit & Risk Committee at the invitation of the Chairperson of the Committee
- To remain independent throughout his/her tenure

6. An Bord

6.1 Composition

6.1.1 An Bord comprises of the Chairman and between 8 and 10 members, as the Minister determines, and as provided for under Section 6 of the Act. The composition of An Bord is as follows:

- The Chairman
- Up to five ordinary [non-executive] members
- The Director (*ex-officio*)
- Two members of the academic staff, nominated by the NCAD academic staff for appointment
- One non-academic representative, who has observer status.
- Two students, nominated by the NCAD students for appointment

6.2 Appointment and Tenure

6.2.1 With the exception of the Director, who is a member of An Bord on an *ex-officio* basis, all members are appointed by the Minister for a four-year term

6.2.2 In the case of a member who has been nominated by the staff (either academic and non-academic), and the College students, he or she ceases to be a member of An Bord at the expiry of his/her term, or sooner in the event that he or she ceases to be a member of the staff or a registered student of the College

6.2.3 Prior to appointment, the two members of academic staff, one observer and two students will have been nominated for appointment by staff and students respectively. The processes for doing so are approved by the Minister (s6(6)), and in practice involve:

- In the case of staff representation, the Director seeks nominations from staff for both academic and non-academic nominations. . If there are more than two nominations for either category, an election is held with each member of the academic and non-academic staff¹ having one vote. The two candidates with the highest number of votes are nominated for appointment by the Minister
- In the case of students, it is the convention that one of the two student representatives is a full-time student, and the other is a part-time student (in both instances, following a credit-bearing course). The Director seeks nominations from amongst the registered full time and part time student cohorts respectively. Should there be more than one nomination from one or

both of the cohorts, an election is held involving all those registered students

¹ The electorate comprising full time and eligible part-time (EPL) lecturers, and those on contracts of indefinite duration (CID). Non academic staff are those that are on full time contracts, or contracts that have an equivalency. Similarly for non-academic staff. Staff should be on full time contracts or have permanency.

in the cohort(s). The candidate who obtains the most votes in such an election is nominated for appointment by the Minister. If there is not more than one candidate, the individual is nominated for appointment by the Minister.

6.2.4 All members of An Bord, including those members who have been nominated by the academic staff or College students for appointment, have a fiduciary duty to act in good faith in what the member considers to be the best interest of the College as a whole

6.2.5 With the exception of the Director, members cannot serve on An Bord for more than eight successive years (Takes effect post Apr 2024 appointment of directors). Where eight successive years have been served, the individual will not be eligible for reappointment as a member of An Bord until the expiration of two years after the end of that period (s7(4) of the Act)

6.2.6 In the event of a casual vacancy arising, the member appointed to the vacant position by the Minister holds office for the remainder of his/her predecessor's term

6.2.7 If a member is nominated to be a candidate for election to the Dáil or Seanad, or is appointed to the Seanad, he/she ceases to be a member of An Bord

6.2.8 A member of An Bord may resign his or her office by letter addressed to the Minister and the resignation takes effect when the letter is received (s6(8) of the Act)

6.2.9 The Minister has the power to remove a member from office (s6(5) of the Act)

6.3 Role of Members of An Bord

6.3.1 All members of An Bord have a fiduciary duty to the College in the first instance. In other words, regardless of the means of appointment (i.e. non-executive appointment, staff or student nomination for appointment) the primary duty of all members of An Bord is to look after the best interests of the College

6.3.2 The principle fiduciary duties of members of An Bord are²:

1. to act in good faith in what the Board member considers to be the interest of the company;
2. to act honestly and responsibly in relation to the conduct of the affairs of the company;
3. to act in accordance with the company's constitution and exercise his or her powers only for the purposes allowed by law;
4. not to benefit from or use the company's property, information or opportunities for his or her own or anyone else's benefit unless the company's constitution permits it or a resolution is passed in a general meeting;

² See paragraph 3.1 of the Code of Practice for the Governance of State Bodies (2016)

5. not to agree to restrict the Board member's power to exercise an independent judgment unless this is expressly permitted by the company's constitution;
6. to avoid any conflict between the Board member's duties to the company and the Board member's other interests unless the Board member is released from his or her duty to the company in relation to the matter concerned;
7. to exercise the care, skill and diligence which would be reasonably expected of a person in the same position with similar knowledge and experience as a Board member. A Board member may be held liable for any loss resulting from their negligent behaviour; and
8. to have regard to interests of the company's members.

6.4 Board Member Induction

6.4.1 Following appointment, new members of An Bord will receive an induction designed to help them understand the role, functions and activities of the College and the role, functions and responsibilities of An Bord and its individual members. This is designed to help ensure early effective contribution to An Bord

6.4.2 The induction process will comprise a pack of governance and related documentation and a series of meetings and presentations (see Appendix 8)

6.4.3 The induction will:

- Build knowledge on the nature of NCAD and its activities, through for example, the latest annual report and financial statements, strategic plan and presentations from each of the senior management team on their respective areas
- Build a link with the College's staff and students, such as meeting the Director and senior management, and a campus visit
- Build knowledge of the main stakeholders for NCAD, including the Higher Education Authority and accrediting partner(s)
- Build knowledge on the role and workings of An Bord through for example the Terms of Reference of An Bord, Audit & Risk Committee Terms of Reference and the NCAD Act, 1971

6.4.4 New members should be clear on what is involved in being a member of An Bord, including the time commitment required

6.4.5 The induction process is managed by the Secretary on behalf of the Chairman

6.4.6 If deemed necessary and appropriate, the Chairman may designate an existing member of An Bord to act as mentor to the new member for the first three months of his/her membership

6.4.7 The Secretary will arrange, and co-ordinate, a Committee-specific induction, on the appointment of a new “co-opted” member to the Audit & Risk Committee

6.5 Training and Development

6.5.1 An Bord is committed to supporting the appropriate training needs of its members to ensure that all members can make an effective contribution to the work of An Bord

6.5.2 During induction, the Chairman will engage with the new member to ascertain if he/she feels they have any skills or knowledge gaps which might be addressed

through appropriate training. The Chairman must sign-off on such training, including the expenditure relating to same

6.5.3 Members, during their term of office, may wish to avail of particular training to support their contribution to An Bord (or to the Audit & Risk Committee, where applicable). In such instances, the member should approach the Chairman, explaining the rationale underpinning the training need. The Chairman must sign-off on such training, including the expenditure relating to same

6.5.4 Subsequent training for all members of An Bord shall take place from time to time, at the direction of the Chairman. This will usually relate to new laws and regulations, or be prompted by the outcome of the annual Board Effectiveness Review

6.6 Remuneration, Travel & Expenses

6.6.1 The remuneration (if any) of members of An Bord is per the terms and conditions of appointment determined by the Minister (with the approval of the Minister for Finance) and set out in the member’s Letter of Appointment. Current practice is that members of An Bord are not remunerated

6.6.2 Members may be entitled to claim travel and subsistence allowances, where appropriate, once in accordance with the civil service Travel & Subsistence Circular 05/2015 of April 2015, and where the claim relates solely to business of An Bord (or the Audit & Risk Committee, where applicable)

6.5.3 The expense claims, if any, of members of An Bord (including the Director) are approved by the Chairman. The expense claims, if any, of the Chairman are reviewed by the Chairperson of the Audit & Risk Committee on a periodic basis

6.6.4 Members should be aware that aggregate details of any remuneration and travel and subsistence claimed will be published in the College’s annual report, and is subject to disclosure under the Freedom of Information Act, 2014

7. Schedule of Matters Reserved for Decision by An Bord

An Bord derives its functions from the:

- National College of Art and Design Act, 1971
- HEA Act 2022
- Code of Practice for the Governance of State Bodies, 2016
- Good governance practice

An Bord shall be responsible for the following matters:

7.1 Strategy and Reports

- Reviewing and approving a Strategic Plan, every three years (para 1.17)
- Monitoring the performance of the College against its approved Strategy and, at least once each year, reviewing the Strategy to ensure that it remains fit for purpose
- Reviewing and approving the Annual Operational Plan (para 1.19)
- Monitoring the performance of the College against its approved Operational Plan (para 1.19)
- Reviewing and approving the Annual Report of the College, for submission to the Minister and for publication (s16(1))
- Ensuring that the College supplies the Minister [or Higher Education Authority] with such information regarding the performance of the College functions as the Minister may from time to time require (s16(2))

7.2 Finance

- Reviewing and approving the annual budget for the College, prior to its submission to the Higher Education Authority
- Reviewing, at each scheduled meeting, the financial performance of the College against budget
- Reviewing and approving the Annual Financial Statements, following initial review by the Audit & Risk Committee
- Ensuring that the College keeps proper books and accounts of moneys received and expended, and submits such accounts annually to the C&AG for audit (s15(2a))
- Approving all contracts/procurement and undertakings in excess of €25,000
- Approving the Charter for Internal Audit, following review and recommendation by the Audit & Risk Committee (para 7.11)
- Appointing the Internal Auditor and approving the terms of engagement,

- Dismissing the Internal Auditor, following a recommendation from the Audit & Risk Committee

7.3 Capital Investment and Assets

- Approving the construction or acquisition of buildings and premises necessary or desirable for the performance of College functions, subject to the approval of the Minister (s22), and subject to public procurement rules and Code requirements (para 8.16 – 8.26)
- Approving the disposal of College assets in line with Code requirements (para 8.34 – 8.43)
- Approving all property leases

7.4 Corporate Governance

- Reviewing annually the governance framework for the College, including all governance policies which are the responsibility of An Bord
- Nominating for appointment by the Minister one of its members, other than the Director or a member nominated by academic staff/students, to be Chairman of An Bord (s6(2)(b))
- Requesting the Minister to remove the Chairman from office (s6(2)(a))
- Establish committees to perform governance functions on behalf of An Bord (s21(1)), and:
 - Regulating the procedure of committees it establishes, unless it delegates to a committee the authority to regulate its own procedure (s21(2))
 - Appointing members to committees it establishes, with such committees required to consist of or include members of An Bord (s21(3)). In practice, the Chairman, having consulted members, will recommend to An Bord members for appointment
 - Appointing a Chairman for each of the committees it establishes. In practice, the Chairman, having consulted members, will recommend to An Bord a member for appointment as Chairperson
 - Setting the terms and conditions for appointed committee members (s21(4))
 - Removing a member from a committee at any time (s21(5))
 - Dissolving a committee at any time (s21(6))
 - Confirming the acts of any committee it establishes (s21(7))
- Regulating, by standing orders or otherwise, the procedure and business of An Bord – subject to the provisions of the Act (s13(7))

- Reviewing annually the performance of An Bord, its committee(s) and individual members
- Through the Chairman, providing advice to the Minister on upcoming vacancies on An Bord (with the exception of the Director and nominated members). The advice should be shaped by a review of skills and competencies available to An Bord

7.5 Delegations

- Authorising any of its functions to be performed through or by any of its officers and servants (s18)
- Revoking any delegated matter or responsibility at any time

7.6 Risk and Internal Controls

- Approving the Risk Management Policy of the College (para 7.2) with advice from the Audit & Risk Committee
- Approving the Risk Register at least annually, and reviewing it on a periodic basis, with advice from the Audit & Risk Committee (para 7.2)
- Appointing a Chief Risk Officer or empowering a suitable management alternative, with a direct reporting line to An Bord (para 7.2)
- Ensuring the maintenance, and monitoring the effectiveness, of a sound system of internal controls – including financial, operational and compliance controls (para 7.3)
- Reviewing the Statement on Internal Control, following initial review and approval by the Audit & Risk Committee

7.7 The Director

- The Director shall be the chief officer of An Bord r
- Approving and overseeing the process for the recruitment of a new Director
- Appointing the Director of the College (s17(4))
- Approving the terms and conditions of employment of the Director, subject to the approval of the Minister and the Minister for Finance (s17(4))
- Setting the performance plan for the Director before the beginning of the financial year, and periodically reviewing his or her performance against the plan

7.8 Organisation and Staff

- Ensuring that the College has an appropriate succession plan in place for senior management positions
- Approving changes to the organisational structure, following a recommendation from the Director
- Appointing the Registrar of the College (s17(4))

- Approving the terms and conditions of employment of the Registrar, subject to the approval of the Minister and the Minister for Finance (s17(4))
- Approving the appointment of such other officers and servants as An Board thinks necessary for the performance of the College's functions - subject to the approval of the Minister and Minister for Finance in respect of the numbers, grades, qualifications, tenure of office and remuneration of officers - (s17(5-6))
- Setting the terms and conditions of officers or servants of An Board - subject to the approval of the Minister and Minister for Finance - (s17(7))
- Determining the procedure for the selection of persons for appointment as whole-time officers of An Board - with the approval of the Minister - (s17(8))
- Removing or suspending from office or employment any of its officers or servants (17(9))
- Approving the promotion of officers or servants following a recommendation from the Director

7.9 Superannuation Scheme

- Preparation and submission to the Minister of a superannuation scheme amending a scheme previously submitted (s20(3))
- Implementation of a superannuation scheme if approved by the Minister with the concurrence of the Minister for Finance (s20(4))

7.10 Gifts

- Acceptance of gifts of works of art, money, materials, equipment, land or other property, except where the conditions relating to acceptance are inconsistent with the functions of An Board (s23(1-2))
- Investing any funds, in the form of a gift or the proceeds of a gift, in any manner in which a trustee is empowered by law to invest trust funds (subject to any terms and conditions of the gift) – (23(3))
- Acceptance of an appointment to be a trustee of any educational endowment or charity established for purposes connected with the functions of An Board once the duties of such office are not inconsistent with An Board's functions (s24)

7.11 Legal

- Reviewing, on a periodic basis, legal action being taken against the College or instances in which there is a risk that legal action will be taken via the Audit & Risk Committee
- Ensuring that the College meets all of its statutory obligations, including but not limited to, those pertaining to taxation, employment and ethics in public office
- Ensuring that an appropriate process is in place in relation to the use of the College Seal

8. Matters Delegated to the Director and Senior Management Team

8.1 Day to Day Management of the College

8.1.1 The Director is responsible for the day to day management of the College subject to the Act and the provisions of this Terms of Reference, including the *Schedule of Matters Reserved for Decision by An Bord* (Section 7).

8.2 Authority levels in relation to the approval of expenditure

8.2.1 The approval of expenditure relates to the approval of purchase orders and asset acquisition. The current approved thresholds and limits are as follows:

Tendering Requirements	Proposed excluding VAT
Requirement for 3 verbal quotes	€1,000+
Requirement for 3 written quotes	€3,000+
Requirement for mini tender	€10,000+
Requirement for publication on e-tenders	€50,000+
Approvers Limits.	
Approval of PO by Head of Department only	up to €3,000
Approval of PO by Head of School also required	up to €5,000
Approval of PO By HCS or HAA also required	up to €25,000
Approval of PO by Director also required	up to €50,000
Approval of PO by Board also required	Over €50,000

8.3 Authorising Payments

8.3.1 In accordance with NCAD's bank procedures (see the Accounts Manual), the following is required to authorise an NCAD payment, where the value is greater than

€50,000. Authorisation (through electronic payment) requires two Class A signatories, from two of the following:

- Chairman of An Bord
- Director
- Registrar
- Admissions and Student Services Officer

Payment authorisation above the €50,000 threshold can only occur following the receipt of documented An Bord approval for such expenditure

8.4 Seal of NCAD

8.4.1 In accordance with Section 12(2) of the Act, the seal of An Bord shall only be authenticated by both: 1) the signature of the Chairman of An Bord or some other member thereof authorised by An Bord to act in that behalf and 2) the signature of an officer of An Bord authorised by An Bord to act in that behalf

8.4.2 An Bord has duly determined that the following process is required to authenticate the seal of NCAD. The authentication of the seal will require:

- The signature of the Chairman or the Chairperson of the Audit & Risk Committee (in the absence of the Chairman), and
- The signature of the Director or the College Secretary (in the absence of the Director)

9. Director

9.1 Appointment and Tenure

- 9.1.1 In accordance with Section 17(4) of the Act, the Director is appointed by An Bord, following a recruitment process approved and overseen by An Bord
- 9.1.2 The appointment is subject to the terms and conditions of employment, including remuneration, approved by An Bord (with the approval of the Minister and consent of the Minister for Finance). The Director's term of appointment is typically ten years

9.2 Roles and Responsibilities(Schedule Section.17)

- 9.3 The Director shall carry on and manage, and control generally, the administration and business of the College and perform such other functions (if any) as may be determined by An Bord, and for those purposes shall have such powers as are necessary or expedient.
- 9.3.1 The Director is an ex-officio member of An Bord
- 9.3.2 The Director is expected to operate, manage and control generally the administration and business of NCAD, subject to:
- the strategy and long term objectives approved by An Bord; ■ resource and financial parameters as set by An Bord, in line with government policy;
 - Expenditure limits as determined by An Bord
- 9.3.3 Subject to the above, the Director may make decisions in all matters affecting the operations, performance of the business of the College, with the exception of those matters reserved for decision by An Bord, or those specifically delegated by An Bord to its Committees or other such groupings formally approved by An Bord
- 9.3.4 The Director is required to keep the Chairman fully informed of any material developments which arise in the College between meetings of An Bord
- 9.3.5 In practical terms:
- The Director is responsible for managing and directing the College in its academic, administrative, financial, personnel and other activities, and for those purposes has such powers as are necessary or expedient
 - The Director proposes, implements and reports on the strategic direction of the College as well as particular departmental / divisional strategies, plans and initiatives
 - The Director annually proposes to An Bord strategy see section below on detail
 - All members of the Senior Management Team report directly to the Director. The Director is responsible for appraising the performance of each member of

the team, encouraging their development and further training, and – where necessary in the case of under-performance – engaging with the Chairman to discuss options for change

- In performing his or her functions, the Director shall be subject to such policies as may be determined from time to time by An Bord and shall be answerable to An Bord for the efficient and effective management of the College and for the performance of his or her functions
- The Director may delegate any of his or her functions to an employee of the College, including any functions delegated by An Bord to the Director, unless they are so delegated to the Director subject to the condition that they shall not be sub-delegated, and the employee shall be answerable to the Director for the performance of those functions
- Notwithstanding any such delegation, the Director shall at all times remain accountable to An Bord in respect of the functions so delegated
- The Director shall not hold any external office or position without the consent of An Bord
- The Director is also responsible for keeping the management structure under regular review, including recommending to An Bord options for change / new senior staff additions, and formulating remuneration proposals for consideration by An Bord (with such proposals having already been approved by the HEA)
- To ensure effective communication with senior members of NCAD academic staff and ensure that members of An Bord develop an understanding of the views of senior academic staff
- The Director represents the College with all external audiences both in Ireland and internationally. The Director takes lead responsibility for the maintenance and development of NCAD's reputation and relationships with the statutory and government sector (especially the HEA and the Office of the C&AG), regulatory and accrediting bodies, student bodies, staff associations / unions, media, business partners, suppliers, and other stakeholders
- From time to time and whenever so requested, the Director shall account for the performance of the College's functions, or its financial statements, to a Committee of one or both Houses of the Oireachtas and shall have regard to any recommendations of such Committee relevant to these functions
- The Director, if required to give evidence before an Oireachtas Committee, shall not question or express an opinion on the merits of any policy of the Government or a Minister of the Government or on the merits of the objectives of such a policy
- The Director is responsible for putting in place proper processes, policies and procedures, which, coupled with reporting requirements, allows NCAD to meet its accountability to the Higher Education Authority, and ultimately to the

Secretary General of the Department of Education & Skills, in his role as
Accounting Officer

10. Reporting and Internal Controls

10.1 College Strategic Plan

- 10.1.1 In accordance with paragraph 1.17 of the Code, NCAD is required to prepare and adopt a strategic plan for the College. The Code states that the strategy should be for a period of between three and five years
- 10.1.2 An Bord has determined that the NCAD strategic plan will cover a five year period.
- 10.1.3 The Director is responsible for managing the development of the strategic plan, and shall engage with his/her Senior Management Team, staff and stakeholders in the process of producing a draft strategic plan for consideration by An Bord
- 10.1.4 An Bord reviews the draft strategic plan as presented to it by the Director and should provide appropriate advice and guidance to the Director on the draft plan prior to its formal approval by An Bord
- 10.1.5 In accordance with paragraph 1.18 of the Code, a copy of the draft strategic plan is submitted to the Minister for observations before the plan is formally adopted. In the event that the Minister/Department has any observations (delivered within twelve weeks of submission), An Bord will carefully weigh the views prior to formal adoption of the strategic plan
- 10.1.6 An overview of the College strategic planning process is provided in Appendix 9

10.2 Annual Operational Plan

- 10.2.1 In line with the provisions and priorities of the College Strategic Plan and annual budget, both as approved by An Bord, the Director will present for An Bord consideration an annual operational plan for the College – prior to the commencement of each financial year on 1 October (para 1.19)
- 10.2.2 The annual operational plan will clearly state the priorities and deliverables for the year ahead using specific, measurable, and time-bound metrics
- 10.2.3 Over the course of the year, An Bord will review progress against the approved annual operational plan

10.3 Annual Budget

- 10.3.1 Prior to the commencement of the academic year in September, the Finance Officer will present a draft budget to the Audit & Risk Committee for review and approval
- 10.3.2 The draft budget will be presented to An Bord for approval on the recommendation of the Audit & Risk Committee

10.4 Annual Report

10.4.1 In accordance with Section 16 of the Act, and paragraph 6 of the Code, NCAD will produce an Annual Report and Financial Statements for the previous financial year for submission to the Minister

10.4.2 The Director, with the assistance of his Senior Management Team and staff will prepare the report for consideration and approval by An Bord

10.5 Director's Report

10.5.1 The Director of NCAD produces a formal report for submission to An Bord at each scheduled board meeting to address the following (unless they are subject to individual standing items):

- the overall performance of the College, in line with the strategic plan;
- monthly performance, in line with the annual operational plan;
- budgetary performance;
- academic matters – performance by School, department, etc; staffing and resourcing issues;
- stakeholder issues (regulators, accrediting bodies, HEA, etc); Any other matter of material/strategic importance.

10.6 Finance Report

10.6.1 The Finance Officer produces a formal, monthly report for submission to the Audit & Risk Committee and An Bord, to address the following:

- income and expenditure outturn versus budget profile, at year to date and broken down by month;
- income and expenditure highlights
- detailed explanations for material variances;
- outline of any budgetary matters the Committee/An Bord should be aware of.

10.7 Statement on Internal Control

10.7.1 In accordance with paragraph 2.7 of the Code, the Senior Management Team will prepare a Statement on Internal Control (SIC) each year in parallel with the preparation of the annual financial statements

10.7.2 The SIC will be submitted to the external auditors, the C&AG, and the Audit & Risk Committee prior to submission to An Bord for approval and for signature by the Chairman

10.8 Academic Council

10.8.1 In accordance with its Terms of Reference, as approved by An Bord, the Academic Council will prepare and submit a report to An Bord following each of the Council's meetings, which will:

- outline the general business of the meeting;
- outline the decisions taken (under delegated authority);
- outline decisions which require the approval of An Bord (where applicable).

10.8.2 The Council should confirm that it has not taken any decision with material implications for the financial and human resources of the College

10.9 Strategic Plan

- (a) The Director shall, as soon as practicable after the coming into operation of *section 116 of the Higher Education Authority Act 2022*, prepare a plan for the period specified in the plan.
- (b) The period specified in the strategic development plan shall be such period as An Bord considers appropriate and directs the Director to specify in the plan, being a period of not less than 3 years and not more than 5 years from the date that the Director prepares the plan under paragraph (a).
- (c) The Director shall prepare each subsequent strategic development plan not earlier than 6 months, and not later than 3 months, before the expiration of the period specified in the plan.
- (d) The Director, in preparing a strategic development plan under subsection (1)(c), shall have regard to each of the following provided or issued to the College by the Qualifications and Quality Assurance Authority of Ireland during the period of the plan being replaced:
 - (e) a report of a review under section 34 of the Qualifications and Quality Assurance (Education and Training) Act 2012;
 - (f) a direction under section 35 of that Act.
- (g) The Director shall submit the draft strategic development plan to An Bord for approval once it has been prepared.
- (h) An Bord, having regard to the resources available to it, may either approve the strategic development plan without modification or, after consultation with the Director, approve the plan with such modifications as it thinks fit.

- (i) As soon as practicable after it approves the strategic development plan under subsection (6), An Bord shall provide a copy of the plan to the Minister and An tÚdarás and the Qualifications and Quality Assurance Authority of Ireland and publish it in such manner as An Bord considers appropriate.”.

10.10 Equality Statement

- (a) The Director shall, as soon as practicable after the coming into operation of section 117 of the Higher Education Authority Act 2022, prepare a statement (in this section called an ‘equality statement’) for the period specified in the statement.
- (b) The period to which the equality statement relates shall be such period as An Bord considers appropriate and directs the Director to specify in the statement, being a period of not less than 3 years and not more than 5 years from the date that the Director prepares the equality statement under subsection (1).
- (c) The Director shall prepare each subsequent equality statement not earlier than 6 months, and not later than 3 months, before the expiration of the period specified in the plan.

The equality statement shall specify—

- (d) the policy of the College for enabling access to it, and the 15 education it provides, by economically or socially disadvantaged persons, by persons who have a disability and by persons from sections of society significantly under- represented in the student body, and
- (e) the policy of the College relating to equality, including gender 20 equality, in all activities of the College.
- (f) The Director shall submit the draft equality statement to An Bord for approval once it has been prepared.
- (g) An Bord, having regard to the resources available to it, may either approve the draft equality statement without modification or, after consultation with the Director, approve the statement with such modifications as it thinks fit.
- (h) An Bord, in approving the draft equality statement under subsection (5), shall have regard to such policies on the matters referred to in subsection
- (i) (3) as may from time to time be determined by the Minister.
- (j) An Bord shall implement the policies set out in the equality statement.”.

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11. Secretary to the Board

11.1 Appointment and Tenure

11.1.1 The College Secretary and Registrar is Secretary to An Bord (the “Secretary”)

11.1.2 The Secretary may be supported in his/her role by a Recording Secretary

11.1.3 The Secretary holds the position on an *ex-officio* basis

11.2 Role and Responsibilities

11.2.1 The role of the Secretary is to advise and guide members on their obligations under the Act and appropriate legislation and regulations; to act as the corporate governance officer, and the College’s Compliance Officer; and to organise and administer meetings of An Bord and the Audit & Risk Committee

11.2.2 The Secretary will ensure that NCAD observes proper decision-making processes, including that all relevant matters are submitted to An Bord (and the Audit & Risk Committee) for review and approval, in accordance with the Schedule of Reserved Matters for Decision, this Terms of Reference and the Audit & Risk Committee’s Terms of Reference

11.2.3 The Secretary will ordinarily be responsible for:

- Organising and administering meetings of An Bord and the Audit & Risk Committee, in accordance with the Terms of Reference including:
- Preparing an annual calendar of agreed meeting dates and notifying members of upcoming meetings
- Preparing, following consultation with the Chairman and the Director (or Chairperson in the case of the Audit & Risk Committee), the draft agenda for each meeting. The final agenda will be approved by the Chairman (or Chairperson in the case of the Audit & Risk Committee)
- Collating and circulating supporting meeting papers
- Preparing minutes that capture the general discussion of meetings, key points including decisions and action points with assigned responsibilities, any disclosures of interests, and noting the unresolved matters to be brought forward to subsequent meetings
- Bringing to the attention of members:
 - Material changes to corporate governance standards and best practice – with suitable recommendations for change, if appropriate
 - Legal and other changes that affect their duties and responsibilities
 - Recommendations on suitable training opportunities that may benefit members

- Being responsible for the care and use of the seal of NCAD in accordance with Section 12 of the Act (See Section 8.4 above)
- Reviewing corporate governance policies and procedures, recommending amendments to An Bord/the Audit & Risk Committee where appropriate
- Ensuring that all statutory books are maintained and statutory reporting is carried out by the College
- Maintaining appropriate registers and reporting mechanisms as are required to comply with the reporting of interests of Board members as “Designated Directors” under the Ethics in Public Office Acts 1995 to 2001
- Supporting the Chairman in creating the conditions for overall An Bord/Committee and individual Board/Committee member effectiveness including promotion of an appropriate induction programme for new members, and creating the opportunity for maintenance of the relevant skills and knowledge required to fulfil membership of An Bord and its committees
- Overseeing the annual An Bord/Committee effectiveness evaluation in conjunction with the Chairman
- Liaising with the internal and external auditors on behalf of An Bord/the Committee

11.2.4 All members will have direct access to the Secretary in relation to the business of An Bord and the Audit & Risk Committee

12. Code of Conduct for Members of An Bord and its Committees

12.1 Introduction

12.1.1 In accordance with paragraph 5.1 of the Code, NCAD is required to have a written Code of Conduct for Members of An Bord and its Committees

12.1.2 The purpose of this Code is to clearly set down an agreed set of ethical, professional and governance principles and standards, which govern the professional activities and conduct of members of An Bord and members of the Audit & Risk Committee. This is important in maintaining a high level of public confidence in NCAD as a public body

12.1.3 This Code is designed to underscore An Bord's commitment to the highest standards of ethical and professional conduct

12.2 Scope

12.2.1 This Code applies to, and is binding on, all members of An Bord, and members of the Audit & Risk Committee established under Section 21 of the National College of Art and Design Act 1971 (the "Committees")

12.2.2 The provisions of the Code are supplementary to the requirements set out in the Code of Practice for the Governance of State Bodies, 2016, and the requirements of the Ethics in Public Office Acts 1995 and 2001, and forms part of the Terms and Conditions of appointment of members of An Bord and the Audit & Risk Committee

12.2.3 It is not possible for a set of rules, guidelines or principles to provide for all situations that may arise. Members of An Bord and the Audit & Risk Committee are expected to ensure that their professional activities and conduct reflect the standards laid out in this Code, in both letter and in spirit

12.3 Objectives

12.3.1 The overarching objectives of this Code are to:

- Set out an agreed set of ethical, professional and governance principles, designed to shape and influence positive behaviours;
- Promote and maintain confidence and trust in NCAD; and
- Prevent the development or acceptance of any unethical practices.

12.4 Principles

12.4.1 General

- Members must always be guided in their actions by the provisions of the National College of Art and Design Act, 1971, the Code of Practice for the Governance of State Bodies, 2016, and the Ethics in Public Office Acts, 1995 and 2001

- These are to be complemented by the general responsibilities of members to act lawfully, faithfully, loyally, and competently in the best interests of NCAD
- Members must use their best endeavours to attend all meetings, and to contribute effectively to An Bord and its Committees

12.4.2 Collective Responsibility

- Members must observe and uphold the collective responsibility of An Bord and any Committee(s) of which they are a member

12.4.3 Integrity

Members must discharge their duties and responsibilities with the highest standards of integrity, including:

- disclosing any outside employment/business interests in conflict with or in potential conflict with the business of NCAD
- avoiding the giving or receiving of corporate gifts, hospitality, preferential treatment or benefits of any kind which might affect, or appear to affect, the ability of the donor or the recipient to make independent judgement on NCAD activities and business transactions or which might be harmful to the reputation of NCAD
- avoiding the use of NCAD's resources or time for personal gain or for the benefit of other persons/organisations unconnected with the College or its activities or for the benefit of competitors
- avoiding the use of confidential information for personal gain or for the benefit of persons/organisations unconnected with NCAD or its activities
- committing not to acquire information or business secrets by improper means

12.4.4 Information and Confidentiality

Members should take all appropriate and reasonable steps to ensure that information is handled responsibly, including:

- supporting the provision of access to general, non-commercially sensitive information relating to NCAD's activities in a way that is open and enhances its accountability to the general public
- respecting the confidentiality of sensitive information held by NCAD, such as commercially sensitive information, personal information and information received in confidence by NCAD
- ensuring that all information in the member's possession is safeguarded and securely stored
- ensuring that duties of confidentiality continue to be upheld when the Member's term of office expires

- ensuring NCAD's compliance with relevant statutory provisions such as the Freedom of Information Act, 2014, and data protection legislation

12.4.5 Statutory and Ethical Obligations

Members should take all reasonable steps to ensure that:

- all regulatory and statutory obligations imposed on NCAD are fulfilled, including employment equality and equal status legislation
- all applicable tendering and purchasing procedures are complied with
- there is a culture of claiming expenses only as appropriate to business needs and in accordance with good practice in the public sector generally
- there are appropriate and adequate controls in place to prevent fraud
- all statutory procedures and procedures laid down by An Bord in relation to conflict (or potential conflict) of interest situations are fully adhered to
- NCAD's financial statements and related reports accurately reflect the business performance of the College and are not misleading or designed to be misleading

12.4.6 Conflicts and Disclosure of Interests

- Members are required to fully observe their obligations in relation to conflicts of interest, or potential conflicts, and to fulfil their annual and ongoing obligations in this regard
- These requirements derive from Section 9 of the National College of Art and Design Act, 1971, the Ethics in Public Office Acts, 1995 and 2001, and paragraph 5.8 of the Code of Practice for the Governance of State Bodies, 2016

In summary, these are:

- On appointment as a member of An Bord or a Committee (if not already a member of An Bord), provide the Secretary with a list of potential conflicts of interest as defined in Section 6 of the Code of Practice for the Governance of State Bodies and provide annual/material updates thereafter
- Provide an annual statement of interests to the Standards in Public Office Commission, as required under in the Ethics in Public Office Acts, 1995 and 2001
- On an ongoing basis, disclose material interests to fellow members in respect of any matter that falls to be considered by An Bord, or a Committee on which the individual is a member, and to absent him/herself from the meeting for the course of the deliberation
- Disclose if the member is related to a person who is a candidate for appointment (or promotion) by An Bord as an employee of NCAD (s9(2))

12.5 Processes

12.5.1 Member acknowledgement of obligations

- Following appointment, each member of An Bord and its Committees is provided with a copy of this Code and is asked to acknowledge receipt, and to confirm in writing that they understand and commit to comply with its provisions

12.5.2 Register of Members' Interests

- The Secretary will maintain a confidential register of members' interests, as required under Section 5.8(iv) of the Code of Practice for the Governance of State Bodies, 2016, and will update the register on an annual basis – or in the interim should the Secretary be notified of a change. Only the Secretary, Chairman (and other designated members of An Bord on a strictly need to know basis) will have access to the register
- The Chairman can request access to the register at any time, but will ordinarily review the contents of the register every six months with the Secretary

13. Board Meeting Procedures

13.1 Meetings of An Bord

- 13.1.1 The Act provides that An Bord shall hold such and so many meetings as may be necessary in the fulfilment of its functions (s13(1))
- 13.1.2 In practice, An Bord holds eight scheduled meetings a year, with a meeting scheduled approximately once every six weeks
- 13.1.3 From time to time, it may be necessary for An Bord to convene additional, ad-hoc meetings. This is sometimes done on an incorporeal basis, where an urgent decision is required (see 13.6 below)
- 13.1.2 In October each year, the Secretary shall, with the agreement of the Chairman, table for approval a schedule of meetings for the following calendar year

13.2 Private Session

- 13.2.1 At the Chairman's discretion, An Bord may hold all or part of a meeting of An Bord in private session. In such an instance, only members of An Bord are permitted to be in attendance. The only exception may be the Secretary, if the Chairman determines that his/her attendance is necessary to ensure an accurate record of the meeting is created and maintained
- 13.2.2 Where the Director's performance is being formally assessed by An Bord, the Chairman may request that one or all of the Director, staff/student members and Secretary excuse themselves from the meeting room for all or part of the meeting, so as to preclude any professional conflict of interest in the deliberations
- 13.2.3 Minutes of An Bord's private sessions will be securely stored by the Secretary, or by the Chairman in the case that the Secretary is not present

13.3 Quorum

- 13.3.1 The quorum for a meeting of An Bord is five (s13(3))

13.4 Chairman

- 13.4.1 The Chairman presides over all meetings of An Bord at which he or she is present (s13(4)(a))
- 13.4.2 If the Chairman is not present at a meeting, or the position has become vacant, the members of An Bord who are present shall choose one member present to be Chairman of the meeting (s13(4)(b))

13.5 Decision Making

- 13.5.1 In practice, it is the policy of An Bord that decisions should be reached by consensus, to the greatest extent possible. The Chairman will endeavour to use his or her reasonable best efforts to secure consensus on matters before An Bord
- 13.5.1 Should a decision require a vote of An Bord, the question shall be determined by a majority of the votes of the members present and voting on the question (s13(5))
- 13.5.2 Should there be an equal division of votes, the Chairman of the meeting shall have a second or casting vote (s13(5))
- 13.5.3 An Bord may act notwithstanding one or more vacancies among its members (s13(6))

13.6 Decision Making Between Meetings

- 13.6.1 In the exceptional circumstances that a decision of An Bord is required between scheduled meetings, and it is not possible or practicable to gather members to convene a meeting, the Chairman may seek to secure An Bord approval on an incorporeal basis
- 13.6.2 The calling of such an incorporeal meeting shall be a matter for the Chairman only
- 13.6.3 The particular decision process to be followed shall be a matter for the Chairman only
- 13.6.4 The Secretary, on behalf of the Chairman, and with the consent of the Chairman, will either:
- Arrange a meeting by conference call, providing members with the dial-in time, dial-in number, and details of the matter for decision (incl. an attached paper)
 - The conference call must comprise at least a quorum of members of An Bord
- OR
- Circulate to members a single written resolution seeking their signature and clear indication of whether or not they approve of the proposal outlined, or accept from members individual signed written resolutions which the Secretary shall collate
 - A valid decision will require the approval of a clear majority of the entire membership of An Bord (subject to any vacancies)
- 13.6.5 In the event that there is a tied number of votes approving and rejecting a proposal, the Chairman shall have a second and casting vote
- 13.6.6 A minute of the incorporeal meeting shall be prepared by the Secretary, clearly indicating the decision made, and it should be circulated to members
- 13.6.7 The minutes of the next scheduled meeting of An Bord shall note the occurrence of the incorporeal meeting

13.7 Board Agenda

13.7.1 The Secretary, following consultation with the Chairman and the Director (or Chairperson in the case of the Audit & Risk Committee), will prepare the draft agenda for each meeting. The final agenda will be approved by the Chairman (or the Chairperson in the case of the Audit & Risk Committee)

13.7.2 The standing agenda items for scheduled meetings will include:

- Declarations of Interest
- Minutes of the previous meeting
- Matters arising
- Director's Report
- Finance
- Governance
- Any Other Business

13.7.3 The content of the agenda, or part thereof, will also be influenced by an annual work programme approved by An Bord (see Appendix 2), and any other matters arising for consideration

13.8 Board Papers

13.8.1 The agenda and supporting papers should be circulated to members of An Bord at least five working days prior to a meeting

13.8.2 Late papers will not be circulated to, or accepted by, An Bord, save for exceptional circumstances where the prior approval of the Chairman has been secured by the Director

13.8.3 Members are obliged to ensure that they securely store all papers in their possession. Following the end of their term of office, or upon resignation, outgoing members will be requested to confirm in writing to the Secretary that they have securely disposed of all papers in their possession relating to meetings of An Bord and the Audit & Risk Committee, where applicable (para 5.7)

13.9 Board Minutes

13.9.1 The Secretary is responsible for recording the minutes of the meetings of An Bord

13.9.2 In this role the Secretary may be assisted by a Recording Secretary

13.9.3 The minutes will capture the general discussion of meetings, key points including decisions and action points with assigned responsibilities, any disclosures of interests, and note the unresolved matters to be brought forward to subsequent meetings

- 13.9.4 Draft minutes should be submitted to the Chairman for comments within five working days of each meeting
- 13.9.5 The Chairman should submit his/her comments to the Secretary within five working days
- 13.9.6 The draft minutes should then be circulated electronically to members of An Bord for comments
- 13.9.7 Members should submit their comments to the Secretary within five working days of receipt
- 13.9.8 The Secretary will not act on any material comments from members without the approval of the Chairman
- 13.9.10 The draft minutes, having been reviewed by members in a timely manner, will be tabled for approval at the next scheduled meeting of An Bord

13.10 Attendees at Meetings

- 13.10.1 Only members of An Bord are entitled to attend meetings of An Bord
- 13.10.2 The Secretary will attend all meetings of An Bord, with the exception of a meeting or part thereof where the Chairman feels that he or she should absent him/herself
- 13.10.4 The attendance of other NCAD staff members, including members of the Senior Management Team, or external parties, will be at the discretion of An Bord, through the Chairman
- 13.10.5 The attendance record of members of An Bord and members of the Audit & Risk Committee will be disclosed in the College's annual report (para 4.9)

13.11 Disclosure of Interests

- 13.11.1 Section 9 (1-2) of the Act provides that:
- A member of An Bord who has –
 - (a) any interest in any company or concern with which An Bord proposes to make any contract, or
 - (b) any interest in any contract which An Bord proposes to make,
 - shall disclose to An Bord the fact of the interest and the nature thereof and shall take no part in any deliberation or decision of An Bord relating to the contract, and the disclosure shall be recorded in the minutes of An Bord
 - A member of An Bord who is related to a person who is a candidate for appointment by An Bord as an officer or servant of An Bord shall disclose to An Bord the fact of the relationship and the nature thereof and shall, if An Bord so decide, take no part in any deliberation or decision of An Bord

relating to the appointment, and the disclosure and decision shall be recorded in the minutes of An Bord (s9(2))

13.11.2 Members are also reminded of their obligations under the Ethics in Public Office Acts, 1995-2001, and the Code (para 5.8)

14. Independent Professional Advice

14.1 In accordance with paragraph 3.5 of the Code:

- An Bord as a whole; or
- Individual members of An Bord, in the furtherance of their duties, may seek independent professional advice, if necessary, and at the reasonable expense of the College

14.2 Where an individual member wishes to seek independent professional advice, he or she should consult the Chairman indicating the rationale for the request, and the cost of same. The Chairman must approve the request prior to the commissioning of such advice

15. Board Communications

15.1 The Chairman is the spokesperson for An Bord on all matters

15.2 Members of An Bord, other than the Chairman, should not speak on behalf of An Bord, or allow it be reasonably perceived as such, unless authorised to do so in advance by the Chairman

15.3 All media queries received by members of An Bord (other than the Chairman and Director), in their capacity as members or relating to the work of the College, should be directed to the Chairman

15.4 The Chairman will represent An Bord in all engagements with the Minister for Education and Skills. He/she should report back to An Bord the content of his/her discussion with the Minister at the next scheduled meeting subsequent to each meeting with the Minister

16. Review of Board Effectiveness

16.1 An Bord is required to keep under review its own performance and that of its committee(s) and individual members. Consequently, an annual review of effectiveness is undertaken. This process will be managed by the Secretary, on behalf of the Chairman, but conducted in such a way as to protect the anonymity of members' feedback

- 16.2** In accordance with the Code, An Bord will procure the services of an external evaluator at least once every three years (para 4.6)
- 16.3** The individual performance of members will be reviewed, in confidence, by the Chairman. Feedback will be provided to members through one-on-one meetings
- 16.4** Any skills or competency deficit identified in the Board Effectiveness Review should be relayed to the Minister, by the Chairman, in advance of any vacancies arising on An Bord

17. Committees of An Bord

17.1 Establishment of Committees

- 17.1.1 An Bord has the statutory power under Section 21(1) to establish Committees to perform functions on its behalf, and it may dissolve a Committee at any time (21(6))
- 17.1.2 An Bord has established, and is supported in its work, by an Audit & Risk Committee

17.2 Membership

- 17.2.1 A committee established by An Bord can consist of such number of members as An Bord thinks proper (s21(3))
- 17.2.2 Members, including the Committee Chairperson, are appointed to established Committees by An Bord, under section 21(3). In practice, the Chairman of An Bord, having consulted members, will recommend to An Bord members for appointment
- 17.2.2 Committees of An Bord may include members who are not members of An Bord if specialist skills are required
- 17.2.3 An Bord sets the Terms and Conditions for members appointed to any Committee it establishes (s21(4))
- 17.2.3 An Bord may remove a member from a Committee at any time (s21(5))

17.3 Terms of Reference

- 17.3.1 An Bord approves the Terms of Reference of any Committee it establishes (s21(2))
- 17.3.2 In practice, a Committee will review its Terms of Reference once each year and recommend changes, if any, to An Bord for approval

17.4 Reporting to An Bord

- 17.4.1 The Chairperson of a Committee of An Bord shall, if appropriate, provide a verbal update to An Bord on the Committee's most recent meeting
- 17.4.2 Minutes of a Committee, once approved, are circulated to An Bord
- 17.4.3 A Committee shall submit to An Bord a recommendation for approval on any matter within An Bord's Terms of Reference
- 17.4.4 A Committee shall submit an annual report to An Bord, which should contain:
- Number of meetings held during the year;
 - Members of the Committee during the year;
 - Confirmation of the Committee's completion of its annual work programme;
 - Details of the Committee's engagement with external parties, if any;
 - Any matter(s) which it feels should be brought to the attention of An Bord.

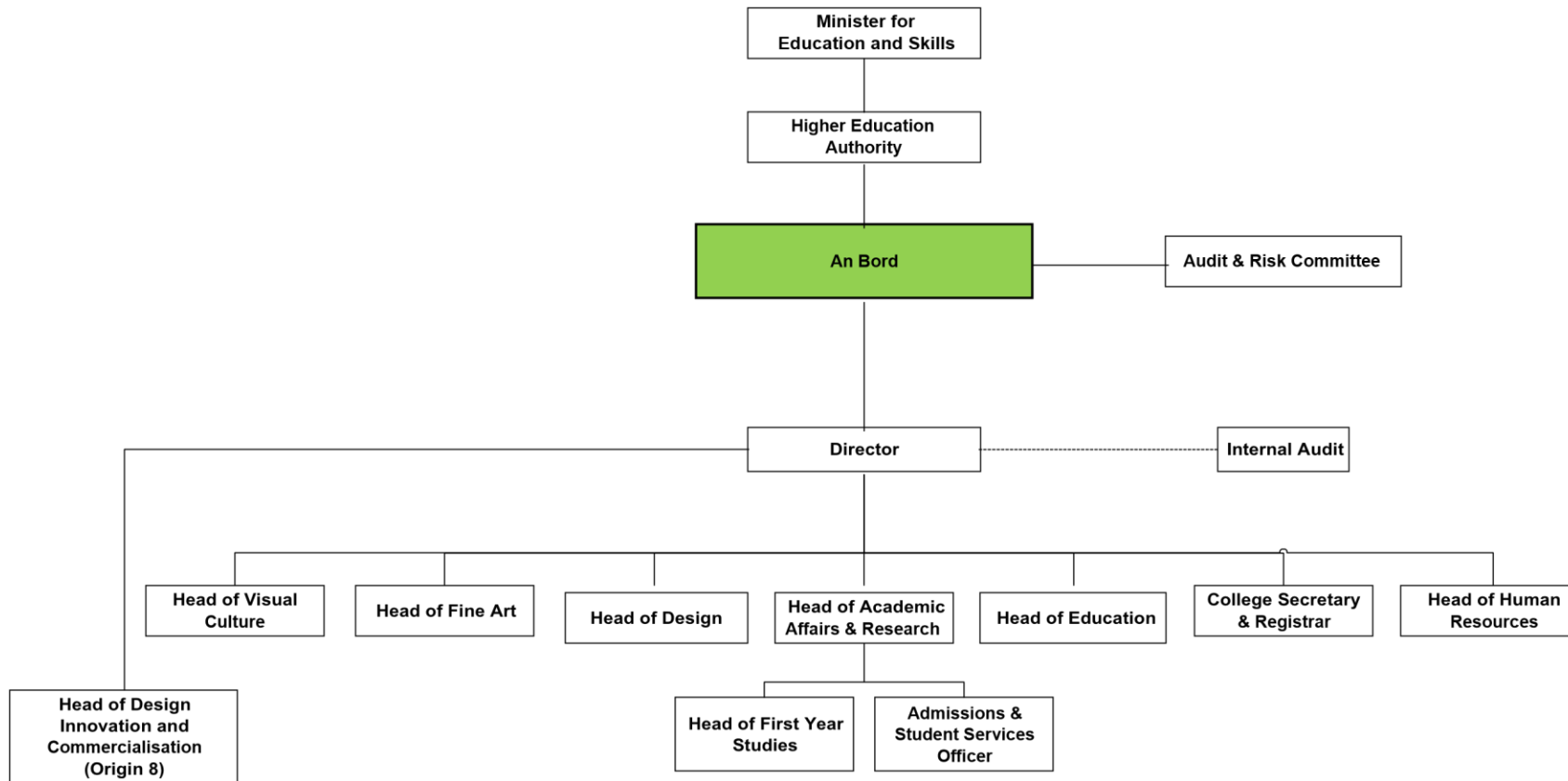
17.5 Committee Effectiveness Review

- 17.5.1 An Bord is required to keep under review its own performance and that of its committee(s) and individual members. Any Committee established by An Bord will undertake an annual review of its performance in parallel with the review of An Bord. This process will be overseen by the Secretary on behalf of the Chairperson of the Committee
- 17.5.2 The individual performance of Committee members will be reviewed, in confidence, by the Chairperson of the Committee. Feedback will be provided to members through one-on-one meetings

17.6 Audit & Risk Committee

- 17.6.1 An Bord has established, and is supported by, an Audit & Risk Committee
- 17.6.2 The Audit & Risk Committee comprises four members, including three members of An Bord and one co-opted member (who has recent financial expertise)
- 17.5.3 The Terms of Reference of the Committee have been approved by An Bord and are attached (Appendix 3)

Appendix 1 – NCAD Organisation



Appendix 2 - Board Induction Material and Meetings

Governance Induction Pack: new board members shall receive a set of documentation in relation to governance, to contain the following:

- An Bord Terms of Reference (incl. schedule of matters reserved for decision)
- Audit & Risk Committee Terms of Reference
- Details of An Bord and Committee Membership
- Code of Conduct for Members of An Bord
- Risk Management Policy and Risk Register
- Minutes of meetings of An Bord for the most recent six meetings
- An Bord meeting dates for the remainder of the calendar year
- Most recent Annual Report and Financial Statements
- Budget for the current Financial Year
- Most recent Strategic Plan for NCAD
- Current NCAD Organisation Chart
- National College of Art and Design Act, 1971
- Code of Practice for the Governance of State Bodies (2016)
- Higher Education Act, 1971
- Governance of Irish Universities (2012)
- Letter from Secretary, outlining the role of members of An Bord, the likely time commitment involved, and offering assistance
- Contact details for members of An Bord

New members will have a series of meetings and presentations as follows:

- Meeting with the Chairman

- Meeting with the Chairperson of the Audit & Risk Committee
- Meeting with the Director
- Presentation by Director and senior management on respective areas
- Meeting with the Secretary to An Bord Tour of NCAD campus

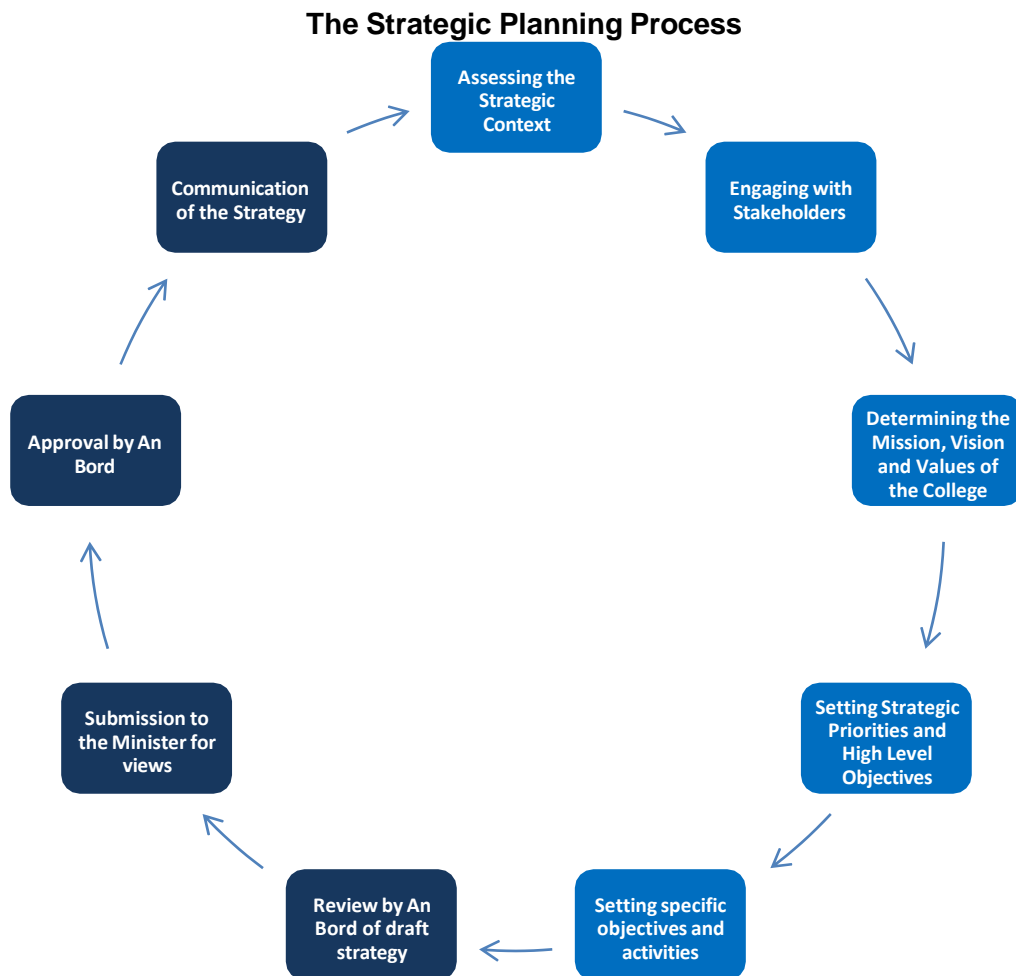
Appendix 3– College Strategic Planning and Review

NCAD undertakes strategic planning in three year to five year cycles. The Chairman of An Bord acts as overall sponsor for the strategic planning process, with the Director leading the development, by the Senior Management Team, of a draft College strategy, for submission to An Bord for its consideration, views, amendment, and ultimately, approval.

There are a number of key principles which underpin strategic planning by the College:

- The strategic plan development process will commence six months prior to the conclusion of the most recent College strategy, with implementation to commence at the expiry of the most recent strategy;
- The three year to five strategy should be co-terminus with the financial years of the College;
- The Director will keep the Chairman, as sponsor of the process, abreast of progress in the initial stages of the strategic plan development process (ie prior to submission of draft material to An Bord), and should seek guidance and advice from the Chairman as appropriate from time to time;
- The strategic plan should set appropriate objectives, goals and relevant indicators and targets against which performance can be clearly measured;
- Implementation of the strategic plan should be supported by the annual operational planning and budgeting cycle;
- Decisions on major items of expenditure should be aligned with the strategic plan;
- An Bord will review progress against its strategic plan at least once every six months, and will formally review progress, including the continued suitability of the strategic plan, on an annual basis.

While not designed to be a rigidly prescriptive methodology for developing a strategic plan, nor to suggest a perfectly iterative process, the illustration below provides a broad overview of the main steps involved in the development of a College strategic plan.



Appendix 4– National College of Art and Design Act, 1971

AN ACT TO ESTABLISH A BOARD TO BE KNOWN AS BORD AN CHOLAISTE NAISIUNTA EALAINÉ IS DEARTHA, TO DEFINE ITS POWERS AND DUTIES AND TO PROVIDE FOR RELATED MATTERS. [1st December, 1971.]

BE IT ENACTED BY THE OIREACHTAS AS FOLLOWS:

1.—(1) In this Act, save where the context otherwise requires—

“An Bord” has the meaning specified in [section 4](#) (1) of this Act; “the College” has the meaning specified in [section 2](#) of this Act;

“the Commissioners” means the Commissioners of Public Works in Ireland;

“the Director” has the meaning specified in [section 17](#) of this Act;

“the establishment day” means the day appointed to be the establishment day for the purposes of this Act by order of the Minister under [section 3](#) of this Act;

“functions” includes powers and duties;

“the Minister” means the Minister for Education;

“student of the College” means a person who stands entered in the student roll of the College and is following an approved course of study there.

(2) A reference in this Act to performance of functions includes, with respect to powers, a reference to exercise of powers.

(3) A reference in this Act to an officer of An Bord includes a reference to a member of the academic staff of the College.

2.—(1) In this Act “the College” means the college of art, crafts and design known as the National College of Art and Design situated at Kildare Street, Dublin.

(2) As on and from the establishment day, the College shall be known as An Coláiste Náisiúnta Ealaíne is Deartha.

3.—The Minister may by order appoint a day to be the establishment day for the purposes of this Act.

4.—(1) There shall, by virtue of this section, be established on the establishment day a board to be known as Bord an Choláiste Náisiúnta Ealaíne is Deartha to perform the functions given to it by this Act (in this Act referred to as An Bord).

(2) An Bord shall be a body corporate with perpetual succession and power to sue and be sued in its corporate name and to acquire, hold and dispose of land

5.—(1) On and from the establishment day, An Bord shall carry out the management of the College and the organisation and administration of its affairs, and shall have all such powers as are necessary for or incidental to those purposes.

(2) In particular, and without prejudice to the generality of subsection (1) of this section, An Bord shall have the general functions of—

- (a) establishing and carrying on schemes of education of such scope and extent as it may determine in art, crafts and design,
- (b) providing courses for the training of persons as teachers of art,
- (c) providing courses and lectures for the further training of teachers of art as such teachers,
- (d) providing, if it so thinks fit, lectures on art, crafts and design for the public by members of its academic staff and other persons whom it considers suitably qualified for the purpose,
- (e) establishing and carrying on schemes (on which the amount of the expenditure by An Bord shall have been approved of by the Minister) for the giving of scholarships, bursaries, prizes and other awards in relation to art, crafts and design,
- (f) holding exhibitions of art and crafts of students of the College, exhibitions of art and crafts and exhibitions devoted to any other subject matter relevant to the activities of the College,

- (g) defraying the reasonable and necessary expenses incurred by members of its academic staff in attending, with the consent of An Bord, courses of instruction, seminars, lectures, conferences and exhibitions relevant to their duties as such members,
 - (h) defraying the reasonable and necessary expenses incurred by members of An Bord in attending conferences and exhibitions relevant to their duties as such members and in visiting other colleges and institutions of or concerned with art, crafts or design,
 - (i) providing courses of study in art, crafts and design—
 - (i) that are approved by any body established by the Minister or by Act of the Oireachtas after the passing of this Act for the purpose of granting degrees, diplomas and other similar educational awards, and
 - (ii) that lead to the grant of such degrees, diplomas or similar educational awards by that body,
 - (j) subscribing to associations and institutions of or concerned with art, crafts or design.
- (3) (a) An Bord shall have such other functions as may be assigned to it from time to time by the Minister by order.
- (b) The Minister may by order, amend or revoke an order under this subsection, including an order under this paragraph.
- (c) Every order under this subsection shall be laid before each House of the Oireachtas as soon as may be after it is made and, if a resolution annulling the order is passed by either such House within the next twenty-one days on which that House has sat after the order is laid before it, the order shall be annulled accordingly, but without prejudice to the validity of anything previously done under the order.
- 6.—(1)** The members of An Bord shall be a chairman and such number (not being less than eight nor more than ten) of other members, of whom one shall be the Director, as the Minister may from time to time determine.

(2) (a) The chairman of An Bord shall be appointed from time to time as occasion requires by the Minister and may, if An Bord so requests and the Minister thinks fit to do so, be removed from the office of chairman by the Minister.

(b) The chairman of An Bord shall be nominated for appointment as chairman by An Bord from among the members of An Bord other than the Director and the members nominated for appointment to An Bord under subsection (6) or (7).

(c) The chairman of An Bord shall, unless he sooner dies, resigns the office of chairman or ceases to be chairman under paragraph (d) of this subsection, hold office until the expiration of his term of office as a member of An Bord.

(d) Where the chairman of An Bord ceases during his term of office as chairman to be a member of An Bord, he shall also then cease to be chairman of An Bord.

(3) The chairman of An Bord may resign his office as chairman by letter addressed to the Minister and the resignation shall take effect when the letter is received.

(4) Subject to the provisions of this Act, the chairman of An Bord shall hold office as chairman on such terms as the Minister determines when appointing him.

(5) A member of An Bord shall be appointed by the Minister and may be removed from office by the Minister.

(6) Two members of An Bord shall be members of the academic staff of the College and shall be nominated for appointment to An Bord by the members of the academic staff of the College in such manner as may be approved by the Minister from time to time.

(7) (a) Two members of An Bord shall be students of the College and shall be nominated for appointment to An Bord by the students

of the College in such manner as may be approved by the Minister from time to time.

(b) The first appointments under this subsection shall be made as soon as reasonably may be after the establishment day, but An Bord may act before such appointments are made.

(8) A member of An Bord may resign his office as such member by letter addressed to the Minister and the resignation shall take effect when the letter is received.

(9) Subject to the provisions of this Act, the members of An Bord shall hold office on such terms as the Minister determines when appointing them.

(10) (a) A casual vacancy occurring among the members of An Bord shall be filled by appointment by the Minister and, where the vacancy occurs among the members nominated under subsection (6) or (7) of this section, the appointment shall be of a person nominated under the said subsection (6) or (7), as the case may be.

(b) A member of An Bord appointed under this subsection shall hold office for the remainder of his predecessor's term.

7.—(1) The term of office of a member of An Bord, other than the Director, shall be three years.

(2) The term of office of the member of An Bord who is the director shall continue until, but only until, he ceases to hold office as Director.

(3) A member of An Bord who is nominated for appointment to An Bord under subsection (6) or (7) of [section 6](#) of this Act shall cease to hold office as such member when he ceases to be a member of the academic staff of the College or a student, as the case may be.

(4) A member of An Bord, other than the Director who has held office as such member for any period of six successive years shall cease to hold office as such member at the end of that period and shall not be eligible for reappointment as a member of An Bord until the expiration of two years after the end of that period.

8.—(1) Where a member of An Bord is nominated either as a candidate for election to either House of the Qireachtas or as a member of Seanad Éireann, he shall thereupon cease to be a member of An Bord.

(2) A person who is for the time being entitled under the Standing Orders of either House of the Oireachtas to sit therein shall, while so entitled, be disqualified from becoming a member of An Bord.

9.—(1) A member of An Bord who has—

(a) any interest in any company or concern with which An Bord proposes to make any contract, or

(b) any interest in any contract which An Bord proposes to make,

shall disclose to An Bord the fact of the interest and the nature thereof and shall take no part in any deliberation or decision of An Bord relating to the contract, and the disclosure shall be recorded in the minutes of An Bord.

(2) A member of An Bord who is related to a person who is a candidate for appointment by An Bord as an officer or servant of An Bord shall disclose to An Bord the fact of the relationship and the nature thereof and shall, if An Bord so decide, take no part in any deliberation or decision of An Bord relating to the appointment, and the disclosure and decision shall be recorded in the minutes of An Bord.

10.—A member of An Bord shall be paid, out of the funds at the disposal of An Bord, such allowances in respect of expenses as the Minister, with the approval of the Minister for Finance, may determine.

11.—A member of An Bord shall be disqualified from holding and shall cease to hold office as such member if he is adjudged bankrupt, or makes a composition or arrangement with creditors, or is sentenced by a court of competent jurisdiction to suffer imprisonment or penal servitude.

12.—(1) An Bord shall as soon as may be after its establishment provide itself with a seal.

(2) The seal of An Bord shall be authenticated by the signature of the chairman of An Bord or some other member thereof authorised by An Bord to act in that behalf and the signature of an officer of An Bord authorised by An Bord to act in that behalf.

(3) Judicial notice shall be taken of the seal of An Bord and every document purporting to be an instrument made by An Bord and to be sealed with the seal (purporting to be authenticated in accordance with this section) of An Bord shall be received in evidence and be deemed to be such instrument without further proof unless the contrary is shown.

13.—(1) An Bord shall hold such and so many meetings as may be necessary for the due fulfilment of its functions.

(2) The Minister shall fix the date, time and place of the first meeting of An Bord.

(3) The quorum for a meeting of An Bord shall be five.

(4) At a meeting of An Bord—

(a) The chairman of An Bord shall, if present, be chairman of the meeting;

(b) if and so long as the chairman of An Bord is not present or if the office of chairman is vacant, the members of An Bord who are present shall choose one of their number to be chairman of the meeting.

(5) Every question at a meeting of An Bord shall be determined by a majority of the votes of the members present and voting on the question and in the case of an equal division of votes, the chairman of the meeting shall have a second or casting vote.

(6) An Bord may act notwithstanding one or more vacancies among its members.

(7) Subject to the provisions of this Act, An Bord shall regulate, by standing orders or otherwise, the procedure and business of An Bord.

14.—(1) There may, subject to such conditions, if any, as the Minister thinks proper, be paid to An Bord in each financial year out of moneys provided by the Oireachtas a grant or grants of such amount or amounts as the Minister, with the consent of the Minister for Finance and after

consultation with An Bord in relation to its programme of expenditure for that year, may fix.

(2) An Bord shall submit to the Minister an estimate of its financial requirements for every financial year.

(3) Whenever and for so long as the College stands designated as an institution of higher education under the [Higher Education Authority Act, 1971](#), this section and [section 16](#) (2) of this Act shall cease to have effect.

15.—(1) An Bord shall keep, in such form as may be approved by the Minister, with the consent of the Minister for Finance, all proper and usual accounts of all moneys received or expended by it and, in particular, shall keep in such form as aforesaid all such special accounts and records as the Minister may from time to time determine.

(2) Accounts kept in pursuance of this section shall be submitted annually to the Comptroller and Auditor-General for audit and immediately after such audit a copy of the income and expenditure account and of the balance sheet and of such other, if any, of the accounts as the Minister, after consultation with the Minister for Finance, may direct and a copy of the Comptroller and Auditor-General's Report on the accounts shall be presented to the Minister who shall cause copies thereof to be laid before each House of the Oireachtas.

16.—(1) An Bord shall make a report to the Minister annually of its proceedings under this Act during the previous academic year of the College and the Minister shall cause a copy of the report to be laid before each House of the Oireachtas.

(2) An Bord shall supply the Minister with such information regarding the performance of its functions as the Minister may from time to time require.

17.—(1) There shall be a director of the College (who shall be known as the Director of an Coláiste Náisiúnta Ealaíne is Deartha and is in this Act referred to as the Director) and a registrar of the College (who shall be

known as the Registrar of an Coláiste Náisiúnta Ealaíne is Deartha and is in this Act referred to as the Registrar).

(2) The Director shall be the chief officer of An Bord and shall control and direct the staff and students of the College and the activities of the College subject to the authority of An Bord.

(3) The Registrar shall act as registrar and secretary of the College and shall keep the accounts of An Bord.

(4) The Director and the Registrar shall be appointed by An Bord and shall hold office subject to such terms and conditions (including conditions of remuneration) as may be determined by An Bord, with the approval of the Minister and with the consent of the Minister for Finance, when appointing them.

(5) Subject to subsection (6) of this section An Bord may appoint such other officers and servants as it shall from time to time think necessary for the due performance of its functions.

(6) The numbers, grades, qualifications, tenure of office and remuneration of the officers of An Bord shall be subject to the approval of the Minister with the consent of the Minister for Finance.

(7) An officer or servant of An Bord shall hold his office or employment on such terms and conditions as An Bord may from time to time, with the approval of the Minister and the consent of the Minister for Finance, determine.

(8) The procedure for the selection of persons for appointment as whole-time officers of An Bord shall be determined by An Bord with the approval of the Minister.

(9) An Bord may remove or suspend from office or employment any of its officers or servants.

18.—An Bord may perform any of its functions through or by any of its officers and servants duly authorised by An Bord in that behalf.

19.—(1) Where a person, who is either an officer or a servant in the employment of An Bord, becomes a member of either House of the Oireachtas—

(a) he shall during the period (in this section referred to as the secondment period) commencing upon his becoming entitled under the Standing Orders of that House to sit therein and ending either when he ceases to be a member of that House, or, if it should sooner happen, upon his resignation or retirement from such employment or upon the termination of such employment by An Bord, stand seconded from such employment;

(b) he shall not be paid by, or entitled to receive from, An Bord any remuneration in respect of the secondment period.

(2) A person who is for the time being entitled under the Standing Orders of either House of the Oireachtas to sit therein shall, while so entitled, be disqualified from becoming an officer or servant of An Bord.

20.—(1) As soon as may conveniently be after the establishment day An Bord shall prepare and submit to the Minister a contributory scheme or contributory schemes for the granting of pensions, gratuities and other allowances on retirement to or in respect of its wholetime officers and servants.

(2) Every such scheme shall fix the time and conditions of retirement for all persons to or in respect of whom pensions, gratuities or allowances on retirement are payable under the scheme, and different times and conditions may be fixed in respect of different classes of persons.

(3) An Bord may at any time prepare and submit to the Minister a scheme amending a scheme previously submitted and approved under this section.

(4) A scheme submitted to the Minister under this section shall, if approved of by the Minister with the concurrence of the Minister for Finance, be carried out by An Bord in accordance with its terms.

(5) If any dispute arises as to the claim of any person to, or the amount of, any pension, gratuity or allowance payable in pursuance of a scheme under this section, such dispute shall be submitted to the Minister, who shall refer it to the Minister for Finance, whose decision shall be final.

(6) Every scheme submitted and approved of under this section shall be laid before each House of the Oireachtas as soon as may be after it is approved of and if either House, within the next twenty-one days on which that House has sat after the scheme is laid before it, passes a resolution annulling the scheme, the scheme shall be annulled accordingly, but without prejudice to the validity of anything previously done thereunder.

21.—(1) An Bord may from time to time establish such and so many committees as it thinks proper to perform such (if any) of the functions of An Bord as, in the opinion of An Bord, may be better or more conveniently performed by a committee and are assigned to a committee by An Bord.

(2) An Bord may regulate the procedure of committees established under this section, but subject to any regulation, committees established under this section may regulate their own procedure.

(3) A committee of An Bord shall consist of such number of members appointed by An Bord as it thinks proper and the members shall consist of or include members of An Bord.

(4) The appointment of a person to act as a member of a committee established under this section shall be subject to such conditions (including conditions in relation to the term and tenure of office of the member) as An Bord may think fit to impose when making the appointment.

(5) A member of a committee established under this section may be removed from office at any time by An Bord.

(6) An Bord may at any time dissolve a committee established under this section.

(7) The acts of a committee established under this section shall be subject to confirmation by An Bord.

22.—An Bord may, with the approval of the Minister, by construction or acquisition (including acquisition under a lease or other letting or a licence), provide itself with and equip and maintain such buildings and other

premises as it considers necessary or desirable for the performance of its functions.

23.—(1) An Bord may accept gifts of works of art, money, materials, equipment, land or other property.

(2) An Bord shall not accept a gift if the conditions attached to its acceptance by the donor are inconsistent with the functions of An Bord.

(3) Any funds of An Bord, being a gift or the proceeds of a gift to it, may, subject to any terms or conditions of the gift, be invested by An Bord in any manner in which a trustee is empowered by law to invest trust funds.

24.—An Bord may accept an appointment to be a trustee of any educational endowment or charity established for purposes connected with the functions of An Bord if the duties of such office are not inconsistent with those functions.

25.—An Bord may, with the consent of the Minister, charge fees of such amounts as it may determine from time to time for admission to courses and lectures, and exhibitions and other functions conducted or arranged by, or held at or by, the College.

26.—(1) Every person who, immediately before the establishment day, was a permanent, whole-time member of the academic or other staff of the College shall, on the establishment day become and be a permanent, whole-time member of the academic or other staff of the College as the case may be, in the employment of An Bord on such terms and conditions as An Bord may from time to time determine, being terms and conditions that, in the opinion of the Minister, are not less favourable to the person than those that applied in relation to his employment with the College immediately before such day.

(2) Every person, other than a person referred to in subsection (1) of this section, who, immediately before the establishment day, was a member of the academic or other staff of the College and who either

(a) was appointed as such on the recommendation of the Civil Service Commissioners or

(b) was required to work for not less than 18 hours per week and had been a member of such academic or other staff for the five years immediately preceding such day,

shall become and be a member of the academic or other staff of the College, as the case may be, in the employment of An Bord on such terms and conditions as An Bord may from time to time determine, being terms and conditions that, in the opinion of the Minister, are not less favourable to the person than those that applied in relation to his employment with the College immediately before such day.

27.—(1) All property (real or personal), other than the buildings and premises at Kildare Street, Dublin, used by the College, and all rights held or enjoyed immediately before the establishment day by the Minister, in connection with the College, shall, on the establishment day, become and be transferred to An Bord and accordingly, without any further conveyance, transfer or assignment—

(a) the said property shall, on the establishment day, vest in An Bord,

(b) the said rights shall, as on and from the establishment day, be enjoyed by An Bord,

(c) the said liabilities shall, as on and from the establishment day, be the liabilities of An Bord.

(2) All moneys, stocks, shares and securities transferred to An Bord by this section which, on the establishment day, are standing in the books of any corporation or company in the name of the Minister shall, upon the request of An Bord, be transferred into its name.

(3) Every debt and other liability (including unliquidated liabilities arising from torts or breaches of contract) which, immediately before the establishment day is owing and unpaid or has been incurred and is undischarged by the Minister or the Commissioners and is so owing or has been incurred in relation to the College shall, on the establishment day, become and be the debt or liability of An Bord and shall be paid or discharged by and may be recovered from and enforced against An Bord accordingly.

28.—(1) Every contract which was entered into in relation to the College and is in force immediately before the establishment day between the Minister or the Commissioners and any person shall continue in force on and after the establishment day, but shall be construed and have effect as if An Bord were substituted therein for the Minister or the Commissioners (as the case may be), and every such contract shall be enforceable by or against An Bord accordingly.

(2) Where, immediately before the establishment day, any legal proceedings are pending to which the Minister is a party and the proceedings have reference to the College, the name of An Bord shall be substituted in the proceedings for that of the Minister, and the proceedings shall not abate by reason of such substitution.

29.—Stamp duty shall not be charged on any conveyance or other instrument executed for the purpose of vesting property or any interest in property in An Bord.

30.—The [Ministers and Secretaries Act, 1924](#), is hereby amended by the deletion in the Fourth Part of the Schedule of “The Metropolitan School of Art”.

31.—Any expenses incurred by the Minister in the administration of this Act shall, to such extent as may be sanctioned by the Minister for Finance, be paid out of moneys provided by the Oireachtas.

32.—This Act may be cited as the National College of Art and Design Act, 1971.