

Technological University Dublin Governing Body

MINUTES

MEETING 26: Wednesday 25th August 2021 (08.00 – 11.00) – Electronic Meeting

PRESENT: Mr D Carson (Chair), Professor D FitzPatrick (President), Ms L Barrett, Mr N Beecher, Ms A Cañizares-Bejarano, Ms V Bistany, Dr N Burns, Dr M Carr, Ms E Carroll, Dr C Duffy, Ms É Finan (Deputy Chair), Mr J Grant, Ms P Kelly, Dr C Larkin, Dr E Maher, Mr J McCarthy, Ms C Clune-Mulvaney, Mr M O'Donnell, Mr C O'Donovan, Dr S O'Shaughnessy, Ms A O'Toole, Ms M Ryan

APOLOGIES: Full attendance

IN ATTENDANCE: Dr M Meaney (Registrar & Deputy President), Mr D Murphy (Chief Operations Officer & University Secretary)

SECRETARIAT: Ms Y Cooke

DOCUMENTATION: **Circulated prior to meeting**

1. [\[26.01/01\(a\)\]](#) Governing Body Student Member Nominees Appointment (Communication 16th July 2021 – TU Act 2018, Sections 12(1)(f) & (g))
2. [\[26.01/03\]](#) Agenda – Governing Body Meeting 26 (25th August 2021)
3. [\[26.01/05a\]](#) Amended draft Minutes – Governing Body Meeting 24 (12th May 2021)
4. [\[26.01/05b\]](#) Draft Minutes – Governing Body Meeting 25 (23rd June 2021)
5. [\[26.01/07\]](#) HEA Correspondence - Timeliness of Audited Financial Statements (12th July 2021)
6. [\[26.01/08\(1\)\(a\)\(i\)\]](#) Confirmation Statement – Draft TU Dublin Audited Annual Financial Statements 2020 (Memorandum 16th August 2021)
7. [\[26.01/08\(1\)\(a\)\(ii\)\]](#) Draft TU Dublin Audited Annual Financial Statements 2020 (includes Statement of Responsibilities and Statement of Internal Control)
8. [\[26.01/08\(1\)\(a\)\(iii\)\]](#) Draft TU Dublin Letter of Representation 2020
9. [\[26.01.08\(1\)\(b\)\]](#) Draft TU Dublin Annual Governance Statement 2020
10. [\[26.01.08\(1\)\(c\)\]](#) ARC Annual Report to Governing Body to 31st August 2020
11. [\[26.01.08\(1\)\(d\)\]](#) LINC Collaboratory – CLG Bank Account (Memorandum 25th August 2021)
12. [\[26.01.08\(1\)\(e\)\]](#) Draft Schedule of Governing Body Meetings (2021/2023)
13. [\[26.01.08\(2\)\(a\)\]](#) Governing Body Electronic Approval – UET Appointment Process
14. [\[26.01.08\(2\)\(b\)\]](#) TU Dublin Selection Procedures (Deloitte Memorandum – 6th August 2021)
15. [\[26.01.08\(2\)\(c\)\]](#) University Seal Register Update (Memorandum 17th August 2021)
16. [\[26.01.08\(2\)\(d\)\(i\)\]](#) The Setting of Programme Fees in TU Dublin (Memorandum 25th August 2021)
17. [\[26.01.08\(2\)\(d\)\(i\)\]](#) The Setting of Programme Fees - Schedule A
18. [\[26.01.08\(2\)\(d\)\(i\)\]](#) The Setting of Programme Fees - Schedule B
19. [\[26.01.08\(2\)\(d\)\(i\)\]](#) The Setting of Programme Fees - Schedule B (Supplementary)
20. [\[26.01.08\(2\)\(d\)\(ii\)\]](#) Appointment of Staff (Memorandum 25th August 2021)
21. [\[26.01.08\(2\)\(d\)\(iii\)\]](#) Extracts – Governing Body Approved Minutes (HR Recruitment, Selection & Appointment Policy and Selection Procedures Documents)
22. [\[26.01.10\(1\)\]](#) University Executive Report (17th August 2021)
23. [\[26.01.10\(2\)\(a\)\]](#) Audit and Risk Committee Chair's Report (25th August 2021)
24. [\[26.01.10\(2\)\(b\)\]](#) ARC Approved Minutes – Meeting 16 (11th June 2021)
25. [\[26.01.10\(2\)\(c\)\]](#) Academic Council Approved Minutes – Meeting 11 (21st April 2021)

DOCUMENTATION: No documentation circulated at the meeting

REF	ITEM	DECISION
Section A – Standard Items		
26.01/01	<p>WELCOME AND INTRODUCTION The Chair welcomed everyone to the meeting.</p> <p>a) Governing Body Student Member Nominees Appointment - (Correspondence 16th July 2021 – TU Act 2018, Sections 12(1)(f) and (g)) Governing Body approved the appointment of three student member nominees, Ms Lesley Barrett, Ms Ana Cañizares-Bejarano and Mr Mark O'Donnell effective from 1st July 2021, as detailed in the accompanying correspondence of 16th July 2021.</p>	<p>NOTED</p> <p>APPROVED Proposed: É Finan Seconded: C Larkin</p>
26.01/02	<p>APOLOGIES The Chair noted that there were no members' apologies for this meeting.</p>	<p>NOTED</p>
26.01/03	<p>MEETING AGENDA The Agenda for the meeting, as had been circulated, was approved and adopted.</p> <p>Governing Body noted that members will continue to be notified when paper(s) are uploaded to the Governing Body portal. Governing Body noted that approved Committee and Academic Council Minutes will be referenced on future Governing Body Agendas for information with the corresponding document available on the Governing Body portal for members to read.</p> <p>Governing Body noted that the minutes will be noted on the agenda and any material issues arising from the minutes will be covered in the reports from the President or Committee Chairs, as appropriate.</p>	<p>APPROVED Proposed: E Carroll Seconded: N Beecher</p> <p>NOTED</p> <p>NOTED</p>
26.01/04	<p>DECLARATION OF CONFLICT OF INTEREST The Chair noted there were no conflicts of interest declared by members present</p>	<p>NOTED</p>
26.01/05	<p>APPROVAL OF MINUTES</p> <p>a) The amended draft Minutes of the twenty-fourth meeting of the Governing Body held on 12th May 2021, as had been circulated, were approved.</p> <p>b) The draft Minutes of the twenty-fifth meeting of the Governing Body held on 23rd June 2021, as had been circulated, were approved.</p>	<p>APPROVED Proposed: N Beecher Seconded: J McCarthy</p> <p>APPROVED Proposed: J Grant Seconded: C Larkin</p>
26.01/06	<p>MATTERS ARISING The following item was raised and noted.</p> <p>a) <u>Governing Body Meeting Action Log</u> Governing Body noted that the format for the Governing Body Action Log is in development and for review at the next Governing Body meeting.</p>	<p>NOTED</p>
26.01/07	<p>CORRESPONDENCE</p> <p>a) <u>HEA Letter – Timeliness of Audited Financial Statements (12th July 2021)</u> Governing Body noted correspondence from the HEA regarding the timeliness of the submission of the University's Audited Financial Statements, and that this matter would be covered by the Chair of the Audit and Risk Committee (ARC) under <i>Agenda Item 26.01.10(2)(a)</i>.</p> <p>Governing Body also noted that ARC are conducting a review of correspondence received by the University from external regulatory authorities.. On completion of this exercise ARC will develop a proposal for review by Governing Body to provide clarity on the appropriate and relevant external correspondence for consideration by Governing Body and its Committees at their future meetings.</p>	<p>NOTED</p> <p>NOTED</p>

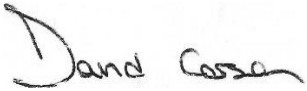
REF	ITEM	DECISION
Section B – Approval and Compliance Items		
26.01/08	<p>I. APPROVALS</p> <p>a) TU Dublin Annual Financial Statements - 31/08/2020</p> <p>i) Confirmation Statement – Draft TU Dublin Audited Annual Financial Statements 2020 (Memorandum – 16th August 2021) Governing Body noted the Confirmation Statement from the President and the COO in relation to the draft TU Dublin Audited Annual Financial Statements 2020, confirming they have reviewed the Returns and other documents for TU Dublin for year ended 31 August 2020, and are satisfied as to their content including the confirmations noted therein.</p> <p>These Returns for Technology University Dublin for year ended 31 August 2020 are listed as follows:</p> <ul style="list-style-type: none"> • Draft Financial Statements including; Statement of Responsibilities Statement of Internal Control • Draft Letter of Representation to the Comptroller & Auditor General • Draft Annual Governance Statement <p>Governing Body noted the following in relation to the TU Dublin Returns:</p> <p>i) The COO informed members that these were the first twelve month financial accounts for the University from 1st September 2019 to 31st August 2020. The previous set of accounts had covered an eight month period up to 31st August 2019,</p> <p>ii) A positive surplus of over €12.5m was generated for the year.</p> <p>iii) Procurement non-compliance of approximately €1.7m out of a total of non-pay spend of €60m. A number of processes have been put in place to reduce and eliminate the non-compliant procurement spend including the appointment of a Procurement Manager, and the functionalities available in the new unified financial system commencing in September 2021.</p> <p>ii) Draft TU Dublin Audited Annual Financial Statements 2020 (includes the Statement of Responsibilities and the Statement of Internal Control) The draft TU Dublin Annual Financial Statements for the period 1st September 2019 to 31st August 2020 had been considered by the Governing Body Audit and Risk Committee (ARC) at its meeting on 16th August 2021. On the basis of the Confirmation Statement received from the President and the COO, ARC recommended and Governing Body approved the draft TU Dublin Audited Annual Financial Statements which also includes the Statement of Responsibilities and the Statement of Internal Control, subject to their being no material changes from the draft considered.</p> <p>iii) Draft TU Dublin Letter of Representation The draft TU Dublin Letter of Representation for the period from 1st September 2019 to 31st August 2020 had been considered by the Governing Body Audit and Risk Committee (ARC) at its meeting on 16th August 2021. On the basis of the Confirmation Statement received from the President and the COO, ARC recommended and Governing Body approved the draft TU Dublin Letter of Representation.</p> <p>b) Draft TU Dublin Annual Governance Statement 2020 The draft TU Dublin Annual Governance Statement 2020 had been considered by the Governing Body Audit and Risk Committee (ARC) at its meeting on 16th August 2021. On the basis of the Confirmation Statement received from the President and the COO, ARC recommended and Governing Body approved the draft TU Dublin Annual Governance Statement 2020 subject to their being no material changes from the draft considered.</p>	<p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>APPROVED Proposed: C Larkin Seconded: É Finan</p> <p>APPROVED Proposed: C Duffy Seconded: C Clune-Mulvaney</p> <p>APPROVED Proposed: C Larkin Seconded: N Beecher</p>

REF	ITEM	DECISION
Section B – Approval and Compliance Items		
	<p>c) Audit and Risk Committee Annual Report to Governing Body to 31st August 2020 Governing Body noted the Audit and Risk Committee Annual Report to Governing Body to 31st August 2020</p> <p>The COO informed members that these Returns will be sent to the C&AG with confirmation of Governing Body approval. The C&AG will then attach their audit report, which is a clean report, and the University will file the Returns with the Oireachtas before 31st August 2021.</p> <p>The Chair thanked the COO, the executive team, the Chair and members of ARC for their significant work and commitment in completing the year end accounts by 31st August 2021. The Chair requested his thanks be extended to the wider executive team and the members of ARC.</p> <p>d) LINC Collaboratory CLG (Company Limited by Guarantee) – Opening of a New Bank Account (Memorandum 25th August 2021) Governing Body approved the recommendation from the Chief Operations Officer, ‘to open a current bank account (with AIB) in the name of LINC Collaboratory CLG (Company Limited by Guarantee)’, as detailed in the accompanying Memorandum of 25th August 2021.</p> <p>e) Draft Governing Body Meeting Schedule 2021-2023 Governing Body noted that the draft ‘Governing Body Meeting Schedule 2021-2023’ is aligned with the key University’s compliance and governance requirements. The Chair asked members to inform him by close of business on 27th August 2021 if they had any issues with specific meetings dates.</p> <p>Governing Body approved the draft ‘Governing Body Meeting Schedule 2021-2023’.</p>	<p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>APPROVED Proposed: É Finan Seconded: C Duffy</p> <p>NOTED</p> <p>APPROVED Proposed: N Beecher Seconded: E Carroll</p>
26.01/08	<p>2. COMPLIANCE</p> <p>a) University Executive Team (UET) Appointment Process – Electronic Approval (Report and Memorandum 2nd July 2021) Governing Body noted the recommendation from the President to Governing Body, ‘that the University be authorised to proceed to the next stage of the UET Appointment Process’, detailed in his Report and Memorandum to members on 2nd July 2021, and ratified by members electronically on 8th July 2021.</p> <p>b) TU Dublin Selection Procedures (Memorandum from Deloitte – 6th August 2021) Governing Body noted the Memorandum from Deloitte, <i>TU Dublin Selection Procedures (6th August 2021)</i>, outlining the results of a review on changes made to TU Dublin Selection Procedures since they were presented to the Governing Body in April 2019.</p> <p>In the discussion of the Deloitte Report, Governing Body noted the following:</p> <ul style="list-style-type: none"> i) This was an independent review requested by the Audit and Risk Committee. ii) The report concluded that each of the competitions reviewed was in compliance with the Selection Procedure in place at the time of the competition. iii) The report noted that even though the Governing Body is included in the Selection Procedures document as the ‘Approval Body’, changes were not presented to the Governing Body for approval. 	<p>NOTED</p> <p>NOTED</p> <p>NOTED</p>

REF	ITEM	DECISION
Section B – Approval and Compliance Items		
	<ul style="list-style-type: none"> iv) The report recommended that a review should be performed of the Selection Procedures and overall Recruitment policies to distinguish between policy requirements and operational procedures to ensure that the policy requirements and procedures are reflected in separate documents and advised that in general, policy documents should be approved by the Governing Body. v) Deloitte also recommended that TU Dublin should also ensure that all policy and procedural changes are presented back to the original approving body for review and approval before implementation. vi) The Governing Body noted an objection raised by a member in relation to the outcome of the Report who reserved the right to revisit this item at a future date having fully considered the information provided. 	NOTED
	<p>c) University Seal Register Report (<i>Memorandum 17th August 2021</i>) Governing Body noted the Memorandum from the University Secretary, (confirming documents to which the TU Dublin seal had been applied during the period 10th June 2021 to 17th August 2021).</p>	NOTED
	<p>d) Update on Reserved Functions for Governing Body i) Fee Setting Governing Body noted the Memorandum <i>The Setting of TU Dublin Programme Fees</i> and accompanying Fee Schedules A and B. This documentation summarised the provision for the setting of fees and charges by a Technological University under <i>Section 24</i> of the TU Act 2018, and recommended three resolutions by the Chief Operations Officer for approval by Governing Body. Following discussion Governing Body noted and approved the following:</p>	NOTED
	<p>1) <u>Resolution 1</u> Schedule A (<i>attached</i>) details the fees that, respectively, have been charged by TU Dublin for the Academic years 2019/20 and 2020/21, and of which the Governing Body is, and has been, aware. The Governing Body hereby ratifies, confirms, approves of and adopts, and thereby determines, the fees detailed in this fee schedule in accordance with <i>Section 24(1)</i> of the TU Act 2018.</p>	<p>APPROVED Proposed: A O'Toole Seconded: C Larkin</p>
	<p>2) <u>Resolution 2</u> Schedule B (<i>attached</i>) details the fees proposed by TU Dublin for the Academic year 2021/22 with the awareness of the Governing Body. The Governing Body hereby ratifies, confirms, approves of and adopts, and thereby determines, the fees detailed in this fee schedule in accordance with <i>Section 24(1)</i> of the TU Act 2018.</p>	<p>APPROVED Proposed: E Carroll Seconded: C Clune-Mulvaney</p>
	<p>3) <u>Resolution 3</u> Governing Body agreed to defer Resolution 3, which recommended delegation of the functions detailed in Section 24 (1) to the President, for further consideration to the next meeting on 13th October 2021.</p>	AGREED
	<p>4) Governing Body agreed that any programme fees which require approval before the next Governing Body meeting takes place will be electronically circulated for Governing Body approval.</p>	AGREED
	<p>Governing Body noted that there is currently underway a review of the overall reserved functions for Governing Body for presentation at a future meeting.</p>	NOTED

REF	ITEM	DECISION
Section B – Approval and Compliance Items		
	<p>ii) Staff Appointments Governing Body noted the Memorandum <i>Appointment of Staff (25th August 2021)</i> and accompanying document as circulated. Following discussion Governing Body noted the following:</p> <ol style="list-style-type: none"> 1) Some members different perspectives on earlier Governing Body meetings 2, 3 and 5. 2) That Governing Body can revisit any of its previous decisions if it so desires. 3) Defining the reserved matters for Governing Body is critical, and to what extent Governing Body wishes to delegate these reserved matters to the University Executive. 4) Staff appointments will be part of the overall review of the reserved functions for Governing Body currently being conducted. <p>e) Code of Conduct for Governing Body Governing Body noted that that the current approved <i>TU Dublin Code of Conduct for Governing Body</i> had been circulated to Governing Body members for their individual signature, as recommended by Deloitte as part of their review of the TU Dublin Charities Code Compliance Record.</p> <p>f) Compliance with the Provisions of the Ethics in Public Office Acts 1995 & 2001 (Standards in Public Office - SIPO) Governing Body noted the following in relation to the Compliance with the Provisions of the Ethics in Public Office Acts 1995 & 2001 (<i>Standards in Public Office – SIPO</i>), requirements:</p> <ol style="list-style-type: none"> i) The University Secretary will liaise with members who require guidance on completing the SIPO Statement of Interest form. ii) This document is not a requirement in relation to completion of documentation approved under <i>[Item 26.01.08(1)(a)]</i>. iii) Technological University Dublin as a newly established legal entity is not yet a designated body under these Acts. However it had been agreed that as best practice Governing Body members would be asked to complete a Statement of Interest – Designated Directors (section 17), for the period (or part thereof). 	<p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p>
Section C – Strategic Items		
26.01/09	<p>STRATEGIC PLAN UPDATE Governing Body noted that this item would be covered under the University Executive Report, <i>[Agenda Item 26.01.10(1)]</i>.</p>	<p style="text-align: center;">NOTED</p>

REF	ITEM	DECISION
Section D – Executive and Committee Reports		
26.01/10	<p>a) ARC Chair Report (25th August 2021) The ARC Chair highlighted the following recommendations from ARC to Governing Body for approval:</p> <ol style="list-style-type: none"> 1) That the financial statements and year end reports for the year ended 31st August 2021 should be filed no later than nine months after the year end or within one month of certification by C&AG 2) That the financial statements and year end reports for the year ended 31st August 2022 and subsequent years should be filed no later than six months after the year end or within one month of certification by C&AG <p>ARC also requested that any impediments foreseen in implementing the above deadlines be notified to them, and confirmed that ARC would support any necessary measures needed to achieve the deadlines.</p>	<p style="text-align: center;">APPROVED Proposed: A O’Toole Seconded: C Larkin</p> <p style="text-align: center;">APPROVED Proposed: A O’Toole Seconded: C Larkin</p> <p style="text-align: center;">NOTED</p>
Section E – Standard Items		
26.01/11	<p>1. ANY OTHER BUSINESS</p> <p>a) Appointment of Governing Body Members to Governing Body Committees Governing Body agreed the following recommendations in relation to the appointment of Governing Body members to Governing Body Committees:</p> <ol style="list-style-type: none"> i) The current memberships of Governing Body Committees will continue to roll forward. ii) In addition, the Chair of Governing Body will liaise with the Committee Chairs in relation to filling existing Committee vacancies and appointment of the nine new Governing Body members to Committees. iii) Expressions of interests advised by new Governing Body members for a particular Committee will also be taken into consideration. iv) Following completion of their Governing Body term, if a former Governing Body member wishes to remain on a Governing Body Committee, Governing Body will consider this request. 	<p style="text-align: center;">AGREED</p>
26.01/12	<p>2. MEETINGS</p> <p>a) Proposed Governing Body Away Day (Thursday 9th December 2021) Governing Body noted the Away Day Working Group has been established and tasked with developing a draft programme for the Governing Body Away Day event. This group comprises seven Governing Body members, Ms L Barrett, Ms V Bistany, Ms C Clune-Mulvaney, Dr C Larkin, Dr S O’Shaughnessey, Ms A O’Toole and is chaired by the Governing Body Chair, Mr D Carson. The group have held two meetings to date.</p> <p>Catherine Clune-Mulvaney reported, on behalf of the group, that Thursday, 9th December 2021 is the proposed date for this event, commencing in the afternoon and will be followed by a networking event in the evening. It is intended that this event will take place on the University Campus. Attendees will include Governing Body Independent Committee members, the UET, Heads of Function and a cross section of student representation from the different disciplines and campuses during part of this event. The draft programme is under development with key elements of the programme focused on the coming together of the three campuses, team building and strategy. The final draft programme will be shared with Governing Body for review and approval.</p> <p>Governing Body noted that any feedback, comments or observations from members in relation to this event could be sent directly to Catherine Clune-Mulvaney.</p>	<p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p>

REF	ITEM	DECISION
Section E – – Standard Items		
26.01/12	<p>b) Next Governing Body External Members meeting Governing Body noted that the proposed date of the next Governing Body External Members meeting was provisionally scheduled for Wednesday, 22nd September 2021 between 8.00-9.30am. The Chair advised members that this date was subject to change as he wished to facilitate as full attendance as possible at this meeting and would liaise with the group to determine the most suitable meeting date for the majority of attendees.</p> <p>c) Format of future Governing Body meetings The Chair informed members that subject to Covid19 restrictions he hoped to hold the next Governing Body meeting on site in Grangegorman on 13th October 2021. A questionnaire would be circulated to members in advance of this date to establish members' preference in relation to the format of future Governing Body meetings with all meeting options included in this communication.</p> <p>d) Next Governing Body Meeting Governing Body noted its next meeting would take place on Wednesday, 13th October 2021 between 8.00-11.00am.</p> <p>The Chair thanked members for their attendance and participation.</p> <p style="text-align: center;">  SIGNED _____ DATE: 13TH OCTOBER, 2021. David Carson, CHAIR. </p>	<p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p>