



Code of Governance Manual

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1 Introduction

The Royal Irish Academy of Music (Academy/RIAM) has functions and responsibilities as detailed in its Constitution (Appendix Q). This Code of Governance sets out a best practice framework within which the Academy wishes to operate. It includes standards of conduct and probity that the Board members, staff members and anybody contracted by the Academy are required to observe. Members of the Board, the staff or anybody contracted by the Academy subscribe to an identified Code of Business Conduct. This Code of Governance complies with the Code of Practice for the Governance of State Bodies (August 2016).

The key functions of the Academy are as follows:

- To provide a comprehensive musical education service from pre-instrumental to post graduate level.
- To transmit and maintain the highest standards of performance and appreciation in all musical disciplines.
- To conduct a nationwide examination system which offers examinations in classical music and speech and drama to approximately 40,000 students annually.
- To play an active role in the community by presenting a number of outreach programmes.

Guiding Principles of the Academy

The Academy shall observe the highest standards of probity in relation to the stewardship of public funds and the exercise of its functions; maximise the value for money, through ensuring that duties are delivered in the most economical and effective way, within available resources; demonstrate adherence to the Academy's core functions in accordance with the Constitution. The Academy shall be accountable to the Board, the body public and its stakeholders, including the Department of Education and Skills, for its activities, its stewardship of public funds and the extent to which key performance targets and objectives have been met.

2 Role of the Board

Under the Constitution, the Board of Governors is the governing body of the Academy with the power to perform the functions of the Academy. The Director is responsible to the Board for the implementation of the Board's policies. The Director in turn delegates or sub delegates functions to the Secretary/other staff members.

2.1 Role of the Board

The Board Members (including the Chairperson) shall have collective responsibility to:

- Establish the strategic direction of the Academy, within the framework laid down by the Constitution and the resources allocated to it.
- Direct, support and evaluate the Director.
- Ensure that the Academy complies with all statutory and administrative requirements for the use of public funds.
- Fully engage in impartial and balanced consideration of all issues.
- Assure the Academy's system of internal financial control, operations compliance and risk management
- Contribute to any committee of the Board.
- Share corporate responsibility for all Board decisions.
- Be objective in their work on behalf of the Academy.
- Ensure full compliance with this Code of Governance including Code of Conduct/Requirements.
- Treat papers marked for non-disclosure as confidential to themselves, not discuss them with others outside the Academy, not leave them unattended where others may obtain access to them, and dispose of them appropriately.
- Undertake, annually, a formal purposeful review of its own performance, and that of its Committees.
- Meet at least five times a year, and within this once a year without executive Board members or management present to discuss any matters deemed relevant.

2.2 Matters for decision of the Board

The Board of the Academy has a formal schedule of matters specifically reserved to it for decision in order to ensure that the direction and control of the Academy is specifically and demonstrably in the hands of the Board. The following functions therefore outline the minimal formal decision-making requirements of the Board of the Academy.

2.2.1 Finance Functions

- Approve the annual accounts and annual report of the Academy.
- Approve any significant change in accounting policies or practices. (Through the Audit & Risk and Finance Committees but referred back to the Board for final decision).
- In the context of the annual statement of accounts, the Board shall report that the Academy is a going concern along with any assumptions or qualifications that are necessary.
- The Comptroller and Auditor General audits the annual accounts. The Board, through its Audit & Risk Committee, should seek to have a discussion with the external auditors at least once a year, without employees of the Academy present, to ensure that there are no unresolved issues of concern.
- Ensure that significant items of expenditure are aligned with RIAM's medium to long term strategies.

2.2.2 Managerial functions

- Ensure that a qualified management team and a robust management structure are in place.
- Approve the Annual Report that is submitted to the Members.
- Oversee the discharge by the Director and the executive management of the day-to-day business of the Academy.
- Approve the internal control structure of the Academy and receive periodic reports on the effectiveness of these provisions. Internal controls should be reviewed annually. (This is through the Audit & Risk Committee but referred back to the Board for final approval).

2.2.3 Human resource functions

- Approve the appointment of the Director and other senior staff.
- The succession to the post of Director and the recruitment procedure for the appointment, which involves public advertisement, shall be a primary concern of the Board.
- Approve broad policy in relation to all aspects of remuneration, ensuring that they are in line with statutory guidelines/requirements. (This is through the Finance Committee but referred back to the Board for final decision).
- Ensure that systems are in place to assess the performance of the Director.
- Approve procedures for the making of all senior appointments to ensure objectivity and the quality of these appointments
- Appoint or remove the Secretary to the Board.

2.2.4 Board Membership and Board Committees

- Appoint the Chairperson and members of the Committees and approve the terms of reference of the Board Committees.
- Approve the terms of reference and delegated authority of the Chairperson, Director and other staff where these are to exercise functions of the Academy.

2.2.5 Contracts

- Approve transactions (or related programmes of transactions) not in the ordinary course of business, the value of which is in excess of €10,000.
- Approve all transactions (within the budget approved by the Board) that are in the ordinary course of business, and whose value exceeds €50,000. This applies to:
 - Both capital and revenue items
 - The total of closely related transactions
 - Both business as usual and project related transactions
- Approve all property leases of whatever value.
- Ensure that appropriate procurement procedures are implemented in accordance with relevant domestic and EU guidelines and regulations.

2.2.6 Statement of Strategy

The preparation and adoption of a strategic plan is a primary responsibility of the Board.

Functions of the Board in relation to the Statement of Strategy

- Approve the Academy's Strategic Plan
- Ensure that a new Plan is created every 3-5 years
- Ensure that the plan is appropriately aligned to the Department of Education and Skills (DoES) Strategy and with agreed Government policies, as appropriate
- Ensure that the draft Plan is ordinarily sent to the Minister of Education and Skills prior to the adoption of the Plan, to seek to anticipate that any views the Minister/DoES might have will be considered.
- Ensure that appropriate objectives and targets are set, in line with the Academy's mission, vision and values
- Review the Plan annually and assess its performance against the agreed targets
- Ensure that progress reports are included in the RIAM's Annual Report

2.2.7 Division of Responsibilities

RIAM is committed to ensuring the separation of roles between the Chairman and the Director.

2.2.8 Functions of the Director

The following list includes functions typically performed by a person retained in the role of Director. This is not a comprehensive list and the person performing this role must use his or her own initiative to ensure that all core functions are fulfilled.

- Acting as Chief Executive Officer of the Academy, the Director has leadership, executive and administrative responsibilities for all aspects of the Academy's operations, including the allocation of resources, human and physical, to implement the Academy courses and programmes.
- Maintaining and enhancing quality performance within the Academy in teaching, research and scholarship and fostering the ethos and values of the Academy.
- Ensuring the effectiveness of the administration of the RIAM, the Local Centre Examinations System and their internal communications.
- Servicing meetings of the Board of Governors and attending its main subcommittees, in assisting in the formulation/review of policies for the Academy and implementing defined policies/decisions of the Board.
- Being a member of the Board of Studies of the Academy and providing leadership in RIAM musical and artistic initiatives by ensuring coherent plans are brought forward for auditions and admissions, courses offered and for operational arrangements associated with the assessment, scholarship and examination systems.

- Being an ex-officio member of the Board of Studies and any Course Advisory/Steering Groups on teaching programmes, attending, as necessary, from time to time.
- Representing (or ensuring appropriate representation of) the Academy at negotiations and meetings with statutory and other bodies and associations (Government Departments, Universities, Music Conservatories, Teachers' Associations, Arts Council/Funding Agencies, Sponsors etc.).
- Supporting and fostering the careers of the teaching staff and, in association with the Heads of Faculty, ensuring on-going curriculum developments at all levels (1st to 4th level).
- The Director shall give a monthly written report to the Board of Governors and, within the first year of appointment draw up a strategic plan for the Academy.
- Making arrangements for appropriate public relations activities, designed to promote a wider understanding in Ireland of Academy musical/artistic training and education and/or major initiatives/events promoted by the Academy.

2.2.9 Functions of the Board Secretary

The following list includes functions typically performed by a person designated for the role of Company Secretary. This is not a comprehensive list and the person performing this role may have to use his or her initiative to ensure that all core functions are fulfilled.

- Facilitating the smooth operation of the Academy's formal decision making and reporting machinery; organising Board and Committee meetings; formulating meeting agendas with the Chairperson and or the Director; collecting, organising and distributing such information, documents or other papers required for such meetings; ensuring that all meetings are minuted and that such minutes are maintained and that all Board committees are properly constituted and provided with terms of reference.
- Maintaining such books and registers of the Academy as required under the Code of Governance of the Academy and the Standing Orders of the Board.
- Ensuring that the Academy submits such reports to the Department of Education and Skills/Regulator and such other appropriate bodies as required.
- Coordinating the publication and distribution of the Academy's Annual Reports and Accounts, in consultation with the Academy's internal and external advisors.
- Continually reviewing developments in corporate governance, facilitating the proper induction of members of the Board into their role, advising and assisting the members of the Board in respect of their duties and responsibilities, acting as a channel of communication and information for the members of the Board. Ensure that Board members are informed as to their legal responsibilities and that they are familiar with the

requirements of Company Law and other statutory provisions which have relevance for them in the exercise of their functions as Board members.

- Ensuring safe custody and proper use of the Seal of the Academy.
- Ensuring appropriate induction material is supplied to all Board Members.
- Monitoring and laying in place procedures which allow for compliance with relevant regulatory and legal requirements, retaining the minimum set of records required for commercial reasons and ensuring that procedures are in place to allow adequate historical archive to be maintained.

2.2.10 Devolved Functions

The Board may delegate any of its functions to the Director. The Secretary is individually accountable for assigned areas of delivery and control and is directly responsible to the Director. He/she may be required to report periodically to the Board thereon, at the Director's request.

3 Role of the Chairperson

The Governors shall elect one of their number to act as Chairperson. This person should display the high standards of integrity and probity and set expectations regarding the culture, values and behaviours for the RIAM Governors and for the tone of discussions at Board level.

The Chairperson may be elected for a maximum term of two years and shall be eligible for re-election.

3.1 Duties of the Chairperson

3.1.1 Leadership

- Promote the work of the Academy.
- Provide effective leadership to the Board, encouraging debate that is both constructive and challenging
- Ensure effective communication with all stakeholders
- Where the Chairperson is of the view that specific skills are required on the Board, advise the Board and encourage consideration of attaining those skills sufficiently in advance of a time when Board vacancies will arise.
- Establish all relevant committees. This shall include a Finance Committee, Audit & Risk Committee, Governance Committee, Board of Studies and Local Centre Senior Examiners' Committee.

3.1.2 Conduct of Board meetings

- Ensure that the Board meets five times a year
- Chair the meetings and ensure that the minutes of the meeting accurately record the decisions taken and, where appropriate, the views of individual Board members.

- Ensure that all meetings of the Board are conducted in accordance with the Standing Orders of the Board and with the Academy's Code of Business Conduct.
- Ensure that adequate time is given to discussion of issues, especially strategic ones.
- Ensure Board members understand their respective roles and responsibilities and that the Board works effectively and efficiently.
- Ensure that the Board receives accurate, timely and clear information.
- Work with the Secretary to ensure that good information flows within the board and its committees and between senior management and the Board as well as facilitating induction, mentoring and assisting with ongoing professional development as required.

3.1.3 Communications with Minister/Government Department

- Furnish to the relevant Minister or Government Department in conjunction with the Annual Report and financial statements, a comprehensive report covering the RIAM.
- Include a statement on the system of internal control with the annual report, to be reviewed by the external auditors for accuracy and compliance.

4 Role of Board Members

Non-executive Board members should bring an independent judgement to bear on issues of strategy, performance, resources, key appointments, and standards of conduct. The powers of governance and management of the RIAM are delegated by the Members of the RIAM to the Board of Governors and the Board owe their duties, first and foremost, to the RIAM.

4.1 Fiduciary duties

- The duty to act in good faith and in the best interests of the RIAM.
- To act honestly, independently and responsibly in relation to the conduct of the affairs of the RIAM.
- Not to benefit from or use the RIAM's property, information or opportunities for his or her own or anyone else's benefit unless the RIAM's Constitution permits it or a resolution is passed in a general meeting of the Members.
- Not to agree to restrict any Board member's power to exercise independent judgement unless this is expressly permitted by the RIAM's Constitution.
- To avoid any conflict between the Board member's duties to the RIAM and the Board member's other interests unless the Board member is released from his or her duty to the RIAM in relation to the matter concerned.
- To exercise the care, skill and diligence which would reasonably be 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 his or her negligent behaviour.

- Not to misuse information gained in the course of his/her voluntary service for personal gain or political purposes
- To have respect for the RIAM's Members.
- To avoid conflicts of interest and the possibility of unjust enrichment, members of the Board and staff of the Academy are required to declare/disclose personal or 'connected' interests which might conflict with those of the Academy. The regulations relating to 'disclosure' form part of the Code of Conduct. (Section 6.1 and Appendix N: [Code of Conduct](#))
- Inform the Board, via the Chairperson, of any new appointments they accept which may impinge on, or conflict with, their duties as a Board Member.
- Not disclose without the consent of the Board, save in accordance with law, any information obtained by him or her while performing duties as a member of the Board.

4.2 Attendance requirement

Board members are appointed as they bring specific knowledge, skills, experiences and expertise to the deliberations of the RIAM Board and its committees and this is only possible if members attend all Board meetings and contribute as appropriate. Members are expected to make every effort to attend Board meetings and attendance shall be evaluated when a member is due to be re-appointed.

4.3 Other duties

- Comply with all aspects of this Code of Governance, and Code of Conduct which includes their declaration of all relevant interests.
- Respond to any information requests made directly to him or her, relating to the activities of the Academy, including referring any request to the Chairperson (or the Secretary of the Academy on his or her behalf) for appropriate processing.

4.4 Professional advice

The RIAM Board in a resolution has laid down formal procedures whereby Board members, in the furtherance of their duties, may take independent professional advice, if necessary, at the reasonable expense of the RIAM where they judge it necessary to discharge their responsibilities as Board members. Secretary to the Board

All Board members have access to the advice and services of the Secretary to the Board, who is responsible for ensuring that Board procedures are complied with.

4.5 Briefing for New Board Members

The Secretary of the Board is responsible for the formal induction of new Board members. He or she shall supply new Board members with appropriate induction material to ensure that they understand their responsibilities and duties, and the RIAM's functions and services, including their obligations in relation to confidentiality; and to act in good faith and in the best interests of the

RIAM. (See Appendix N: [Code of Conduct](#)) All new Board members shall formally acknowledge in writing that they understand and will comply with their responsibilities as Board members. (See Appendix N:)

4.6 Information on appointment of new Board Members:

The RIAM Secretary will provide such members with the following information:

- A copy of the most up to date version of the RIAM Code of Governance, incorporating Standing Orders, Committees of the Board, Conduct for Board members, Officer and Senior Executive roles and policies on confidentiality and protected disclosures.
- A formal schedule of matters reserved for the Board for decision.
- Procedures for obtaining information on relevant new laws and regulations and a copy of relevant legislation.
- A copy of the RIAM Constitution.
- Procedures to be followed when, exceptionally, decisions are required between Board meetings.
- Members' responsibilities in relation to the preparation of accounts and the RIAM system of internal control and audit.
- Advice to members that they have access to the advice and services of the Company Secretary, in respect of applicable company rules and regulations to be complied with.
- Relevant RIAM information including a listing of the statutory requirements relating to the RIAM.

4.7 Face to Face Briefing Session:

Within two months of new appointees to the Board of Governors, the Company Secretary will organise a briefing/training session for any Board members who wish to update their knowledge of Board 'best practice' operations and/or raise questions in respect of their role as Board members.

5 Board Effectiveness

The RIAM Board of Governors has adopted the following principles.

- The Board will operate on the principles of collective responsibility, support and respect. Normally, decisions will be taken by consensus.
- Board members should normally speak with one voice in public on Academy issues. If a different approach were to be followed, this would first have to be discussed/agreed by the Board.

5.1 Board appointments

5.1.1 Process of appointment

- The Board shall consist of a designated number of members as set out in the RIAM Constitution.
- Board members should be chosen following the identification of any gaps in competencies on the Board.

5.1.2 Terms of appointment

Consistent with best corporate governance practice the maximum time a person (other than the Director) should serve on the RIAM Board of Governors is nine (9) years, and that any person that has served on the Board of Governors, in any capacity, for a period of nine (9) years shall (after the transition arrangements outlined below) be deemed ineligible to serve any further term (other than that of Director should they subsequently be appointed to that position).

In order to ensure an orderly transition to such new arrangements, while keeping the knowledge and experience of the current Board:

Current Vice Presidents, and the Coulson Governor, shall be permitted to serve for a further 6 years from 1 January, 2018. These positions shall expire as and when each of these Governors steps down.

Governors elected by the Board of Studies, or elected by the non-professional teaching staff, or elected by the non-teaching staff, shall be permitted to serve for up to a total (in any capacity) of nine (9) years, and those who on 1 January 2018 have completed three (3) or more 1-Year terms shall be permitted to serve up to six (6) more years.

Governors, who have been elected by the Members, and who on 1 January 2018 have completed

- a. three (3) or more three-year terms, shall be permitted (if elected) to serve one (1) further three-year term.
- b. two (2) three-year terms, shall be permitted (if elected) to serve one (1) further three-year term.
- c. one (1) three-year term, shall be permitted (if elected) to serve two (2) further three-year terms.
- d. not yet completed one (1) three-year term, shall be permitted (if elected) to serve two (2) further three-year terms.

The number of Governors elected by the Members each year shall remain unchanged, for the moment, at three.

Governors appointed by Dublin City Council shall be permitted to serve for up to nine (9) years from 1 January 2018.

If exceptionally it is decided that a Board member should serve a further additional Board term, this requires specific Board of Governors approval.

5.2 Frequency of Meetings

- The Board shall ordinarily meet five times each year and at such other times as may be necessary for the performance of its functions. The meetings will be held at such times and at such places as the Board from time to time decides.
- A special meeting of the Board may be called by any three Vice-Presidents or any other five Governors, as set out in clause 33 of the Constitution.

- The frequency of meetings of the Board and its committees should be reported in the Annual Report.

5.3 Proceedings at Meetings

5.3.1 Notice of meetings

- At least three clear working days before any meeting of the Board, an invitation and agenda for the meeting signed by the Secretary will be forwarded to every member of the Board.
- A Board meeting may exceptionally be called at less than three clear working days' notice. Such short notice will be valid only if ratified at the Board meeting called at short notice.
- Notice of a Board meeting will be given to Board members in writing (including by fax or email). Failure to receive notice of a Board meeting will not invalidate that meeting or any business transacted at that meeting.

5.3.2 Procedures at a meeting of the Board

- The Chairperson of the Board shall, if he or she is present, be chairperson of the meeting. Where the Chairperson is not present the Governors present shall elect one of their number to preside for the occasion.
- The quorum of the Board shall be five Governors. If, after the expiration of thirty minutes after the time for which a meeting has been summoned, a quorum shall not be present, the business will stand postponed to the next meeting, unless there is reasonable explanation for the delay of those members.
- A Board member is not counted in the quorum on an item in respect of which he or she is not entitled to take a decision.
- Board Members may employ a conference call to attend a meeting, provided three days' notice is provided.
- Papers may be tabled by Board Members or the Secretary at a Board meeting, with the Chairperson's permission.

5.3.3 Decision making

- All decisions will be recorded. Minority views will not normally be recorded, unless requested. If a vote is necessary, the outcome of this will be recorded in the Board Minutes.
- It is the Chairperson's duty to ensure that no individual member, or interest, has excessive influence on decision making and that all members have an equal opportunity to participate in debate and final decisions.
- Decisions by the Board will normally be made by consensus rather than by formal vote. Failing consensus, decisions will be made by a vote when:
 - The Chairperson feels that there is a body of opinion among Board members at the Board meeting which disagrees with a proposal or has expressed reservations about it and no clear consensus has emerged; or
 - A Board member who is present requests that a vote be taken and this is supported by at least one other Board member; or

- The Chairperson feels that a vote is appropriate.
- When a vote is taken, a decision will be by simple majority. In the case of a tied vote, the Chairperson will have a casting vote in addition to his or her original vote.

5.3.4 Minutes of Meetings

- Minutes of the proceedings of a meeting of the Board will be drawn up by the Secretary; will be verified by the Board members and will be signed by the Chairperson at the subsequent meeting.
- Any discussion on the minutes, except as to their accuracy, shall be deemed out of order and the Chairperson will rule accordingly. Questions will only be permitted on matters arising out of the minutes.
- The Secretary will record names of Board members present and apologies for absences, at a meeting of the Board in the minutes of the meeting.
- When minutes of proceedings have been adopted and confirmed by the Board, it will not be in order for any member of the Board to question their accuracy nor seek their amendment at subsequent meetings.

5.3.5 Order of Business

The order of Business at meetings will include:

- Verification of Minutes of previous meeting.
- Matters arising.
- Consideration of sub-committee reports.
- Director's report.
- Any other business as set forth on the Agenda.

At a Special Meeting of the Board, only business specified in the notice convening that meeting will be transacted at the meeting.

5.3.6 Confidentiality

Reports, documents and briefings issued to members in relation to Board matters must be treated as confidential until such time as the Board has had an opportunity to discuss and make decisions on their contents, including their distribution outside the Board membership.

5.3.7 Issue of Statements on Behalf of the Board

Only the Chairperson shall issue any statement on Board matters to the press or the public on behalf of the Board. The Director, with the agreement of the Chairperson, may also make such statements.

5.4 Delegations

- The Board may delegate the discharge of a function but the exercise of a delegated power should be in accordance with policies agreed by the Board.
- The Board delegates to the Director, the discharge of all functions of the Academy other than:
 - Any matter reserved for the Board

- Any matter delegated to a Committee of the Board
- The Board may make delegations or vary, revoke or add to existing delegations.
- Any delegation made by the Board may be limited or made subject to any condition. For example, the Board may delegate a function only for a limited period of time or for a particular matter. The nature and scope of new delegations will be recorded in the minutes.
- The Board may itself discharge a function even though it has delegated the discharge of that function.
- There is delegated from the Board to each committee of the Board the discharge of those functions, which fall within their respective terms of reference, other than any matter reserved to the Board. The Board may instruct Academy staff, or a committee, as to how to exercise a delegated authority.
- Unless the Board imposes a condition to the contrary, a committee of the Board may delegate the discharge of a function delegated to it.
- The Board authorises the Director to sign contracts or other documents on behalf of the Academy and to delegate this authority to one or more Academy employees.

5.5 Committees

- The Board may establish standing committees and ad hoc committees.
- The Board will appoint members to any committee it establishes and may appoint persons who are not members of the Board but have special knowledge and experience related to the purpose of the Committee.
- The Committees appointed by the Board will, in the transaction of their business, comply with any directions which the Board may give from time to time either in general or for individual committees. The Board may take advice or consider recommendations from any committee of the Board as set out in the committee's terms of reference.

The terms of reference of all committees are available in Appendixes A to K.

5.6 Reviewing the Board's Performance

- The Board will review its own performance and that of its committees regularly.
- Evaluation of the Board should consider the balance of skills, experience, independence and knowledge of the music education/performance sector, its diversity including gender, how the Board works together as a unit, and other matters relating to organisational effectiveness.

5.7 General

The Chairperson will have power to decide upon any procedural matter arising and not covered by this Code of Governance.

6 Codes of Conduct, Ethics in Public Office, Disclosure of Interests by Board Members and Protected Disclosures

To ensure continued integrity and transparency and to avoid public concern or loss of confidence, the RIAM board has ensured that appropriate policies are in place so that members and staff take decisions objectively and steps are taken to avoid or deal with any potential conflicts of interest, whether actual or perceived.

6.1 Code of Conduct

- The RIAM Code of Conduct sets out behaviour by which it requires Board members of the Academy to conduct their duties.
- The Code is adopted by the Board and a copy of the Code will be given to all Board members.
- The Code of Conduct is available on the RIAM's website.
- The Code is set out in Appendix N: of this Code of Governance.

6.2 Ethics in Public Office

- The Code of Conduct refers to the need for the Board and staff to comply with the tenor of relevant provisions of the Ethics in Public Office Acts 1995 and 2001.
- Each Board member, whether he/she holds a designated directorship under the Ethics in Public Office Acts 1995 and 2001 or not, is required to follow the obligations set out in

- **Appendix L: Adult Division Steering Committee**

The Adult Division Steering Committee has charge of all matters directly pertaining to post - secondary school, adult learners who are not formally engaged in Junior RIAM or Tertiary study, subject to the supreme control of the Board of Governors.

1. Membership

The membership shall consist of the Head of Division (Chair), RIAM Director, the 5 Heads of Faculty, the Head of Junior RIAM, the Marketing Manager, and 3 teaching staff (one from each of the three areas; Group Instrumental & Vocal Tuition, Short Courses & Professional Development, 1:1 continuing tuition).

2. Chairperson

The Chairperson shall be the Head of Adult Division. The Chairperson shall request two other members of the Committee to act as vice-Chairpersons for the Academic year. The Chairperson, or in his/her absence, one of the Vice-Chairpersons, shall preside at the meetings of the Committee. In the absence of both Chairperson and Vice-Chair, the meeting cannot go ahead.

3. Secretary

The Secretary shall be a member of the Adult Division Office. They shall be a full member who can be counted in the quorum but is without voting rights.

4. Quorum

The quorum necessary for the transaction of business shall be five [5] members. A duly convened meeting of the Adult Division Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Adult Division Committee.

5. Meetings

The Adult Division Committee shall ordinarily meet 5 times a year and as otherwise required, or determined by the Board of Studies.

Decisions by the Committee will normally be made by consensus rather than by formal vote. When a vote is taken, a decision will be by simple majority. In the case of a tied vote, the Chairperson will have a casting vote in addition to his or her original vote.

6. Minutes of the Meetings

Minutes of the proceedings of a meeting of the Committee will be drawn up by the Secretary (Adult Division Office), will be verified by the Committee members and will be signed by the Chairperson at the subsequent meeting. The minutes, once approved, shall be submitted to the Board of Studies for acceptance.

7. Delegated Responsibilities Delegated Responsibility

The Adult Division Committee is delegated responsibility for proposing, developing, and monitoring the Adult Division strategy for RIAM; the examination and monitoring of plans developed by RIAM Management; and making recommendations to the RIAM Management, RIAM Finance Committee,

and, where appropriate to the RIAM Board. Delegating Operational responsibility – The Adult Division Committee shall delegate operational responsibility for the day-to-day operational management of the RIAM to the Director and Secretary, and the Adult Division Office.

8. Authority

The Adult Division Committee is authorised to seek the information it requires from the Board of Governors in order to perform its duties.

The Adult Division Committee is authorised to obtain, at RIAM expense, outside professional advice where it judges it necessary to discharge its responsibilities as a Committee.

9. Duties

- Providing strategic oversight on all matters for Adult Division;
 - Group Instrumental & Vocal Tuition
 - Short Courses & Professional Development
 - 1:1 continuing tuition
- Reviewing and responding to the reports from Heads of Faculty and Board of Studies meetings
- Reviewing and approving applications for continuing 1:1 tuition
- Any other duties as required in the interests of developing Adult Division, or as directed by the Board of Studies.
- The Adult Division Steering Committee shall make a report, through its Chair, once at least in each year, to the Board of Studies, on the condition of Adult Division and they shall offer such recommendations as their experience may suggest.
- The Adult Division Steering Committee shall, at least once a year, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and shall propose to the Board of Studies for approval any changes it considers necessary.
- Reporting formally to the Board of Studies at least once a year on activities undertaken by the committee.

- Appendix M: [Ethics in Public Office](#) regarding disclosure of interests.

6.3 Disclosures of Interests by Board Members

6.3.1 Periodic disclosure of interests

On appointment and annually thereafter, each Board member should furnish to the Secretary of the Board or other nominated persons a statement in writing of:

- The interests of the Board member
- The interests, of which the Board member has actual knowledge, of his or her spouse or civil partner;

which could materially influence the Board member in, or in relation to, the performance of his/her functions by reason of the fact that such performance could so affect those interests as to confer on, or withhold from, the Board member, or the spouse or civil partner or child, a substantial benefit.

Interests in this context have the same meaning as those in the Ethics in Public Office Act 1995.

6.3.2 Disclosure of interest relevant to a matter which arises

- In addition to the periodic statements of interest required, Board members are required to furnish a statement of interest at the time where an official function falls to be performed by the Board member and he/she has actual knowledge that he/she, or a connected person as defined in the Ethics Acts, has a material interest in a matter to which the function relates. Material interests has the same meaning as that contained in the Ethics in Public Office Act 1995. See

- **Appendix L: Adult Division Steering Committee**

The Adult Division Steering Committee has charge of all matters directly pertaining to post - secondary school, adult learners who are not formally engaged in Junior RIAM or Tertiary study, subject to the supreme control of the Board of Governors.

1. Membership

The membership shall consist of the Head of Division (Chair), RIAM Director, the 5 Heads of Faculty, the Head of Junior RIAM, the Marketing Manager, and 3 teaching staff (one from each of the three areas; Group Instrumental & Vocal Tuition, Short Courses & Professional Development, 1:1 continuing tuition).

2. Chairperson

The Chairperson shall be the Head of Adult Division. The Chairperson shall request two other members of the Committee to act as vice-Chairpersons for the Academic year. The Chairperson, or in his/her absence, one of the Vice-Chairpersons, shall preside at the meetings of the Committee. In the absence of both Chairperson and Vice-Chair, the meeting cannot go ahead.

3. Secretary

The Secretary shall be a member of the Adult Division Office. They shall be a full member who can be counted in the quorum but is without voting rights.

4. Quorum

The quorum necessary for the transaction of business shall be five [5] members. A duly convened meeting of the Adult Division Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Adult Division Committee.

5. Meetings

The Adult Division Committee shall ordinarily meet 5 times a year and as otherwise required, or determined by the Board of Studies.

Decisions by the Committee will normally be made by consensus rather than by formal vote. When a vote is taken, a decision will be by simple majority. In the case of a tied vote, the Chairperson will have a casting vote in addition to his or her original vote.

6. Minutes of the Meetings

Minutes of the proceedings of a meeting of the Committee will be drawn up by the Secretary (Adult Division Office), will be verified by the Committee members and will be signed by the Chairperson at the subsequent meeting. The minutes, once approved, shall be submitted to the Board of Studies for acceptance.

7. Delegated Responsibilities Delegated Responsibility

The Adult Division Committee is delegated responsibility for proposing, developing, and monitoring the Adult Division strategy for RIAM; the examination and monitoring of plans developed by RIAM Management; and making recommendations to the RIAM Management, RIAM Finance Committee,

and, where appropriate to the RIAM Board. Delegating Operational responsibility – The Adult Division Committee shall delegate operational responsibility for the day-to-day operational management of the RIAM to the Director and Secretary, and the Adult Division Office.

8. Authority

The Adult Division Committee is authorised to seek the information it requires from the Board of Governors in order to perform its duties.

The Adult Division Committee is authorised to obtain, at RIAM expense, outside professional advice where it judges it necessary to discharge its responsibilities as a Committee.

9. Duties

- Providing strategic oversight on all matters for Adult Division;
 - Group Instrumental & Vocal Tuition
 - Short Courses & Professional Development
 - 1:1 continuing tuition
- Reviewing and responding to the reports from Heads of Faculty and Board of Studies meetings
- Reviewing and approving applications for continuing 1:1 tuition
- Any other duties as required in the interests of developing Adult Division, or as directed by the Board of Studies.
- The Adult Division Steering Committee shall make a report, through its Chair, once at least in each year, to the Board of Studies, on the condition of Adult Division and they shall offer such recommendations as their experience may suggest.
- The Adult Division Steering Committee shall, at least once a year, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and shall propose to the Board of Studies for approval any changes it considers necessary.
- Reporting formally to the Board of Studies at least once a year on activities undertaken by the committee.

- [Appendix M: Ethics in Public Office](#)

- If a Board member has a doubt as to whether the interest should be disclosed pursuant to this Code, he/she should consult with the Chairperson of the Board.
- Details of interests disclosed under this Code are kept by the Secretary of the Board in a special confidential register. Access to this register is restricted to the Chairperson and Secretary of the Board unless an additional person must have access on a need to know basis.
- Where a matter relating to the interests of the Chairperson arises, the other members attending the meeting shall choose one of the members present at the meeting to chair the meeting. The Chairperson should absent himself/herself when the Board is deliberating on a matter in which the Chairperson or his/her connected person has an interest.
- A Board member should absent himself/herself when the Board is deliberating or deciding on matters in which the Board member has declared a material interest.

6.4 Protected Disclosures Legislation

The RIAM is committed to the highest standard of openness, probity and accountability. It is compliant with the terms of the Protected Disclosures Act of 2014.

An important aspect of accountability and transparency is a mechanism to enable staff of the RIAM to voice concerns in a responsible and effective manner. It is a fundamental term of every contract of employment that an employee will faithfully serve his or her employer and not disclose confidential information about the employer's affairs.

7 Business and Financial Reporting

The publication of an annual report and audited financial statements is a primary expression of public accountability for bodies in receipt of Oireachtas funding. Such financial statements must give a true and fair view of the income and expenses of the RIAM and comply with the applicable accounting standards, be prudent in matters of judgement in the financial statements and ensure that the financial statements reflect the substance of transactions and not just their legal form.

7.1 Audit

- An audit is an independent examination of the financial statements. The purpose of an audit is to enhance the degree of confidence of intended users in the financial statements.
- Having conducted an examination of the financial statements, the auditor is required to report to the Board of the RIAM.
- In that report, the auditor is required to form an opinion on a number of matters including, for example whether the financial statements give a true and fair view and whether the financial statements are in agreement with the underlying accounting records.

7.2 Annual report

- An annual report, comprising the financial statements and commentary thereon, is a comprehensive report of the RIAM's activities throughout the preceding year, intended to give stakeholders information regarding the RIAM's activities and financial performance.
- The Chairperson of the RIAM should make available an appropriate report to the key stakeholders/Minister for Education and Skills in accordance with the reporting guidelines set out in paragraph 1.9 of the Code of Practice in State Bodies – Business and Financial Reporting Requirements.
- Such a report also includes affirmation that appropriate Government policies are being complied with, significant post balance sheet events, a statement on the system of internal control and an outline of all commercially significant developments affecting the RIAM in the preceding year.

8 Risk Management, Internal Control, Internal Audit and Audit and Risk Committees

The Board is committed to a strategy which minimises risks to all of its stakeholders through a comprehensive system of internal controls, whilst maximising potential for flexibility, innovation and best-practice in delivery of its strategic objectives. The Board recognises and acknowledges its responsibility for the Academy's system of internal financial and operational control.

8.1 Risk management oversight

- An audit and risk committee gives an independent view in relation to risks and risk management systems.
- Risk management is a standing item on the Board agenda.
- Risk management competencies should be an acknowledged competency in at least one Board member.
- Approve the risk management policy, set the RIAM's risk appetite, approve the risk management plan and risk register at least annually.
- Review management reporting on risk management and note/approve actions as appropriate.
- Require external review of effectiveness of risk management framework on a periodic basis.
- Confirm in the annual report that the Board has carried out an assessment of the RIAM's principal risks, including a description of these risks, and associated mitigation measures or strategies.

8.2 Internal Control

The Board is responsible for ensuring that effective systems of internal control are instituted and implemented in the RIAM including financial, operational and compliance controls and risk management.

8.2.1 Internal control review

The Board should undertake an annual review of the effectiveness of internal control systems to ensure that it has considered all aspects of risk management and internal control for the year under review and up to date approval of the annual report and financial statements.

The annual review should consider:

- Changes since the last review in the nature and extent of significant risks and the ability of the RIAM to respond effectively to changes in its business and external environment.
- The scope and quality of management's ongoing monitoring of risks and the system of internal control and, where applicable, the work of its internal auditor and other providers of assurance.
- The extent and frequency of the communications of the results of the monitoring to the Board, or Board committees, which enables it to build up a cumulative assessment of the state of control in the RIAM.
- The incidence of significant control failings or weaknesses that have been identified at any time during the period and the extent to which they have resulted in unforeseen outcomes that could have, or could have had, a material impact on the RIAM's performance or condition.

8.3 Internal audit

8.3.1 Internal auditor

- The RIAM has an internal auditor who is independent of the activities he/she audits.
- The internal auditor has the right to review all of the management and control systems both financial and operational.
- The internal auditor has access to all functional areas, records (both manual and electronic), property, and personnel in the performance of these audits.
- The internal auditor is responsible for the effective review of both internal control and risk management.
- The internal auditor shall be responsible for drawing up an annual programme of audits.
- The existence of the internal auditor does not relieve line management of its responsibility for effective control of the activities for which it is responsible.
- See [Appendix O: Internal Audit Charter](#).

8.3.2 Operation of internal audit

- The internal audit has a formal charter, including terms of reference, which has been approved by the Board.
- The reporting structure of the internal audit should be clear and formally documented

- The internal auditor should assess, using a risk-based approach, the areas within his/her terms of reference and report the findings to the Audit and Risk Committee.
- The internal auditor should liaise with the external auditors so that the potential for co-operation between the two is maximised.
- The internal auditor should review compliance with procurement and disposal procedures and report to the Audit & Risk Committee periodically.

8.4 Audit and Risk Committee

It is recommended that the Audit and Risk Committee have members competent on audit and risk matters and, if necessary, drawn from outside the Board. See Appendix B: Audit & Risk Committee Terms of Reference

9 Relations with the Oireachtas, Minister and Parent Department

9.1 Regulatory/ Parent Department Oversight Role

The RIAM's regulatory/reporting department is the Department of Education and Skills (DoES).

The RIAM and the DoES have a written Performance Delivery Agreement which is formally reviewed annually. The RIAM acknowledges that the DoES Statement of Strategy is the anchor document for the objectives of the performance delivery agreement.

The RIAM commits to communicate this Performance Delivery Agreement to its employees so that they have a clear understanding of their role in achieving the objectives.

9.1.1 Performance delivery agreement

The performance delivery agreement shall contain:

- High level goals and objectives
- Key programmes of activity for the RIAM
- Key outputs in quantitative terms
- Annual and multi-annual targets and milestones
- Cost of delivery of programmes
- Process for formal review of the performance agreement

9.2 Procedures for Procurement

It is the responsibility of the Board to satisfy itself that the normal requirements for public procurement are adhered to and be fully conversant with the current value thresholds for the application of EU procurement rules.

- Competitive tendering should be a standard procedure in all of RIAM's procurement processes.
- EU directives and national regulations should normally be adhered to in all procurement processes.
- The RIAM commits to publicise contracts of significant value to a degree which allows parties in all Member States the opportunity to express an interest or submit tenders.
- The RIAM has a Procurement Plan which is aligned to the requirements of the Office of Public Procurement.

9.3 Capital Investment Appraisal

- The RIAM is committed to upholding the spirit of the Public Spending Code, which is the comprehensive set of expenditure appraisal and value for money requirements and related guidance covering all public expenditure.

9.4 Tax Compliance

- The RIAM adheres to all Tax Clearance requirements regarding the payment of grants, subsidies and similar payments, and public sector contracts.
- All individuals or bodies must have a valid tax clearance certificate when a contract is entered to and should maintain same during the term of the contract.
- The RIAM commits to paying all tax liabilities on or before the relevant due dates.
- The RIAM shall not engage in unacceptable tax avoidance transactions, by using the tax code for a purpose other than that intended by the Oireachtas.
- If in doubt, the RIAM will consult the Revenue Commissioners.
- The RIAM shall report to the DoES each year confirming that it has met its obligations under tax law.

10 Remuneration and Superannuation

10.1 Remuneration Principles

- The RIAM is committed to the implementation of public sector pay policy in relation to the total remuneration package (including basic salary, allowances, and all other benefits in cash or in kind) and in relation to other provisions for superannuation and termination benefits, of the Director and all staff.

10.2 Travel and Official Entertainment

- The RIAM is cognisant of the need to achieve economy and efficiency in relation to expenditure on travel and official entertainment.
- The RIAM complies with the tenor of the Department of Expenditure and Reform circulars and office notices regarding travel, subsistence and official entertainment.

11 Quality Customer Service

The Academy is committed to improvements in service standards including more extensive consultation with, and feedback from, the users of services.

The Academy has a wide range of stakeholders, including students, parents, teachers, exam candidates, individual members of the public, Government Departments and offices, partner organisations and other groups whose business interacts with the Academy. The concept of quality customer service also applies to the relationship within the Academy itself; and we therefore regard our staff as our internal stakeholders.

Appendix A: RIAM Board Committees

Overview

- The Board shall establish committees for specified purposes which can include appointees who are not members of the Board but have special knowledge and experience related to the purpose of committee.
- The terms of reference of committees shall be determined by the Board. These committees shall act and furnish reports as directed by the Board.
- Committees of the Board shall, but are not limited to, include the Finance Committee, the Audit & Risk Committee, the Board of Studies and the Local Centre Senior Examiners' Committee.
- All committees established by the Board shall be evaluated and reviewed by the Board on an annual basis.

Introduction

- The Board refers to the Board of Governors of the Royal Irish Academy of Music.
- Committee(s) refers to any committee(s) appointed by the Board in accordance with its Standing Orders.

General Rules Applying to Committees

- The terms of reference for Committees are agreed and can be amended by the Board.
- Committee Chairpersons or representatives will report on progress to the Board at each meeting of the Board.
- Committees shall meet according to what is determined in their terms of reference.
- The Board may appoint persons to a Committee who are not members of the Board but have special knowledge and experience related to the purpose of the committee.
- Any disclosure of interests by any member of the Committee must be discussed with, and reported to, the Chairperson of the Board.
- Any member or members of the Committee may at any time be removed by the Board and another or other persons appointed.
- The Director will attend the committee meetings, unless considered inappropriate by the Chair of the Committee.

Established Committees

The following is a list of Committees that have been formed by the Board to support the work of the Academy.

- Finance Committee
- Audit & Risk Committee
- Board of Studies
- Governance Committee
- ICT Steering Committee

Appendix B: Audit & Risk Committee Terms of Reference

The Audit & Risk Committee is a committee of the Board of Governors (the Board) of the Royal Irish Academy of Music (RIAM) and reports directly to the Board.

The purpose of the committee is to oversee the annual external Audit, the internal Audit function and activities, and the Risk Register, and to advise the Board.

1. Membership

- The RIAM Board of Governors shall appoint the members of the Audit & Risk Committee. The Audit & Risk Committee shall be made up of at least [4] independent non-executive members of the Board.
- Members of the RIAM Finance Committee are ineligible to serve on the Audit & Risk Committee.
- The RIAM Audit & Risk Committee should, if possible have at least one member who is a suitably qualified Accountant or Auditor in good standing, and the Committee may recommend to the Board the co-option of such a person to the Committee if suitable qualifications and expertise are not available in the members appointed by the Board.
- The Board may co-opt additional external members to the Audit & Risk Committee as required, after satisfying itself that any proposed new member has no conflicts of interest or loyalty that would inhibit that individual's full participation in the work of the Committee.
- Only members of the Committee have the right to attend Committee meetings. The RIAM Finance Officer shall attend ex-officio as required by the Committee. Other individuals in the RIAM management team and/or external advisers may be invited to attend for all or part of any meeting, as and when the Committee deems that appropriate or necessary.
- the Committee may ask any or all of those who are not members to withdraw to facilitate open and frank discussion of particular matters.
- The Internal Auditor will be in attendance, unless requested not to attend.
- Appointments to the Committee shall be made in January each year for a one-year term. Members of the committee may serve up to five terms of one year each.
- The Board shall ensure that on appointment to the Committee, members shall receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, and involvement outside Committee meetings if any.

2. Chairperson

- The Committee shall elect their Chairperson at their first meeting of each year.
- In the absence of the Chairperson, the remaining members present shall elect one of their number to chair the meeting.

3. Secretary to the Committee

- The Secretary to the Board of Governors (the Secretary) will ensure that the

Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

- The Secretary of is also responsible for the formal induction of new members of the Committee and for organising mentoring for Committee members where required.

4. Quorum

- The quorum necessary for the transaction of business shall be three [3] members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Frequency of Meetings

- The Committee shall normally meet four [4] times a year, and as otherwise required and determined by the Committee.
- The Chairperson may convene additional meetings, as he/she deems necessary
- The Board may ask the Committee to convene further meetings to discuss particular issues on which they seek the Committee's advice.

6. Notice of Meetings

- The Secretary shall summon meetings of the Committee at the request of the Chairperson.
- Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than [three] full working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

7. Decision Making

- Committee decisions are made by consensus or, if required, by a majority of the votes of the members present. Each member of the committee present has one vote. In the case of a tied vote, the Chairperson will have a casting vote in addition to his or her own vote.

8. Minutes of Meetings

- The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- Minutes of Committee meetings shall be circulated to all members of the Committee, and to the Board.

9. Delegated Responsibilities

- The Committee is delegated oversight of the Audit and Risk Management functions of the RIAM by the Board.

- The Committee shall from time to time recommend to the Board the appointment of an independent and suitably qualified person or organisation to act as the RIAM internal auditor, and shall oversee the internal audit activities in the RIAM.

10. Authority

- The Committee has the authority of the Board to have access to any information or employee of the Academy in the course of undertaking its responsibilities.
- The Committee is authorised to obtain, at reasonable expense, outside legal or other professional advice where it judges it necessary in order to discharge its responsibilities as a Committee.

11. Duties

11.1. Risk Management

- The Committee shall advise the Board on strategic processes for risk, internal control and risk governance and, with the assistance of internal audit, will oversee matters relating to the management of risk for the Academy.
- The Committee shall advise the Board on anti-fraud policies, protected disclosure processes, and arrangements for special investigations.
- The Committee shall ensure that robust and effective arrangements are in place to identify, report, manage, feedback and learn from risks across the organisation.
- The Committee will oversee the maintenance of the Academy's Risk Register and shall ensure that the system of internal control is satisfactory to deliver regulatory compliance.
- The Committee shall ensure that it receives regular reports from the Executive in relation to the risks for the Academy and specific reports where serious corporate governance, financial and reputational issues could become a significant risk to the Academy.

11.2. External Audit

- In preparing for the annual external audit, the Committee shall review the accounting policies and the financial statements prior to submission for audit, review management's letter of representation to the external auditors, and advise the Board.
- The Committee shall approve the annual financial accounts to be submitted to the external auditors (currently the Comptroller and Auditor General (C&AG))
- The Committee shall meet with the external auditors to receive the Audit Report and Management Letter, and this meeting shall include a private session with the auditors without RIAM management present.
- The Committee shall advise the Board on the adequacy of management response to issues identified by the external audit activity, including the external audit's management letter of representation;
- The Committee shall receive and review the Statement of Internal Financial Control (SIFC) and advise the Board.

11.3. Internal Audit

- The Committee shall advise the Board on proposals, where appropriate, for tendering for internal audit services. The Committee shall review and agree the annual internal audit plan prepared by internal audit, ensuring coordination between the internal and external auditors and ensuring the internal audit function is adequately resourced.
- The Committee shall receive reports from the management and the internal auditors in relation to the agreed plan, output of the work and action plans to implement recommendations as appropriate.
- The Committee shall advise the Board on the outputs and outcomes of the internal audit plan and the adequacy of management's responses to the internal audit.
- The Committee will monitor and review periodically the effectiveness of Internal Audit by reviewing the progress reports, any major internal audit recommendations and any major findings of internal investigations and management's responsiveness to them.

12. Annual Review

- The Committee shall review its performance and evaluate whether it is operating at maximum effectiveness, including its procedures and membership, on an annual basis.
- The Committee shall review its terms of reference annually, and to reflect best practice from the corporate and public sectors, and shall propose to the Board for approval any changes that it considers necessary.

Appendix C: Finance Committee Terms of Reference

The Finance Committee is a committee of the Board of Governors (the Board) of the Royal Irish Academy of Music (RIAM) and reports directly to the Board.

The purpose of the committee is to oversee the management of the finances of the Academy and advise the Board.

1. Membership

- The RIAM Board of Governors shall appoint the members of the Finance Committee. The Finance Committee shall be made up of at least four independent non-executive members of the Board.
- Members of the RIAM Audit & Risk Committee are ineligible to serve on the Finance Committee.
- The RIAM Finance Committee shall, if possible, have at least one member who is a Chartered Accountant in good standing, and the Committee may recommend to the Board the co-option of such a person to the Committee if suitable qualifications and expertise are not available in the members appointed by the Board.
- The Board may co-opt additional external members to the Finance Committee as required, after satisfying itself that any proposed new member has no conflicts of interest or loyalty that would inhibit that individual's full participation in the work of the Committee.
- Only members of the Committee have the right to attend Committee meetings. The RIAM Director and the RIAM Finance Officer shall attend ex-officio as required by the Committee. Other individuals in the RIAM management team, and external advisers may be invited to attend for all or part of any meeting, as and when the Committee deems that appropriate or necessary.
- The Committee may ask any or all of those who are not members to withdraw to facilitate open and frank discussion of particular matters.
- Appointments to the Committee shall be made in January each year for a one-year term. Members of the committee may serve up to six terms of one year each.
- The Board shall ensure that on appointment to the Committee, members shall receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, and involvement outside Committee meetings if any.

2. Chairperson

- The Committee shall elect their Chairperson at their first meeting of each year.
- In the absence of the Chairperson, the remaining members present shall elect one of their number to chair the meeting.

3. Secretary to the Committee

- The Secretary to the Board of Governors (the Secretary) will ensure that the Committee receives information and papers in a timely manner to enable full

and proper consideration to be given to the issues.

- The Secretary of is also responsible for the formal induction of new members of the Committee and for organising mentoring for Committee members where required.

4. Quorum

- The quorum necessary for the transaction of business shall be three [3] members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Frequency of Meetings

- The Committee shall meet at least four times a year and as otherwise required and determined by the Committee.
- The Chairperson may convene additional meetings, as he/she deems necessary.
- The Board may ask the Committee to convene further meetings to discuss particular issues on which they seek the Committee's advice.

6. Notice of Meetings

- The Secretary shall summon meetings of the Committee at the request of the Chairperson.
- Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than two full working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

7. Decision Making

- Committee decisions are made by consensus or, if required, by a majority of the votes of the members present. Each member of the committee present has one vote. In the case of a tied vote, the Chairperson will have a casting vote in addition to his or her own vote.

8. Minutes of Meetings

- The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- Minutes of Committee meetings shall be circulated to all members of the Committee, and to the Board.

9. Delegated Responsibilities

- The Committee is delegated oversight of the financial management of the RIAM by the Board.

- The Committee shall delegate operational responsibility for the day-to-day financial management of the RIAM to the Director and the Finance Officer and the RIAM's management team.

10. Authority

- The Committee is authorised to seek the information it requires from the Board in order to perform its duties.
- The Committee is authorised to obtain, at reasonable expense, outside legal or other professional advice where it judges it necessary in order to discharge its responsibilities as a Committee.

11. Duties

- The Committee shall satisfy itself that the financial management arrangements, including financial reporting, are robust, comprehensive, accurate, compliant and effective.
- The Committee shall ensure that there adequate financial resources, including contingency funds, available to meet the anticipated requirements of the Academy
- **Monitoring of performance:** The Committee shall receive and review regular financial reports and financial projections from the RIAM management team.
- **Annual Budgets:** The Committee shall receive and review the RIAM annual budget and cash flow projections for the coming two calendar years, not later than in November each year and report to the Board.
- The Committee shall examine and review all proposed budget transactions over a value of €10,000 in the annual budget that are not in the ordinary course of business and make recommendations to the Board.
- The Committee shall examine and review all proposed budget transactions over a value of €50,000 in the annual budget that are in the ordinary course of business and make recommendations to the Board.
- **Financial Reporting:** The Committee shall receive and review the RIAM monthly expenditure vs. budget management reports and cash flow statements produced by the management team, and report any significant variances from the budget and make recommendations to the Board.
- **Financial Projections:** The Committee shall receive and review the forward financial projections produced by the management team, and report any significant variances from the budget and make recommendations to the Board. The Committee shall ensure that management take the necessary steps to keep projected expenditures in line with the agreed budgets. If revenue projections are lower than anticipated in the agreed budgets, the Committee must ensure that the management team takes remedial action in a timely manner.
- **New Expenditure Proposals:** The Committee shall satisfy itself that new expenditure proposals not in the original budget are necessary and affordable, and that any projected overspend on any budget line can be covered by spending reductions in other budget lines, and shall report and make recommendations to the Board.

- **Staff Remuneration:** The Committee shall examine and review the specific terms and conditions of all staff in the Academy, in keeping with approved guidelines. The Committee shall examine and review any proposal from management for new staff appointments or changes in terms and conditions, and shall make recommendations to the Board.
- **Annual Financial Statements –** The Committee shall review the annual financial statements prepared by the management team in advance of the annual Audit, and advise the Board of Governors.

12. Annual Review

- The Committee shall review its performance and evaluate whether it is operating at maximum effectiveness, including its procedures and membership, on an annual basis.
- The Committee shall review its terms of reference annually, and to reflect best practice from the corporate and public sectors, and shall propose to the Board for approval any changes that it considers necessary.

Appendix D: Governance Committee Terms of Reference

The Governance Committee is a committee of the Board of Governors (the Board) of the Royal Irish Academy of Music (RIAM) and reports directly to the Board.

The purpose of the committee is to help ensure the on-going good corporate governance of the Academy, and to advise the Board of Governors.

1. Membership

- (i). The RIAM Board of Governors shall appoint the members of the Governance Committee.
- (ii). The Governance Committee shall consist of at least four [4] and no more than seven [7] members, and including at least three independent non-executive members of the Board and shall have at least one member with acknowledged expertise on Governance matters. The RIAM Director shall be an ex-officio member of the Committee.
- (iii). The Board may co-opt additional external members to the Committee as required, after satisfying itself that any proposed new member has no conflicts of interest or loyalty that would inhibit that individual's full participation in the work of the Committee.
- (iv). Only members of the Committee have the right to attend Committee meetings. Members of the RIAM management team and external advisers may be invited to attend for all or part of any meeting, as and when the Committee deems that appropriate or necessary.
- (v). The Committee may ask the Director and/or any or all of those who are not members to withdraw to facilitate open and frank discussion of particular matters.
- (vi). Appointments to the Committee shall be made in January each year for a one-year term. Members of the committee may serve up to six terms of one year each.
- (vii). The Board shall ensure that on appointment to the Committee, members shall receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, and involvement outside Committee meetings if any.

2. Chairperson

- (i). The Committee shall elect their Chairperson at its first meeting of each year.
- (ii). In the absence of the Chairperson, the remaining members present shall elect one of their number to chair the meeting.

3. Secretary to the Committee

- (i). The Secretary to the Board of Governors (the Secretary) will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

- (ii). The Secretary of is also responsible for the formal induction of new members of the Committee and for organising mentoring for Committee members where required.

4. Quorum

- (i). The quorum necessary for the transaction of business will be three [3]. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Frequency of Meetings

- (i). The Committee shall ordinarily meet three times a year and as otherwise required and determined by the Committee.
- (ii). The Chairperson may convene additional meetings, as he/she deems necessary.
- (iii). The Board may ask the Committee to convene further meetings to discuss particular issues on which they seek the Committee's advice.

6. Notice of Meetings

- (i). The Secretary shall summon meetings of the Committee at the request of the Chairperson, giving a minimum of 10 full working days' notice.
- (ii). Unless otherwise agreed, further notification of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than three full working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

7. Decision Making

- (i). Committee decisions are made by consensus or, if required, by a majority of the votes of the members present. Each member of the committee present has one vote. In the case of a tied vote, the Chairperson will have a casting vote in addition to his or her own vote.

8. Minutes of Meetings

- (i). The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- (ii). Minutes of Committee meetings shall be circulated to all members of the Committee, and to the Board.

9. Delegated Responsibilities

- (i). The Committee is delegated responsibility for proposing, monitoring and developing the good governance framework of the Academy.

10. Authority

- (i). The Committee is authorised to seek the information it requires from the Board / Staff / other Stakeholders, in order to perform its duties.

- (ii). The Committee is authorised to obtain, at reasonable expense, outside legal or other professional advice where it judges it necessary in order to discharge its responsibilities as a Committee.

11. Duties

11.1. Code of Governance

- (i). The Committee will review and adopt, where applicable, the Code of Practice for the Governance of State Bodies (the “Code”) and the Code of Business Conduct for Members of the Charities Regulatory Authority, and establish a Code of Governance for the Academy.
- (ii). The Committee shall monitor the Academy’s compliance with the Code of Governance and with all applicable legal, regulatory and listing requirements;
- (iii). The Committee shall review developments in corporate governance generally and advise the Board periodically with respect to significant developments in the law and practice of corporate governance and recommend the approach to be taken by the Academy in relation to such corporate governance standards;
- (iv). The Committee shall monitor the Academy’s compliance with the QQI Act and Core Statutory Quality Assurance Guidelines and shall advise the Board periodically with respect to significant developments in these areas.

11.2. Constitution

- (i). The Committee shall review and propose reforms of the Academy Constitution (Blue Scheme) in the light of the requirements of the Code of Governance for the Academy, for approval by the Board of Governors and the Members of the Academy;

11.3. Board Committees

- (i). The Committee shall review and approve the Committee structures of the Board and the terms of reference of those committees and shall ensure that such terms of reference are regularly reviewed;

11.4. Board Composition

- (i). The Committee shall make recommendations regarding Board of Governors composition and skills mix and shall identify suitable Board members for appointment by the Board;

11.5. Board and Senior Management Evaluation

- (i). The Committee shall ensure that there is a robust and effective process for the self-evaluation of the performance of the Board and Board Committees and shall support the Board and its Committees in carrying out their annual self-evaluations.
- (i). The Committee shall monitor the recommended follow-up actions to make sure that they are assigned and completed;
- (ii). The Committee shall monitor the induction and training programs for Board members;

- (iii). The Committee shall ensure that regular performance reviews of the Director and Finance Officer are carried out.

11.6. Publication of Academy Policies

- (i). The Committee shall oversee the Academy policies and any material information of the Academy made public or made available to any public body by the Academy relating to corporate governance, particularly in the context of the imperatives arising from the QCI (Education and Training) Act (2012) and the Core Statutory Quality Assurance Guidelines (2016)

12. Annual Review

- (i). The Committee shall review its own performance and evaluate whether it is operating at maximum effectiveness, including its procedures and membership, on an annual basis.
- (ii). The Committee shall review its terms of reference annually, and to reflect best practice from the corporate and public sectors, and shall propose to the Board for approval any changes that it considers necessary.
- (iii). The Committee shall arrange an external expert review and evaluation of its performance every three (3) years.

Appendix E: Board of Studies Terms of Reference

The purpose of this document is to set out the terms of reference of the Royal Irish Academy of Music (RIAM) Board of Studies.

These revised Terms of Reference are based on the terms of reference approved by the Board of Studies on 23rd September 2020 and by the Governance Committee of the Board of Governors on 9th July 2020, and include changes decided on by the Board of Governors at its meeting on 16th July 2020.

They are effective from 10th November 2023 as approved by the Board of Studies (the Effective date).

1. Membership

- For the Academic Year 2020/21, the membership shall consist of the Director, the Heads of Faculty, not more than three teachers elected annually by the teaching staff, not more than three teachers appointed by the Board of Governors, the Head of RIAM Connect, the Head of Artistic Programming, the Head of Junior RIAM, and the President of the RIAM Students Union.
- For the Academic Year 2022/23, the election process for the three teachers elected by the teaching staff and for all standing committees (see sub-section “Standing Committees” in section 9 below) shall be organised by the Secretariat, by secret ballot, and be subject to the approval of the Board of Studies.
- For the Academic Year 2022/23, appointments from teaching faculty by the Board of Governors to the Board of Studies shall be made in June 2023, or as soon as may be practical thereafter, and those appointed shall serve for a term of 1 year.
- From the start of the Academic Year 2023/24, and thereafter, the membership shall consist of the RIAM Director, the Secretary, the 5 Heads of Faculty, one teacher (with a self-nominated alternate) elected biennially by each Faculty teaching staff (a total of five teachers), the Head of RIAM Connect, the Head of Artistic Programming, the Head of Junior RIAM, the Head of Programmes, Research and Academics, the Librarian, Head of Chamber Music and two members from the RIAM Student Union of which one is the President of the RIAM Students Union.
- From the start of the Academic Year 2021/22, and thereafter, the election process for each of the five Faculty teachers to the Board of Studies and all standing committees (see sub-section “Standing Committees” in section 9 below) shall be organised by each individual faculty in collaboration with the Secretariat, and be subject to the approval of the Board of Studies.
- The Board of Studies shall make every effort to have the broadest possible representation on these committees, avoiding a situation where one member of staff serves on multiple committees. However, in the event that vacancies remain to be filled after elections are complete, Heads of Faculty may

nominate willing members of staff to serve.

- Members of the Board of Studies (or their nominated alternates) have the right to attend and vote at Board of Studies meetings. Other individuals in the RIAM management team and external advisers may be invited to attend for all or part of any meeting, as and when the Board of Studies deems that appropriate or necessary. The Chairman of the Board of Governors, or his/her nominated alternate from the Board of Governors, may attend any meeting of the Board of Studies.
- Appointments from teaching faculty to the Committee shall be made in September every second year, or as soon as may be practical thereafter, and shall serve for a term of 2 years, starting on 1 November, to a limit of 2 consecutive terms.
- One member of the Board of Studies shall be elected annually by the Board of Studies to the Board of Governors, and shall serve from 1 November for 12 months.
- The Secretary shall ensure that on appointment to the Board of Studies, members shall receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, and involvement outside Board of Studies meetings if any.

2. Chairperson of the Board of Studies

- The Board of Studies shall be chaired initially by the Director of the RIAM. At the first meeting held after 1 November 2022, the Board of Studies shall elect its Chairperson for a 2-year term.
- The Chairperson shall request two other members of the Board of Studies to act as vice-Chairpersons for the Academic year.
- The Chairperson, or in his/her absence, one of the Vice-Chairpersons, shall preside at the meetings of the Board. In the absence of all three, the Board of Studies meeting cannot be held.

3. Secretary of the Board of Studies

- The Secretary shall act as Secretary to the Board of Studies and will ensure that the Board of Studies receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.
- The Secretary shall be in attendance but shall not be included in the quorum and has no voting rights.
- The Secretary is also responsible for the formal induction of new members of the Board of Studies and for organising mentoring for Board of Studies members where required.

4. Quorum

- The quorum necessary for the transaction of business shall be one third of the full board membership, plus one, which must include either the Chair or a

Vice-Chair. A duly convened meeting of the Board of Studies at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Board of Studies.

5. Frequency of Meetings

- The Board of Studies shall meet 4 times a year and as otherwise required and determined by the Board of Studies.

6. Notice of Meetings

- The Secretary shall summon meetings of the Board of Studies in consultation with the Chair.
- Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Board of Studies and any other person required to attend no later than two weeks before the date of the meeting. Supporting papers shall be sent to Board of Studies members and to other attendees as appropriate, at the same time.

7. Minutes of Meetings

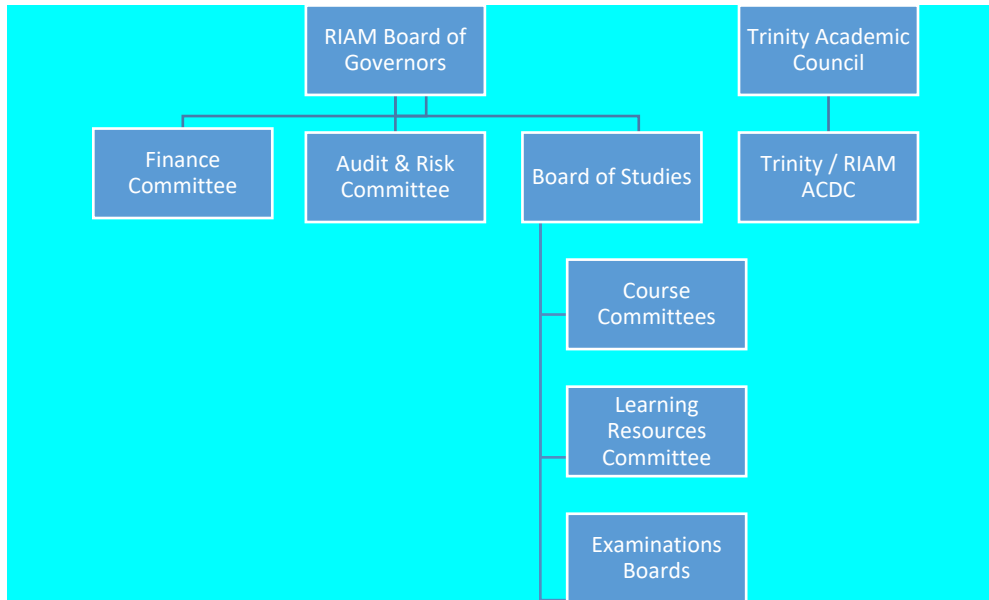
- The Secretary shall minute the proceedings and resolutions of all meetings of the Board of Studies, including recording the names of those present and in attendance.
- Draft Minutes of Board of Studies meetings shall be circulated to all members of the Board of Studies as soon as possible after the meetings for review, and approved at the subsequent meeting of the Board. In exceptional circumstance, the minutes may be approved electronically by email, and formally ratified at the subsequent meeting, in order to allow them be circulated, in a timely manner, to a meeting of the Board of Governors.

8. Reporting structure

- All decisions of the Board of Studies are subject to the approval of the Board of Governors, who are the supreme authority of the RIAM. Deadlines for approvals and updates to the Board of Governors are captured in the operational calendar of the Board of Studies.
- On financial matters, approval for all proposed budget transactions over a value of €10,000 in the annual budget that are not in the ordinary course of business must be referred to the Finance Committee, which will make recommendations to the Board of Governors.
- The Finance Committee shall also examine and review all proposed budget transactions over a value of €50,000 in the annual budget that are in the ordinary course of business and make recommendations to the Board.
- On academic quality assurance matters relating to academic programme qualifications awarded by Trinity College, the University of Dublin, the Board of Studies reports to Trinity College. It is Trinity College's responsibility to ensure the quality of RIAM's programmes to Quality and Qualifications

Ireland (QQI). All reporting, including Board of Studies minutes, is through the Associate College's Degrees Committee (ACDC).

- On academic quality assurance matters relating to academic programme qualifications awarded by the RIAM, the Board of Studies reports to the Board of Governors.



9. Delegated Responsibilities

- Delegated Responsibility – The Board of Studies is delegated oversight of all matters pertaining to education in the RIAM, subject to the provisions of the RIAM Constitution and the supreme control of the Board of Governors.
- Delegating Operational responsibility – The Board of Studies shall delegate operational responsibility for the day-to-day educational management (operations and line management of administrative and academic personnel) of the RIAM to the Director and the Secretary/Finance Officer and the RIAM's senior administrative team.
- Standing committees – the Board of Studies has the following standing committees who make recommendations on select educational issues for approval. The Terms of Reference of these Standing Committees are established and approved by the Board of Studies.:
 - Junior RIAM Committee
 - Undergraduate Course Committee
 - Postgraduate Course Committee
 - Doctorate Committee
 - RIAM Exams Committee
 - Adult Division Steering Committee
 - Artistic Planning Group

10. Authority

- The Board of Studies is authorised to seek the information it requires from the Board of Governors in order to perform its duties.
- The Board of Studies is authorised to obtain, at RIAM expense, outside professional advice where it judges it necessary to discharge its responsibilities as a Committee subject to the approval of the Board of Governors.
- The Board of Studies acknowledges Trinity College Dublin's relationship with the Academy as the Designated Awarding Body (DAB) in respect of its validated programmes.
- It further acknowledges a reporting and approval mechanism through the Associated Colleges Degrees Committee (ACDC) for external examiner appointments, modifications to programmes and initial new programme approval, prior to approval by the Trinity Undergraduate Studies Committee or Graduate Studies Committee, as appropriate, before approval by the Trinity Academic Council.
- In the case of a tied vote the Chairperson, if present, or the Vice-Chairperson presiding in the absence of the Chairperson, will have a casting vote in addition to his or her original vote.

11. Duties

1. To contribute to the development and review of the RIAM's strategic plan and to take the lead in the development and review of the RIAM's academic strategic plans
2. To lead, approve and have oversight of academic policy and procedure and to approve and keep under review general student and academic regulations. The latter will include oversight of the operation of student complaints, appeals, and discipline and plagiarism procedures
3. To approve and have oversight of the RIAM's research strategy
4. To approve admissions, access and widening participation strategies and policies and to receive reports on their operation and outcomes
5. To be the primary internal body for academic quality assurance, standards and quality enhancement in RIAM, including:
 - Approval and review of academic quality assurance procedures
 - Approval and removal of external examiner appointments
 - Approval of initial programme approval and reviews
 - Approval of annual programme monitoring reports
 - Approval of the criteria for student admission
 - Approval of faculty reviews
 - Overview of academic professional development

- Approval and review of proposals and minutes from all relevant RIAM Committee meetings
 - Approval of academic collaborative provision and partnerships
 - Approval and review of artistic strategy
 - Approval of Junior RIAM strategy
 - Approval of RIAM Exams strategy
 - Review and noting of individual faculty minutes
6. To lead the RIAM's preparation for external academic institutional audits and related exercises and to have oversight of the RIAM's compliance with QQI's academic codes of practice, frameworks, infrastructure, and guidance
7. To periodically review its own effectiveness and that of its committees
8. To undertake such other matters as the Board of Governors may from time to time refer.

Appendix F: Trinity Associated College Degrees Committee (ACDC) - Terms of Reference



Trinity College Dublin
Coláiste na Tríonóide, Baile Átha Cliath
The University of Dublin

Terms of Reference for the Royal Irish Academy of Music Associated College Degrees Committee (Nov 2016)

Context

The Royal Irish Academy of Music Associated College Degrees Committee (RIAM ACDC) was established in 2013 with the terms of reference approved in March 2013 and amended by the first meeting of the RIAM ACDC in June 2013. The Royal Irish Academy of Music (RIAM) is a linked provider under the *Qualification & Quality Assurance (Education & Training) Act 2012*. Generic proposed terms of reference for the linked providers' governance committees were presented at the committee meeting of 4 May 2016 for introduction for the 2016/17 academic year. The generic proposed terms of reference reflect the regulatory framework and functions under the 2012 Act and associated quality assurance guidelines including the Core Statutory Quality Assurance Guidelines (April 2016), and the Sector Specific Quality Assurance Guidelines for Designated Awarding Bodies (July 2016). The committee approved the revised terms of reference with minor amendments. The generic proposed terms of reference were subsequently presented and approved by the Quality Committee on the 12 May 2016. It is within the above context that a review of the specific RIAM ACDC terms of reference has now been completed.

Principles

1. Trinity does not wish to be involved in any arrangement that simply amounts to a straight validation of courses carried out in colleges external to our own systems. Any validation must therefore be embedded in a developing partnership of collaboration and complementarity and located within a strategy which has a clear rationale across a range of courses: undergraduate, postgraduate, and research.

2. The robust system of quality assurance and enhancement of external College provision needs to be underpinned by current College policy and the regulatory framework. Its objective is to protect the academic standards and reputation both of Trinity and of its linked providers and the education provision of learners enrolled in validated programmes. It addresses issues of programme design, delivery, recruitment, assessment, evaluation, provision, teaching, representation and support, not the actual work of students themselves. We are assuring ourselves of the quality of delivery, assessment, support and administration, not managing the systems themselves

3. Quality Assurance (QA) implies Quality Enhancement (QE) and seeks to identify and agree procedures and approaches to ensure effective monitoring and periodic review of educational programmes. While based on a legislative framework that requires compliance, procedures should be set within a developing professional relationship of self-evaluation and guidance, be sufficiently flexible to apply to a range of delivery contexts (face to face, online/blended, on-campus, off-campus including in professional placement locations and where applicable in other jurisdictions); and across the range of courses: undergraduate, postgraduate, and research degrees.

Procedures

1. The minutes of ordinary committee meetings of the RIAM ACDC will continue to be reported to Undergraduate Studies Committee and the Graduate Studies Committee as compliance committees of the University Council. The minutes of the extraordinary meeting will be reported to the Quality Committee as a compliance committee of both the University Council and the College Board.

2. The *ex officio* membership of the RIAM ACDC should comprise the following representatives:
 - Registrar, Trinity (Chair);
 - Dean of Graduate Studies;
 - Dean of Undergraduate Studies/Senior Lecturer;
 - Quality Officer as the delegate of the Academic Secretary;
 - Heads of School of (i) School of Education and (ii) School of Creative Arts (formerly Drama, Film and Music); a second representative of the School of Education and the Head of the Department of Music (School of Creative Arts);
 - Director of the Royal Irish Academy of Music, the RIAM research representative and the Head of each of the course committees and the Administrative Officer (Registry);

- Other subject matter experts may be co-opted onto the committee from the linked provider and Trinity as required (refers to the annual extraordinary meeting below).
3. This committee will normally meet three times per year with respect to the ordinary academic business to cover matters outlined under 5(i) below.
 4. A fourth annual extraordinary meeting will be held to discuss/monitor institutional-level quality assurance matters outlined under 5 (ii) below or any other matters as required under changes to the QQI Act, quality assurance guidelines, policies or codes.
 5. The Terms of Reference of the committee will include
 - i. All ordinary academic matters with respect to new course proposals and/or changes to previously approved courses and monitoring activities associated with same, such as:
 - (a) Learning Outcomes at programme or module level;
 - (b) Regulations impacting on new or existing Calendar entries;
 - (c) Nomination for new External Examiners for new programmes and for replacement external examiners upon completion of their term;
 - (d) Assessment criteria and/or framework aligned with learning outcomes and pedagogy;
 - (e) External Examiners' reports, reports of professional or statutory body accreditation that apply to the course/programme and periodic review reports (annual and/or cyclical);
 - (f) Outcomes of student evaluation activities at programme and/or module level, in addition to the Irish Survey of Student Engagement and/or International Student Barometer, if applicable;
 - (g) Student progression, retention and achievement outcomes, annually and by cohort;
 - (h) Recruitment, admissions, induction procedures for domestic, visiting and international students;
 - (i) Student handbooks and other published material on the student portal or web that communicates the requirements of the course, programme and Award to applicants and students;
 - (j) Marketing and/or published content on web that informs potential applicants and the public of matters related to the course/programme;

- ii. Matters relating to monitoring of institutional quality assurance of the linked provider will be discussed at an annual extraordinary meeting of the committee, at a date to be agreed and will review:
 - a) Linked provider's strategy with respect to teaching, learning, research and partnerships that have the potential to impact on arrangements with Trinity, validated programmes, the enrolled students and ongoing accreditation by professional and statutory bodies, the QQI or HEA.
 - b) Risks (financial, operational, contractual or reputational) that impact on the sustainability of the linked provider, the validated programmes and/or Awards granted by Trinity and recognised on the National Framework of Qualifications or listed on the Interim International Register.
 - c) Following initial approval of quality assurance policies and procedures under §7 of the Trinity Policy/Procedure on the 'Approval of Higher Education Institutions Quality Assurance Procedures; any new or revised policies and procedures to be submitted for approval under §8 of the Trinity Policy/Procedure on the 'Approval of Higher Education Institutions Quality Assurance Procedures'.
 - d) Action Plans (retrospective and prospective) to address/redress issues related to academic standards, quality assurance and /or enhancement outcomes, QQI policies, procedures and codes.
 - e) Staffing Profiles, continuing professional development, staff recruitment and retention, quality assurance.
 - f) Third-party partnerships with national, European or international higher education providers that could result in recognition of Trinity ECTS by another party with whom Trinity does not have an existing partnership or on whom Trinity has not conducted due diligence.
 - g) Compliance of student record systems with the National Qualification Framework, Data Protection and Freedom of Information legislation and European requirements under Bologna e.g. European Diploma Supplement.
 - h) Fitness for purpose of the learning environment on and off-campus (professional placement locations) including formal and informal learning spaces, equipment, IT systems (VLE, computing, Wi-Fi), access to library resources (hard copy and online), other student learning supports.

Any issues or risks identified as requiring action from the annual extraordinary meeting are to be responded to in writing (Action Plan) by the linked provider within three months to the Registrar of Trinity in the capacity as Chair of the committee, with progress on implementation to be reported and assessed at the next annual extraordinary meeting.

Appendix G: Course Committees Terms of Reference

The purpose of this document is to set out the terms of reference of the Royal Irish Academy of Music (RIAM) course committees, which are:

1. Undergraduate Course Committee
2. Postgraduate Course Committee
3. Doctor in Music Performance Course Committee

These terms of reference were approved by the Board of Studies on 21st June 2024 and are effective from 1st September 2024.

1. Membership

- Membership of the committees includes the RIAM Director, a Secretary to the Committee (a member of the 3rd and 4th level office), 5 Heads of Faculty (one of whom is elected as the Chair), Head Librarian under Doctoral committee, one student representative of each year of the programme (to be a balance of disciplines and specifically 4 students for Bachelor degrees, under each year ; 1 student for the Diploma;; 1 student for the Diploma; two students for the Masters Programme; 1 student for the Recital Artist programme and 4 students for the doctorate programme), and up to five academic staff (one from each Faculty that has students on the relevant courses) elected annually. That staff representative should be teaching on the course. Co-optees from the wider music profession or other persons who may be deemed useful to the work of the Committee (e.g. members of the RIAM management team, external advisors etc) may be invited to attend Committee meetings from time to time. Such persons are engaged in terms of the role or function they perform and are not deemed to act in a representative capacity. As such, they do not have voting rights and may not be considered in the calculation of the quorum for a meeting.
- Only members of the Committees and those invited to the meeting have the right to attend meetings.
- Appointments to the Committees are made automatically in September each year.
- The Secretary shall ensure that members receive an e-mail of appointment setting out clearly what is expected of them in terms of time commitment, and involvement outside Committee meetings if any.

2. Chairperson of the Course Committees

- The Course Committees shall elect from amongst the Heads of Faculty a Chairperson to hold office for the Academic year.
- Every outgoing Chairperson is eligible for re-election, provided the same person does not chair the Committee for more than three consecutive years.
- The Chairperson shall request two other members of the Committee to act as

vice-Chairpersons for the Academic year. The Chairperson, or in his/her absence, one of the Vice-Chairpersons, shall preside at the meetings of the Committees.

- In the absence of both Chairperson and Vice-Chairs, the meeting cannot go ahead.

3. Secretary of the Course Committees

- The Secretary of the Course Committee shall be a member of the 3rd and 4th level office.
- The Secretary of the Course Committees will ensure that the Committees receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.
- The Secretary of the Committee is a full member of the Committee, and is considered in numbers for a quorum, but without voting rights.

4. Quorum

- The quorum necessary for the transaction of business shall be one third of the committee and must include the Chair or one of the Vice-Chairs, two academic members of staff, one student or student nominee for the Postgraduate and Doctoral committees, and two students or student nominee for the Undergraduate Committee. A duly convened meeting of the Course Committees at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committees.

5. Frequency of Meetings

- The Course Committees shall meet at least 5 times a year, and as otherwise required and determined by the Board of Studies

6. Notice of Meetings

- Meetings of the Course Committees shall be summoned by the Secretary of the Course Committees in consultation with the Chair.
- Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Course Committee and any other person required to attend no later than one week before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

7. Minutes of Meetings

- The Secretary of the Committees shall minute the proceedings and resolutions of all meetings of the Committees, including recording the names of those

present and in attendance.

- Approved minutes of the Course Committee meetings shall be circulated to the Board of Studies.

8. Delegated Responsibilities

- Delegated Responsibility – The Course Committees are delegated day-to-day oversight of all matters pertaining to the course relevant to the committee in the RIAM, subject to the provisions of the RIAM Constitution, the oversight of the Board of Studies and the supreme control of the RIAM by the Board of Governors.
- Delegating Operational responsibility – The Course Committees shall delegate operational responsibility for the day-to-day educational management of the RIAM (operations and personnel management) to the Director and the Finance Officer and the RIAM’s management team.
- In the case of a tied vote, the Director in the first instance, or Chair in the Director’s absence, will have a casting vote in addition to his or her original vote.

9. Authority

- The Course Committees are authorised to seek the information it requires from the Board of Studies or Board of Governors in order to perform its duties.
- The Course Committees are authorised to obtain, at RIAM expense, outside professional advice where they judge it necessary to discharge their responsibilities as a Committee, subject to the approval of the Board of studies and the Finance Committee.

10. Duties

- Systematic oversight of curricula for the relevant course
- Reviewing External Examiner reports relevant to the course and making recommendations to the Board of Studies
- Establishing as required a standing committee to develop a new or modified programme concept
- Recommending curricula modifications and new curricula to the Board of Studies
- Preparing reports and course reviews for the Board of Studies and for periodic programme reviews as required
- Monitoring and recording student progress and noting student feedback
- Reviewing issues brought to the committees by students and making decisions on their resolution where appropriate
- Conducting a review of their own performance and terms of reference to ensure they are operating at maximum effectiveness

- Reporting formally to the Board of Studies at least once a year on activities undertaken by the committee.

Appendix H: ICT Steering Committee Terms of Reference

The ICT Steering Committee is a committee of the Board of Governors (the Board) of the Royal Irish Academy of Music (RIAM) and reports directly to the Finance Committee and to the Board.

The purpose of the committee is to help draw up an overall strategy for ICT in the RIAM, to recommend ICT plans drawn up by RIAM management for approval by the RIAM Finance Committee and to supervise the implementation of those plans, and to advise the RIAM Finance Committee, and the Board of Governors.

1. Membership

[i]. The RIAM Board of Governors shall appoint the members of the ICT Steering Committee.

[ii]. The ICT Steering Committee shall consist of at least four (4) and no more than seven (7) members, and including at least one independent non-executive members of the Board and shall have at least one member with acknowledged expertise on ICT Policy, Strategy and systems implementation matters. The RIAM Secretary, the Director and the ICT Manager shall be ex officio members of the Committee. The makeup of the Committee should aim to provide a good gender balance as well as balanced representation from RIAM's internal stakeholder groups.

(i). The Board may co-opt additional external members to the Committee as required, after satisfying itself that any proposed new member has no conflicts of interest or loyalty that would inhibit that individual's full participation in the work of the Committee.

(ii). Only members of the Committee have the right to attend Committee meetings. Members of the RIAM management team, other RIAM personnel and external advisers may be invited to attend for all or part of any meeting, as and when the Committee deems that to be appropriate or necessary.

(iii). Appointments to the Committee shall be made in January each year for a one-year term. Members of the committee may serve up to six terms of one year each.

(iv). The Board shall ensure that on appointment to the Committee, members shall receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, and involvement outside Committee meetings if any.

2. Chairperson

(i). The Committee shall elect their Chairperson at its first meeting of each year.

(ii). In the absence of the Chairperson, the remaining members present shall elect one of their number to chair the meeting.

3. Secretary to the Committee

(i). The ICT Manager will act as the Secretary to the Committee (Secretary), and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

(ii). The Secretary of is also responsible for the formal induction of new members of the Committee and for organising mentoring for Committee members where required.

4. Quorum

(i). The quorum necessary for the transaction of business will be three [3]. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Frequency of Meetings

(i). The Committee shall meet at least four times a year and as otherwise required and determined by the Committee.

(ii). The Chairperson may convene additional meetings, as he/she deems necessary.

(iii). The Board may ask the Committee to convene further meetings to discuss particular issues on which they seek the Committee's advice.

6. Notice of Meetings

(i). The Secretary shall summon meetings of the Committee at the request of the Chairperson, giving a minimum of 5 full working days' notice.

(ii). Unless otherwise agreed, further notification of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than three full working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

7. Decision Making

(i). Committee decisions are made by consensus or, if required, by a majority of the votes of the members present. Each member of the committee present has one vote. In the case of a tied vote, the Chairperson will have a casting vote in addition to his or her own vote.

8. Minutes of Meetings

(i). The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

(ii). Minutes of Committee meetings shall be circulated to all members of the Committee, and to the RIAM Finance Committee.

9. Delegated Responsibilities

(i). The Committee is delegated responsibility for proposing, developing, and monitoring the ICT Policies and Strategy for the Academy; the examination and monitoring of ICT plans developed by RIAM Management; and making recommendations to the RIAM Finance Committee, and, where appropriate to the RIAM Board.

10. Authority

- (i). The Committee is authorised to seek the information it requires from the Board / Staff / other Stakeholders, in order to perform its duties.
- (ii). The Committee is authorised to obtain, at reasonable expense, outside legal or other professional advice where it judges it necessary in order to discharge its responsibilities as a Committee.

11. Annual Review

- (i). The Committee shall review its own performance and evaluate whether it is operating at maximum effectiveness, including its procedures and membership, on an annual basis.
- (ii). The Committee shall review its terms of reference annually, and to reflect best practice from the corporate and public sectors, and shall propose to the Board for approval any changes that it considers necessary.
- (iii). The Committee shall arrange an external expert review and evaluation of its performance every three (3) years.

Approved by the ICT Steering committee at its meeting on 1st November 2019

Appendix I: Exams Committee Terms of Reference

The RIAM Exams Committee has charge of all matters directly pertaining to the RIAM Examination System, subject to the supreme control of the Board of Governors.

1. Membership

The membership shall consist of the Head of RIAM Connect, Chief Examiner (Music), Chief Examiner (Drama) and the RIAM Exams Office Manager (Secretary).

2. Chairperson

The Chairperson shall be the Head of RIAM Connect. In the absence of the Chairperson, the Members present shall elect one of their own number to preside for the occasion.

3. Secretary

The Secretary to the Committee shall be the RIAM Exams Office Manager. They shall be a full member of the Committee but without voting rights.

4. Quorum

The quorum necessary for the transaction of business shall be three [3] members. A duly convened meeting of the RIAM Exams Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the RIAM Exams Committee.

5. Meetings

The RIAM Exams Committee shall ordinarily meet ~~once a month~~ 5 times during term time or as the exigencies of examination periods permits. Decisions by the Committee will normally be made by consensus rather than by formal vote. When a vote is taken, a decision will be by simple majority. In the case of a tied vote, the Head of RIAM Connect will have a casting vote in addition to his or her original vote.

6. Minutes of the Meetings

Minutes of the proceedings of a meeting of the Committee will be drawn up by the Secretary and will be verified by the Committee members and will be signed by the Chairperson at the subsequent meeting.

The minutes, once approved, shall be submitted to the Board of Studies for acceptance.

7. Delegated Responsibilities

Delegated Responsibility – The RIAM Exams Committee is delegated day-to day oversight of all matters pertaining to running of exams in the RIAM, subject to the

provisions of the RIAM Constitution and the supreme control of the RIAM by the Board of Governors.

Delegating Operational responsibility – The RIAM Exams Committee shall delegate operational responsibility for the day-to-day management of the RIAM Exams division to the Head of RIAM Connect and the RIAM Exams team.

8. Authority

The RIAM Exams Committee is authorised to seek the information it requires from the Board of Governors in order to perform its duties.

The RIAM Exams Committee is authorised to obtain, at RIAM expense, outside professional advice where it judges it necessary to discharge its responsibilities as a Committee.

9. Duties

- Providing strategic oversight on all matters for the RIAM Exams section
- Oversight of curricula for existing and new assessment formats
- Drawing up, and reviewing the application of Rules and Regulations pertaining to assessment matters for all RIAM Exams students
- Adjudicating and administering the High Achievers Awards and exam related events, and organising entrance scholarships, composition competitions and other related activities
- Any other duties as required in the interests of developing the RIAM and its assessments
- Oversight of quality assurance as applied to RIAM Exams, to include marking criteria, examiner training, vetting of results
- They shall also make such special reports, from time to time, as they think expedient, or as the Governors may require.
- The RIAM Exams Committee shall, at least once a year, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and shall propose to the Board of Studies for approval any changes it considers necessary.
- Reporting formally to the Board of Studies at least once a year on activities undertaken by the committee

Appendix J: Artistic Planning Committee Terms of Reference

Reporting to the Board of Studies, the RIAM Artistic Planning Committee (APC) has charge of all matters directly pertaining to the RIAM's forward performance plans, subject to the supreme control of the Board of Governors.

1. Membership

The membership shall consist of the Head of Artistic Programming (Chair), Director, Head of Keyboard, Head of Wind, Brass and Percussion, Head of Strings, Head of Chamber Music, Head of Vocal Studies, Head of Composition, and, Head of Historical Performance, Head of RIAM Connect, Head of Performing Groups, Marketing/ Development Officer (Secretary). The Secretary shall be counted in the quorum but will not have voting rights.

2. Chairperson

The Chairperson shall be the Head of Artistic Programming. The Chairperson shall request two other members of the Committee to act as vice-Chairpersons for the Academic year. The Chairperson or, in his/her absence, one of the Vice-Chairpersons, shall preside at the meetings of the Committees. In the absence of both Chairperson and Vice-Chairs, the meeting cannot go ahead.

3. Secretary

The Secretary shall be the marketing and development officer. The Secretary shall be a full member of the Committee who can be counted in the quorum, but is without voting rights.

4. Quorum

The quorum necessary for the transaction of business shall be four [4] members. A duly convened meeting of the RIAM Artistic Planning Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the RIAM Artistic Planning Committee.

5. Meetings

The RIAM Artistic Planning Committee shall ordinarily meet 6 times a year. Decisions by the APC will normally be made by consensus rather than by formal vote. When a vote is taken, a decision will be by simple majority. In the case of a tied vote, the Director (or the Chair in their absence) will have a casting vote in addition to his or her original vote.

6. Minutes of the Meetings

Actions arising from the proceedings of a meeting of the APC will be minuted by the Marketing and Development Officer and circulated to the members of the APC.

7. Delegated Responsibilities

Delegated Responsibility – The APC is delegated day-to-day oversight of all matters pertaining to performance in the RIAM, subject to the provisions of the RIAM Constitution and the supreme control of the RIAM by the Board of Governors.

Delegating Operational responsibility – The RIAM Artistic Planning Committee shall delegate responsibility for the day-to-day management of programming to the Head of Artistic Programming.

8. Authority

The RIAM APC is authorised to seek the information it requires from the Board of Studies in order to perform its duties.

9. Duties

- To devise and coordinate artistic activity across all divisions of the RIAM, approve forward performance plans and the overall pattern of programmed performances within the artistic strategy approved by the Board of Studies
- To identify scope for links with external organisations
- To plan and arrange for the implementation of the programmes of visiting musicians and ensembles
- Approval of student and staff submissions for programmed concerts
- To coordinate and establish policy for masterclasses, competitions and prizes
- To keep under review resources involved in delivering the RIAM’s artistic programme and sources of funding
- Any other duties as required in the interests of developing the RIAM and its performances
- On behalf of the APC the Head of Artistic Programming shall make a report once at least in each year, to the Board of Studies, on RIAM’s programming strategy and they shall offer such recommendations as their experience may suggest.
- The Artistic Programming Committee shall, at least once a year, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and shall propose to the Board of Studies for approval any changes it considers necessary.

Appendix K: Junior RIAM Committee Terms of Reference

The Junior RIAM Committee has charge of all matters directly pertaining to pre-college education at RIAM, subject to the supreme control of the Board of Governors.

Where a recommendation of the Junior RIAM Committee has financial or managerial implications, it should be referred to the Academy Secretary, for presentation to the Governors, through the Finance Committee.

1. Membership

The membership shall consist of the Director, Head of Junior RIAM, Heads of Faculty, 4 faculty voted from the teaching staff of the faculties with the largest cohorts of junior students (Musicianship, Keyboard, Strings, and WBP), a representative from the Early Years Division and a member of the Junior RIAM Office (Secretary). A maximum duration of two consecutive years for Faculty representatives is allowed, so to increase participation, inclusion and bring fresh ideas, perspectives and opinions to the committees.

2. Chairperson

The Chairperson shall be the Head of Junior RIAM. The Chairperson shall request two other members of the Committee to act as vice-Chairpersons for the Academic year. The Chairperson, or in his/her absence, one of the Vice-Chairpersons, shall preside at the meetings of the Committees.

In the absence of both Chairperson and Vice-Chairs, the meeting cannot go ahead.

3. Secretary

The Secretary shall be a member of the Junior RIAM Office. They shall be a full member who can be counted in the quorum but is without voting rights.

4. Quorum

The quorum necessary for the transaction of business shall be five [5] members. A duly convened meeting of the Junior RIAM Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Junior RIAM Committee.

5. Meetings

The Junior RIAM Committee shall ordinarily meet five times during term time or as the exigencies of examination periods permits. Decisions by the Committee will normally be made by consensus rather than by formal vote. When a vote is taken, a decision will be by simple majority. In the case of a tied vote, the Chairperson will have a casting vote in addition to his or her original vote.

6. Minutes of the Meetings

Minutes of the proceedings of a meeting of the Committee will be drawn up by the Administrative Officer of the Junior RIAM Office, will be verified by the Committee members and will be signed by the Chairperson at the subsequent meeting.

The minutes, once approved, shall be submitted to the Board of Studies for acceptance.

7. Delegated Responsibilities

Delegated Responsibility – The Junior RIAM Committee is delegated day-to day oversight of all matters pertaining to Junior RIAM, subject to the provisions of the RIAM Constitution and the supreme control of the RIAM by the Board of Governors.

Delegating Operational responsibility – The Junior RIAM Committee shall delegate operational responsibility for the day-to-day educational management of the RIAM to the Director and Secretary, and the Junior RIAM Office.

8. Authority

The Junior RIAM Committee is authorised to seek the information it requires from the Board of Governors in order to perform its duties.

The Junior RIAM Committee is authorised to obtain, at RIAM expense, outside professional advice where it judges it necessary to discharge its responsibilities as a Committee.

8. Authority

The Junior RIAM Committee is authorised to seek the information it requires from the Board of Governors in order to perform its duties. The Junior RIAM Committee is authorised to obtain, at RIAM expense, outside professional advice where it judges it necessary to discharge its responsibilities as a Committee.

9. Duties

- Providing strategic oversight on all matters for Junior RIAM subject to the approval of the Board of Studies
- Oversight of curricula for existing and new learning and assessment formats
- Development of curricula and assessment changes for approval by the Board of Studies
- Drawing up, and reviewing the application of Rules and Regulations pertaining to assessment matters for all Junior RIAM students
- Reviewing and responding to the reports from Heads of Faculty and Board of Studies meetings
- Any other duties as required in the interests of developing Junior RIAM

- The Junior RIAM Committee shall make a report, through its Chair, once at least in each year, to the Board of Studies, on the condition of Junior RIAM and they shall offer such recommendations as their experience may suggest.
- They shall also make such special reports, from time to time, as they think expedient, or as the Board of Studies may require.
- The Junior RIAM Committee shall, at least once a year, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and shall propose to the Board of Studies for approval any changes it considers necessary.
- Reporting formally to the Board of Studies at least once a year on activities undertaken by the committee

Appendix L: Adult Division Steering Committee

The Adult Division Steering Committee has charge of all matters directly pertaining to post - secondary school, adult learners who are not formally engaged in Junior RIAM or Tertiary study, subject to the supreme control of the Board of Governors.

1. Membership

The membership shall consist of the Head of Division (Chair), RIAM Director, the 5 Heads of Faculty, the Head of Junior RIAM, the Marketing Manager, and 3 teaching staff (one from each of the three areas; Group Instrumental & Vocal Tuition, Short Courses & Professional Development, 1:1 continuing tuition).

2. Chairperson

The Chairperson shall be the Head of Adult Division. The Chairperson shall request two other members of the Committee to act as vice-Chairpersons for the Academic year. The Chairperson, or in his/her absence, one of the Vice-Chairpersons, shall preside at the meetings of the Committee. In the absence of both Chairperson and Vice-Chair, the meeting cannot go ahead.

3. Secretary

The Secretary shall be a member of the Adult Division Office. They shall be a full member who can be counted in the quorum but is without voting rights.

4. Quorum

The quorum necessary for the transaction of business shall be five [5] members. A duly convened meeting of the Adult Division Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Adult Division Committee.

5. Meetings

The Adult Division Committee shall ordinarily meet 5 times a year and as otherwise required, or determined by the Board of Studies.

Decisions by the Committee will normally be made by consensus rather than by formal vote. When a vote is taken, a decision will be by simple majority. In the case of a tied vote, the Chairperson will have a casting vote in addition to his or her original vote.

6. Minutes of the Meetings

Minutes of the proceedings of a meeting of the Committee will be drawn up by the Secretary (Adult Division Office), will be verified by the Committee members and will be signed by the Chairperson at the subsequent meeting. The minutes, once approved, shall be submitted to the Board of Studies for acceptance.

7. Delegated Responsibilities Delegated Responsibility

The Adult Division Committee is delegated responsibility for proposing, developing, and monitoring the Adult Division strategy for RIAM; the examination and monitoring of plans developed by RIAM Management; and making recommendations to the RIAM

Management, RIAM Finance Committee, and, where appropriate to the RIAM Board. Delegating Operational responsibility – The Adult Division Committee shall delegate operational responsibility for the day-to-day operational management of the RIAM to the Director and Secretary, and the Adult Division Office.

8. Authority

The Adult Division Committee is authorised to seek the information it requires from the Board of Governors in order to perform its duties.

The Adult Division Committee is authorised to obtain, at RIAM expense, outside professional advice where it judges it necessary to discharge its responsibilities as a Committee.

9. Duties

- Providing strategic oversight on all matters for Adult Division;
 - Group Instrumental & Vocal Tuition
 - Short Courses & Professional Development
 - 1:1 continuing tuition
- Reviewing and responding to the reports from Heads of Faculty and Board of Studies meetings
- Reviewing and approving applications for continuing 1:1 tuition
- Any other duties as required in the interests of developing Adult Division, or as directed by the Board of Studies.
- The Adult Division Steering Committee shall make a report, through its Chair, once at least in each year, to the Board of Studies, on the condition of Adult Division and they shall offer such recommendations as their experience may suggest.
- The Adult Division Steering Committee shall, at least once a year, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and shall propose to the Board of Studies for approval any changes it considers necessary.
- Reporting formally to the Board of Studies at least once a year on activities undertaken by the committee.

Appendix M: Ethics in Public Office

Obligations under the Ethics Legislation

The Royal Irish Academy of Music complies with its obligations under the Ethics in Public Office legislation, which states that ...all those who hold designated directorships (Board memberships) or occupy designated positions of employment in public bodies, prescribed by regulation for the purposes of the Ethics legislation (i.e. the Ethics in Public Office Acts 1995 and 2001), must comply with the relevant provisions of the legislation. Compliance with the Ethics Acts is deemed a condition of appointment or employment.

All RIAM Board of Governor members, who have obligations under the Acts, are obliged to act in accordance with the guidelines and any advice given by the Standards Commission, unless by so doing they would be contravening another provision of the legislation.

Disclosure of Registrable Interests

The RIAM Complies with the Ethics in Public Office Act 1995 in so far as it requires all Board members to make an annual disclosure to the Secretary of registrable interests, by making a statement in writing each year during which they hold or held a Board position.

The requirement is for a statement in writing of their registrable interests, and the interests, of which a person has actual knowledge, of his or her spouse or civil partner, a child of the person or a child of the person's spouse or civil partner, which could materially influence the person in, or in relation to, the performance of the person's official functions by reason of the fact that such performance could so affect those interests as to confer on, or withhold from, the person, his or her spouse or civil partner, a child of the person or a child of the person's spouse or civil partner, a substantial benefit.

Material Interests: The holder of a designated Board membership or the occupier of a designated position of employment is required to furnish a statement of a material interest where a function falls to be performed, and where the Board member or the employee or a "connected person" (e.g. a relative or a business associate of the Board member or employee) has a material interest in a matter to which the function relates. The occupier of a designated position of employment must furnish such a statement to the other Board members of the public body by a designated Board member or to the relevant authority. The function must not be performed unless there are compelling reasons to do so. If a designated Board member or the occupier of a 61

designated position of employment intends to perform the function, he or she must, either before doing so, or if that is not reasonably practical, as soon as possible afterwards, prepare and furnish a statement in writing of the compelling reasons to the other Board members and to the Standards in Public Office Commission if a designated Board member, or to the relevant authority if an employee. This obligation applies whether or not the interest has already been disclosed in a statement of registrable interests.

Tax Clearance Obligations of Appointees

The members of the RIAM Board of Governors receive no remuneration, fees or otherwise for sitting on the Board and are therefore not obliged to comply in this capacity only, with the tax clearance provisions of the Standards in Public Office Act 2001.

Investigations

The Board and employees of public bodies can be subject to investigation by the Standards Commission, either where it considers it appropriate to do so, or following a complaint, and there is nothing that precludes the Standards Commission from taking into account this Code in such an investigation.

Appendix N: Code of Conduct

Introduction

Code of Conduct for Employees

The **Code of Practice for the Governance of State Bodies** makes provision for a **Code of Business Conduct for Employees**. Under the Code of Practice, the Chairman of The Royal Irish Academy of Music is required each year to confirm to the Minister for Education & Skills that appropriate procedures and controls are in place in the Royal Irish Academy of Music. This includes confirmation that a **Code of Business Conduct for Employees** is in place and is being adhered to.

The purpose of the Code of Business Conduct is to:

- assist the RIAM in the provision of a professional and effective service to our clients/stakeholders
- establish an agreed framework of good business practice and ethics in our business conduct
- promote and maintain confidence and trust
- prevent the development or acceptance of unethical practices
- meet our requirements under the **Code of Practice for the Governance of State Bodies (2009)**

The RIAM **Code of Business Conduct for Employees** sets out in written form the agreed standards of principle and practice, which inform the conduct of Employees of the RIAM. Failure to adhere to the requirements of the code and policies and procedures of the RIAM may result in disciplinary action up to and including dismissal.

Policies & Procedures underpinning the Code of Business Conduct for Employees

Policies and Procedures have been developed across a wide range of areas and can be accessed on the RIAM website, www.riam.ie.

The **Code of Business Conduct** is complementary to each employee's contract of employment and does not affect obligations under the legislation underpinning the employment or other relevant legislation e.g. Employment Equality Act 1998 - 2009, Ethics in Public Office Acts, Data Protection Acts 1998 - 2003 etc.

Noting of Code of Conduct by Employees

Each employee is requested to sign a Declaration of Understanding that they have read and noted the **Code of Business C o n d u c t**. When signed, the Declaration of Understanding is to be returned to the Secretary's office for record purposes.

CODE OF CONDUCT

General Principles

All RIAM staff should observe the highest standards of professionalism, integrity and honesty. To ensure this, they should adhere to the following principles:

1. Professionalism

Staff should carry out their duties and responsibilities in the RIAM to a professional and high standard. A professional approach to internal and external clients can be demonstrated through, for example;

- Responsiveness and Follow-Up
- Courtesy and Helpfulness
- Good Written Communications
- Good Verbal Communications
- Punctuality
- Meeting Etiquette
- Good Telephone Manner
- Showing a Desire to Get Things Done
- Teamwork
- Continuous Learning
- Respect for Others
- Professional Dress Code

The RIAM also has in place a Customer Service Charter which sets out our commitments in relation to servicing our clients.

2. Integrity

Employees should

- not be involved in outside employment/business interests in conflict or in potential conflict with the business of the RIAM
- not participate in discussions or decisions involving conflicts of interest whether or not such conflicts have previously been disclosed
- avoid giving or receiving corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make independent judgment on business transactions.

- conduct purchasing activities of goods and/or services in accordance with the RIAM procurement procedures
- ensure that the RIAM accounts and reports accurately reflect business performance and are not misleading or designed to be misleading
- avoid the use of the RIAM resources or time for personal gain or for the benefit of persons/organisations unconnected with RIAM or its activities
- not acquire information or business secrets by improper means
- not use any information obtained by virtue of their position for the purpose of any dealing (direct or indirect) in shares, property or otherwise

3. Confidentiality

Employees should

- ensure that they maintain the confidentiality of all information obtained by virtue of their position. Every effort is taken by the Academy to ensure that clients' affairs are treated with absolute confidentiality. A separate confidentiality policy is available on the RIAM website.

4. Provision of Information

Employees should

- support the provision of access to general information relating to the RIAM activities in a way that is open and that enhances its accountability to the general public
- ensure that phone calls, emails and letters received from the media are rerouted through the Public Relations Officer unless they are asked by the Public Relations Officer to deal directly with them
- respect the confidentiality of sensitive information held by the RIAM. This would include material such as:
 - ◆ policy information provided to the meetings of the Board of Governors for appropriate action/approval
 - ◆ personal information
 - ◆ commercially sensitive information (including but not limited to future plans or details of major organisational or other changes such as restructuring)

- ◆ this confidentiality of information also applies when the employee has left the service Academy.
- While maintaining confidentiality of sensitive information, members of Senior Management of the RIAM should provide the Chairman and members of the Board of Governors with all relevant information pertaining to the matters on which they may be called upon to make decisions.
- observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest
- comply with relevant statutory provisions relating to access to information (e.g. Data Protection Acts, Freedom of Information Acts)

5. Ethics in Public Office Acts

Managers and staff in designated positions (Director, Secretary & Registrar) should

- complete a statement of interests each year detailing any interests which could materially influence the employee in the performance of his/her functions. If during the year there is a change in the interests of the individual who is covered by the Ethics legislation, the individual is required to furnish a statement of change in writing to the Secretary of the RIAM. In the case of the Secretary the statement should be furnished to the Registrar

6. Conflict of Interests

Employees should

- not participate in any decision where they, or anyone connected with them, may have a personal interest, either directly or indirectly
- not in any way seek to influence the decision, when they have a conflict of interest
- advise the Secretary of the RIAM of the nature of the personal interest if a perceived conflict of interest arises. The Secretary must then approve in writing any further participation by the Employee in the matter concerned

7. Work/External Environment

Employees should

- place highest priority on promoting and preserving the health and safety of fellow employees
- ensure that community concerns are fully considered
- minimise any detrimental impact of the operations on the environment

8. Loyalty

Employees should

- acknowledge the responsibility to be loyal to the RIAM and to be fully committed in all its business activities while mindful that the organisation itself must at all times take into account the interests of its stakeholders
- acknowledge the duty of all to conform to highest standards of business ethics

9. Fairness

Employees should

- comply with employment equality and equal status legislation
- commit to fairness in all business dealings
- value clients/stakeholders and treat all clients/stakeholders equally
- treat staff, colleagues and the public with dignity and respect

10. Compliance with Obligations

Employees should

- fulfill all regulatory and statutory obligations imposed on the RIAM
- comply with detailed tendering and purchasing procedures as well as complying with prescribed levels of authority for sanctioning any relevant expenditure
- ensure that there are adequate controls in place to prevent fraud including controls to ensure compliance with prescribed procedures in relation to claiming of expenses for approved business travel

Responsibility

Management will

- circulate this Code of Business Conduct to all employees of the RIAM
- provide guidance and direction on the policies and procedures within which staff are required to operate.

Employees should

- familiarise themselves with these policies and procedures and refer to them as necessary when carrying out their duties
- seek guidance on clarification from the Secretary where necessary

Declaration of Understanding

Code of Business Conduct

Each staff member should sign the following:

“I have read and understood the policies and procedures of the Royal Irish Academy of Music and agree to adhere to same.”

Signed: _____

Date: _____

Please insert your name in block capitals below

Name: _____

NB: It is important that this Declaration of Understanding is signed and returned as early as possible to the Secretary’s Office.

Appendix O: Internal Audit Charter

1. Introduction

1.1 Internal Audit is responsible for conducting an independent appraisal of all of the RIAM's activities, financial and otherwise. It provides a service to the whole organisation, including the Board of Governors and all levels of management.

1.2 Internal Audit provides assurance to the Board of Governors and management on the entire system of controls. Internal Audit assists management by evaluating and reporting on the effectiveness of the controls for which management are responsible. However, it remains the duty of management, and not Internal Audit, to operate adequate systems of internal control.

2. Mission of Internal Audit

2.1 The general aim of Internal Audit is to assist the RIAM in accomplishing its objectives by conducting a systematic and disciplined review of the effectiveness of controls, risk and governance processes designed by management to meet the strategic, financial, and operational objectives of the RIAM. Therefore, as part of the overall assurance framework, Internal Audit helps in ensuring the reliability of internal and external reporting and assists in ensuring compliance with laws and regulations.

2.2 In order to achieve this aim, Internal Audit will carry out independent assessments and report thereon to the Audit & Risk Committee and management. Each assignment undertaken by Internal Audit is intended to provide independent, objective assurance as well as recommendations designed to add value and improve the operations of the RIAM.

3. Scope

3.1 All the RIAM's activities, funded from whatever source, fall within the remit of Internal Audit, the scope of which is not confined solely to financial matters.

3.2 Internal Audit may also conduct any special reviews requested by the Board of Governors or the Audit & Risk Committee provided such reviews do not compromise its objectivity, independence, or achievement of the approved audit plan.

4. Authority and Access

4.1 Internal Audit derives its authority from the Board of Governors through the Audit & Risk Committee. Internal Audit is responsible to the Audit & Risk Committee while reporting administratively to the Secretary/Finance Officer. Internal Audit shall have direct access to the Chairperson of the Audit & Risk Committee in the performance of professional duties.

Internal Audit shall also have access to the Chair of the Board of Governors, normally through the Audit & Risk Committee.

4.2 Internal Audit has the right of access to all the RIAM's information, records, assets and personnel, which it considers necessary to fulfil its responsibilities.

4.3 Internal Audit shall be afforded the full co-operation of all employees and agents of the RIAM in carrying out its professional duties.

5. Role and Responsibilities

5.1 Internal Audit is required to give an annual opinion to the Audit & Risk Committee, on the adequacy and effectiveness of the whole system of internal controls within the RIAM, and the extent to which the Board of Governors may rely on it.

5.2 Internal Audit shall develop an overall audit strategy taking account, *inter alia*, of available resources, knowledge of the RIAM, the work of external auditors and internal assurance providers, the RIAM's risk assessment process and Internal Audit's own assessment of risk.

5.3 Internal Audit shall be responsible for overseeing RIAM quality assurance policies and assessing that adequate procedures and processes are implemented.

5.4 Based on the overall audit strategy, Internal Audit will undertake medium term and annual programmes of work to provide the required assurance. Internal Audit will draw these up in consultation with management and the approval of the Audit & Risk Committee. The programme will be designed to appraise the effectiveness of the RIAM's system of internal control including financial, operational and compliance controls and risk management.

5.5 In achieving its objective, Internal Audit should:

- Identify all aspects of control systems on which it intends to rely and develop a review cycle;
- Evaluate those systems, identify inappropriate and inadequate controls and recommend improvements in procedures and practices based on best practice;
- Recommend and advise on value for money and efficiency improvements as evident from reviews performed;
- Review compliance with procurement and disposal procedures from time to time; and
- Liaise with both the external auditors and the Comptroller and Auditor General (C&AG).
- Evaluate quality assurance policies, procedures and processes periodically

6. Independence and Objectivity

6.1 The internal auditor is required to deliver impartial and unbiased judgements. In order to enhance this objectivity, Internal Audit has no operating responsibilities and will remain independent of the activities being examined. Internal Audit is not part of the systems of governance, internal control, risk management or compliance but, rather is an independent appraisal function, which seeks to objectively and impartially review and report on those areas.

6.2 Without prejudice to this objective and if deemed appropriate by the Audit & Risk Committee, its remit may extend to systems being developed and it may provide advice on control and related matters arising without prejudicing its right to subsequently audit such systems.

7. Fraud

7.1 The responsibility for the prevention, detection and resolution of fraud lies with management. This responsibility is addressed through the implementation and continued operation of an effective system of internal control.

7.2 Internal Audit has responsibility to ensure that the audit programme and methodology takes due account of the possibility of fraud and will fully investigate any fraud or suspected fraud uncovered.

8. Standards and Approach

8.1 Internal Audit shall carry out its work professionally and ethically and having regard to appropriate professional auditing practice as contained in Auditing Standards published by the Auditing Practices Board and by the Institute of Internal Auditors.

8.2 Internal Audit will, where possible, and taking account of the control environment, adopt a risk-based approach to its audits supplemented, as appropriate, by the use of a systems based approach with traditional transaction testing and verification methods on a sample basis.

8.3 Internal Audit shall prepare periodic audit plans proposing areas for audit work, which shall be submitted to the Audit & Risk Committee for approval.

9. Reporting

9.1 On completion of an audit, findings will be reported to management and the management responses will be incorporated in audit reports as appropriate. Copies of the final report will be provided to the Audit & Risk Committee.

9.2 There will be periodic follow-up action by Internal Audit to ascertain if findings and recommendations have been implemented.

9.3 Internal Audit will report to the Audit & Risk Committee at regular intervals during the year on the results of audit work undertaken in line with the audit plan and will provide an annual report on Internal Audit activities. This report shall be forwarded, after the year-end of the financial year to the Audit & Risk Committee. The report will be circulated to the Board of Governors. The report shall comment, inter alia, on the adequacy of the resources available to Internal Audit to carry out the approved programme of work.

9.4 Internal Audit shall liaise with both the Comptroller and Auditor General (C&AG) and the external auditors engaged on audits of the financial statements.

While internal and external auditors have their own distinct objectives, there are areas of common interest and co-operation that will be promoted through regular meetings and co-ordination of activities to ensure that maximum audit coverage is achieved.

Appendix P Performance Delivery agreement with DoES

Memorandum of Understanding

Department of Education & Skills – Higher Education Research & Financial Section
And
Royal Irish Academy of Music

1. Introduction

1.1 Purpose

The purpose of this Memorandum of Understanding (MOU) is to set out the recurrent funding and administrative arrangements between the Department of Education (DES) and Skills and the Royal Irish Academy of Music (RIAM). It is required to ensure accountability for the significant recurrent Exchequer funding provided by the State to the RIAM.

This memorandum is not a legally binding agreement, or a contract, and is not exhaustive in its identification of responsibilities. It does not in any way limit any additional actions or policies being implemented between the two organisations. It also does not supersede any specific agreements between the two organisations in relation to particular work areas.

1.2 Flexibility

Both parties recognise that it may be necessary to change, modify, add to or otherwise alter, this MOU as necessary.

1.3 Liaison

In addition to any meetings and ongoing dialogue which may be required between the two organisations at least one formal meeting will be agreed annually between the two organisations.

2. Background Information

The Royal Irish Academy of Music (RIAM), based at 36 Westland Row, Dublin was established by Royal Charter in 1856 for the advancement of Musical Education in Ireland. The Academy operates under a scheme relating to the Educational Endowment (Ireland) Act 1885 and the Elizabeth Coulson Bequest to the RIAM for Musical Education. This scheme now operates under the control of the Commissioners of Charitable Donations and Bequests for Ireland.

The scheme provides for a Governing Body to govern and manage the RIAM and to administer the endowments.

The powers vested in the Governors include the power to:

- 1) maintain such Departments and Classes as they consider best fitted to advance the Art and Science of Music in Ireland;
- 2) establish and hold local examinations;
- 3) grant Diplomas; Certificates of Proficiency;
- 4) support Musical Institutions or Societies; and
- 5) appoint professors, lecturers and other educational staff.

The Academy teaches music, singing and speech and drama to students of all ages. It offers two 4-year degree courses; a Bachelor in Music Performance or Composition validated by TCD and a Bachelor in Music Education awarded by Trinity College Dublin, University of

Dublin in which RIAM and the Technological University Dublin (TUC) collaborate in delivery. In addition, the Academy teaches a Masters in Music Performance and a Doctorate in Music Performance validated by Trinity Recurrent funding provided to the Academy provides for this music education which is in line with the Department's Statement of Strategy high level goal "to provide high quality learning, research and innovation opportunities in the higher education sector". RIAM became an associate college of Trinity College Dublin, the University of Dublin in 2013.

3. Financial Arrangements

Higher Education – Research & Financial Section allocate recurrent funding, as sanctioned by the Department of Public Expenditure and Reform, to RIAM by way of a grant. The Department will advance monies for pay and non-pay towards general running costs. The Academy also has private income which is used towards the running costs of the Academy.

Notwithstanding para 1.2 above, the allocation of such funding and its subsequent use must be carried out in accordance with public financial procedures which provide an important overarching framework in relation to the management of public funding provided to bodies delivering services not administered directly by Government Departments.

The Academy must comply with the terms of Department of Public Expenditure and Reform Circular 13/2014.

3.1 Annual Budget

RIAM shall prepare and submit its expected budget for the following year when requested to do so by the Department. The Department will notify RIAM of its allocation for the year upon publication of the Revised Book of Estimates (REV). A formal grant allocation letter will issue as soon as possible to the Institute setting out the financial requirements for the drawdown of such funding.

RIAM will submit year-end financial information as required under Department of Public Expenditure and Reform Circular 13/2014.

3.2 Payment of Grant

The Academy will agree with the Department a profile of expenditure setting out proposed drawdown of funding for the year and requisitions, signed by the authorised signatories, should be made in line with agreed profiles. In the event of the Academy not requiring full drawdown, or requiring an increase, for any particular month, details of such a variation on agreed profile must be put to the Department in advance for agreement.

In accordance with current Public Financial Procedures, payments should only issue as required. The Department has set a limit on the month-end cash balance of 5% of income. Requests for monthly instalments should be made only within this limit. Funding will only issue based on the receipt by the Department of:

- Requisition for payment signed by agreed signatories which should confirm the requirements for which the funding is being sought.
- Cash flow statements demonstrating that the funds are required to meet projected expenditure.
- Statements showing the up to date balances in the Academy's bank accounts and a bank reconciliation statement if required. The closing balance for the most recent month end on the cash flow statement and the reconciled bank balance figure should correspond.

The Department will process requests for funding, where possible, within five working days.

3.3 Tax Compliance

It is a condition of funding that RIAM is compliant with tax requirements including circular 44/2006, which sets out the requirement that Tax Clearance procedures should be followed for all grants and similar type payments from State and public sector bodies.

3.4 Annual Accounts

The Governors are required to cause financial accounts to be prepared and submitted for audit. They are responsible for keeping proper books of account which disclose at any time the financial position of the Academy and which ensure that financial statements comply with the scheme. The Governors also have responsibility for safeguarding the assets of the Academy.

Section 5 of the Comptroller and Auditor General (Amendment) Act, 1993, provides for the audit by the C&AG of the accounts/financial statements of the Academy.

Section 11 requires that a copy of the Annual Accounts should be submitted to the Department once signed off on by the C&AG. The Academy should therefore submit the accounts to the Department immediately upon receipt after C&AG sign off. Under Circular 7/2015 the Department must lay the Audited Accounts before the Houses of the Oireachtas within two months of receipt in the Department.

3.5 Pension Related Deductions (PRDs)

RIAM must pay over appropriate PRDs, in respect of public service employees as defined in the Financial Emergency Measures in the Public Interest Act (FEMPI) 2009, to the Department by the fifteenth day of each month in respect of the preceding month's payroll, and by a date specified annually in respect of the December payroll. RIAM must also send the required email notification at the time of the PRD payover to the Higher Education – Research & Financial and Finance Unit sections of the Department.

4. Compliance with Public Sector Legislation and Policy

RIAM should ensure reporting and monitoring arrangements are in compliance with Department of Public Expenditure and Reform Circular 13/2014. RIAM will comply with all relevant public financial procedures and legislation. These include public procurement, taxation legislation including income tax and withholding tax, employment and pension legislation, prompt payment of accounts and all other relevant legislation applicable to bodies in receipt of Exchequer funding.

DES must be satisfied that the arrangements for the general control, management and administration of public funds are satisfactory and RIAM will ensure that proper accounts are kept and audited and are available for audit by the C&AG in a timely manner. The Department has the right to inspect the records of RIAM if required.

5. Corporate Governance

Whilst the Code of Practice for the Governance of State Bodies is not strictly applicable to the Academy, as it is not a body under the aegis of the Department, the Academy should comply with the requirements of Code in keeping with best practices.

The Department will from time to time write to the Academy reminding them of their obligations and shall seek confirmation of compliance and details of certain policies and frameworks which are required to be in place. The Academy will respond to the Department setting out full details of compliance.

6. Annual Report

Department of Expenditure and Reform Circular 13/2014 requires that a financial and performance report is submitted. In line with this requirement RIAM shall submit a copy of its Annual Report to the Department on a yearly basis.

7. Staffing

Employment Control Framework

The Academy must operate within, and comply with the terms of, the Employment Control Framework as notified by the Department.

Public Sector Employee Returns

The Academy must formally return details of staffing numbers employed in the last quarter and make a prompt and accurate return to the Department's Higher Education – Policy and Skills section following the end of each quarter.

8. Duration and signatories to the agreement.

This agreement outlines current standards and expectations of both the Academy and the Department and reflects current policy. It will be reviewed annually to ensure it remains up to date and is in line with public policy requirements. Should any issues of interpretation or compliance arise these should be discussed between the Director and the relevant Principal Officer of the Department.

Appendix Q: Board Responsibility Declaration

CODE OF BUSINESS CONDUCT FOR RIAM GOVERNORS

General Principles

This Code of Conduct is applicable to all Governors (whether elected or co-opted). Board members should observe the highest standard of honesty and integrity. To ensure this, they should adhere to the following principles:

1. Integrity

Board Members should:

- Submit annually a declaration of interests statement in accordance with the Code of Practice for the Governance of State Bodies.
- Not participate in discussions or decisions involving conflicts of interest whether or not such conflicts have previously been disclosed.
- Avoid giving or receiving corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make independent judgement on business transactions.
- Ensure that purchasing activities of goods/services are conducted in accordance with best business practice.
- Ensure that the Royal Irish Academy of Music accounts and reports accurately reflect their business performance and are not misleading or designed to be misleading.
- Avoid the use of the Royal Irish Academy of Music resources or time for personal gain or for the benefit of persons/organisations unconnected with the Royal Irish Academy of Music or its activities.
- Not acquire information or business secrets by improper means.
- Not use any information obtained by virtue of their position for the purpose of any dealing (direct or indirect) in shares, property or otherwise.

2. Information

Board members should:

- Support the provision of access by the Royal Irish Academy of Music to general information relating to the Royal Irish Academy of Music activities in a way that is open and that enhances its accountability to the general public.
- Respect the confidentiality of sensitive information held by the Royal Irish Academy of Music. This would constitute material such as:
 - i. Commercially sensitive information (including but not limited to future plans or details of major organisational or other changes such as restructuring).
 - ii. Personal information.
 - iii. Information received in confidence by the Royal Irish Academy of Music.
- Observe appropriate prior consultation procedures with third parties where exceptionally, it is proposed to release sensitive information in the public interest.
- Comply with relevant statutory provisions relating to access to information (e.g. Data Protection Acts, Freedom of Information Acts).

Note: Where queries arise in relation to the release of information under the provisions of the Freedom of Information Act, these should be directed to the Freedom of Information Officer at 01 6325300 or by email to info@riam.ie.

3. Confidentiality

Board members should:

- Ensure that they maintain the confidentiality of all information obtained by virtue of their position.

4. Obligations

Board members should:

- Fulfil all regulatory and statutory obligations imposed on the Royal Irish Academy of Music.
- Comply with detailed tendering and purchasing procedures as well as complying with prescribed levels of authority for sanctioning any relevant expenditure.
- Ensure that there are adequate controls in place to prevent fraud including controls to ensure compliance with prescribed procedures in relation to claiming of expenses for business travel.
- Use all reasonable endeavours to ensure that they attend the RIAM Board and Committee Meetings, as applicable.
- Ensure that the Board is supplied, in a timely fashion, with information, which is of a suitable quality to enable Board members to satisfactorily discharge their duties.

5. Loyalty

Board members should:

- Acknowledge their responsibility to be loyal to the Royal Irish Academy of Music and to be fully committed in all its business and activities.
- Acknowledge the duty of all to conform to the highest standards of business ethics.

6. Fairness

Board members should:

- Comply with employment equality and equal status legislation.
- Commit to fairness in all business dealings.
- Value clients/stakeholders and treat all clients/stakeholders equally.

7. Work/External Environment

Board members should:

- Place highest priority on promoting and preserving the health and safety of employees.
- Ensure that community concerns are fully considered.
- Minimise any detrimental impact of the operations on the environment.

8. Responsibility

The Chairperson of the Royal Irish Academy of Music Board and the Chairperson of the Royal Irish Academy of Music Audit Committee should:

- Ensure that the Code of Business Conduct along with guidelines on disclosure of interests is circulated to all Board and Committee members, for their retention.
- Provide guidance and direction on the policies and procedures of the Royal Irish Academy of Music.

9. Appropriate Behaviour

To ensure that Board members and all staff are adequately informed on appropriate behaviour, the following specific policies and procedures are in place and available from the Secretary:

- Sexual Harassment
- Bullying
- Disciplinary and Grievance procedures

10. Implementation

- When approved, this code will be circulated for information to all Board members, who are required to acknowledge receipt and understanding of same.
- The operation of the Code will be included on the agenda of the Board for review on an annual basis.
- Board members are expected to familiarise themselves with the provision of this Code, and to work with fellow Board members, through the Chairperson and staff to ensure its effective implementation.

The Board will review the Code annually.

Declaration of Understanding

Code of Business Conduct

Each Board Member should sign the following:

“I have read and noted the Royal Irish Academy of Music Code of Business Conduct for Governors.”

Signed: _____

Date: _____

Please insert your name in block capitals below

Name: _____

NB: It is important that this Declaration of Understanding is signed and returned as early as possible to the Secretary of the Royal Irish Academy of Music.

Appendix R: RIAM Constitution

DRAFT – 18 November 2019

Charities Regulatory Authority for

Ireland

EDUCATIONAL ENDOWMENTS IRELAND (ACT), 1885

and

THE CHARITIES ACT, 1961

and

THE CHARITIES ACT, 2009

The Royal Irish Academy of Music and

the Coulson Endowment

City of Dublin

Scheme No. 39

Date of Original Scheme 10th Oct 1889

Dates of Subsequent Amending Schemes:

10th April 1929; 19th December 1950;

23¹⁵ June 1953; 12th July 1960;

29th June 1965; 28th November 1967;

9th September 1969; 10th February 1981;

23rd April 1985; 27th February 1990;

2nd October 1990; 14th February 1995;

24th October 1995; 20th February 1996;

23rd July 2013;

5th November 2014 (Approved by Board of Governors);

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1 The Royal Irish Academy of Music

The Irish Academy of Music was founded in Dublin in the year 1848, and reconstituted as the Royal Irish Academy of Music for the advancement of Musical Education in Ireland in 1856. The Academy was supported by an annual grant of £300 from Parliament (London), by legacies, donations and endowments, and by fees from pupils.

In 1861, Elizabeth Streat Coulson, Spinster, deceased, bequeathed the net surplus of her residuary real and personal estate, to be applied to founding an Academy of Music in Dublin: "The Coulson Bequest for Musical Education".

In 1889, the Council of the Royal Irish Academy of Music, and the Corporation of Dublin City, and the Trustees of the Coulson Bequest applied to the Commissioners constituted under the Educational Endowments (Ireland) Act, 1885, to frame a Scheme (i.e. Statute) for the future government and management of one Governing Body of the several Endowments then separately administered by the said Academy and by the said Trustees respectively. The Lords Justices General and General Governors of Ireland, by and with the advice and consent of her Majesty's Privy Council in Ireland, approved the Scheme, on the 10th day of October, 1889.

The Scheme now falls within the remit of the Charities Regulatory Authority under the (Irish) Charities Act, 2009.

See Appendix 1:

[Documentation establishing the Scheme and Schedule Referred to in the Scheme](#)

2 Interpretation of Terms

For the purposes of this Scheme, unless the context otherwise requires, the following terms shall be interpreted as follows:-

"The Act" shall mean the Educational Endowments (Ireland) Act, 1885.

"The Academy" shall mean "The Royal Irish Academy of Music" hereby incorporated.

"The Governors" shall mean the Governing Body of the Academy as hereby constituted.

"The Members" shall mean the Members of the Academy as hereby constituted.

"The Board of Studies" shall mean the Board of Studies of the Academy, as hereby constituted to conduct the education given in the Academy.

"The Academy Endowments" shall mean and include all the messuages, lands, buildings, tenements and hereditaments, and all the moneys, funds, securities, chattels, and effects, and all other the property, real and personal, at the date of this Scheme held or possessed by the Trustees of the Academy, or by any other person or persons, in trust for the Academy, or otherwise applicable to the purposes thereof; and shall also include any moneys voted by the Oireachtas, or raised or paid under the Charities Act, 2009, or which, hereby or at any time hereafter, may be or become vested in the Governors or otherwise available for the purposes of the Academy.

"The Coulson Endowment" shall mean and include all the stocks, moneys, funds, securities, chattels and effects, and all other the property, real and personal, at the date of this Scheme held or possessed by the Charities Regulatory Authority for Ireland, or by the Trustees appointed under the hereinbefore recited Chancery Scheme, or by the Trustees of the hereinbefore recited will, or by the personal representatives of the said Elizabeth Streat Coulson, or by any other person or persons, in trust for or applicable to the purposes of the hereinbefore recited residuary bequest, or of the hereinbefore recited Chancery Scheme; or which may, hereby or at any time hereafter, become or be applicable to the said purposes or any of them.

"The Endowments" shall mean and include the Academy Endowments and the Coulson Endowment, and all other property, real and personal, which may from time to time be applicable to all or any of the purposes of this Scheme.

"Dublin City Council" shall mean the Body Corporate constituted by the Act 3 and 4 Victoria, c. 108, and the Acts amending the same, by the name of The Right Honourable the Lord Mayor, Aldermen, and Burgesses of Dublin.

"The Professors" shall mean such Members of the Teaching Staff of the Academy as shall, from time to time, be appointed by the Governors to be Professors.

3 Objects (Purpose) of the Academy

The main object for which the Academy is established is to advance the Art and Science and Performance of Music in Ireland, and to be a leading international music conservatory defined by its core values: the quality of its teaching and learning; the excellence of its Assessments, its Junior, Certificate, Diploma, Degree, Master and Doctorate programmes for non-professional and professional musicians; the achievements of its graduates; the breadth of its global partnerships; and by its commitment to sharing its passion for music across a wide community.

The Academy offers an inclusive and innovative learning and assessment experience and aims to attract the best students from Ireland and from around the world, and to ensure that the professional graduates of the Academy can compete on any world stage.

The RIAM's overall goal is to be the benchmark for excellence in classical music education and training in Ireland.

4 The Academy

The Academy shall consist Members, and the ex-officio Members. The Academy shall constitute a Body Corporate, by the name of 'The Royal Irish Academy of Music', with perpetual succession and a common seal, and power to acquire and hold property, real and personal, for the purposes of the Scheme.

4.1 Members

The following persons, subject to the approval of and ratification by the Governors, shall be Members of the Academy:-

All other persons approved by the Members at the Members Annual General Meeting, shall after the date of this Amending Scheme subscribe such annual sum as the Members shall from time to time decide, in one sum, to the Funds of the Academy.

All Governors, on retirement as Governors, having served the maximum number of terms permitted, may elect, subject to the approval by the Members at the Members Annual General Meeting, become a member of the Academy.

4.2 Ex-officio Members

The ex-officio Members shall be such of the Governors, if any, as are not otherwise qualified to act as Members.

4.3 Powers & Responsibilities of the Members

The Members are the custodians of the ethos and purpose of the Academy and no change may be made to this Constitution without the formal approval of the Members at the Annual Meeting of the Members of the Academy, or at a special meeting of the Members called for that purpose. (See Section 10).

The Members appoint the majority of the Governors (See Section 5.1.1). The approval of the Members is required for any capital expenditure in excess of [15%] of the annual turnover of the Academy, for the acquisition of additional premises (see Sections 6.10 and Section 6.15), and for any borrowing by the Academy of any sum in excess of [10%] of the annual turnover of the Academy.

The Members may from time to time review the performance of the Chairman of the Board of Governors and, if, as a result of the review, a majority of the Members are dissatisfied with the performance of the Chairman, may call a special meeting of the Members to consider the position of

the Chairman, and such a special meeting may, by a vote of the majority of the Members, dismiss the Chairman.

The Members have the power to wind-up and dissolve the Academy if required (See Section 9)

4.4 Meetings of the Members

An Annual Meeting of the Members of the Academy, for the election of representative Governors, and for the transaction of ordinary business, shall be held in the month of November or December in each year, at such time and place as may be fixed from time to time by the Governors; a special meeting of the Members shall be summoned by the Governors whenever they shall think fit, or whenever it shall be demanded by a written requisition signed by not less than twenty members. Notice of each meeting of the Members shall be published, not less than seven clear days before the meeting, in such manner as the Governors shall from time to time determine. The notice of every special meeting shall specify the business for which it is called, and no other business shall be transacted at such meeting. Every meeting may adjourn for the completion of its business to such time and place as the Members present may appoint. Once in each year, the Governors shall submit to a meeting of the Members a report upon the working and condition of the Academy during the preceding year, and a statement of the receipts and expenditure for such year, with the latest reports of the Auditor and Inspector, and of the Board of Studies, and such other information regarding the affairs of the Academy as the Members may from time to time require, or as the Governors shall think fit to submit.

4.5 Meetings of the Members - Chairman and Quorum

The Chairman of the Board of Governors shall preside at every meeting of the Members at which he is present; in the absence of the Chairman, the members present shall elect one of their number to preside for the occasion. Nine members shall constitute a quorum, and all matters and questions shall be determined by the majority of the Members voting; in every case of equality of votes, the Chairman of the meeting shall have a second or casting vote.

4.6 Register of Members

A Register of the Members, according to their classes, shall be kept by the Secretary, under the direction of the Governors, in a book to be provided for the purpose, and shall be open at all reasonable times to the inspection of the Members. The Register of Members may be corrected from time to time by the Governors, or by direction of any Meeting of the Members, and (subject to such correction) shall be conclusive evidence that those named therein, and none others, are entitled to the rights of Membership. The name of any Member may be removed from the Register by resolution of a meeting of the Members, for such cause as they may think sufficient, and the person whose name shall be so removed shall thereupon cease to be a Member, and to be eligible for any office in the Academy. No person shall be entitled to act as an Annual Member in any year unless his subscription for that year shall have been paid.

5 The Board of Governors

The Board of Governors is the Governing Body of the Academy and is responsible for the overall direction and management of the Academy, and for the administration of the Endowments.

The Board of Governors shall consist of a Vice President, a Coulson Governor, and up to a maximum of sixteen appointed Governors, to be appointed as hereinafter provided, and the Director if any for the time being.

Of the appointed Governors, up to a maximum of nine Governors shall be elected in accordance with Clause 4.2 (Election by Members) hereof, one shall be elected by the Board of Studies, one shall be elected by the teaching staff (other than members of the Board of Studies) and one shall be elected by the non-teaching staff, and up to 4 shall be appointed by the Governors to meet the additional skills and experiences required: provided always that no person who is engaged in teaching music in Ireland, except a Professor of the Academy or a member of the non-professorial teaching staff elected as above, shall be eligible to be a Governor.

5.1 Appointment of Governors & Term Limits

The maximum time a Governor, other than the Director, may serve on the Board of Governors is nine (9) years, and any person who has served on the Board of Governors, in any capacity, for a total of nine (9) years shall (after the transition arrangements detailed below) be ineligible to serve any further term.

In order to ensure an orderly transition to these arrangements, while keeping the knowledge and experience of the current Board:

The remaining Vice President, and the Coulson Governor, may serve for a further 6 years from 1 January, 2018. These positions shall expire as and when each of these Governors steps down.

Governors elected by the Board of Studies may serve for up to a total (in any capacity) of nine (9) years, and those who on 1 January 2018 have completed three (3) or more 1-Year terms may serve up to six (6) more years.

Governors, who have been elected by the Members, and who on 1 January 2018 have completed

- (a) three (3) or more three-year terms, may (if elected) serve one (1) further three-year term.
- (b) two (2) three-year terms, may (if elected) serve one (1) further three-year term.
- (c) one (1) three-year term, may (if elected) serve two (2) further three-year terms.
- (d) not yet completed one (1) three-year term, may (if elected) serve two (2) further three-year terms.

5.1.1 Election by Members

Following completion of their term of office, three of the Governors elected by the Members shall retire from office on the thirty-first day of December annually.

At an Annual Meeting of the Members to be held in the month of November or December, the Members present, being not less than nine in number, may elect three persons to be Governors with outgoing Governors eligible for re-election. The persons so elected need not be existing Members of the Academy, and they shall enter into office on the first day of January next following their election, and shall remain in office for three years, unless in the meantime they shall vacate office as hereinafter provided. If the number of Members present at any Annual Meeting shall be less than nine, they shall have power to elect only one Governor for every three Members present: provided that the Governors may, by a by-law made as hereinafter prescribed, authorize Members to be represented by proxy, in which case every Member so represented at any Annual Meeting shall be deemed to be present for the purposes of this Scheme. Every vacancy which may be left unfilled under this provision shall be filled by the Governors, who shall at their next meeting co-opt so many persons as may be required to complete the number of three Governors who might have been elected at the Annual Meeting of the Members. Each Governor so co-opted shall hold office so long only as he would have held the same if he had been elected by the members at the Annual Meeting. Every outgoing Governor, being a Member, shall be eligible for re-election.

5.1.2 Election by Board of Studies and by Staff

In the month of June, the Board of Studies shall elect one of their own number, other than the Director if the Director is also a Professor, to be a Governor. Each Governor so elected shall hold office for one year from the first day of September unless in the meantime he shall cease to be a member of the Board of Studies or shall vacate office as hereinafter provided. Every outgoing Governor, being a member of the Board of Studies, shall be eligible for re-election.

Every December the teaching staff (other than the members of the Board of Studies) may elect one of their own number to be Governor. Each Governor so elected shall hold office for one year, unless in the meantime he shall cease to be a member of the non-professorial teaching staff or shall vacate office as hereinafter provided. Every outgoing Governor, being a member of the teaching staff (other than the members of the Board of Studies), shall be eligible for re-election.

Every December the non-teaching staff of the Academy may elect one of their own number to be a Governor. Each Governor so elected shall hold office for one year, unless in the meantime he shall cease to be a member of the non-teaching staff or shall vacate office as hereinafter provided. Every outgoing Governor, being a member of the non-teaching staff, shall be eligible for re-election.

5.1.3 Appointment by Governors

The Board of Governors may at any duly called meeting of the Governors appoint up to a maximum of 4 Governors in total in order to fill the additional skills and experiences deemed to be required by the Board of Governors. Governors so appointed shall serve for three years from the date of appointment, and may be reappointed for a total of three three-year terms, subject to the restriction on the maximum time a Governor may serve (See Section 5.1).

5.1.4 Casual Vacancies

If any elected or appointed Governor shall die, or resign by writing under his hand or become bankrupt or refuse to act, or become incapable of acting, or shall fail to attend any meeting of the Governors during the period of twelve months, his office shall thereupon become vacant, and the fact of the vacancy with the cause thereof, shall be recorded in the minutes of the Governors, and shall be notified by the Secretary of the Academy to the body or persons entitled to fill the same.

Whenever the vacancy shall occur among the Governors representing the Members, the remaining Governors representing the Members shall co-opt a Member to fill the same; whenever the office of the Governor representing the Board of Studies shall become vacant, the Professors may elect one of their own number to fill the same.

Whenever the office of Governor representing the non-professorial teaching staff shall become vacant, the non-professorial teaching staff may elect one of their own number to fill the same; whenever the office of Governor representing non-teaching staff shall become vacant, the non-teaching staff may elect one of their own number to fill the same. Every Governor co-opted or elected as aforesaid shall hold office so long only as the person in whose place he shall have been co-opted or elected might have held the same.

If and whenever any of the bodies or persons entitled to elect a Governor under the provisions hereinbefore contained shall fail to do so within a period of three months after the vacancy shall have been notified to them, the Governors shall, as soon as conveniently may be after the lapse of such period, co-opt a suitable person to fill the same: every Governor so co-opted shall hold office so long only as he would have held the same if he had been duly elected within such period.

5.2 Chairman, Quorum & Officers

The Governors shall elect one of their number to act as Chairman of the meetings of the Governors. Such Chairman may be elected for a maximum of two years. A Chairman shall be eligible for re-election for a maximum of three terms in total. In the absence of the elected chairman, the Governors present at any meeting shall elect one of their number to preside for the occasion. Five Governors shall constitute a quorum and all matters and questions shall, unless, before such determination, the Governors decide that a two-thirds or other majority above that of a simple majority is required, be determined by a majority of the Governors present; in every case of equality of votes, where only a simple majority is required, the chairman of the meeting shall have a second or casting vote. The Governors may appoint a competent person to act as Secretary of the Academy, with such reasonable salary as they may fix; they may define the duties, conditions, and tenure of his office; and if they think fit, they may require him to act also as Secretary to the Board of Studies and as Registrar and Accountant of the Academy or they may appoint another competent person to act as Accountant or Clerk. The Governors may appoint from time to time such Honorary Officers as they shall think fit, and they may define the duties of such Officers.

5.3 Meetings of the Board of Governors

The Board of Governors shall meet at the Academy at least once a quarter; and they may also meet at such other times and places as they may from time to time appoint. Remote attendance at such meetings using electronic technologies shall be permitted, and Governors so attending shall count towards the Quorum. Notice of every meeting shall be given to each Governor three clear days, or such other time as the Governors may direct, before each meeting. The Chairman, or any five other Governors, may, at any time, summon a special meeting of the Governors, giving notice to each Governor six clear days, or such other time as the Governors may direct, before the meeting, specifying in such notice the object for which the meeting is summoned and the time and place of meeting. Every meeting may be adjourned, for the completion of its business, to such time and place as the Governors present may appoint.

5.4 Minutes, Books & Documents

Every Governor shall, at or before the first meeting which he attends, sign a declaration in a book to be kept for that purpose, of his acceptance of the office of Governor, and until he has signed such declaration he shall not be entitled to act as a Governor. Minute books shall be kept by the Governors in which minutes of all their proceedings shall be duly entered. All deeds and other writings sealed with the common seal, and signed at any meeting by the Chairman of the meeting and two other Governors, shall be held to be validly executed on behalf of the Academy and of the Governors.

5.5 Committees of the Board of Governors

The Board of Governors shall establish an Audit & Risk Committee and a Finance Committee as standing committees of the Board of Governors, and shall maintain the Terms of Reference or Charter for each committee. The Board of Governors may appoint external members to these committees as they deem appropriate, but the chairman of these committees shall be a member of the Board of governors.

The Board of Governors may establish such other committees from time to time as they deem appropriate, and shall maintain the Terms of Reference or Charter for each committee. The Board of Governors may appoint external members to these committees as they deem appropriate.

The Governors may, from time to time, appoint a Committee or Committees, each consisting of three or more Governors, plus such external experts as the Governors may deem appropriate, to visit the Academy, to carry into execution any orders, rules, or directions of the Governors with respect to the purposes of this Scheme, or to manage such of the business of the Academy as the Governors may deem it expedient to depute to them.

They may also, from time to time, appoint a Joint Committee, consisting of not less than three Governors and three members of the Board of Studies, plus such external experts as the Governors may deem appropriate, to manage such of the business of the Academy as the Governors may deem it expedient to assign to such a Joint Committee.

5.6 Code of Governance

The Board of Governors shall establish and maintain a Code of Governance that sets out a best practice framework within which the Academy will operate. It includes standards of conduct and probity that the Board members, staff members and anybody contracted by the Academy are required to observe. This Code of Governance should be modelled on and comply with the Code of Practice for the Governance of State Bodies (dated 2016).

5.7 By-Laws & Regulations

The Governors may, from time to time, make such by-laws and regulations (including by-laws enabling Members to vote by proxy at the meetings of Members), as they shall consider convenient and needful for the good government and management of the Academy, and for effectuating the purposes of this Scheme; provided that no such by-law or regulation shall be inconsistent with the provisions of this Scheme, and that the same, and all or any by-laws and regulations in force in the Academy at the date of this Scheme, may be repealed, altered, and amended by the Governors, from time to time as they shall deem expedient. Unless and until the Governors shall make other by-laws and regulations as aforesaid, the by-laws of the Academy in force at the date of this Scheme shall, so far as the same are consistent with the provisions of this Scheme, remain in force and be observed in the Academy.

5.8 Accounts & Audit

The Governors shall cause to be kept regular accounts of all their receipts and disbursements, including separate accounts of the Academy Endowments, and of the moneys received by them from the Coulson Endowment, in such manner and form as may, from time to time, be prescribed or approved by the Charities Regulator; and the accounts for each year ending the thirty-first day of December, or such other day as the Board may direct, or an abstract thereof, in such form as the Board shall prescribe or approve, shall be submitted for audit on or before the first day of March following, or such other day as the Board may direct, to an Auditor appointed by the Controller and Auditor General, or to some other competent authority to be appointed or approved by the Board. and the Board of Governors shall also furnish a copy of the audited accounts to the Charities Regulatory Authority, The Controller and

Auditor General may fix, and the Governors shall pay, such reasonable sum as shall be necessary to defray the cost of audit. The Governors shall keep separate accounts for the Academy Endowments, and for the Coulson Endowment, with such bank or banks as they may from time to time select, and all moneys receivable or payable by them on account of the respective Endowments aforesaid (except petty cash) shall be lodged to or drawn from such accounts respectively, and every cheque shall be signed in such manner as shall have been formally approved by the Board of Governors.

5.9 Voluntary Service by Governors

No remuneration shall be payable to any of the member of the Board of Governors in respect of his/her services as a Governor or on any committee of the Board of Governors. The Governors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Governors or of any committee of the Executive or general meetings of the Academy or otherwise in connection with the business of the Academy.

6 Powers of the Academy and the Board of Governors

The Academy shall have the following powers which are exclusively subsidiary and ancillary to the Objects and which powers may only be exercised by the Board of Governors in promoting the Objects. Any income generated by the exercise of these powers is to be applied to the promotion of the purposes of this Scheme:

6.1 Departments, Classes, Teaching Staff

The Governors shall maintain, in the Academy, such Departments and Classes as they shall, from time to time, consider best fitted to advance the Art and Science and Performance of Music in Ireland, by affording systematic Musical Instruction of the highest class to pupils, both professional and amateur; such instruction shall be both Theoretical and Practical, and shall be given both in Vocal and in Instrumental Music. The Governors may also establish and maintain classes, and may provide instruction, in the Academy, in Modern Languages, and in any other subjects of general education which they may deem useful to students of music. If the Governors shall be of opinion that it is for the advantage of musical education in Ireland and of the Academy and its pupils, they may from time to time contribute, from the income of the Academy Endowments but not from the Coulson Endowment, such sum not exceeding £100 in any one year towards the support of any Musical Institution or Society in Dublin, and upon such terms and conditions, as they may deem expedient. They may also establish and hold Local Examinations in Vocal and in Instrumental Music, in Ireland, at such places and subject to such conditions, and in such manner, as they may from time to time think expedient. They may appoint such Professors, Lecturers, Teachers, and other educational staff, and such Examiners, as they shall from time to time think fit, and they shall determine the number of the Professors, and the title and subject of each Professorship. The number of the Professors shall not be less than five. (The professors at the time of the establishment of the Scheme are named in the Schedule hereto, Part V, Appendix 1).

6.2 Diplomas

The Governors may grant the following Diplomas of the royal Irish Academy of Music:-

1. A Diploma with the title of "Fellow of the Royal Irish Academy of Music".
2. A Diploma with the title of "Licentiate of the Royal Irish Academy of Music".
3. A Diploma with the title of "Graduate of the Royal Irish Academy of Music".
4. A Diploma with the title of "Associate of the Royal Irish Academy of Music",

to candidates who shall have pursued such a course of studies in the Academy or elsewhere and passed such examinations as the Governors, after consultation with the Board of Studies, shall from time to time prescribe and approve as the qualification for obtaining the respective Diplomas and titles attached thereto.

The Governors may also grant Certificates of Proficiency in any one or more subjects of instruction in the Academy to pupils who shall have pursued such a course of studies in the Academy or elsewhere and passed such examinations as the Governors shall prescribe as the qualification for obtaining such certificates.

The Governors may also grant Honorary Diplomas to persons distinguished in Music, in such form, on such conditions, and subject to such regulations, as they shall from time to time prescribe in that behalf.

6.3 Bachelor, Master and Doctorate Degrees in Music

The Governors may establish partnerships with degree granting institutions in Ireland and globally for the purposes of awarding Bachelor, Master and Doctorate degrees in Music to candidates who shall have pursued such a course of studies in the Academy or elsewhere and passed such examinations as the Governors, after consultation with the Board of Studies, and the said institutions, shall from time to time prescribe and approve as the qualification for obtaining the respective degrees and titles attached thereto.

6.4 Appointment of a Director

The Governors shall have power, in their discretion, to appoint a Director (who shall be ex-officio a member of the Board of Governors) to undertake such duties and responsibilities as the Governors shall allocate to him, from time to time, and shall be subject to any such general directions as shall, from time to time, be given to the Director by the Governors, and subject to the power of the Governors to dismiss the Director, which is provided elsewhere in this Scheme.

6.5 Appointment of the Professors and Staff

Subject to the other provisions of this Scheme, the Governors may from time to time if they so think fit appoint Professors, Lecturers, Teachers and other members of the educational staff, and the Examiners, employed in the Academy or for the purposes of this Scheme. Subject as aforesaid, and subject to Irish employment law, and to any constraints imposed by the Department of Education and Skills or by other body providing substantial funding to the Academy, the Governors shall fix, from time to time, the number, salaries, and other emoluments of the several persons so employed, and shall define their tenure of office, and their several and respective duties, including the duties to be performed by the members of the Board of Studies, and make agreements with them as to the terms upon which they shall respectively hold office; they shall also from time to time appoint and fix the salaries, wages and other emoluments of the Director, the Secretary and other officers and servants as they shall from time to time deem it advisable to engage, and they may define the duties, and may terminate the services of the persons so engaged, as permitted by law.

Subject as aforesaid, the Governors shall have and exercise general supervision and supreme control over the several departments and classes in the Academy; they shall, after consultation with the Board of Studies, determine the various branches of education to be taught in the Academy, and shall fix the programmes of examinations and of concerts; they shall fix the terms and vacations and shall make such rules and regulations as they shall think fit for the maintenance of order and discipline.

Save for the Director or a staff member elected under Section 5.1.2, no person appointed under this Scheme to any paid office or employment under the Governors, or becoming entitled to any salary or emolument out of the Endowments under any such appointment, shall be capable of becoming or shall continue to be a Governor.

6.6 Income & Property

The Board of Governors shall have the power to solicit and procure and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Objects of the Academy.

The Board of Governors shall have the power to open one or more bank accounts and to draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.

The Board of Governors shall have the power to establish and support any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Body shall consider calculated to promote its Main Object.

The Board of Governors shall have the power to make application on behalf of the Body to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind. The Governors shall ensure that the income and property of the Academy shall be applied solely towards the promotion of the academic and associated business purposes of the Academy as set forth in this Constitution. No portion of the Academy's income and property shall be paid or transferred directly or indirectly by way of salary, dividend, bonus or otherwise howsoever by way of profit to members of the Academy.

6.7 Student Fees

The Governors may fix the fees to be paid by the students, and may remit or modify those fees in such cases as they shall think fit, and they may make, such arrangements with the Professors, Lecturers, and other Teachers respecting such fees as they shall think desirable.

6.8 Estates

The Governors may, from time to time, make such arrangements as they may deem expedient for the custody of all deeds and documents belonging to the Endowments, for the management of the property vested in them, and for the employment of such agent, solicitor, and other officers as they shall find it expedient to employ to assist in such management. Every agent and other officer authorized to receive money for the Governors shall be required to give sufficient security to them for the faithful discharge of his duties, and to furnish his account to the Governors once at the least in each year, and in such account to include all rents and other income due and payable up to the gale day next preceding the date of furnishing the account, and also all moneys received by him up to the date of closing the account.

6.9 Lettings

The Governors may make occupation leases and lettings of land from year to year or for any term of years not exceeding forty years, and leases of buildings from year to year, or for any term not exceeding ninety-nine years, and leases for building or improvement for any term of years, so that every such lease and letting shall take effect in possession upon or within three years after the making thereof, and shall be made at the highest rent that may reasonably be obtained, and without fine.

6.10 Sale, Exchange and Lettings of Lands & Buildings

The Governors may also, in such manner as they, with the consent of the Charities Regulatory Authority, shall deem most expedient, sell exchange, let upon fine in fee farm or for any term, mortgage, or otherwise dispose of, all or any lands and buildings (not being required for the purposes of the Academy) which may be vested in them, so that every such dealing shall be carried out to the best advantage, and that all money obtained thereon, other than current rents, shall be treated as part of the capital of the Endowment from which it shall be obtained, and shall be invested or otherwise disposed of in accordance with the provisions hereof.

6.11 Borrowing Powers

The Governors may, subject to the approval of the Members where required (See Section 4.3) borrow and raise money in such manner as may be considered expedient, and for the purpose of securing any debt or other obligation of the Body to mortgage or charge all or any part of the property of the Body, present or future.

6.12 Investments

The Governors may invest any moneys of the Body not immediately required for the use in connection with the purposes of the Scheme.

The Governors may from time to time sell any of the property (other than lands or buildings), funds, and securities vested in them, and may invest the moneys arising therefrom, or other the capital of the endowments, and may also invest and accumulate any surplus or residue of income not required in any year for the purposes of the Academy, in any of the public stocks, funds, or securities of Ireland, or in the stock of the Bank of Ireland, or upon freehold or leasehold securities in Ireland, or in the purchase of perpetual rents or rent charges, or upon the bonds, debentures, or mortgages of any municipal commercial or other joint stock company or corporation carrying on business or constituted for any purpose in Ireland, or in any other securities authorized by law, or by the practice of the High Court of Ireland, for the investment of trust funds. The Governors may from time to time vary such investments, and they may from time to time resort to the accumulations of income from any previous year, and apply the same for the purposes of this Scheme. They may retain in their present state of investment, so long as they shall deem it expedient so to do, the several securities specified in the Schedule hereto, and any other securities which may hereafter be transferred to them for the purposes of this Scheme, provided the retention thereof does not involve any liability to the Governors or the other Endowments.

6.13 Payment of Expenses

The Governors shall, subject to the other provisions of this Scheme, pay out of the Endowments hereby vested in them, all charges which, under the provisions of the Act, shall be properly and necessarily

payable by the Governors or out of the Endowments, for the taxed costs and expenses of this Scheme or for audit and inspection, or for other purposes.

6.14 Pension Fund

The Governors may grant pensions, gratuities, allowances or charitable aid to any person who may have served the Body as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the Body and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Body; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Body and to subscribe or guarantee money for charitable objects.

6.15 Removal or Enlargement of the Academy Premises

The Governors may, if and when they shall so think fit, remove the Academy to some other convenient site or sites in the City of Dublin, and upon any such removal the buildings or premises theretofore occupied by the Governors may be sold, let, or otherwise disposed of, to the best advantage. Provided that no such removal shall take place, nor shall any agreement for such removal, or for any letting, sale, or disposal of the existing premises, be made or entered into by the Governors, or become binding upon them, unless the same shall have been approved by the Members where required (See Section 4.3), after due notice, at a meeting specially summoned for the purpose, and shall have been sanctioned by the Charities Regulatory Authority for Ireland. The Governors may also, from time to time, with the like approval of the Members, purchase, erect, take upon lease, or otherwise acquire, upon such terms as they shall think most advantageous, all such other or additional lands and buildings as they shall think necessary for the purposes of this Scheme.

6.16 Insurance Against Personal Liability

The Governors shall insure any or all of the Members of the Board of Governors against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions under this Constitution.

6.17 Other Lawful Activities

The Governors may do all such other lawful things as they may think incidental and conducive to the Scheme.

7 The Board of Studies

From and after the date of this amended Scheme, the Board of Studies shall continue to exist. It shall consist of the Director, the heads of faculty, not more than three teachers elected annually by the teaching staff, not more than three teachers appointed by the Board of Governors, and the Chairman of the Local Centre Senior Examiners.

The election of the teachers by the teaching staff of the Board of Studies, which shall be by secret ballot, shall take place in the month of June in each year and each member so elected shall hold office for one year from the 1st September following the election, unless he shall cease to be a member of the teaching staff. Every outgoing elected member, being a member of the teaching staff, shall be eligible for re-election.

The Board of Studies at its first meeting in the September Semester shall elect from amongst their own members, a Chairman of the Board of Studies to hold office until the next election of Chairman or until such person shall cease to be a member of the Board of Studies. Every outgoing Chairman shall be eligible for re-election, provided the same person does not chair the Board for more than three consecutive years. The Chairman shall request another member of the Board of Studies to act as Vice-Chairman for the Academic year. The Chairman, or in his absence, the Vice-Chairman, shall preside at the meetings of the Board of Studies. In the absence of both, the Members of the Board of Studies present shall elect one of themselves to preside for the occasion.

7.1 Meetings of the Board of Studies

The Board of Studies shall meet at the Academy once at the least in every fortnight (except during vacation) and at such other times as the Board, the Director (if any) or the Governors may from time to time direct. The Director, Chairman or Vice-Chairman, or any three other members of the Board, or the Secretary, by the direction of the Governors, may summon a special meeting at any time for the dispatch of urgent or special business, due notice of such meeting being given to all members of the Board, one day at the least during term time and two days at the least during vacation, before the day fixed for the meeting. Three members of the Board shall form a quorum, and all matters and questions shall be determined by the majority of the members present; and in every case of equality of votes, the Chairman of the meeting shall have a second or casting vote.

7.2 Functions of the Board of Studies

Subject to the provisions of this Scheme, and to the supreme control of the Governors, the Board of Studies shall have charge of all matters directly appertaining to education in the Academy. The Board of Studies shall make a report, once at the least in each year, to the Governors, on the condition of the Academy, and the progress of the pupils, and they shall offer such recommendations as their experience may suggest. They shall also make such special reports, from time to time, as they shall think expedient, or as the Governors may require. They shall be consulted by the Governors as regards the programme of studies to be followed in the several departments and classes of the Academy, the time-table of lectures and studies, the programmes of examinations and of concerts, and the course of education in the Academy, and they shall exercise all such administrative functions, in regard to the education given in the Academy, as the Governors may, from time to time, entrust to them. They shall keep minutes of all their proceedings, which shall be submitted to the Governors at each meeting, and at such other times as the Governors may require.

8 Endowments & Trusts

The Endowments (except the Coulson Endowment and such other Endowments as may then be vested in or recoverable by the Charities Regulatory Authority for Ireland) shall be held by the Academy and their successors for ever, upon and for the trusts and purposes of this Scheme, and subject to the conditions and provisions herein contained, subject nevertheless to all such rents, charges, covenants, conditions, rights, easements, and liabilities, as at the date of this Scheme may lawfully affect the same. The Charities Regulatory Authority for Ireland shall hold upon trust for the Academy such of the Endowments as shall then be vested in them, and may call in, recover, and receive all such parts of the Coulson Endowment as may be then outstanding, and shall invest the same, upon trust for the Academy, and shall pay the dividends income and annual produce thereof to the Governors for the purposes of this Scheme.

8.1 Trusts of the Academy Endowments

Subject to the conditions and provisions herein contained, and to any special trusts or conditions lawfully affecting any part thereof, the Academy Endowments shall be held upon trust to maintain, in the City of Dublin, an Academy for the advancement of the Art and Science of Music in Ireland, to be called the Royal Irish Academy of Music, and to be maintained and conducted in the manner and subject to the conditions and provisions herein prescribed.

8.2 Application of the Academy Endowments

All moneys received by the Governors from the Academy Endowments under or for the purposes of this Scheme, shall, subject to the other provisions of this Scheme, and to any special trusts or conditions upon which any of such moneys may have been received, be expended and applied for the following purposes, or for such and so many of them as to the Governors shall, from time to time, seem expedient:-

- (a.) To maintain the buildings, furniture, musical and other instruments, apparatus, books, appliances, and premises of the Academy in good order and condition, and to make such additions thereto, and improvements therein, as may be required from time to time.
- (b.) To pay all rents, taxes, cost of insurance, and other charges necessarily or properly

payable out of or for the said premises, and to defray the necessary working expenses of the Academy, the salaries and wages of the officers and servants employed by the Governors, the cost of management, and other moneys payable under this Scheme.

- (c.) To provide for the theoretical and practical instruction and education of the pupils in vocal and instrumental music, and in all or any branches of education useful or incidental to the study of music, including speech, drama and dramatic art, and attendance at such lectures, concerts, and other performances as the Governors may deem useful to such study; for this purpose the Governors may employ and pay such professors, and other teachers as they may deem it expedient to engage for the instruction of the pupils, and may defray the other necessary expenses of such instruction.
- (d.) To defray the fees of examiners, the expenses of examinations held in Dublin or elsewhere in Ireland, and the expenses of concerts and other exercises and performances of the pupils, and to provide or hire suitable rooms, instruments, appliances, and other accommodation for the purposes aforesaid.
- (e.) To provide medals and other prizes for the most deserving pupils; such medals and prizes may be awarded in such manner as the Governors may deem best calculated to stimulate the industry, reward the diligence, or promote the progress of the pupils.
- (f.) To establish in connection with the Academy exhibitions and scholar• ships, which shall in each case have such value, and shall be awarded upon such examination, and shall be held subject to such conditions, as the Governors shall think fit. These exhibitions and scholarships may be given so as to entitle their holders to education at the Academy free of cost, or at a reduced cost, or may be tenable at any other place of musical education, in Ireland or elsewhere, which the Governors may from time to time approve.
- (g.) To provide and maintain a suitable Library for the use of the Teachers and pupils, and such other educational appliances as the Governors shall deem requisite or beneficial.
- (h.) To defray any other expenses incurred in carrying out the purposes of this Scheme.

8.3 Additional Endowments

The Governors may collect, receive, acquire, and hold donations, devises, bequests, subscriptions, and other additional endowments, real or personal, and apply the same for all or any of the purposes of this Scheme. They may also collect, receive, acquire, and hold donations, devises, bequests, subscriptions, and other endowments, real or personal, and apply the same for any object connected with the Academy, or with all or any of the purposes of this Scheme, which shall not be inconsistent with or calculated to impede the efficient working of the provisions hereof. All property and moneys so received or applied shall be included in the accounts to be kept by the Governors under this Scheme.

8.4 Aid from Public Sources

The Governors may, from time to time, make all arrangements necessary to enable them to obtain for the Academy, from the Oireachtas, from the Department of Education & Skills, from the Office of Public Works, from Dublin City Council, or from any other public body, such aid, by way of teachers' salaries, allowances, results fees, prizes, provision for technical or other special instruction, grants under the Charities Regulatory Authority Act or other statutes, and grants or loans for building or other purposes, as may at any time be available for or open to like institutions or the pupils thereof; and they may, notwithstanding anything herein contained, place the Academy or any or all of their classes or pupils in connection with or under the inspection of any such public body as aforesaid, and they may comply with any rules or regulations for the time being in force respecting institutions or pupils receiving such aid; and all money and other aid which the Governors may so receive shall, subject to such rules and regulations, be applied by them in conformity with the provisions of this Scheme, and accounted for accordingly.

8.5 Special Trusts

The Governors shall continue to apply such of the Endowments as may from time to time be vested in the them upon special trusts, in accordance with the special trusts for the time being lawfully affecting the same; and every power of varying or modifying such trusts, which heretofore might have been exercised by the Council of the Academy, or by any other person or persons representing or on behalf

of the Academy, may henceforth be exercised by the Governors. The Governors may, from time to time, vary the period which "The Vandeleur Scholarships", mentioned in the Schedule hereto, may be held; they may sell all or any musical instruments or other chattels given, bequeathed, or belonging to the academy, and may invest or apply the proceeds thereof for the purposes of this Scheme.

8.6 Special Provisions as to the Coulson Endowments

Subject to the conditions and provisions herein contained, the Coulson Endowment shall be held by the Charities Regulatory Authority for Ireland, or by other the trustees or trustee thereof for the time being, upon trust to pay the interest, dividends, and income thereof to the Governors, to be by them applied, in accordance with this Scheme, for the purposes of the will of the founder, Elizabeth Streat Coulson, that is to say, for the teaching of instrumental music, and especially the pianoforte, in the City of Dublin, to the children of respectable Irish parents possessing a natural musical talent.

8.6.1 Application of the Coulson Endowments

All moneys received by the Governors by way of interest, dividends, and income from the Coulson Endowment shall, subject to the other provisions of this Scheme, be expended and applied for the following purposes, or for such and so many of them as to the Governors shall, from time to time, seem expedient:-

- (a) To provide for the remuneration of professors and other teachers, and for other outgoings and expenses, in connection with the teaching of Instrumental Music, especially the Pianoforte, in the Academy.
- (b) To defray the expense of purchasing, repairing, and replacing musical instruments, furniture, and appliances, for the use of the pupils of the Academy.
- (c) To provide for payment of the remuneration and expenses of examiners and examinations connected with Instrumental Music in the Academy.
- (d) To provide for payment of the expenses of concerts or performances of the pupils of the Academy, so far as the same shall be connected with Instrumental Music.
- (e) To provide for payment of the remuneration and expenses of professors and teachers of harmony, composition, musical history, and other branches of musical education in the Academy.
- (f) To provide Scholarships, exhibitions, and prizes for proficiency in Instrumental Music; these Scholarships, exhibitions, and prizes shall in each case have such value, and shall be awarded upon such examinations, and shall be held subject to such conditions as the Governors shall think fit, and may be given so as to entitle their holders to education in Instrumental Music at the Academy free of cost, or at a reduced cost, or may be tenable at such other place of musical education in the City of Dublin, but not elsewhere, as the Governors may from time to time determine. Provided always that such Scholarships, exhibitions, and prizes shall be open to children, one of whose parents is either an Irish National or an Irish Citizen possessing a natural Musical talent, and to none others.
- (g) To defray the necessary expenses of management, including a contribution, not exceeding fifty pounds per annum, to the salary of the Secretary or other paid officer or officers of the Academy, and including also such a proportion of the rents, taxes, cost of insurance, and other charges payable out of or for the premises of the Academy, as the Governors, with the approval of the Charities Regulatory Authority, shall deem just and reasonable.

8.6.2 Capital Grants from Coulson Endowments

The Governors, with the previous approbation of the Charities Regulatory Authority, may expend from the Capital Fund of the Coulson Endowment the sums hereinafter mentioned, upon or towards the following purposes:-

- (a) A sum or sums, not exceeding in all Two Thousand Pounds, including any sum or sums so expended before the date of this Scheme, in or towards providing suitable buildings, lecture halls, class rooms, a concert hall and other necessary accommodation for the musical performances and concerts of the pupils, and for the other purposes of the Academy: this expenditure may be made either in the improvement or enlargement of the existing buildings of the Academy, or in acquiring a site and erecting new buildings thereon, or in acquiring, enlarging, or improving other existing buildings, or partly in the one way and partly in the other; but no part of the expenditure shall be made upon any site or buildings which are not vested in the Governors for an unexpired term of two hundred years at the least.

- (b) A sum or sums, not exceeding in all Five Hundred Pounds, in addition to any sum or sums so expended before the date of this Scheme, in or towards purchasing musical instruments, apparatus, furniture, and appliances required for carrying out the objects of the Coulson Endowment.

The Charities Regulatory Authority may, by sale of such portion or portions of the Capital Fund of the Coulson Endowment as shall from time to time be required, raise the sum or sums necessary for the purposes aforesaid, and may pay the same to the Governors, who shall account for the same accordingly.

8.6.3 Provision as to Education

Special provision shall be made for the study and practice of the Pianoforte by the pupils receiving aid from the Coulson Endowment; and the Governors shall, in providing instruction in the Pianoforte, have regard, if and so far as they shall find it advantageous to the pupils, to the method of Frederick Kalkbrenner mentioned in the hereinbefore recited will of Elizabeth Streat Coulson.

9 Dissolution

If upon the winding up or dissolution of the Academy there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Body. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Academy. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Academy under this Scheme (Constitution). Members of the Academy shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulatory Authority. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

10 Alteration of Constitution

This Scheme may be altered from time to time by the Charities Regulatory Authority for Ireland in any manner whatsoever upon the application of the Governors, with the approval of Members of the Academy (See Section 4.3), but except upon such application no alteration shall be so made, and no alteration shall be made contrary to anything contained in the Act, provided that no such application shall be made by the Governors, or by the Members, unless and until the same shall have been sanctioned by a resolution of a Meeting of the Governors or of the Members, as the case may be, specially summoned for the purpose of considering the same.

Appendix 1: Historical Preamble to the Scheme and Schedule Referred to in the Foregoing Scheme.

Appendix 1:

Historical Preamble to the Scheme and Schedule Referred to in the Foregoing Scheme.

Section: Historical Preamble to the Scheme

EDUCATIONAL ENDOWMENTS (IRELAND) ACT, 1885

No. 39.

City of Dublin.

Date of Scheme – 10th October, 1889

FINAL APPROVAL BY ORDER IN COUNCIL

Endowments – The Royal Irish Academy of Music and the Coulson Endowment

By the Lords Justice and Privy Council in Ireland

EDWARD SAXE-WEIMAR, *General*,
ASHBOURNE, *C.*
HEDGES EYRE CHATTERTON.

Whereas the Right Honourable Gerald Fitzgibbon and the Right Honourable John Nash, the Judicial Commissioners constituted by the Educational Endowments (Ireland) Act, 1885, have, in virtue of the powers conferred upon them by the said Act, and of every other power enabling them in that behalf, framed and signed under their hands a Scheme relating to the Educational Endowments of the Royal Irish Academy of Music, and the Educational Endowment founded by Elizabeth Streat Coulson, known as the Coulson Bequest for Musical Education, which Scheme is annexed to this Order:

And whereas all conditions in regard to the said Scheme, which are required to be fulfilled by the said Act to enable the said Scheme to be finally approved, have been fulfilled:

Now therefore, We, the Lords Justices General and General Governors of Ireland, by and with the advice and consent of her Majesty's Privy Council in Ireland, do by this Order, pursuant to the 27th section of the said Act, declare our approbation of the aforesaid Scheme, and the same is hereby finally approved.

Given at the Council Chamber, Dublin Castle, this
10th day of October, 1889.

LEINSTER.
P. J. KEENAN.
JOHN MONROE.
ION T. HAMILTON.

Appendix 1: Historical Preamble to the Scheme and Schedule Referred to in the Foregoing Scheme.

SCHEME REFERRED TO IN THE FOREGOING ORDER

No. 39 City of DUBLIN

EDUCATIONAL ENDOWMENTS (IRELAND) COMMISSION

Scheme framed under the Educational Endowments (Ireland) Act, 1885 for the future government and management of the Educational Endowments of **The Royal Irish Academy of Music**, and of the Educational Endowment founded by **Elizabeth Strean Coulson**, known as **The Coulson Bequest for Musical Education**.

Whereas, in the year 1856, an academy for the advancement of Musical Education in Ireland was founded in the City of Dublin, and is now established at No. 36 Westland Row, in the City of Dublin, in the premises described in the Schedule hereto, Part I., under the name of The Royal Irish Academy of Music:

And whereas the said Academy has been hitherto maintained by means of the annual grant from Parliament hereinafter mentioned, and of legacies, subscriptions and donations which have been given, from time to time, for its benefit, and of fees paid by pupils: and the said Academy is now possessed of certain endowments the particulars of which are set forth in the Schedule hereto, Part II.:

And whereas the said Academy is under the patronage of Her Most Gracious Majesty the Queen, and receives an annual grant of £300 from Parliament, one-half of which is granted upon the condition that the private subscriptions to the Academy amount to not less than £100 a year:

And whereas Elizabeth Strean Coulson, Spinster, deceased, by her will dated November 14, 1861, bequeathed to certain trustees therein named, the net surplus of her residuary real and personal estate, to be applied to them in founding an Academy of Music in Dublin, in which she directed that the sons and daughters of respectable Irish parents possessing natural musical talent should be taught and instructed in Instrumental Music, and particularly on the Piano, according to the method of Frederick Kalkbrenner, and she further directed that the Lord Lieutenant of Ireland, and the Lord Mayor and Commonalty of the City of Dublin, for the time being, and the executors and trustees of her will, should be her trustees should be her trustees for establishing and carrying out the trust for the establishment of the said Academy of Music: and she also bequeathed to the executors and trustees of her will her leasehold messuage, No. 39 Upper Dorset Street, in the City of Dublin, directing that it should be used, if suitable, for the purposes of the said Academy, but if not suitable for the purposes aforesaid that it should be sold, and that other premises should be purchased or leased for the said purposes:

And whereas the said messuage, No. 39 Upper Dorset Street, Dublin, was not found suitable for the purposes aforesaid, and was sold, and the residuary property of the said Elizabeth Strean Coulson, held upon trust for or applicable to the purposes aforesaid, now consists of the stocks, moneys, funds, securities, and property, the particulars which are set forth in the Schedule hereto, Part III.:

And whereas, in execution of the trusts of the will of the said Elizabeth Strean Coulson, a Scheme for the administration and regulation of the Charity founded by her was sanctioned by the Vice-Chancellor of Ireland, in a certain matter then pending in the High Court of Justice, Chancery Division, on August 6, 1886, whereby it was, among other things, provided that the Charity should be called "The Coulson Bequest for Musical Education"; that there should be nine Trustees of the Charity, of whom three should be members of the Corporation of Dublin City and appointed by that body, three should be members of the Royal Irish Academy of Music and appointed by the Council of that body, and three (referred to as the Founder's Trustees) should be nominated, in the first instance, by the Trustees or Trustees of the will of Elizabeth Strean Coulson, and should in future be nominated by the surviving or continuing Founder's Trustees; that the funds of the Charity should remain and be invested in the names of the Charities Regulatory Authority for Ireland, and the dividends and interest should be by them transmitted to the Trustees, or lodged by them to the credit of the Trustees, and should be administered by the Trustees as in the said Scheme provided, with power to the Trustees to enter into arrangements with the Council of the Royal Irish Academy of Music

Appendix 1: Historical Preamble to the Scheme and Schedule Referred to in the Foregoing Scheme.

for using the premises of the Academy for the purposes of the Scheme, and for providing musical instruction for the objects of the Charity:

And whereas all the property now held in trust for the said Academy or applicable to the purposes thereof, and also all the property of the said Coulson Bequest, or applicable to the purposes of the said Chancery Scheme, now constitute Educational Endowments within the meaning of the Educational Endowments (Ireland) Act, 1885, and the said Act applies to the same:

And whereas the Council of the Royal Irish Academy of Music, and the Corporation of Dublin City, and the Trustees of the Coulson Bequest appointed under the said Chancery Scheme, have applied to the Commissioners constituted under the said Act, to frame a Scheme for the future government and management of one Governing Body of the several Endowments now separately administered by the said Academy and by the said Trustees respectively:

And whereas it has appeared to the Commissioners under the said Act, after due inquiry, that, in order to extend the usefulness of the said several Endowments, provision should be made for the future government and management thereof, in the manner hereinafter appearing:

Therefore, from and after the date of this Scheme, being the day upon which the Lord Lieutenant shall by Order in Council declare his approbation thereof, the said endowments shall be held, governed, managed and applied for the purposes, with the powers, under the conditions and provisions, and in the manner hereinafter set forth, and not otherwise, any previous Act of Parliament, Letters, Patent, Statute, Charter, Deed, Will, Instrument, Scheme, Trust or Direction relating to the subject matter of this Scheme to the contrary notwithstanding.

The Academy

The Scheme was originally formed under the Patronage of the Queen with the Duke of Edinburgh as the Vice-Patron of the Academy and the Lord Lieutenant of Ireland as the President of the Academy. There is no longer a role as President of the Academy.

The original Vice Presidents under the Scheme were such of the following persons as at the date of commencement of the Scheme were able and willing to act:-

1. The Most Rev. Nicholas Donnelly, D.D., Bishop of Canea.
2. The Right Hon. John David Baron Fitzgerald, of Kilmarnock, LL.D.
3. Sir Francis W. Brady, Baronet.
4. Sir Robert Prescott Stewart, Knt., Professor of Music in the University of Dublin, Mus.D.
5. Sir Thomas Alfred Jones, Knt., President of the Royal Hibernian Academy of Arts.
6. Lieutenant Colonel James Ward

and were ranked in order of seniority as they were named with the future elected Vice Presidents ranking in order of seniority according to the dates of their election.

The Governors

The original Governors representing the Members under the Scheme were such of the following persons as were able and willing to act:-

1. William Bentham, Esq.
2. George Cree, Esq.
3. H. Warren Darley, Esq.
4. Henry E. Doyle, C.B., R.H.A.
5. David B. Dunne, Esq., LL.D.
6. Richard W.W. Littledale, Esq., LL.D.
7. R. Wogan Macdonnell, Esq.
8. The Very Rev. Myles Canon MacManus, P.P.
9. Henry S. Mecredy, Esq., M.A.
10. Thomas Nedley, Esq., M.D.
11. William Perrin, Esq.

Appendix 1: Historical Preamble to the Scheme and Schedule Referred to in the Foregoing Scheme.

12. Robert Sharp, Esq.

The original Governors representing the Dublin City Council under the Scheme were such of the following persons as were able and willing to act:-

1. Alderman William Meagher.
2. Alderman Valentine B. Dillon.
3. Councillor Robert Sexton.
4. Councillor Robert Wade, L.R.C.S.I.
5. Councillor Sir George B. Owens, Knt., M.D.
6. Councillor Timothy Daniel Sullivan, M.P.
7. Councillor Thomas Mayne, M.P.
8. Councillor Charles Dawson.

The original Governors representing the Coulson Endowment under the Scheme were such of the following persons as were able and willing to act:-

1. Captain William Telford Ward.
2. James W. Drury, Esq., M.A.
3. Robert Browne, Esq., M.D., F.R.C.S.I.

The original Governor representing the Board of Studies was the following person provided he was able and willing to act:-

1. Signor Michele Esposito.

Appendix 1: Historical Preamble to the Scheme and Schedule Referred to in the Foregoing Scheme.

Section: Schedule Referred to in the Foregoing Scheme

Part I. – Lands and Buildings occupied by the Academy

The plot of ground with the buildings thereon, and the offices and outbuildings attached thereto, known as the Royal Irish Academy of Music situate at No. 36 Westland Row, in the City of Dublin, held for ever under an Indenture date June 29, 1772, subject to the perpetual yearly rent of £58 11s. 4 ½d., but indemnified therefrom under an Indenture dated December 5, 1857, by other property in said last mentioned Indenture specified. The said premises are now occupied by the Academy, and, subject to the charge of £898 9s. 3d., hereinafter mentioned, are held in trust for the same.

Part II. – Investments, Securities and other Property included in the Academy Endowments.

1. “The Vandeleur Fund,” now consisting of £4,063 12s. 11d. Government Stock, standing in the books of the Governor and Company of the Bank of Ireland, in the name of the Charities Regulatory Authority for Ireland, and representing a legacy of £4,000, bequeathed for the benefit of the Academy by the late R. J. Ormsby Vandeleur, Esq., deceased, by his will dated January 26, 1878. The Vandeleur Fund shall henceforth be held upon trust that the annual income thereof shall be applied for the purpose of endowing scholarships for the pupils of the Academy who show the greatest proficiency in Vocal and Instrumental Music ; such scholarships to be called “The Vandeleur Scholarships,” the election thereto to be by examination, the periods, number and values of the scholarships and the mode of examination therefor to be decided by the Governors from time to time, but subject to the restriction that not less than one-third of the said income shall be applied in endowing scholarships for encouraging proficiency in Instrumental Music other than the Pianoforte and Organ.

2. “The Albert Fund,” now consisting of the sum of £863 9s. 3d., bearing interest at five per cent. per annum, invested on the security of a Deed of Mortgage dated July 3, 1878, of the lands and buildings occupied by the Academy and described in Part I. of this Schedule. The Albert Fund represents a moiety of the surplus fund remaining in the hands of the Dublin Prince Consort Memorial Committee, by whom it was, in the year 1877, presented to the Academy with a view to perpetuating the memory of the late Prince Consort, the interest to be applied in awarding prizes to the pupils of the Academy.

3. “The Begley Fund,” now consisting of

- (a) A sum of £22 2s. 2d., Bank of Ireland Stock ; and
- (b) A sum of £50, five per cent. Preference Stock of the Waterford and Limerick Railway Company

These securities stand in the names of Thomas Maxwell Hutton, Sir Francis W. Brady, Bart., and Henry Doyle, and represent a sum of £125 presented to the Academy in the year 1876 by Dr. W. C. Begley, as a memorial of his sister, the late Maria Begley, and in accordance with the donor’s request the interest thereon is to be applied in awarding an annual prize to a pupil of the Academy.

4. A sum of £191 5s. 9d. Bank of Ireland Stock, standing in the names of Sir Francis W. Brady, Bart., Thomas Maxwell Hutton, and Henry Edward Doyle, and held in trust for the Academy, being an investment in funds belonging to the Academy, and available for the general purposes thereof.

5. The furniture, fixtures, musical instruments, books, appliances, and other goods, chattels, and effects belonging to or held in trust for the Academy.

Part III. – The Coulson Endowment.

The Coulson Endowment consists of –

- (a) A sum of £13,363 5s. 6d. Government Stock, standing in the Books of the Governor and Company of the Bank of Ireland, in the name of the Charities Regulatory Authority for Ireland.

Appendix 1: Historical Preamble to the Scheme and Schedule Referred to in the Foregoing Scheme.

- (b) The outstanding residuary property of Elizabeth Streaun Coulson, deceased, included in the charitable and educational trusts in the Scheme mentioned.

The Coulson Endowment is held upon the trusts and for the purposes declared in the hereinbefore recited will of Elizabeth Streaun Coulson, subject to the provisions and conditions of the foregoing Scheme.

Part IV. – *The Professors of the Academy for the purposes of this scheme.*

Monsieur Alexandre Billet.
Signor Michele Esposito.
John Haveron, Esq.
Thomas R. G. Jozé, Mus. D.
Herr Carl Lauer
Richard M. Levey, Esq.
J. C. Van Mannen, Esq.
Joseph Robinson, Esq.
Chevalier Martin Röeder.
Herr J. F. Rendersdorff.
Sir Robert Prescott Stewart, Mus. D.

We the Judicial Commissioners constituted by the Educational Endowments (Ireland) Act, 1885, having duly considered the foregoing Scheme, hereby submit the same for the approval of the Lord Lieutenant in Council, under the said Act, duly signed by both of us under our hands, this Twenty-fourth day of April, 1889.

GERALD FITZGIBBON,
Judicial
Commissioners. }
JOHN NASH.

Witness:
WM. EDWARD ELLIS

Secretary.

Appendix S: RIAM Protected Disclosures Policy and Procedures

Policy name: Protected Disclosures (Whistleblowing) Policy

Approved: 25th November 2016

Revision 1 approved 10th March 2017

Revision 2 approved 6th December 2018

1. Context

- 1.1 The Royal Irish Academy of Music, hereinafter referred to as RIAM or the Academy, is committed to the highest standard of openness, probity and accountability.
- 1.2 It is a fundamental term of employment that an employee will display loyalty to their employer, and will not disclose confidential information about that employer's operations which is calculated or likely to destroy the mutual trust and confidence on which the employment relationship is based. However, where an individual discovers information which they believe shows malpractice, impropriety or wrongdoing within the organisation, then disclosure of this information should not be jeopardised by any fear of reprisals, provided it is made lawfully, without malice and in the public interest (a 'protected disclosure' – see 2.1 below).

2. Purpose

- 2.1 The purpose of this policy is to give effect to the underlying principle set out in the Protected Disclosures Act 2014, (the 'Act'), which is to provide a mechanism for an employee to make a protected disclosure in the reasonable belief that the information disclosed shows malpractice, impropriety or wrongdoing within RIAM. Employees of RIAM are expected to use the procedure set out in this policy. Any employee who makes a disclosure outside of RIAM (including, for example, to the press) without using this procedure may not be protected under the Act and may be subject to internal disciplinary procedures as detailed in the Staff Disciplinary Policy.
- 2.2 In accordance with the Act, this policy is concerned with alleged malpractice, impropriety or wrongdoing in the workplace. It is not intended that the procedure be used by individuals to question financial or business decisions taken by RIAM, and it offers no protection to such individuals. In addition, the policy should not be used to seek reconsideration of any matters which have already been addressed under other institutional procedures such as grievance, disciplinary and capability, nor to support a claim from an employee about a breach of their own contract of employment.

3. Scope

- 3.1 This policy is intended to assist individual employees who believe they are aware of, or have discovered malpractice within RIAM, and covers concerns that are in the public interest and that may (at least initially) be investigated separately, but might then lead to other established procedures being invoked, or other forms of appropriate action being taken.
- 3.2 These concerns could include:
- (i) Financial malpractice, impropriety or fraud.
 - (ii) Academic or professional malpractice.
 - (iii) Failure to comply with legal obligation or statutes.
 - (iv) Serious failure to comply with Academy rules and regulations.
 - (v) Dangers to Health and Safety or the environment.
 - (vi) Criminal activity.
 - (vii) Miscarriages of justice.
 - (viii) Improper conduct or unethical behaviour.
 - (ix) Attempts to conceal any of these.

4. Benefits

- 4.1 Malpractice itself will be discouraged by the protection given to those who disclose information that is genuinely in the public interest.

5. Policy

5.1 Protection

- 5.1.1 No employee will suffer any kind of detriment should they disclose concerns, provided the disclosure is made in good faith and in the reasonable belief of the employee making the disclosure that prima facie it shows malpractice. No action will be taken against any employee who makes a disclosure, which is, after investigation not subsequently substantiated. If, however it is considered that an employee has made a malicious or vexatious allegation, then disciplinary action may be considered against that person. It is important, therefore, that in making a disclosure, the individual should exercise due care to ensure the accuracy of the information provided.

5.2 Confidentiality

- 5.2.1 RIAM will treat all such disclosures in a confidential and sensitive manner.
- 5.2.2 The identity of the individual making the allegation may be kept confidential so long as it does not hinder or frustrate any investigation.
- 5.2.3 However, the investigation process may reveal the source of the information and the individual making the disclosure may need to provide a statement as part of the evidence required.

5.3 Anonymous Allegations

- 5.3.1 This policy encourages individuals to put their name to any disclosure they make.

A concern may be raised anonymously. However on a practical level it may be difficult to investigate such a concern. We would encourage workers to put their names to allegations, with our assurance of confidentiality where possible, in order to facilitate appropriate follow-up. This will make it easier for us to assess the disclosure and take appropriate action including an investigation if necessary.

6. Procedures

6.1 Procedures for Making a Disclosure

- 6.1.1 Initially the disclosure should be made in writing to the Secretary. In cases where the disclosure directly concerns the post of Secretary, the disclosure should be made to the Director. If the subject of the disclosure concerns the Secretary and/or the Director then the disclosure should be made to the Chair of the Audit and Risk Committee. For the purpose of this procedure these three persons will be referred to as the ‘Designated Persons.’

6.2 Process once a disclosure has been made

- 6.2.1 The Designated Person will consider the information made available by the discloser and will decide whether the matter that has been raised falls within the scope of the procedure and, if so, whether there appears to be any case to answer. If the Designated Person considers there are grounds for proceeding further, they will decide whether a formal investigation should be conducted and, if so, who should undertake it and what form it should take. This will depend on the nature of the matter raised and may involve:

- (i) An internal investigation conducted by a senior member(s) of the College staff.
- (ii) Instigation of the Staff Disciplinary procedure.
- (iii) Referral to the Gardaí.
- (iv) Referral to an independent external authority e.g. the Health and Safety Executive.

6.2.2 Should a formal investigation be invoked, the Designated Person will use the outcome of this to decide whether or not the matter should be pursued further.

6.2.3 If the disclosure has been made against or involves named individual(s), those individuals should, at a time deemed appropriate by the Designated Person, be informed of the allegation and the evidence that supports it, and be given an opportunity to respond.

6.2.4 The Designated Person will feedback to the individual who has made the disclosure their decision together with any action that has been already been taken, or that it is intended to take.

6.2.5 If the Designated Person has decided that the matter does not fall within the scope of the procedure or that there is no case to answer, the individual who has made the disclosure will be informed at the earliest opportunity together with the reasons why.

6.3 Requests for further consideration

6.3.1 If the person who has made the disclosure does not feel satisfied with this outcome, or they are not satisfied with the action taken by the Designated Person, they can if they wish make the disclosure to another party in line with the details below:

<i>Original disclosure to:</i>	<i>Second disclosure to:</i>
Secretary	Director
Director	Chair of the Audit and Risk Committee
Chair of the Audit and Risk Committee	Chair of the Board of Governors

We acknowledge that there may be circumstances where an employee wants to make a disclosure externally, and the legislation governing disclosures — The Protected Disclosures Act 2014 — provides for a number of avenues in this regard.”

6.4 *Timescales*

- 6.4.1 Due to the varied nature of these sorts of complaints, which may involve internal investigators and/or the police, it is not possible to lay down precise timescales for such investigations.
- 6.4.2 The investigating officer should ensure that the investigations are undertaken as quickly as possible without affecting the quality and depth of those investigations.
- 6.4.3 If the investigation is a prolonged one, the investigating officer should keep the complainant informed, in writing, as to the progress of the investigation and as to when it is likely to be concluded.
- 6.4.4 All responses to the complainant should be in writing and sent to their home address.

6.5 *Reporting*

- 6.5.1 A written record of all disclosures and of any subsequent action will be maintained by the RIAM Secretary for a period of three years. A detailed report of the outcomes of any investigation will be submitted to the Audit and Risk Committee where the issue falls within its remit, and a summary report will be provided in other cases as a means of allowing the Committee to monitor the effectiveness of the procedure.

7. Responsibility

- 7.1 The RIAM Secretary is responsible for overseeing this policy and its operational procedures.

8. Legislation and Regulation

- 8.1 Protected Disclosures Act 2014.

9. Related Documents

- 9.1 Guidance for Members of the Public on Protected Disclosures Act:
<http://www.per.gov.ie/wp-content/uploads/Guidance-under-section-211-of-the-Protected-Disclosures-Act-2014-for-the-purpo.pdf>
- 9.2 http://www.algoodbody.com/insightpublications/protected_disclosures_act_2014_a_new_era_for_whistleblowing_in_ireland
- 9.3 Trinity Protected Disclosures policy.
- 9.4 Staff Disciplinary policy.

10. Document Control

Approved by Board of Studies 25th November 2016.

Revision 1 approved by Board of Studies 10th March 2017.

Revision 2 approved by Board of Governors 6th December 2018.

Next review: Academic year 2019/20.