



## **RISK AND COMPLIANCE COMMITTEE**

### **TERMS OF REFERENCE**

#### **The 2010 Consolidated Statutes of Trinity College Dublin and the University of Dublin, Chapter on Governance, Schedule 2 (14):**

##### **14. Risk and Compliance Committee**

(1) There shall be a Risk and Compliance Committee, which shall be a Principal Committee of Board, operating under delegated authority from Board pursuant to section 3(5)(a) of the Chapter and the Principles of Delegation shall apply.

(2) The Risk and Compliance Committee shall be responsible for advising Board on all matters of policy and oversight (in accordance with its terms of reference as approved by Board) matters relating to risk in College, and for oversight of compliance matters in College including in relation to Safety, Remuneration, and the Irish language.

### **1. Objectives**

1.1 The Risk and Compliance Committee is a Principal Committee of Board with responsibility for:

- Oversight of all matters relating to risk which could affect the University's ability to achieve strategic objectives or compromise its mission and core values;
- oversight of compliance matters in the University including in relation to Safety, Remuneration, Data Protection, the Irish Language; and regulatory compliance matters;
- to provide timely advice to Board on areas within its remit;
- oversight of the maintenance of a supportive culture in relation to the management of risk and compliance throughout the University;
- oversight of the effectiveness of the internal control framework designed to effect relevant policies, procedures and practices related to all the risk and compliance functions in a compliant manner. Internal controls relating to financial matters will fall under the remit of the Audit Committee.

### **2. Membership of the Committee**

2.1 The Committee shall comprise no less than 14 members as follows:

- a. A Chairperson
- b. If the Chairperson is not a member of Board, then a member of Board shall be appointed as an ordinary member
- c. The College Secretary (who shall be secretary to the committee)
- d. The College Solicitor
- e. The Head of Safety
- f. The Chair of Coiste na Gaeilge

- g. The Chief Operating Officer or their nominee
- h. The Chief Risk Officer
- i. A Faculty Dean or their nominee
- j. The Academic Secretary
- k. One undergraduate and one postgraduate student
- l. No fewer than one and no more than two external members
- m. Three members of University staff of whom at least one shall be an academic member and at least one a member of the Professional, Technical, Administrative and Support Staff.

2.2 Every reasonable effort will be made to ensure that no more than 60% of the Committee will be of any one gender, and the gender balance of the Committee will be monitored annually.

2.3 The Chairperson of the Committee shall be appointed by Board and will normally be a Board Member. In the absence of the Chairperson, members present at the meeting will nominate a Chairperson by simple majority. The Chairperson, with the support of the Committee Secretary, will be responsible for:

- providing assurance to Board that robust, evidence-based decision-making has been undertaken by the Committee;
- overseeing reporting to Board;
- ensuring Committee members receive agendas and papers in a timely fashion;
- maintaining attendance records including members' appointment and termination/renewal dates;
- communicating decisions of the Committee onwards as appropriate;
- ensuring absent Committee members are adequately briefed.

2.4 In appointing members, consideration shall be given to the skills, competencies and independence of members and their relevant risk and compliance management experience, taking account of the full range of the Committee's activities. The Chairperson, with the support of the Committee Secretary, will ensure all members are aware of the responsibilities of their role including a full understanding of the Terms of Reference and any working procedures of the Committee. The role requirements will be clearly communicated to potential members at the outset including time commitments and an indication of frequency of meetings.

2.5 Membership of the Committee shall be reviewed annually by the Chairperson in consultation with the Registrar and changes as required shall be recommended to the Board at that time. A member may resign by letter addressed to the Board. The Board shall reserve the right to remove any member from the Committee at any time.

2.6 A member of the Committee who is absent for three (3) consecutive meetings may be requested to resign membership unless due to illness, protected leave, or if the absence is approved by the Chair.

2.7 Membership of the Committee shall normally be for an initial term of three (3) years, with the possibility of an extension of a further three (3) years. The general aim is to change the

membership from time to time to ensure an appropriate balance between continuity and fresh perspectives.

- 2.8 The College Secretary shall act as secretary to the Committee and be responsible for the preparation and distribution of the agenda, papers, minutes and reports following consultation with the Chairperson of the Committee. Agenda and papers will normally be circulated one week in advance of each meeting.

### **3. Meetings and Quorum**

- 3.1 The Committee shall meet on at least five (5) occasions per annum. Other meetings as required shall be convened by the Chairperson. Committee meetings shall be scheduled approximately three (3) weeks prior to the next Board meeting. The Chairperson may convene additional meetings as they deem necessary. Joint formal meetings with other Principal Committees of Board may be convened as business requires.
- 3.2 The quorum for meetings shall be 50% of the membership plus one. At least one external and one internal member is required for the quorum to be satisfied, save where the committee, following a proposal by the Chairperson agrees that a particular meeting may go ahead without an external member being present.
- 3.3 The Committee may also invite any other person to attend meeting(s) of the Committee, as it may from time to time consider desirable, to assist the Committee in the attainment of its objectives.
- 3.4 The meeting agendas for all Committee meetings shall include an item requiring members to declare any potential conflict of interest with items on the agenda. Where deemed appropriate by the Chairperson, the relevant member should leave the room for the duration of the discussion and/or not take part in any decisions or discussions relating to the matter. Any such conflict should be noted in the minutes of the meeting.
- 3.5 Each question at a meeting of the Committee shall be determined by consensus, but where in the opinion of the Chair, consensus is not possible, the question shall be decided by a simple majority of the members present voting on the question and, in the case of an equal division of votes, the Chair shall have a second and casting vote. All votes taken shall be referred to the Board for noting via the minutes.
- 3.6 If approved by the Chairperson, decisions between meetings may be made by written or email resolution following circulation of documents, and shall be minuted.
- 3.7 The Committee may from time to time establish advisory groups from the user communities or may arrange for subgroups to consider specialist issues and bring forward recommendations to the Committee.
- 3.8 The draft minutes of the Committee, together with a high-level executive summary, shall be circulated to the Board as soon as possible for noting and/or discussion as necessary. Items, if any, of concern to Board will be noted in the minutes. The Chairperson or Board

Representative of the Committee shall be available to report orally to the Board on key aspects of the proceedings of the Committee as required.

- 3.9 There may be occasions when the Committee's business is designated reserved (confidential and/or commercially sensitive). On such occasions, with the approval of the Chairperson, any person in attendance may be asked to withdraw from the meeting during consideration of a reserved item of business. The record of matters with which the Chairperson and the Committee are satisfied should be dealt with on a reserved basis and will be recorded separately.

#### **4. Duties**

- 4.1 Agree a Programme of Work and reporting dashboard on an annual basis and submit this to Board. The Secretary's Office will set a deadline for this to enable the Board to create its annual work programme.
- 4.2 Assist Board in the formulation, co-ordination and oversight of a Policy Management Framework applicable to the University and review on a regular basis in order to make recommendations of changes to Board on the basis of relevance and efficacy. This shall include the Risk Management Framework of the University.
- 4.3 Advise Board of legislative and regulatory compliance requirements applicable to the University, its subsidiaries and campus companies, and oversee and monitor the management of plans and actions to ensure these requirements are met. This shall include the University's compliance with the HEA/IUA code of governance and the Trinity College Dublin Code of Governance.
- 4.4 Assist Board in establishing, reviewing and disestablishing its committees and sub-committees including changes to memberships and Terms of References, making recommendations to Board as the Committee sees fit.
- 4.5 Review on an annual basis the University's Risk Management Framework, Risk Management Policy, overall risk appetite levels and tolerances, and Business Continuity arrangements.
- 4.6 For the purpose of obtaining information and knowledge for the work of the Risk and Compliance Committee, review relevant information as agreed with the Audit Committee (and other Principal Committees), and the findings of any third-party reports on the governance of the University or regulatory examinations.
- 4.7 There will be open communication between the Risk and Compliance Committee and the Audit Committee, to be managed by the Chairpersons of both Committees. Both Committees will review the Annual Risk Management Plan and the Risk and Compliance Committee will recommend to the Audit Committee areas of policy, compliance or risk to be reviewed each year, if any.

4.8 In the event of receiving a protected disclosure, the Committee through the Chairperson will refer the protected disclosure in line with the University's policy on protected disclosures.

4.9 Monitor trends in national, European, and international policies and developments in relation to risk or compliance matters and advise Board accordingly.

4.10 Review strategies, policies, large-scale projects and initiatives of the University from risk and compliance perspectives, and where necessary make recommendations to promote good practice in these areas.

4.11 Implement as part of the programme of work of the Committee regular updates to be received from sub-committees including the Safety, Remuneration, and Irish Language sub-committees of the Committee, and from the Data Retention Group and Risk Management Group of the University.

4.12 Report at least annually to Board on its activities. The report will include:

- an executive summary outlining significant decisions made and issues dealt with on behalf of Board;
- confirmation that an annual review of the Committee's Terms of Reference and those of its sub-committees has been carried out, including a summary of any changes to be adopted;
- confirmation that all functions outlined in the Committee's Terms of Reference have been carried out;
- the Committee's opinion on the governance, effectiveness, quality and adequacy of the University's Policy Management Framework and Risk Management Framework;
- recommendations of the Committee regarding establishing or disestablishing committees and sub-committees of Board;
- the Committee's assessment on its own performance and operations, including a summary of the performance and operations of its sub-committees.

## **5. Authority**

5.1 The Committee shall operate under delegated authority from the Board, which is ultimately responsible for all matters relating to Risk and Compliance matters. Board may expressly:

- a) Delegate to the Committee such functions as it thinks fit (the Principles of Delegation shall apply);
- b) Grant to the Committee the authority to exercise such functions on its behalf as it thinks fit (the Principles of Agency shall apply);
- c) Entrust to the Committee such other functions as it thinks fit and the Committee may take such decisions as are necessary to exercise such authority, functions and duties.

In particular, the Committee shall:

- consider, review or investigate any activities within its Terms of Reference, calling on whatever resources and information it considers necessary to do so;

- approve the University's Annual Governance Statement and submit it to the Board for consideration and final approval;
- approve the University's Risk Appetite Statement annually and submit it to the Board for consideration and final approval;
- review agreements, Memoranda of Understanding, Directors Reports for Associated Companies, and similar items linked to external parties for recommendation and final approval or sealings by the Board;
- review changes to Officer titles, Heads of Schools and Acting Heads, panels, and similar internal business for recommendation and final approval by the Board;
- review annual Risk Management plans, University-level risk registers, and review reports of significant risk incidents;
- review reports of significant compliance or policy breaches;
- obtain outside legal or other independent professional advice or expertise if it considers this necessary, at the reasonable expense of the University and subject to budgets agreed by Board.

5.2 The remits of the Board Principal committees (Audit, Finance, Risk and Compliance, Environment and Sustainability, People and Culture, Critical Infrastructure) are intended to operate as an integrated matrix, providing a comprehensive governance framework for the Board. Through alignment of the relevant Terms of Reference and Work Programmes for each of the Committees, gaps or unnecessary duplication will be avoided in their collective function.

Where there is a perceived overlap of responsibilities between the Committee and any other Committee of the Council, the respective Committee Chairs shall have the discretion to agree the most appropriate Committee to fulfil any obligation.

5.3 The Committee is authorised to seek any information it requires from any employee of the University, its subsidiaries or campus companies, to enable it to discharge its responsibilities and shall have made available to it on a timely basis all information requested from any employee in a clear, concise and well-organised manner.

5.4 The Committee shall act as a channel of communication between the Board and management, and shall report to the Board with its recommendations where it considers action or improvement is needed in any area under its remit.

5.5 The Committee shall carry out such other functions and take such other decisions as may be delegated to it from time to time by the Board.

5.6 The Committee, through the Chair or representative Board member, will bring to Board's attention those matters which it believes necessary for the Board to consider or deliberate upon directly.

5.7 In addition to these Terms of Reference, the Committee may also draw up its own working procedures.

## **6. Performance Evaluation**

- 6.1 The Committee shall, at least once a year, review its own performance and its terms of reference and shall report its conclusions and recommend any changes it considers necessary to the Board. The attendance record of Committee members shall be considered as part of the self-evaluation process and shall inform the annual review of the membership of the Committee by the Chairperson and the Registrar as outlined under Section 2.5 above.

**Approved by Board: 9 October 2024**