

Technological University Dublin Governing Body

MINUTES

<u>MEETING 10:</u>	Wednesday, 18 th September 2019 (08.00), TU Dublin, Grangegorman, Meeting Room GW302
<u>PRESENT:</u>	Ms I Reynolds (Chair), Professor D FitzPatrick (President), Mr J Barnes, Ms V Bistany, Mr P Bowler, Dr M Carr, Ms E Carroll, Ms E Finan, Mr J Grant, Ms A Keatinge, Ms P Kelly, Mr P Lavelle, Dr C Larkin, Mr M Marjoram, Mr J McCarthy, Ms S O'Shaughnessy, Ms A O'Toole, Mr P Yimbog
<u>APOLOGIES:</u>	Dr C Fisher
<u>IN ATTENDANCE:</u>	Dr M Meaney (Lead, TU Dublin Programme Team), Mr D Murphy (University Secretary)
<u>SECRETARIAT:</u>	Ms Y Cooke (TU Dublin Programme Team)
<u>DOCUMENTATION:</u>	<p><u>Circulated prior to meeting</u></p> <ol style="list-style-type: none"> 1. Agenda – Governing Body Meeting 10 (18th September 2019) 2. Draft Minutes – Governing Body Meeting 9 (17th July 2019) 3. Memorandum – Revised TU Dublin Travel, Subsistence and Expense Policy (11th September 2019) 4. Revised TU Dublin Travel, Subsistence and Expense Policy 5. Memorandum – Draft TU Dublin Equality Statement (11th September 2019) 6. Draft TU Dublin Equality Statement 7. Memorandum – Audit and Risk Committee (ARC) Appointment of Additional Governing Body Member 8. Draft Annual Financial Statements and Annual Governance Statements to 31st December 2018 for former DIT/ITB/ITT Institutes: <ol style="list-style-type: none"> i) DIT Annual Financial Statements to 31st December 2018 ii) DIT Annual Governance Statement to 31st December 2018 iii) ITB Annual Financial Statements to 31st December 2018 iv) ITB Annual Governance Statement to 31st December 2018 v) ITT Annual Financial Statements to 31st December 2018 vi) ITT Annual Governance Statement to 31st December 2018 9. Memorandum – Use of University Seal (10th September 2019)

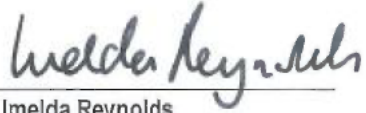
REF	ITEM	DECISION
10.01/01	WELCOME , INTRODUCTION AND APOLOGIES	
	WELCOME AND INTRODUCTION The Chair welcomed everyone to the meeting and invited members to introduce themselves.	NOTED
	APOLOGIES The Chair noted members apologies received for this meeting.	NOTED
10.01/02	PROPOSED MEETING AGENDA	
	The Agenda for the meeting, as had been circulated, was approved and adopted.	APPROVED Proposed: P Lavelle Seconded: E Finan
10.01/03	DECLARATION OF CONFLICT OF INTEREST	
	The Chair noted there were no conflicts of interest declared by members present.	NOTED

REF	ITEM	DECISION
10.01/04	APPROVAL OF MINUTES	
	The draft Minutes of the ninth meeting of the Governing Body held on 17 th July 2019, as had been circulated, were approved.	APPROVED Proposed: P Lavelle Seconded: E Finan
10.01/05	MATTERS ARISING	
	<p>The following items were raised and noted from the minutes of the ninth meeting of the Governing Body held on 17th July 2019.</p> <p>i) <u>Item [09.01/05(1)] – Recruitment Process for Senior Roles for TU Dublin</u> The President updated members on current progress in relation to the recruitment process for the two new senior positions, Registrar & Deputy President and the Chief Operations Officer. There were strong levels of interest shown in both roles. Interviews for the Chief Operations Officer have taken place while interviews for the Registrar & Deputy President will be held imminently. It is anticipated that the results for these positions will be announced on completion of both recruitment processes.</p> <p>ii) <u>Item [09.01/05(2)] – An Cheim</u> The Director of Corporate Services confirmed that issues relating to An Cheim were being addressed through the Audit and Risk Committee and proposed that a draft report be presented to Governing Body on their conclusion.</p> <p>iii) <u>Item [09.01/09(1)(iii)(a)] – Governing Body Committees</u> The Chair informed members that two positions on the Governing Body remain unfilled, a ministerial appointee under Section 12(1)(h), and a postgraduate student appointee prescribed under Section 12(1)(g). The Department of Education and Skills has advised that it is endeavouring to nominate the ministerial appointee as soon as possible and the Students' Union confirmed it is working to nominate the postgraduate student appointee.</p> <p>iv) <u>Item [09.01/09(2)(i)(3)] – Student Union Funding</u> The Director of Corporate Services informed members that an interim proposal for the student contribution had been agreed for the 2019/2020 session with a unitary process to be in place by September 2020.</p> <p>v) <u>Item [09.01/09(2)(i)(6)] – Risk Register</u> The meeting noted this matter would be referenced under Item <i>[{10.01/08(2)(i)(b)} Audit and Risk Committee]</i> below.</p> <p>vi) <u>Item [09.01/10(ii)] – Charitable Status</u> The President advised members that the University and the Charity Regulator were in correspondence in relation to this issue and anticipated it would be resolved presently. The President would continue to keep the Governing Body informed on this matter.</p>	<p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p>
10.01/06	STRATEGIC PLAN UPDATE	
	The Governing Body noted the President would present an update on the Strategic Plan as part of the Governing Body Induction Programme which was scheduled to take place following this meeting. It was agreed to defer this item until then.	NOTED
10.01/07	POLICIES PROCEDURES AND STATEMENTS	
	<p>i) <u>Revised TU Dublin Travel, Subsistence and Expense Policy</u></p> <p>a) The Governing Body noted the memorandum, "Revised TU Dublin Travel, Subsistence and Expense Policy", summarising the proposed revisions to this policy. It was also noted that close monitoring of the expense category will be maintained, reports to be presented following the introduction of the revised policy to include a review of its implementation over a twelve month period.</p> <p>b) The Governing approved the proposed revised, "TU Dublin Travel Subsistence and Expense Policy".</p>	<p>NOTED</p> <p>APPROVED Proposed: P Bowler Seconded: J Grant</p>

REF	ITEM	
10.01/07	POLICIES, PROCEDURES AND STATEMENTS	
	<p>ii) <u>Draft TU Dublin Equality Statement</u></p> <p>a) The Governing Body noted memorandum, "Draft TU Dublin Equality Statement" requesting approval for this document.</p> <p>b) Following discussion and clarifications raised in relation to this area, and a recommendation by the Higher Education Authority (HEA) for Governing Authorities to have Equality, Diversity and Inclusion Committees, Governing Body approved the Chair's recommendation to establish a Governing Body Equality, Diversity and Inclusion Committee.</p> <p>c) The Governing Body approved the proposed draft, "TU Dublin Equality Statement".</p>	<p>NOTED</p> <p>APPROVED Proposed: P Kelly Seconded: A O'Toole</p> <p>APPROVED Proposed: P Kelly Seconded: A O'Toole</p>
10.01/08	REPORTS	
	<p>1. <u>ACADEMIC COUNCIL REPORT</u> <u>Academic Council Update</u> The President briefed members on the forthcoming elections of staff members to Academic Council 2019. Governing Body noted that the Electoral Register will be compiled from the September 2019 payroll, with elections expected to take place in November 2019 with the results of the poll published immediately they are available. Governing Body also noted that the count votes will be cast under the 'First Past The Post' (FPP) electoral system.</p> <p>2. <u>COMMITTEES REPORT</u></p> <p>i) <u>Audit and Risk Committee (ARC)</u></p> <p>a) <u>Memorandum – ARC Appointment of Additional Governing Body Member</u> The Governing Body noted memorandum, "ARC - Appointment of Additional Governing Body Member", summarising the approval of Chairperson's Action to ratify the appointment of Ms Aileen O'Toole, non-executive Governing Body member to this Committee.</p> <p>b) <u>Audit and Risk Committee (ARC Report)</u> The ARC Chair briefed members on a number of areas which the Committee were focused on including:</p> <ul style="list-style-type: none"> • completion of a consolidated TU Dublin Risk Management Register and development of a Risk Register Policy; • processes to reduce non-compliance within procurement; • consistency in structures and processes in relation to the mixture of internal audit models in place across the University; • consolidation of the three internal audit action logs and • development of a TU Dublin protected disclosure process. <p>The Governing Body noted these matters are ongoing and challenging due to three individual systems currently in operation across TU Dublin with substantial funding required to implement one fully integrated University system. It was noted that City Campus had a non-compliance figure of €1.6 million having decreased from €5.1 million three years ago. [REDACTED]</p> <p>[REDACTED]</p> <p>The ARC Chair informed members that the ARC meeting held on 16th September recommended the three sets of Annual Financial Statements and Annual Governance Statements to 31st December 2018 for approval to Governing Body subject to no material change.</p>	<p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p>

REF	ITEM	DECISION
10.01/08	REPORTS	
	<p>ii) <u>Proposed Governing Body Committees – Expressions of Interest</u> The Chair informed members that this item was in progress having received significant interest in membership for each of the proposed Governing Body Committees and in particular the Governing Body Strategy Committee.</p> <p>The Governing Body approved the following recommendations proposed by the Chair in relation to the establishment, number and configuration of Governing Body Committees to assist it in the performance of its duties.</p> <ol style="list-style-type: none"> 1. Governing Body Equality, Diversity and Inclusion Committee 2. Governing Body Finance and Property Committee 3. Governing Body Nominations and Process Committee (<i>Next Chair of Governing Body</i>) 4. Strategic planning would remain an item for the full Governing Body to consider. <p>It was noted that the proposed membership composition and Chairs for each of the newly established Governing Body Committees would be presented at the next Governing Body meeting.</p>	<p>NOTED</p> <p>APPROVED Proposed: P Bowler Seconded: J McCarthy</p> <p>APPROVED APPROVED APPROVED APPROVED</p> <p>NOTED</p>
	<p>3. <u>OPERATIONAL REPORTS</u></p>	
	<p>The Director of Corporate Services presented the following Annual Financial Statements and Annual Governance Statements to 31st December 2018 for the three former parent Institutes, (DIT, ITB and ITT), for approval as had been circulated.</p>	
	<p>i) <u>Finance Report</u></p>	
	<p>a) <u>Annual Financial Statements – Former Dublin Institute of Technology (DIT) to 31st December 2018</u> Cessation Financial Statements for the sixteen month period to 31st December 2018 had been considered by the Governing Body Audit and Risk Committee (ARC) meeting on 16th September 2019 and approved for recommendation to the Governing Body, subject to their being no material change from the draft considered.</p> <p>The Governing Body noted the following.</p>	<p>APPROVED Proposed: P Bowler Seconded: J McCarthy</p>
	<p>1) The surplus for the period was inflated by the surplus on the sale of the Cathal Brugha Street property in the period.</p>	<p>NOTED</p>
	<p>2) The change introduced across the sector in 2017 whereby a provision for pension liability was included was continued in these financial statements. Whilst the actuarial liability is recognised there is a corresponding debtor included on the basis that this liability will be met by Central Government.</p>	<p>NOTED</p>
	<p>3) The procurement non-compliant figure was a reduction on the previous year and that work was continuing to minimise the risk of non-compliant purchasing. A detailed procurement update will be presented to the next meeting of the ARC.</p>	<p>NOTED</p>
	<p>4) A transfer to the Capital Development Reserve of €0.2m to reflect a funds transfer to the Grangegorman Development Agency in the period.</p>	<p>NOTED</p>
	<p>5) The Comptroller and Auditor General's office had finalised their work on this audit, and once approved by Governing Body, would provide the signed Audit Report for inclusion in the Financial Statements. Except for noting the procurement non-compliance there are no other issues noted in the Audit Report.</p>	<p>NOTED</p>

REF	ITEM	DECISION
10.01/08	REPORTS	
	<p>b) <u>Annual Financial Statements – Former Institute of Technology Blanchardstown (ITB) to 31st December 2018</u> Cessation Financial Statements for the sixteen month period to 31st December 2018 had been considered by the Governing Body Audit and Risk Committee (ARC) meeting on 16th September 2019 and approved for recommendation to the Governing Body, subject to their being no material change from the draft considered.</p> <p>The Governing Body noted the following.</p> <ol style="list-style-type: none"> 1) The Comptroller and Auditor General's office had finalised their field work on this audit but had still to complete the senior audit review. They had indicated that, subject to that review, there were no material changes foreseen. 2) The transfer to the Capital Development Reserve of €5.4m represented the required transfer of €4.9m from Revenue Reserve to reflect the accumulated Revenue Reserve assigned to the construction of the new Connect building on the Blanchardstown campus and €0.5m to reflect ICT upgrades for student use and other building completions. . The Connect building was completed in the financial period under review and occupied in 2019. 	<p>APPROVED Proposed: P Bowler Seconded: J McCarthy</p> <p>NOTED</p> <p>NOTED</p>
	<p>c) <u>Annual Financial Statements – Former Institute of Technology Tallaght (ITT) to 31st December 2018</u> Cessation Financial Statements for the sixteen month period to 31st December 2018 had been considered by the Governing Body Audit and Risk Committee (ARC) meeting on 16th September 2019 and approved for recommendation to the Governing Body, subject to their being no material change from the draft considered.</p> <p>The Governing Body noted the following.</p> <ol style="list-style-type: none"> 1) The Comptroller and Auditor General's office had finalised their field work on this audit but had still to complete the senior audit review. They had indicated that, subject to that review, there were no material changes foreseen. 2) The transfer to the Capital Development Reserve of €0.75m represented the required transfer from Revenue Reserve to reflect the accumulated revenue reserve assigned to the capital spend on preparatory works for the Sports Science Health and Recreational building and the refurbishment of Airtown Road. 	<p>APPROVED Proposed: P Bowler Seconded: J McCarthy</p> <p>NOTED</p> <p>NOTED</p>
	<p>d) <u>Annual Governance Statements – Former Institutes of Technology (DIT, ITT and ITB) to 31st December 2018</u> The three Annual Governance Statements for the period covered by the three sets of Financial Statements for the sixteen month period to 31st December 2018 had been considered by the Governing Body Audit and Risk Committee (ARC) meeting on 16th September 2019 and approved for recommendation to the Governing Body, subject to their being no material change from the draft considered.</p> <p>Governing Body noted that each of the three Principals, (<i>formerly the Presidents of the three parent Institutes</i>), are providing a Letter of Representation to accompany each set of accounts, to provide assurance to the Chair of Governing Body and the President to sign off on these Letters and Financial Statements.</p> <p>Governing Body noted that the next set of Annual Financial Statements and Annual Governance Statements would be consolidated as one TU Dublin submission for the eight months from 1st January 2019 to 31st August 2019.</p> <p>Governing Body noted that the Foundation Accounts are not audited by the Comptroller and Auditor General's office, and it was anticipated that these accounts would be consolidated with the TU Dublin accounts by August 2020.</p>	<p>APPROVED Proposed: A Keatinge Seconded: A O'Toole</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p>

REF	ITEM	DECISION
10.01/08	REPORTS	
	<p>i) <u>Property Report</u> Governing Body noted that the sale of the Kevin Street property had closed on 30th August 2019 which represented a very significant step in resourcing Programme III of the Grangegorman Capital Development Project.</p> <p>[REDACTED]</p>	NOTED
	<p>ii) <u>Seal Register Report</u> Governing Body noted the Memorandum from the University Secretary, (10th September 2019), confirming documents to which the TU Dublin seal had been applied since the Governing Body meeting on 17th July 2019.</p>	NOTED
10.01/09	ANY OTHER BUSINESS	
	There were no matters raised under this item.	NOTED
10.01/10	NEXT MEETING – 11 th DECEMBER 2019	
	<p>The next meeting is scheduled for <u>Wednesday, 6th November 2019 at 08.00</u> in TU Dublin, Tallaght.</p> <p>SIGNED  Imelda Reynolds CHAIR</p> <p>DATE: 6TH NOVEMBER 2019</p>	NOTED