

Technological University Dublin Governing Body MINUTES

<u>MEETING 28:</u>	Thursday 9 th December 2021 (1.00pm – 4.30pm) – Electronic Meeting
<u>PRESENT:</u>	Mr D Carson (Chair), Professor D FitzPatrick (President), Ms L Barrett, 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, Mr S Sheridan, Ms A O'Toole, Ms M Ryan
<u>APOLOGIES:</u>	None
<u>IN ATTENDANCE:</u>	Dr M Meaney (Registrar & Deputy President), Mr D Murphy (Chief Operations Officer & University Secretary)
<u>INVITED:</u>	
<u>SECRETARIAT:</u>	Ms M Holden

DOCUMENTATION: Circulated prior to meeting

1. 28.01/03 Agenda - Governing Body Meeting 28 (9th December 2021)
2. 28.01/05 Draft Minutes Governing Body Meeting 27 (13th October 2021)
3. 28.01/07 a) Correspondence received by Chair
4. 28.01/07 b) Office of the President Protocol for Events and Meetings 2021
5. 28.01/07 c) PAC Correspondence re Financial Statements & Accounts for the period 2019/2020 and President's reply thereto
6. 28.01/07 d) Communication received from HSA
7. 28.01/07 f) HEA request regarding Climate and Sustainability Crisis
8. 28.01/09 1.1 Governing Body Review of Academic Council
9. 28.01/09 1.2 Academic Council membership
10. 28.01/09 2 Renewal of Insurance Contracts
11. 28.01/09 3 Annual Review of the Effectiveness of Internal Controls
12. 28.01-10 ii • Briefing to Governing Body on Education Model and SRMS
13. 28.01-10 ii • Draft Education Model Project Charter
14. 28.01/11 University Executive Report
15. 28.01/12 a) i ARC Chair Report – ARC Meeting 20 (12th November 2021)
16. 28.01-12 a) ii Approved Minutes - ARC Meeting 19 (10th September 2021)
17. 28.01-12 c) i Approved Minutes - FPC Meeting 8 - 10th June 2021
18. 28.01-12 d) i Academic Council Report
19. 28.01-12 d) ii Approved Minutes Academic Council Meeting 10 -24.02.2021
20. 28.01/12 d) iii Approved Minutes Academic Council Meeting 11 -21.04.2021
21. 28.01/1 d) iv Approved Minutes Academic Council Meeting 12 -23.06.2021
22. 28.01/13 i Membership of Governing Body Committees
23. 28.01/13 iii Governing Body Self-Assessment Review

DOCUMENTATION: Circulated at meeting

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| 24. | 28.01/11 | GB Strategy Overview Dec 2021 |
| 25. | 28.01/11 | Student Accommodation Overview Dec 2021 |

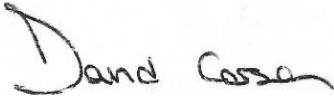
REF	ITEM	DECISION
Section A – Standard Items		
28.01/01	<p>WELCOME AND INTRODUCTION</p> <p>The Chair welcomed everyone to the meeting.</p> <p>The Chair welcomed the new student representative Stephen Sheridan to the meeting, and noted the approval of his appointment</p>	<p>NOTED</p> <p>APPROVED Proposed: J McCarthy Seconded: C Larkin</p>
28.01/02	<p>APOLOGIES</p> <p>The Chair noted that there were no apologies for this meeting.</p>	<p>NOTED</p>
28.01/03	<p>MEETING AGENDA</p> <p>The Agenda for the meeting, as had been circulated, was approved and adopted.</p>	<p>APPROVED Proposed: C Larkin Seconded: É Finan</p>
28.01/04	<p>DECLARATION OF CONFLICT OF INTEREST</p> <p>The Chair noted there were no conflicts of interest declared by members present.</p>	<p>NOTED</p>
28.01/05	<p>APPROVAL OF MINUTES</p> <p>The draft Minutes of the twenty-seventh meeting of the Governing Body held on 13th October 2021, as had been circulated, were approved subject to the below two amendments:</p> <ul style="list-style-type: none"> - Item 27.01/10 1 iii) The last paragraph should read “The Governing Body discussed this issue and agreed that a Report and Proposal would come back to Governing Body at the next meeting.” - Item 27.01/08 2b The following to be added to the first paragraph; “ARC subsequently approved the letter with no material change and same was sent to the complainant”. 	<p>APPROVED Proposed: E Finan Seconded: C. Larkin</p>
28.01/06	<p>MATTERS ARISING</p> <p>The Governing Body Meeting Action Log will be updated for presentation at the next meeting.</p>	<p>NOTED</p>

REF	ITEM	DECISION
28.01/07	<p>CORRESPONDENCE</p> <p>The chair indicated that he would take items a. b. and e. together. He noted that the Executive Team is working on a Communication Policy for consideration by Governing Body. Specifically in relation to Item b and the reference to communication to Governing Body the President clarified that this sentence was included specifically in relation to the Protocols for Events and meetings and not to general communications. Members welcomed that clarification and that the new draft policy will address such issues.</p> <p>c. The meeting noted the PAC Correspondence re Financial Statements & Accounts for the period 2019/2020 requesting detailed clarification around the procurement non-compliant figure and the University response. There has been no further communication from the PAC.</p> <p>d. The meeting noted the HSA communication related to a complaint that had been lodged regarding Covid19 risk assessments and that this had been replied to in full on 19th November.</p> <p>f. The meeting noted the HEA communication requesting assurances around the University's partnerships and the Climate and Sustainability Crisis. The members noted the memorandum as circulated and the Governing Body agreed to issue a response along the lines proposed with the inclusion of the words "to the best of its knowledge".</p>	NOTED
Section B – Approval and Compliance Items		
28.01/08	<p>I. COMPLIANCE</p>	
	<p>The Chair informed Governing Body members of the resignation of Noel Beecher from ARC and Governing Body with effect from Thursday 25th November 2021. He noted that the ARC chair indicated that the workload relating to the role had become onerous and that it was not helped by the level of documentation to be reviewed, the continuous late circulation of that documentation and the lack of satisfactory communication around these issues.</p> <p>The Chair acknowledged the contribution that Noel Beecher had made to Governing Body and the ARC. He noted that he was a person of the highest integrity and formally acknowledged, his work ethic and work commitment. The Chair noted that he would write and thank Noel on behalf of the Governing Body.</p> <p>The Chair acknowledged work done by the Executive Team and noted that the following issues are being addressed;</p> <ol style="list-style-type: none"> 1. The Executive team has provided a draft paper on matters reserved for Governing Body. The Chair has established a GB Working Group to consider this issue. A draft document will be completed, and the Group will work with the Head of Governance & Compliance to finalise a draft for consideration by the Senior Executive Team. This will then be brought to Governing Body for consideration and approval. 2. The Chair and Vice- Chair are working with the Head of Governance and Compliance to develop the function of for supporting the Governing Body secretarial requirements. In the meantime the meeting agreed that Bronagh Elliot, Head of Governance and Compliance will act as Secretary to Governing Body with immediate effect. An update on this work will be provided at the February meeting. 3. The Chair also noted that a review will be carried out on the GB Committee structure including the Terms of Reference, Membership and associated workload. 	NOTED

REF	ITEM	DECISION
28.01/09	<p>The meeting agreed that Eilish Finan be appointed Chair of the Audit and Risk Committee. As Eilish Finan is currently chair of the Finance & Property Committee The chair indicated that he would liaise with members to address this position.</p> <p>2. APPROVALS</p> <p>1.1 Governing Body Review of Academic Council. The meeting approved the circulated proposal as follows; “Governing body commence a review of Academic Council as provided for in the Act. The steering group for the review to be chaired by the Governing Body Chairperson and to consist of 5 members (3 GB including Chair and 2 Academic Council, the Registrar and Deputy President and Head of Academic Affairs). The first action will be for the steering group to ask a working group of Academic Council to carry out a Self-Assessment exercise. The self-assessment exercise will inform the terms of reference of the review to be carried out by Governing Body. The review findings to be presented to the March Governing Body meeting.”</p> <p>1.2 Academic Council membership The meeting approved the circulated proposal as follows; “Pending the review, it is proposed that the five faculty deans attend Academic Council in a non-voting, observer capacity.”</p> <p>2. Renewal of Insurance Contracts The meeting noted the memorandum as circulated and that electronic approval for the 2022 Insurance will be requested following the FPC meeting on 16th December next.</p> <p>3. Effectiveness of the System of Internal Controls The meeting noted that the memorandum as circulated on 19th November 2021 had been approved by Governing Body electronically.</p>	<p>APPROVED Proposed: E Maher Seconded: A O’Toole</p> <p>APPROVED Proposed: J Grant Seconded: C Duffy</p> <p>APPROVED Proposed: J Grant Seconded: C Larkin</p> <p>NOTED</p> <p>NOTED</p>
Section C – Strategic Items		
28.01/10	<p>i) STRATEGIC PLAN UPDATE</p> <p>Governing Body noted that this item would be covered under the University Executive Report, [Agenda Item 28.01.11(1)].</p> <p>ii) Education Model & Student Record Management System (SRMS)</p> <p>The Registrar spoke to the briefing document as circulated on the strategic objective of creating a new model of education and the two linked initiatives;</p> <ul style="list-style-type: none"> - University Education Model (charter included in Appendix 1 of circulated document) - A single unified student record management system (SRMS) (Appendix 2 of circulated document) <p>In the discussion that ensued the following items were noted;</p> <ul style="list-style-type: none"> - New Student pathways with additional options - Expanded skill set when leaving university. - Students facilitated to Co-create their own pathways. - The SRMS project is likely to be an 8 figure sum over a number of years. <p>It was noted that further information will be presented at the next meeting.</p>	<p>NOTED</p> <p>NOTED</p>

REF	ITEM	DECISION
Section D – Executive and Committee Reports		
28.01/11	1. UNIVERSITY EXECUTIVE REPORT	
	<p>Governing Body noted the University Executive Report as had been circulated to members, which incorporated an update on the strategic plan. A number of areas were further discussed and noted at the meeting including:</p> <ul style="list-style-type: none"> - the progress on the design and the composition of the Steering Committee (President, Registrar, COO and VP for Organisational Change & Culture).and the timeline showing change impact. The position regarding Student Accommodation, the related Borrowing Framework, the classification of the Grangegorman campus as an SDZ and the presence of significant new accommodation units within the immediate vicinity of the campus - The President noted that a key issue currently is the mismatch between the construction cost of accommodation and the rental level required to make accommodation affordable for students. - He also noted that the green spaces in Grangegorman have been widely used by locals during Covid19 and by students since September and indicated that this aspect of the Masterplan should be reviewed <p>The President noted the following with respect to the Strategic Plan items in his report,</p> <p>Completing the transformation of TU Dublin to become an internationally recognised high-performing technological university</p> <ul style="list-style-type: none"> - Offering quality higher education, through a new Education Model - Working closely with partners to deliver real impact for society and the planet - Achieving the necessary cornerstones of organisation design, infrastructure and resources <p>and he also noted the alignment and assignment of the UET Members Responsibilities.</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>
28.01/10	2. COMMITTEE CHAIR'S REPORTS AND UPDATE	
	<p>a) ARC Chair Report</p> <p>Governing Body noted the ARC approved minutes as had been circulated to members.</p> <p>Aileen O'Toole reported on the ARC meetings of the 12th November and 17th November. She noted that the key item addressed was the Review of the Effectiveness of the System of Internal Control Which had been approved by ARC electronically.</p> <p>She noted that the letter had been sent on behalf of ARC to the complainant in the student fee issue based on the legal advice obtained.</p> <p>The meeting noted the following points arising from the ARC meetings;</p> <ul style="list-style-type: none"> - Internal Audit update – progress report presented by Deloitte. - Internal Audit Tracker in place listing the recommendations and the status of their implementation - The C & A-G insights on Covid19 and the review of the impact on the control environment 	<p style="text-align: center;">NOTED</p>

REF	ITEM	DECISION
	<ul style="list-style-type: none"> - Further discussion on internal audit programme for 2022 - Submission made by the Executive to the C&AG for extension of the submission of draft Financial Statements from the deadline of 30th November 2021 to 31st Dec 2021. <p>b) EDIC Chair Report</p> <p>Governing Body noted the EDIC approved minutes as had been circulated to members. The EDIC Chair noted that the EDIC had held a meeting that morning and that there was significant work being done on progressing the Athena Swan project.</p> <p>c) FPC Chair Report</p> <p>Governing Body noted the Report that had been circulated to members relating to the meeting of 12th October. The FPC chair updated the meeting on a number of specific items discussed at that meeting. The meeting noted that the Minister had signed off on the additional funding of €12m to allow the process of entering into contract for the construction of the Academic Hub to proceed.</p> <p>d) Academic Council Report</p> <p>The Registrar commented on the report as had been circulated noting;</p> <ul style="list-style-type: none"> - The current challenge regarding the development of contingency plans for the January exams - The examination of alternative modality - The timeline for the receipt of the Cinnte review and that we should have the report by the end of January - Students are on average receiving 60% of delivery of face to face 	<p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p>
Section E – Standard Items		
	1. ANY OTHER BUSINESS	
	<p>i. Membership of Governing Body Committees</p> <p>The members considered and approved the following proposals;</p> <p>“That Catherine Mulvaney-Clune (GB Member) be appointed to the ARC”</p> <p>“That the term of Gerry Fallon (Independent member of ARC) be extended to 31 December 2022 which would complete a four-year term.”</p> <p>The chair noted that the review of the Terms of Reference for all Committees will consider the membership. It was also noted that the Committee memberships are being reviewed in the context of the gender balance requirements.</p>	<p style="text-align: center;">APPROVED PROPOSED: AO'Toole SECONDED: VBistany</p> <p style="text-align: center;">APPROVED PROPOSED: JGrant SECONDED: AO'Toole</p> <p style="text-align: center;">NOTED</p>

REF	ITEM	DECISION
	<p>ii. University Secretarial Role and GB Reserved Functions</p> <p>This item had been dealt with under Item 28.01/08.</p> <p>iii. Governing Body Self-Assessment Review</p> <p>The Chair noted that Mazars had been appointed to assist with this exercise and suggested that the timing of the reviews as set out in the memorandum circulated was appropriate.</p>	<p>NOTED</p> <p>NOTED</p>
	<p>MEETINGS</p>	
	<p>Next Governing Body Meeting</p> <p>Governing Body noted its next meeting would take place on Wednesday, 2nd February 2022 and would be an extended meeting between 8.00am - 11.00am. This meeting will focus on strategy.</p> <p>The Chair thanked members for their attendance and participation and wished all a Happy Christmas.</p> <p style="text-align: center;">  SIGNED _____ DATE: 23rd March 2022 David Carson, CHAIR. </p>	