



Terms of Reference – Risk, Compliance and Governance Committee

Background

The following Terms of Reference, being proposed for adoption by the Board of the DCU Educational Trust Company (the Board) on 7 June 2018, are intended as a foundation for the newly formed Risk, Compliance and Governance Committee. It is anticipated that they will evolve throughout 2018 and updated Terms of Reference will be approved by the Board in 2019. Any element of the proposed Terms of Reference can be amended by approval of the Board.

1. Responsibilities

The following are the scope of responsibilities relating to the Risk, Compliance and Governance Committee:

1.1 Scope of work relating to Corporate Governance

1.1.1 Provide oversight to the implementation of The Governance Code Community, Voluntary and Charity Organisations in Ireland in line with the declaration made by Board on 27 September 2017.

1.2 Scope of work relating to Risk Management

1.2.1 Assist the CEO in the development of a risk policy.

1.2.2 Conduct a review of the interim risk register and support the executive management team to build the quality of the risk register.

1.2.3 Risk, Compliance and Governance Committee will undertake an annual review of the risk register.

1.2.4 Oversee the implementation and maintenance of the Risk Management system as outlined in the Risk Policy and ensuring that the Risk Policy is reviewed annually

1.2.5 Ensure an up to date Risk Register is maintained by the designated Risk Officer within DCUET and to periodically review the top ranked risks in detail to ensure they have been appropriately assessed and evaluated

1.2.6 In the implementation of DCUET's risk policy, to continuously monitor the external environment for any changes this may materially affect the Risk Appetite of DCUET.

1.2.7 Review and consider action plans for risks which are of significant importance to the organisation, e.g. GDPR.

1.2.8 Such further responsibilities as may be assigned or approved by the Board

1.3 Scope of work relating to Ethics

1.3.1 DCUET has established a policy on Ethics. Some of the aspects of this policy relate to the activities of the Trust, particularly in relation to gifts. There is a role for the Board in defining the ethics policy for the Trust which derives from the ethics policy of the University. This may come under the remit of the Committee. There will also be an on-going oversight role which may come under the remit of the Committee.

1.4 Scope of work relating to Compliance

1.4.1 Ensure compliance with all legislation relevant to DCUET not specifically noted below.

1.4.2 Ensure sufficient processes are in place to confirm DCUET meets its obligations regarding filings with the Revenue Commissioners.

1.4.3 Ensure sufficient processes are in place to confirm DCUET meets its obligations regarding Data Protection.

1.4.4 Ensure sufficient processes are in place to confirm DCUET meets its obligations regarding The Governance Code.

1.4.5 Ensure sufficient processes are in place to confirm DCUET meets its obligations regarding The Charities Regulator.

1.4.5 Ensure sufficient processes are in place to confirm DCUET meets its obligations regarding Companies Registration Office.

1.4.6 Ensure sufficient processes are in place to confirm DCUET meets its obligations regarding lands at St. Claire's.

1.4.7 Ensure sufficient processes are in place to confirm DCUET meets its obligations regarding banking regulations (given it takes Direct Debits).

1.4.8 Ensure sufficient processes are in place to confirm DCUET meets its obligations regarding Health and Safety.

2. Information Requirements

2.1 To be decided upon by Chairperson of the Risk, Compliance and Governance Committee

3. Authority

3.1 The Risk, Compliance and Governance Committee is authorised by the Board of DCU Educational Trust Company, in consultation with the Chairperson of the DCUET board, to review and if necessary, investigate any activity within its areas of responsibility. It is authorised to seek any information it requires from any employee or advisor, and all employees and advisors are directed to co-operate with any request made by the Committee. The Risk, Compliance and Governance Committee is authorised by the Board of DCU Educational Trust Company to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary in order to carry out its responsibilities at the reasonable expense of DCU Educational Trust and subject to budgets agreed by the Board.

3.2 The role of the committee is to advise the directors of DCUET Company. The Committee will report to the Board at each Board meeting and the Chairman of the Committee will report progress to the Board on a regular basis as may be required. Minutes of meetings will be available to the Board, provided no conflict of interest arises.

4. Membership

4.1 The Chairperson and members of the Risk, Compliance and Governance Committee shall be appointed by the Board. The membership of the Committee shall consist of a Chairperson and no less than two (2) other members.

4.2 At least one member of the Committee shall be a Director of DCU Educational Trust Company. This is to ensure there is a clear reporting line to the DCUET Directors.

4.3 The Chairperson and the Committee members shall be appointed for a period of three years, and, unless decided otherwise by the Board, shall be eligible for reappointment for one further term of three years or part thereof, subject to ongoing DCU Educational Trust Company membership where relevant. The Board may decide to reappoint Committee

members for a second additional term or part thereof where necessary to ensure appropriate succession planning and that the Committee members have the necessary range of skill sets.

5. Meetings

5.1 The Risk, Compliance and Governance Committee shall be convened by the Chairperson as is required to carry out its business. Notwithstanding this, the Risk, Compliance and Governance Committee shall meet at least 2 times per year at a minimum, unless otherwise approved or requested by the Board. Where the Chairperson is unavailable to attend or participate, he/she may appoint a member of the Committee to act as Chairperson in his/her absence.

5.2 A Quorum shall be two members present at the meeting. Members may attend in person or by electronic means, including by teleconference or by videoconference. Any matter on which a vote of the Committee is required shall be determined by a majority of the votes of the Committee Members present and voting on the matter, and, in the case of an equal division of votes, the Chairperson shall have a second and casting vote. Members may take decisions by email.