

MARINO INSTITUTE OF EDUCATION

Instrument of Governance

REVISED

June 2016

1. INTENTION OF THE TRUSTEES

- 1.1. The Christian Brothers have responded to the changing education needs of youth in Ireland for more than 150 years. This work has included developing new models of school, new processes and content in curriculum and new approaches in teaching and learning. Historically, based on the charisma of its founder, Edmund Rice, the Congregation has been conscious of the need for community education and has always sought to promote the harmonious growth of the whole person in faith, life and culture.
- 1.2. To achieve these aims, the Christian Brothers established an Educational Research, Resource and Training Centre at Marino in Dublin, staffed by suitably qualified personnel who seek to identify, initiate, and evaluate educational programmes and processes. Teacher training has been provided at Marino in Dublin since 1905 and Marino has been recognized as a teacher training college by the Department of Education since 1927. In 1976 an educational association with Trinity College Dublin was established resulting in the validation by the University of Dublin of Marino's initial primary teacher education programmes, the Bachelor of Education and Higher Diploma in Education (Primary Teaching). Since 1989 Marino has embraced wider education provision and has grown and developed as a centre for excellence in teaching, learning and research.
- 1.3. The Marino Institute of Education was established by Deed as a Charitable Trust on 24 October 1991. In 2006, the Christian Brothers Province determined to request Trinity College Dublin to join them in collaborative trusteeship of Marino Institute of Education. In 2011, the Board of Trinity College agreed to accept the invitation. The collaborative trusteeship of Marino Institute of Education represents a unique opportunity for a partnership approach in the future development of the Institute.
- 1.4. The Trustees of the Institute are two nominees of the European Province Leadership Team of the Christian Brothers, and two nominees of the Board of Trinity College Dublin.
- 1.5. The Trustees make available the campus of the Institute, including the grounds, buildings and facilities for the above mentioned and other related purposes. The facilities available to the Institute are as outlined in Schedule 2 and under the terms of the lease in place dated 26 November 2003. The Trustees will collaborate, where appropriate, with other agencies involved in the development of education.
- 1.6. In achieving its aims the Trustees intend that the Institute will be guided by the following principles:-
 - Be supportive of the Mission of Catholic education by assisting processes to articulate the ethos of Catholic education and by proposing models of education to implement it.
 - Be ecumenical and respectful of people of other faiths.
 - Provide a strong element of teacher education.
 - Provide education programmes to encourage and to empower the disadvantaged and the poor.
 - Build a community of learning which is person centred, respectful of individual differences and accessible to people who are disadvantaged.
 - Assist parents to fulfil the responsibilities of their role as educators
 - Respect all truth seekers and defend their right to pursue new knowledge wherever it may lead.
- 1.7. From its inception, Marino Institute of Education has been a body established under trust. Schedule I outlines the process by which this was established. Within this structure, the

Trustees establish an Instrument of Governance and appoint a Governing Body to discharge the authority of the Trustees within the Institute.

- 1.8. If any question arises relating to the governance and conduct of the Institute not specifically provided for in this Instrument, such questions shall be decided by the Trustees, and the Trustees shall have power at all times to revise, alter or amend this Instrument in any particular.

What follows in the Instrument of Governance is applicable with effect from June 2016.

2. THE GOVERNING BODY

- 2.1. The Governing Body of Marino Institute of Education shall consist of not more than eighteen persons appointed by the Trustees. The Trustees shall take account of the mix of skills and competencies which are appropriate for the overall membership of the Governing Body.
 - (a) Ex officio: Two nominees of the European Province Leadership Team of the Christian Brothers;
The current President of the Institute (but not her successors).
 - (b) Ex officio: By agreement with the Provost of Trinity College Dublin and for the duration of the association of Marino Institute of Education with the University of Dublin:
Two representatives of Trinity College, appointed by the Board of the College.
 - (c) By nomination of the Trustees: Eight members
 - (d) Following election, three members of the staff of the Institute.
Two of these staff members shall be elected from an electorate comprising the academic staff of the Institute. One of these staff members shall be elected from an electorate comprising the support staff of the Institute.
 - (e) One student elected from among the Students' Union [who shall normally be an Officer of the Union].
 - (f) By co-option of the Governing Body if it shall so decide: Two members.

There shall be a quorum when fifty per cent plus one of the members of whom one shall be the Chairperson or Deputy Chairperson of the Governing Body, are present at the meeting.

- 2.2. Subject to 2.1 (a) above, the President and the Chief Finance Officer shall attend meetings of the Governing Body.
- 2.3. The Chairperson and the Deputy Chairperson of the Governing Body shall be appointed by the Trustees.

There shall be a Secretary to the Governing Body and the Secretary shall attend all meetings. The Secretary shall be appointed by the Governing Body on nomination of the Chair. The Secretary shall have appropriate competencies and experience, and may be appointed from among the staff of the Institute or from outside the Institute. If, for any reason, the Secretary cannot attend a meeting of the Governing Body the Chair will nominate to the Governing Body an Acting Secretary.

- 2.4. The Governing Body shall set the strategic direction, and govern and control all the affairs of the Institute in accordance with the Intention of the Trustees, expressed in the seven principles set out in paragraph 1.6 above.
- 2.5. There shall be a Standing Committee of the Governing Body, the composition of which shall be the Chairperson, the President of the Institute, one member of the Governing Body who is a member of the academic staff of the Institute, and two other members of the Governing Body to be appointed by the Body.

This Committee acts on behalf of the Governing Body. It is empowered to make practical decisions on Institute business, within the parameters determined by the Governing Body. Meetings of this Committee shall be convened at the request of the Chair of the Governing Body. The Standing Committee shall submit to the Governing Body the minutes of all meetings held in the intervals between meetings of the Governing Body.

- 2.6. The Chairperson of the Governing Body shall be Chairperson of the Standing Committee, three members of which shall constitute a quorum. In the absence of the Chairperson those present shall elect one of their members to chair the meeting of the Standing Committee.
- 2.7. The Governing Body shall establish a Finance Committee, an Audit Committee and define terms of reference and membership, which may include individuals outside of the Governing Body, for these. The Governing Body may also establish other committees on the same basis.
- 2.8. The Governing Body shall establish an Academic Council.
- 2.9. The members of the Governing Body, other than ex officio members, shall hold office for a period of three years from a date to be decided by the Trustees.

Any person who by virtue of holding an office is a member of the Governing Body shall retire from membership on ceasing to hold office.

In the case of a casual vacancy the successor shall be appointed in like manner to his/her predecessor, and shall hold office for the remainder of the predecessor's term.

Outgoing members shall be eligible for reappointment for a further three years, and thereafter shall only be eligible for reappointment after a further three years have elapsed.

- 2.10. The Governing Body shall meet at least three times in the course of each academic year.
- 2.11. Decisions of the Governing Body shall normally be by consensus. However, where this is not possible a simple majority of votes shall decide and in the case of equality of votes the presiding Chairperson shall have a second or casting vote.
- 2.12. The Secretary shall keep the minutes of the meetings of the Governing Body and of the Standing Committee and shall arrange for meetings at the direction of the Chairperson.

The Secretary shall draw up an annual schedule of meetings to be agreed before the beginning of each year and shall draw up the agenda in consultation with the Chairperson. In the case of changes to that schedule, the Secretary will normally give members not less than seven days' notice of forthcoming meetings. Documents shall normally be circulated 5 working days in advance and may be circulated electronically, if members of the Governing Body agree.

- 2.13. A special meeting of the Governing Body shall be held if (a) the Chairperson in his/her discretion directs the Secretary to summon such a meeting or if (b) the Secretary receives a

requisition signed by not less than six of the members of the Governing Body stating the business to be transacted. Not less than three working days' clear notice of such special meeting, stating the business to be transacted thereat, shall be given to every member of the Governing Body; and no business other than that specified in the notice shall be dealt with at such special meeting.

- 2.14. The Governing Body shall receive from the Standing Committee, the Finance Committee, the Academic Committee, the Audit Committee and any other committees set up by the Governing Body, minutes of all meetings of these bodies held in the interval since the last meeting of the Governing Body.
- 2.15. The Governing Body and all Committees, sub-Committees and Working Groups established by it shall operate in accordance with the ethos of the Institute, with best practice and principles of governance in place from time to time and in accordance with legislation in force from time to time.
- 2.16. In the interests of best governance practice, it is important that issues of potential, perceived or actual conflict of interest are addressed in the work of the Governing Body, its committees and the Academic Council. In that regard, all members of those bodies will carefully consider those issues in accordance with the general principles set down in Schedule 3. In addition, the Governing Body may set down more detailed procedures to deal with such issues in accordance with the general principles in Schedule 3.

3. ACADEMIC COUNCIL

- 3.1. The Academic Council has overall responsibility for assuring the quality of academic programmes delivered by the Institute. To fulfil this mandate it shall ensure that programmes and courses are regularly monitored and evaluated. Directors of course programmes shall provide an annual report according to the guidelines prepared by the Governing Body. The Academic Council shall also oversee and consider the outcome of any academic reviews undertaken.
- 3.2. The composition and terms of reference shall be decided by the Governing Body and shall address how vacancies arising are to be filled.
- 3.3. The establishing of academic relationships with other institutions for the purpose of delivering, managing and accrediting programmes is the prerogative of the Governing Body on the recommendation of the Academic Council. Where appropriate the Governing Body shall taking account of paragraph 7.8 below, ensure that such relationships are enshrined in a legal form and that the respective responsibilities of the parties are clearly delineated.
- 3.4. The Academic Council shall meet at least three times in each academic year.

4. THE PRESIDENT

- 4.1. The Governing Body shall appoint a President of the Institute who shall be its Chief Officer. Terms and conditions approved from time to time by the Governing Body after appropriate consultation with relevant external stakeholders shall apply. In making the recruitment procedures for the appointment, the Governing Body shall have regard to best practice in recruitment for such posts with a view to attracting the best candidates for the position. Those procedures shall include open advertising of the post, and such interview and other assessment procedures to be implemented by the selection committee. The selection

committee, having regard to gender balance, shall include the Chair and at least one Governing Body member, and at least one international expert from outside the Institute. The selection committee shall conduct its business in a confidential manner and shall make a recommendation for appointment to the Governing Body.

- 4.2. The President shall be responsible for administering the Institute in accordance with the Intention of the Trustees, the policy of the Governing Body and generally acknowledged good practice.
- 4.3. The President may establish a management team to assist in overseeing the overall integration and coherent management of MIE which shall be responsible to the President in this regard.

5. DEPARTMENTS

- 5.1. The Governing Body shall establish such and as many academic and support Departments as it deems necessary to carry out the functions of the Institute.

Heads of such Departments shall be appointed on terms and conditions set out by the Governing Body.

6. APPOINTMENTS

- 6.1. The Governing Body shall offer employment to such and as many staff as it considers appropriate and in accordance with guidelines in place from time to time. Terms of appointment shall be set by the Governing Body.
- 6.2. Appointments to all posts shall be in accordance with best practice in this regard.
- 6.3. Any expenditure incurred in relation to the departure of an employee from the employment of the Governing Body shall be a matter for the Governing Body. The Trustees shall be informed in this regard and their approval sought in accordance with paragraph 7.8, if necessary.

7. VARIA

- 7.1. The Governing Body may set up sub-committees with a view to facilitating the work of government of the Institute in accordance with this Instrument. The Chair of the Governing Body shall be an ex-officio member of all Committees of the Governing Body, unless otherwise agreed by the Governing Body.
- 7.2. The Governing Body shall establish an Internal Dispute Resolution process.
- 7.3. The Governing Body may, subject to this Instrument, from time to time make such rules for the government of the Institute and for the ordering of its own business as it thinks fit.
- 7.4. Due confidentiality shall be exercised in respect of all proceedings, papers, reports, memoranda or other documents (or copies thereof) prepared for or issuing from the Governing Body or any subcommittee thereof, or any body set up by the Governing Body for the government of the Institute.
- 7.5. The Governing Body may make recommendations as it deems appropriate to the Trustees for

funding Institute projects and undertakings, having due regard to the objects of the Trust and criteria and procedures set down by the Trustees of the Trust.

- 7.6. It is the duty of the Trustees to ensure at all times that the Governing Body, in carrying out the functions assigned to it by this Instrument, act in accordance with the Intention of the Trustees and the Deed of Trust of the Institute and applicable legal or statutory requirements.
- 7.7. In the case of any proposed major undertakings by the Institute in the grounds, buildings and facilities required by the work of the Institute, the Governing Body must in the first instance make recommendations to the Trustees. The Governing Body shall not embark on programmes of capital development exceeding €100,000 in value for the Institute without the prior approval of the Trustees.
- 7.8. The Governing Body shall not enter into any arrangements (other than routine arrangements necessary for the normal operation of the Institute) relating to use of property, the borrowing of money or legal agreements without informing the Trustees and where appropriate, obtaining their agreement, in writing.
- 7.9. The Trustees shall indemnify the Governing Body and each member thereof against any claim for capital debts or expenditure properly incurred, and provided always the terms of this Instrument have been complied with by the Governing Body.
- 7.10. The Trustees, or representatives thereof shall, not less once a year, meet the Chair of the Governing Body and any other Board members or staff considered appropriate by the Chair to consider matters of mutual interest. A meeting may, at any time, be required by either the Chair of the Trustees or the Chair of the Governing Body.
- 7.11. Subject to due notice being served on the members of the Governing Body the Trustees may at any time assume direct government of the Institute.

SCHEDULES

1. Trust Arrangements - Marino Institute of Education
2. Property Schedule
3. Conflict of Interest

SCHEDULE I: Trust Arrangements - Marino Institute of Education

1. The Marino Institute of Education (MIE) was established by Deed dated 24 October 1991 as a Charitable Trust.
2. This was subsequently amended by a First Deed of Amendment dated 26 November 2003.
3. The latest Deed of Amendment of July 2011 provides for the appointment to the Trust of two nominees of the Provost, Fellows, Foundation Scholars and other members of the Board of the College of the Holy and Undivided Trinity of Queen Elizabeth, near Dublin (also known as Trinity College Dublin). These nominees, together with two nominees of the European Province Leadership Team of the Irish Christian Brothers, constitute the Trustees for the time being of the MIE (paragraphs 1.3 and 1.4 of the Instrument of Governance).
4. This new Trusteeship arrangements have been noted as acceptable to the Department of Education and Skills.

SCHEDULE 2: Property Schedule

The following properties (delineated in the attached map) constitute the buildings included within the Marino Institute of Education:

1. **Student Accommodation:**

This comprises residential accommodation and related ancillary facilities for some 300 students of MIE and other appropriate third level students.

This development was undertaken in the context of Section 50 of the Finance Act 2003. Ownership will revert to the Congregation of Christian Brothers in 2031.

2. **The Rice-Nagle Hall**, completed in 2006, comprises a substantial gymnasium, restaurant and lecture hall facilities with fourth-generation IT facilities throughout.

3. **St Mary's**, one of the two historic buildings fully renovated and restored on the formal establishment of MIE in 1991. The building houses Lecture and Conference Rooms, Staff Rooms, Study Rooms and full support services.

4. **St Patrick's**, the second historic building renovated in the 1990's, contains a Library, a Reading Room, Lecture Rooms, a Music Room and Offices which are let commercially to a number of organisations, the majority of which are of an educational / social / governmental background. Licences are of short duration and do not confer any long-term property rights to the leaseholders.

5. **Playing Fields**, primarily intended for use of students of MIE, but which are also utilised by local first and second levels schools under annual licence.

6. **St Joseph's**, A residential building, currently occupied by the Christian Brothers for their use for as long as they so require, after which the use of the property reverts to the Marino Institute of Education.

SCHEDULE 3: Conflict of Interest

These provisions are in addition to those contained in the Ethics in Public Office Acts, which apply to the Institute. Governing Body members shall comply with the provisions of the Ethics in Public Office Acts, 1995 and the Standards in Public Office Act, 2001 as these are applied to the Governing Body. The necessary Statement of Interest shall be returned annually to the Secretary and to the Commission on Standards in Public Office by the due date.

A Governing Body member (which expression in this Schedule shall include individuals in attendance at Governing Body meetings) shall be considered to have a real conflict of interest when he/she holds a personal interest, whether direct or indirect, of which he/she is aware and which in the opinion of a reasonably informed and well-advised person, is sufficient to put into question the independence, impartiality and objectiveness that the said Governing Body member is obliged to exercise in the performance of his/her duties.

A Governing Body member shall be aware that he/she may have a perceived conflict of interest when he/she appears to have, in the opinion of a reasonably informed and well-advised person, a personal interest, whether direct or indirect, that is sufficient to put into question the independence, impartiality and objectiveness that the said Governing Body member is obliged to exercise in the performance of his/her duties.

Governing Body members shall:

- (a) make a full disclosure in writing to the Secretary of all potential conflicts of interest, as soon as he/she becomes aware of it, having due regard to perceived conflicts;
- (b) not use his/her position as a Governing Body member for personal profit, gain or advantage;
- (c) not accept a gift, fee or favour, reward, gratuity or remuneration of any kind if it could be seen by the public, knowing the full facts, as intended, or likely to cause, a Governing Body member to act in a particular way or deviate from the performance of his/her duty;
- (d) not assist any person or any organisation in its dealings with the Institute when such intervention may result in real or apparent preferential treatment to the person or organisation by the Institute;
- (e) not use, directly or indirectly, any facilities or services of the Institute, nor allow them to be used, for purposes other than expressly approved by the Institute;
- (f) in the course of a Governing Body meeting resolve a conflict of interest in the best interests of the Institute by declaring his/her interests and leaving the room, thereby taking no part in the relevant discussion, decision or action. In circumstances where a Governing Body member is unsure as to whether or not a conflict of interest exists or is material, he/she should discuss the matter with the Secretary prior to the meeting. If in doubt he/she should declare and offer to withdraw.
- (g) At the beginning of each Governing Body meeting, there will be a standing agenda item called "Statements of Interest" where the Chair of the meeting will call on Governing Body members to declare any real or perceived conflicts of interest in relation to any Governing Body member or person in attendance at Governing Body meetings. In the event of any such statement of interest being made, the Chair of the meeting will ask the Secretary to make a recommendation to the meeting as to how the issue should be dealt with. The Governing Body will decide on the appropriate course of action in accordance with the Ethics in Public Office Acts, this procedure and any other standing orders or procedures put in place by the

Governing Body. The Governing Body will decide on whether the Governing Body member making the statement of interest will remain present for the discussion of the statement of interest and for the discussion on the relevant agenda item. Any such decision shall be recorded in the minutes of the Governing Body.

In accordance with good governance practice, Governing Body members shall:

- (a) on ceasing to be a Governing Body member, not make use of any information obtained in their capacity as a Governing Body member that is not generally available to the public, in order to derive therefrom a benefit or advantage for themselves or that of any family member;
- (b) for a period of two years after ceasing to be a Governing Body member, not give advice nor act in the name of, or on behalf of, a third party in negotiations with, or in regard to, contracts with the Institute.