

## Technological University Dublin Governing Body

# MINUTES

<b><u>MEETING 12:</u></b>	Wednesday, 11 <sup>th</sup> December 2019 (08.00), TU Dublin, Blanchardstown, Building Block A, Board Room
<b><u>PRESENT:</u></b>	Ms I Reynolds (Chair), Professor D FitzPatrick (President), Mr J Barnes, Ms V Bistany, Mr P Bowler, Dr M Carr, Ms E Carroll, Ms É Finan, Dr C Fisher, [ <i>Conference Call</i> ], Mr J Grant, Ms A Keatinge, Ms P Kelly, Dr C Larkin, Dr M Marjoram, Mr J McCarthy, Ms S O’Shaughnessy, Ms A O’Toole, Ms J Quigley, Mr P Yimbog
<b><u>APOLOGIES:</u></b>	Mr P Lavelle,
<b><u>IN ATTENDANCE:</u></b>	Dr M Meaney (Registrar & Deputy President), Mr D Murphy (Chief Operations Officer & University Secretary)
<b><u>SECRETARIAT:</u></b>	Ms Y Cooke (TU Dublin Programme Team)
<b><u>DOCUMENTATION:</u></b>	<p><b><u>Circulated prior to meeting</u></b></p> <ol style="list-style-type: none"> <li>1. Agenda – Governing Body Meeting 12 (11<sup>th</sup> December 2019)</li> <li>2. Draft Minutes – Governing Body Meeting 11 (6<sup>th</sup> November 2019)</li> <li>3. Draft Strategic Plan (11<sup>th</sup> December 2019)</li> <li>4. Memorandum – Supply of Library Journals and Periodicals (5<sup>th</sup> December 2019)</li> <li>5. TU Dublin Authority to Bind Approval Form – Supply of Library Journals and Periodicals</li> <li>6. Draft TU Dublin Risk Management Policy</li> <li>7. Draft TU Dublin Corporate Risk Register</li> <li>8. Memorandum – Governing Body Member Appointment – Postgraduate Student (4<sup>th</sup> December 2019)</li> <li>9. Memorandum – Academic Council Membership Appointment Reports – Staff Members (4<sup>th</sup> December 2019)</li> <li>10. Memorandum – Academic Council Membership Appointment Reports – Student Members (4<sup>th</sup> December 2019)</li> <li>11. Approved Minutes – Audit and Risk Committee Meeting 4 (18<sup>th</sup> October 2019)</li> <li>12. Memorandum – Equality, Diversity and Inclusion Committee – Independent Members Appointment (4<sup>th</sup> December 2019)</li> <li>13. Memorandum – Finance and Property Committee – Independent Member Appointment (4<sup>th</sup> December 2019)</li> <li>14. Memorandum – Use of University Seal (4<sup>th</sup> December 2019)</li> </ol>

REF	ITEM	DECISION
12.01/01	<b>WELCOME, INTRODUCTION AND APOLOGIES</b>	
	<p><b>WELCOME AND INTRODUCTION</b> At the Chair’s request Governing Body took Agenda Item [12.01/09(2)] <i>Governing Body Membership Appointment</i> first. Under this item Governing Body approved the appointment of Ms Joy Quigley, a postgraduate student nominee prescribed under the TU Act, <i>Section 12(1)(g)</i>, and nominated by the Executive of TU Dublin Students’ Union in accordance with its own procedures.</p> <p>The Chair welcomed Ms Quigley to the meeting and invited her to introduce herself.</p> <p><b>APOLOGIES</b> The Chair noted members apologies received for this meeting.</p>	<p><b>APPROVED</b> Proposed: E Carroll Seconded: J Grant</p> <p><b>NOTED</b></p> <p><b>NOTED</b></p>
12.01/02	<b>MEETING AGENDA</b>	
	<p>The Chair informed members that the Annual Governance Calendar Agenda Item, “<i>Academic Data</i>” would be deferred to a future meeting to allow members greater time to deliberate on the draft Strategic Plan for approval at this meeting.</p> <p>The Agenda for the meeting, as had been circulated, was approved and adopted.</p>	<p><b>NOTED</b></p> <p><b>APPROVED</b> Proposed: E Carroll Seconded: J Grant</p>

REF	ITEM	DECISION
12.01/03	<b>DECLARATION OF CONFLICT OF INTEREST</b>	
	The Chair noted there were no conflicts of interest declared by members present.	NOTED
12.01/04	<b>APPROVAL OF MINUTES</b>	
	The draft Minutes of the 11 <sup>th</sup> meeting of the Governing Body held on 6 <sup>th</sup> November 2019, as had been circulated, were approved.	APPROVED Proposed: É Finan Seconded: C Fisher
12.01/05	<b>MATTERS ARISING</b>	
	The following matters were raised and noted from the Minutes of the eleventh meeting of the Governing Body held on 6 <sup>th</sup> November 2019.	
	i) <u>Item [11.01/05(ii) – Governing Body Unfilled Positions</u> Governing Body noted that there was no further update from the Department of Education and Skills in relation to the ministerial appointee unfilled position prescribed under the TU Act, Section 12(1)(h).	NOTED
	ii) <u>Item [11.01/05(iii) – C&amp;AG Audit of Annual Financial Statements (former DIT, ITB and ITT) to 31<sup>st</sup> December 2018</u> Governing Body noted that the Audits for 2018 ITB and ITT accounts were complete and signed off by the Comptroller and Auditor General (C&AG).	NOTED
12.01/06	<b>CORRESPONDENCE</b>	
	The Chair informed members of correspondence received from the HEA who had commissioned Deloitte to carry out a rolling governance review of pay, pensions, travel, subsistence and leave on a number of nominated institutions in 2018. TU Dublin Blanchardstown participated in this review and specific findings and recommendations identified during this review in respect of this campus had been addressed.	NOTED
	Governing Body noted this correspondence and agreed to fully consider this review and its broader findings and how these were being addressed at a future meeting.	CHIEF OPERATIONS OFFICER
12.01/07	<b>DRAFT STRATEGIC PLAN</b>	
	Following a lengthy and extensive discussion, a number of areas were highlighted which included the overall objectives and associated implementation plan, monitoring and measurements, and the number of KPI's.	NOTED
	It was also noted that clarity in relation to some wording descriptors were required, while the importance of communicating this plan through a number of different messaging platforms using a variety of different formats was discussed further.	NOTED
	Responding to members' feedback and observations the President confirmed that under each of the themes, linked actions and goals have been identified across every area of the University so every member of staff will play a part in realising its ambition. The objective is that by 2030, TU Dublin will have made a real contribution, and a significant impact on society, on education, on innovation, on the economy and on the environment. Subject to approval it was intended to launch the Strategy Plan towards the end of January 2020 through a number of events.	NOTED
	Governing Body approved the draft Strategy Plan as recommended by the President.	APPROVED Proposed: J Grant Seconded: E Carroll
	Governing Body also noted that the local action plan would be presented to members at their meeting scheduled to take place on 25 <sup>th</sup> March 2020.	NOTED

REF	ITEM	DECISION
12.01/08	<b>FORMAL APPROVALS ( Contracts, Policies, Statements)</b>	
	<p>The following documents were presented to Governing Body for approval.</p> <p>1. <b>CONTRACTS</b>  <u>National Single Supplier Framework Contract – Supply of Library Journals &amp; Periodicals</u></p> <p>i) Governing Body noted memorandum, “Supply of Library Journals and Periodicals” requesting approval for this contract.</p> <p>ii) Following discussion and clarifications raised in relation to this contract it was noted that details on both the individual and combined expenditure regarding this area in relation to the previous three years to be presented at a future meeting.</p> <p>iii) It was also noted that a revised process in relation to procurement procedures would also be presented to Governing Body at a future meeting.</p> <p>iv) Governing Body approved the recommendation for TU Dublin to enter into the contract EBSCO International Inc for the supply of Library Journals and Periodicals and authorised the Chair to sign the TU Dublin Authority to Bind documentation.</p> <p>2. <b>POLICIES</b>  <u>Draft TU Dublin Risk Management Policy</u></p> <p>i) Governing Body noted a number of considerations in relation to the draft TU Dublin Risk Management Policy including a schedule of policy reviews, a bi-annual presentation to Governing Body and a position of Chief Risk Officer.</p> <p>ii) Governing Body approved the draft TU Dublin Risk Management Policy as recommended by the Audit and Risk Committee.</p> <p>3. <b>REGISTER</b>  <u>Draft TU Dublin Corporate Risk Register</u></p> <p>i) Governing Body noted a number of areas highlighted in the draft TU Dublin Risk Management Policy including migration. It also noted that a risk appetite statement would be created when both the Risk Management Policy and Corporate Risk Register were in place.</p> <p>ii) Governing Body approved the draft TU Corporate Risk Register as recommended by the Audit and Risk Committee.</p>	<p>NOTED</p> <p>CHIEF OPERATIONS OFFICER</p> <p>CHIEF OPERATIONS OFFICER</p> <p>APPROVED  Proposed: É Finan  Seconded: J Grant</p> <p>NOTED</p> <p>APPROVED  Proposed: J McCarthy  Seconded: P Bowler</p> <p>NOTED</p> <p>APPROVED  Proposed: J Grant  Seconded: P Yimbog</p>
12.01/09	<b>REPORTS</b>	
	<p>1. <b>PRESIDENT’S REPORT</b></p> <p>i) <b>Organisational Design</b>  The tender to appoint an external company to assist the University in the process for developing its new Organisational Design structures has commenced and is being procured in conjunction with the Office of Government Procurement. It is anticipated that this contract will be awarded to the successful bidder by early February.</p> <p>ii) <b>Academic Council</b>  The first meeting of the new Academic Council will take place directly after this Governing Body meeting and will bring together the elected members from across the university. The membership consists of two ex-officio (President and the University Registrar) and 38 elected members which is much smaller and of a very different composition than would previously have been the case. The new Academic Council will initiate the work to develop a range of sub-committees of Academic Council which will enable the governance, oversight and strategic work of Academic Council to develop.</p>	<p>NOTED</p> <p>NOTED</p>

REF	ITEM	DECISION
12.01/09	REPORTS	
	<p>1. <b><u>PRESIDENT'S REPORT</u></b></p> <p>iii) <b><u>THEA</u></b> The President updated members on the ongoing engagement with the Technological Higher Education Association (THEA) and its progress. Further meetings continued to take place with an advocacy organisation being an area for further discussion and development.</p> <p>iv) <b><u>Communication Update</u></b> The President briefed members on the recent Sunday Times news article which noted TU Dublin links with a Chinese University.</p> <p>2. <b><u>GOVERNING BODY REPORT</u></b> This item 'Governing Body Membership Appointment' was taken under Minute Item [12.01/01].</p> <p>3. <b><u>ACADEMIC COUNCIL REPORT</u></b> <b><u>Academic Council Membership Appointment Reports</u></b></p> <p>i) <b><u>Staff Members</u></b> Governing Body noted the election summary report, (4<sup>th</sup> December 2019), detailing the outcome of the election process for staff members on to the Academic Council which had taken place in line with Section 7(h) Governing Body Regulations for the Election of Staff Members to Academic Council 2019 for Panels A, B and C.  Governing Body approved the appointment of the candidates elected through this process.</p> <p>ii) <b><u>Student Members</u></b> Governing Body approved the appointment of the students nominated by the Executive of TU Dublin Students' Union in accordance with its own procedures.</p> <p>4. <b><u>COMMITTEES REPORTS</u></b></p> <p>i) <b><u>Audit and Risk Committee (ARC)</u></b></p> <p>a) <b><u>ARC Minutes</u></b> i) Governing Body noted the Audit and Risk Committee Minutes for the fourth meeting held on 18<sup>th</sup> October 2019.</p> <p>b) <b><u>ARC Report</u></b> The ARC Chair updated members on a number of areas which the Committee were focused on including:</p> <ul style="list-style-type: none"> <li>• Update on C&amp;AG audits.</li> <li>• Migration project and contingency planning in relation to this project;</li> <li>• Consistency in structures and processes in relation to the mixture of internal audit models in place across the University;</li> <li>• Systems and processes to minimise non-compliance within procurement;</li> <li>• Development of an updated TU Dublin protected disclosure policy and protected disclosure process.</li> </ul> <p>ii) <b><u>Equality, Diversity and Inclusion Committee (EDIC)</u></b> <b><u>EDIC Independent Members Appointment</u></b></p> <p>a) Governing Body approved the appointments of the following nominees as independent members to the Governing Body Equality, Diversity and inclusion Committee.</p> <ol style="list-style-type: none"> <li>1. Ms Noelle Burke</li> <li>2. Dr Gerald Craddock</li> <li>3. Ms Talita Holzer</li> </ol>	<p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>APPROVED Proposed: J Grant Seconded: E Carroll</p> <p>APPROVED Proposed: E Carroll Seconded: P Kelly</p> <p>NOTED</p> <p>NOTED</p> <p>APPROVED Proposed: E Carroll Seconded: P Kelly</p>

REF	ITEM	DECISION
12.01/09	<b>REPORTS</b>	
	<p>iii) <b><u>Finance and Property Committee (FPC)</u></b>  <b><u>Finance and Property Committee Independent Member(s) Appointment</u></b></p> <p>a) Governing Body approved the appointment of the following nominee as an independent member to the FPC.</p> <ul style="list-style-type: none"> <li>• Ms. Margaret Fleming</li> </ul> <p>b) The Chair of the FPC informed Governing Body that its membership composition required not less than two independent members to complete its formation. Governing Body noted that appointing additional independent FPC members was required to be completed in advance of the next Governing Body meeting on 12<sup>th</sup> February 2020 as the first FPC meeting was scheduled to take place on 16<sup>th</sup> January 2020.</p> <p>Governing Body approved Chairperson’s Action to ratify the appointment of additional independent FPC member(s) to this role, subject to formal approval at the next Governing Body meeting on 12<sup>th</sup> February 2020.</p> <p>5. <b><u>OPERATIONAL REPORTS</u></b>  The Chief Operations Officer updated members on the following.</p> <p>i) <b><u>Finance Report</u></b>  Governing Body noted that a draft of the 2019 set of accounts for all three campuses was in progress. The first meeting of the group which will consolidate the Budget for 2020 had taken place recently.</p> <p>ii) <b><u>Property Report</u></b>  Governing Body noted that the Quads were progressing but with a current delay of 7-8 weeks. Contingency plans were being worked through if this slippage time was unable to be made up. It was still expected that these buildings would be ready on time for occupation before September.</p> <p>iii) <b><u>University Seal Register Report</u></b>  Governing Body noted the Memorandum from the University Secretary (4<sup>th</sup> December 2019), confirming documents to which the TU Dublin seal had been applied since the Governing Body meeting on 6<sup>th</sup> November 2019.</p>	<p>APPROVED  Proposed: E Carroll  Seconded: P Kelly</p> <p>NOTED</p> <p>APPROVED  Proposed: E Carroll  Seconded: P Kelly</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p>
12.01/10	<b>ANY OTHER BUSINESS</b>	
	<p>The following matters were raised under this item.</p> <p>1. <b><u>Ethics in Public Office Acts 1995 and 2001</u></b></p> <p>i) Governing Body noted Technological University Dublin as a newly established legal entity is not yet listed under the positions for designated directorships (section 17), and consequently members of Governing Body are not currently required to complete a Statement of Interest.</p> <p>ii) Governing Body noted that best practice for members is to complete a Statement of Interest – Designated Directors (section 17), for the period 1st January 2019 to 31st December 2019, (or part thereof).</p> <p>iii) Governing Body noted that where a member considers they have no interests to declare for this period it is strongly recommended they forward a ‘Nil Statement’ to the Governing Body secretariat advising they have no interests which fall to be disclosed for the period 1st January 2019 to 31st December 2019, (or part thereof).</p>	<p>NOTED</p> <p>NOTED</p> <p>NOTED</p>

