

# Technological University Dublin Governing Body MINUTES

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**MEETING 35:** Wednesday 12<sup>th</sup> October 2022 (08.00 – 11.00)

**PRESENT:** Mr D Carson (Chair), Professor D FitzPatrick (President), Dr N Burns, Dr M Carr, Mr J Grant, Mr B Jordan, Ms L Kavanagh, Dr C Larkin (Deputy Chair), Ms J Perez, Ms M Ryan, Dr S O'Shaughnessy, Ms A O'Toole

**Electronic Attendance:**

Ms V Bstary, Ms E Carroll, Dr C Duffy, Ms P Kelly, Dr E Maher

**APOLOGIES:** Mr J McCarthy, Ms C Clune-Mulvaney, Mr C O'Donovan

**IN ATTENDANCE:** Ms B Elliott (University Secretary & Head of Governance and Compliance),

**Agenda Sections C – G**

Dr M Meaney (Registrar & Deputy President), Mr D Murphy (Chief Operations Officer)

**SECRETARIAT:** Ms Y Cooke, Ms S Donovan

**DOCUMENTATION:**

**Circulated prior to meeting**

1. Draft Agenda Governing Body Meeting 35 (12<sup>th</sup> October 2022)
2. Draft Minutes - Governing Body Meeting 34 (24<sup>th</sup> August 2022)
3. Governing Body Action Log (12<sup>th</sup> October 2022)
4. FOI Request 22.08.22 – Governing Body Self Effectiveness Report (23.05.22)
5. Visit by Oireachtas Committee on DFHERIS to TU Dublin (24.11.22)
6. Proposed Appointment of New Governing Body Chair Nominee Memorandum (5<sup>th</sup> October 2022)
7. Organisational Design Presentation (Crowe & PA Consulting)
8. Strategic Plan Executive Report (12<sup>th</sup> October 2022)
9. University Executive Report (12<sup>th</sup> October 2022)
10. TU Dublin OD Procurement Contract Update Memorandum (5<sup>th</sup> October 2022)
11. TU Dublin Print & Design Procurement Contract Memorandum (27<sup>th</sup> September 2022)
12. TU Dublin Health and Safety Policy Memorandum (12<sup>th</sup> October 2022)
13. University Seal Register Report (21<sup>st</sup> September 2022)
14. Electronic Approval - Recruitment Process Governing Body Chair Memorandum (2<sup>nd</sup> September 2022)
15. TU Dublin Data Classification Policy Memorandum (12<sup>th</sup> October 2022)
16. Appointment of GB Members to FPC and EDIC Committees Memorandum (27<sup>th</sup> September 2022)
17. Appendix A1 – Proposed Appointment of New Governing Body Chair Nominee
18. Appendix D3 – TU Dublin Health and Safety Policy (12<sup>th</sup> October 2022)
19. Appendix D5 -- Revised Schedule of NPC/NC Recruitment of Governing Body Chair 2022
20. Appendix E1 – TU Dublin Data Classification Policy
21. Appendix F1 – Committee Minutes (ARC/FPC)
22. Appendix F2 – Committee Annual Reports (ARC)
23. Appendix F3 – Committee Meetings Reports (ARC/FPC)

**DOCUMENTATION:**

**Circulated at the meeting**

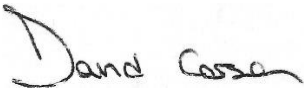
1. Correspondence re Access to Apprenticeship Programme 2022 (5<sup>th</sup> October 2022)
2. TU Dublin Authority to Issue PPP Licences to the Minister (Memorandum 11<sup>th</sup> October 2022)
3. TU Dublin Draft Audited Financial Statements 31/08/21 Update (Memorandum 10 August 2022)

REF	ITEM	DECISION
<b>Section A – Standard Items</b>		
35.00	<b>WELCOME AND INTRODUCTION</b> The Chair welcomed everyone to the meeting.	<b>NOTED</b>
35.01	<b>APOLOGIES</b> The Chair noted members' apologies for this meeting.	<b>NOTED</b>
35.02	<b>MEETING AGENDA</b> The Agenda for the meeting, as had been circulated, was approved and adopted.	<b>APPROVED</b> Proposed: A O'Toole Seconded: L Kavanagh
35.03	<b>DECLARATION OF CONFLICTS OF INTEREST</b> The Chair noted there were no conflicts of interest declared by members present.	<b>NOTED</b>
35.04	<b>APPROVAL OF MINUTES</b> The draft Minutes of the thirty-fourth meeting of the Governing Body held on 24 <sup>th</sup> August 2022, as had been circulated were approved.	<b>APPROVED</b> Proposed: E Maher Seconded: C Duffy
35.05	<b>MATTERS ARISING</b> <b>Deloitte Review – Governing Body Reporting Update</b> Governing Body noted that the draft Deloitte Review of Governing Body Reporting has issued to the Chair of the Audit and Risk Committee for consideration and implementation as appropriate.	<b>NOTED</b>
35.06	<b>GOVERNING BODY ACTION LOG (Open Items)</b> Governing Body noted the items outstanding on the Meeting Action Log.	<b>NOTED</b>
35.07	<b>CORRESPONDENCE RELEVANT TO GOVERNING BODY</b> Governing Body noted a Freedom of Information request received in relation to the draft Governing Body Self-Effectiveness Report. Governing Body noted that the final Report will be published on the University website.	<b>NOTED</b>
35.08	Governing Body noted a request received from the Oireachtas Committee on Further and Higher Education, Research, Innovation and Science who wish to tour the TU Dublin Grangegorman Campus and to meet with students and staff on 1 <sup>st</sup> December 2022.	<b>NOTED</b>
<b>TABLED ITEM (1)</b>	Governing Body noted correspondence tabled at this meeting received by the Governing Body Chair and the President in relation to access to the University Apprenticeship Programme 2022. Governing Body noted that a response would issue shortly to the correspondent.	<b>NOTED</b> <b>PRESIDENT</b>
35.09	<b>GOVERNING BODY CHAIR'S REPORT</b> The Chair briefed members on a number of items including: <ul style="list-style-type: none"> <li>• Confidentiality</li> <li>• Scheduled External Review of Governing Body</li> <li>• Separation of executive functions and Governing Body</li> <li>• Role of Governing Body</li> <li>• The Chairs of Technological Universities meeting with the Minister for Further and Higher Education, Research, Innovation and Science.</li> <li>• The FHERIS Minister expressed his wish at this meeting with the Chairs that the Technological Universities would be represented by one body.</li> <li>• Organisational Design</li> <li>• Commercially Sensitive Information</li> <li>• Membership and workload of Audit and Risk Committee</li> <li>• Membership of Governing Body</li> </ul>	<b>NOTED</b>

REF	ITEM	DECISION
<b>Section A – Standard Items</b>		
35.10	<p><b>PROPOSED APPOINTMENT OF NEW GOVERNING BODY CHAIR</b> Dr Charles Larkin recused himself from this item and re-joined the meeting when it had concluded.</p> <p>Governing Body noted the recommendation detailed in the <i>‘Proposed Appointment of New Governing Body Chair Nominee’</i> Memorandum (5<sup>th</sup> October 2022), as circulated to members for their review, consideration and approval. Governing Body noted Dr Larkin’s profile together with his skillset and the gender balance requirements for Governing Body.</p> <p>Governing Body approved the following recommendations:</p> <ul style="list-style-type: none"> <li>• Appointment of Dr Charles Larkin, External Member, currently Deputy Chairperson, as the next Chairperson of Governing Body in accordance with <i>Section 12(1)(b), Membership of Governing Body of Technological Universities of the TU Act 2018</i>.</li> <li>• This appointment is effective from 1<sup>st</sup> January 2023 for the duration of the transition period of the forthcoming Higher Education Authority (HEA) legislation and is subject to review in line with this new legislation.</li> <li>• The selection process to appoint members to Governing Body (including the Chair) under the new HEA legislation is to be agreed before the end of the transition period.</li> </ul> <p>Dr Larkin re-joined the meeting and thanked members for their support in his new role.</p>	<p style="text-align: center;"><b>NOTED</b></p> <p style="text-align: center;"><b>NOTED</b></p> <p style="text-align: center;"><b>APPROVED</b> Proposed: D Carson Seconded: S O’Shaughnessy</p> <p style="text-align: center;"><b>NOTED</b></p>
<b>Section B – Presentation</b>		
35.11	<p><b>ORGANISATIONAL DESIGN (OD) PRESENTATION AND Q&amp;A – CROWE &amp; PA CONSULTING</b> The Chair welcomed consultants Mr Ian Mathias and Mr Johnny Barton from PA Consulting, and Mr Shane McQuillan and Ms Catherine Rogers from Crowe Ireland to the meeting. The Chair invited Mr. McQuillan to give a brief overview of the presentation as circulated to Governing Body members in order to facilitate the majority of the time on questions and feedback from Governing Body members. The presentation highlighted the high level OD design elements and focused on the following areas:</p> <ul style="list-style-type: none"> <li>• The organisation design journey and key milestones</li> <li>• Priorities to complete the detailed organisation design</li> <li>• Preparation for the transformation phase to transition into the new organisation structure for TU Dublin</li> </ul> <p>Following discussion Governing Body acknowledged the significant amount of work and progress that has been achieved to date by the OD team and recognised that University structures would continue to evolve. The presentation team noted the following concerns, feedback and requests by Governing Body:</p> <ul style="list-style-type: none"> <li>• Capability and capacity assessment to be carried out to identify areas that are working well and areas which require additional assistance.</li> <li>• Consideration to be given to additional designated resources in professional services such as roles on the University Executive Team (UET) in Finance and Human Resources.</li> <li>• The need for a dedicated Chief Risk Officer.</li> <li>• Concerns that existing vacancies combined with a shortage of skilled resources in key University areas such as project management will impact the delivery of significant projects including the Student Management Record System (SMRS). The SMRS is a critical component in the transformation of the professional services structure and delays in the delivery of this project would be considered a risk to its transformation phase.</li> <li>• The OD outcomes and benefits for the student experience supported with metrics.</li> <li>• Further clarification on the UET reporting structures, labelling of faculties and schools.</li> <li>• To identify the challenges, obstacles and barriers to complete the transformation phase of the OD project</li> </ul>	<p style="text-align: center;"><b>NOTED</b></p> <p style="text-align: center;"><b>NOTED</b></p> <p style="text-align: center;"><b>NOTED</b></p> <p style="text-align: center;"><b>CROWE/PA CONSULTING</b></p>

REF	ITEM	DECISION
<b>Section B – Presentation</b>		
35.11	<ul style="list-style-type: none"> <li>Future proofing the balance of structures between the academic and professional services as TU Dublin enters the transformation phase.</li> <li>Consideration and recognition that the state is the University's principal shareholder and therefore TU Dublin operates under a different funding model in comparison to European, international and some Irish Universities.</li> </ul> <p>Governing Body agreed that a small Governing Body working group would be established to liaise directly with the consultant's team on the feedback received and report back to a future Governing Body.</p> <p>On behalf of the consultant's team Mr McQuillan thanked members for their insightful and valuable feedback and reaffirmed that this is a dynamic process which will continually evolve. The Chair thanked the presentation team for their informative briefing, and also thanked members of Governing Body for their contributions and feedback and looked forward to receiving the consultants' recommendations in due course.</p> <p>Governing Body noted the work of Aideen Gurrin member of the University OD team involved from the start of this project with Crowe and PA Consulting.</p>	<p><b>AGREED</b> <b>CROWE/PA CONSULTING &amp; GOVERNING WORKING GROUP</b></p> <p><b>NOTED</b></p> <p><b>NOTED</b></p>
35.12	<p><b>GOVERNING BODY MEMBERS ONLY DISCUSSION</b></p> <p>Governing Body noted the presentation had been extremely useful and informative. Governing Body acknowledged that there is a University OD structure in place but it is the operationalisation and functionality of these structures that delivers the transformation and recognised that there are a number of gaps in the OD structure which need to be addressed. Governing Body noted that filling University key roles at the right level as soon as possible will help to address these gaps and will also alleviate the University's dependency on the expertise provided by the OD consultants.</p> <p>The Chair briefed members on Agenda Item [35.16] <i>TU Dublin OD Procurement Contract Update</i> in advance of its presentation by the Executive under Section D of the Agenda. Governing Body agreed that a full and comprehensive paper be provided by the Executive on this item to the next meeting.</p> <p>Governing Body noted the need to have up to date cash flows and also noted that there are different requirements between procurement approval and budget approval.</p>	<p><b>NOTED</b></p> <p><b>NOTED</b></p> <p><b>AGREED</b></p> <p><b>NOTED</b></p>
<b>Section C – Executive Reports</b>		
35.13	<p><b>STRATEGIC PLAN EXECUTIVE REPORT</b></p> <p>Governing Body noted the Strategic Plan Executive Report as had been circulated to members.</p>	<p><b>NOTED</b></p>
35.14	<p><b>UNIVERSITY EXECUTIVE REPORT</b></p> <p>Governing Body noted the University Executive Report as had been circulated to members. The President updated the meeting on a number of items relating to this report. Following discussion on a number of areas including membership of the IUA and TU Dublin surveys the President clarified the reasoning and cadence behind the scheduling of a number of all staff surveys including the Culture Survey. Governing Body noted a briefing paper on the rationale resulting in TU Dublin's membership of the IUA will be brought to the next meeting.</p>	<p><b>NOTED</b> <b>PRESIDENT</b></p>
<b>Section D – Governance and Compliance</b>		
35.15	<p><b>TU DUBLIN OD PROCUREMENT CONTRACT UPDATE</b></p> <p>Governing Body noted the memorandum <i>TU Dublin Contract for Organisation Design Consultancy Services (5<sup>th</sup> October 2022)</i>, as circulated to members. Following discussion Governing Body requested a full and comprehensive paper be provided to the next meeting on this item. This paper would include details on the reconciliation of the tender response, OD contract and the costs of the contract to date, funding and management/governance of this contract, Governing Body approval in 2020 and if further Governing Body approval is required for additional costs involved in this contract.</p>	<p><b>AGREED</b> <b>COO</b></p>

REF	ITEM	DECISION
<b>Section D – Governance and Compliance</b>		
35.16	<p><b>TU DUBLIN PRINT AND DESIGN PROCUREMENT CONTRACT</b>            Governing Body noted the memorandum ‘<i>TU Dublin Print &amp; Design Procurement Contract (27<sup>th</sup> September 2022)</i>’, as circulated to members. It had been reviewed, considered and recommended by the FPC at its meeting on 22<sup>nd</sup> September 2022 for Governing Body approval.</p> <p>Governing Body approved that TU Dublin enter into a contract with Anglo Printers Ltd to provide print and design services to the University.</p>	<p><b>NOTED</b></p> <p><b>APPROVED</b>            Proposed: J Grant            Seconded: N Burns</p>
TABLED ITEM (2)	<p><b>AUTHORITY TO ISSUE PROPERTY LICENCES TO MINISTER</b>            Governing Body noted the memorandum ‘<i>Authority to Issue Property Licences to the Minister (Memorandum 11<sup>th</sup> October 2022)</i>’, tabled at the meeting. This item had been reviewed, considered and recommended by the FPC at its meeting on 22<sup>nd</sup> September 2022 for Governing Body approval.</p> <p>Governing Body approved the execution of two licences relating to the Higher Education PPP Bundle 1 (TU Dublin Tallaght and TU Dublin Blanchardstown) by the University President.</p>	<p><b>NOTED</b></p> <p><b>APPROVED</b>            Proposed: J Grant            Seconded: C Larkin</p>
35.17	<p><b>TU DUBLIN HEALTH AND SAFETY POLICY</b>            Governing Body agreed to defer this draft policy.</p>	<b>DEFERRED</b>
35.18	<p><b>UNIVERSITY SEAL REGISTER REPORT</b>            Governing Body noted the memorandum from the Chief Operations Officer (21<sup>st</sup> September 2022), confirming that the seal of TU Dublin was not applied to documentation during the period 5<sup>th</sup> August to 21<sup>st</sup> September 2022.</p>	<b>NOTED</b>
35.19	<p><b>RECRUITMENT OF GOVERNING BODY CHAIR (Electronic Approval 8<sup>th</sup> September 2022)</b>            Governing Body noted the ‘<i>Recruitment Process for the next Governing Body Chair 2022 (Memorandum 2<sup>nd</sup> September 2022)</i>’ and the ‘<i>Revised Schedule of NPC/NC Recruitment of Governing Body Chair</i>’ which had been approved by members electronically on 8<sup>th</sup> September 2022.</p>	<b>NOTED</b>
<b>Section E – Policies, Procedures and Proposals</b>		
35.20	<p><b>TU DUBLIN CLASSIFICATION POLICY</b>            Governing Body agreed to defer this draft policy.</p>	<b>DEFERRED</b>
<b>Section F – Committee Reports</b>		
35.21	<p><b>APPOINTMENT OF GOVERNING BODY MEMBERS TO FPC AND EDIC COMMITTEES</b></p> <p>a) Governing Body approved the appointment of Governing Body student member Mr Brian Jordan to the Governing Body EDIC, as detailed in the ‘<i>Proposed Governing Body Committee Membership Appointments (Memorandum 27<sup>th</sup> September 2022)</i>’ and in accordance with Schedule 1, <i>Governing of Technological University</i>, Paragraph 6(2), of the TU Act 2018, with effect from this meeting.</p> <p>b) Governing Body approved the appointment of Governing Body student member Ms Louise Kavanagh to the FPC, as detailed in the ‘<i>Proposed Governing Body Committee Membership Appointments (Memorandum 27<sup>th</sup> September 2022)</i>’ and in accordance with Schedule 1, <i>Governing of Technological University</i>, Paragraph 6(2), of the TU Act 2018, with effect from this meeting.</p>	<p><b>APPROVED</b>            Proposed: A O’Toole            Seconded: C Larkin</p> <p><b>APPROVED</b>            Proposed: A O’Toole            Seconded: C Larkin</p>

REF	ITEM	DECISION
<b>Section F – Committee Reports</b>		
35.22	<b>COMMITTEE MINUTES (ARC/FPC)</b> Governing Body noted the following approved Committee Minutes. 1) ARC Minutes – Meeting (26) held on 15 <sup>th</sup> August 2022 2) FPC Minutes – Meeting (13) held on 18 <sup>th</sup> May 2022	NOTED NOTED
35.23	<b>COMMITTEE ANNUAL REPORTS (ARC)</b> Governing Body noted the ARC Annual Report 2021 as circulated to members.	NOTED
35.24	<b>COMMITTEE MEETING REPORTS (ARC/FPC)</b> Governing Body noted the ARC Meeting Report of 20 <sup>th</sup> September 2022 as circulated to members. Governing Body noted the FPC Meeting Report of 22 <sup>nd</sup> September 2022 as circulated to members.	NOTED NOTED
<b>Section G – Standard Items</b>		
35.25	<b>ANY OTHER BUSINESS</b> The following matter was tabled under this item.	NOTED
TABLED ITEM (3)	<ul style="list-style-type: none"> <li> <b>Draft Financial Statements 31<sup>st</sup> August 2021 Update – 10<sup>th</sup> October 2022</b>                Governing Body noted the memorandum 'Draft Financial Statements 31<sup>st</sup> August 2021 – Update (Memorandum 10<sup>th</sup> October 2022)', tabled at the meeting. Governing Body noted that TU Dublin continue to await a final opinion from the C&amp;A-G in respect of the technical accounting matter delaying the prepared Draft Financial Statements (DFS) for presentation to the Audit and Risk Committee (ARC) for their consideration, review and recommendation to Governing Body.                 Governing Body noted that these DFS had been prepared and submitted on time in December 2021, and the technical issue is the only outstanding item on the DFS from the C&amp;A-G. Governing Body noted a proposal for ARC to meet with the C&amp;AG to bring this matter to a conclusion.             </li> </ul>	NOTED
35.26	<b>NEXT GOVERNING BODY MEETING</b> a) Members noted that there will be no Governing Body Away Day on 8 <sup>th</sup> December 2022.  b) Members noted that the next Governing Body meeting is scheduled to take place on Wednesday, 23 <sup>rd</sup> November 2022, and will be held on the Grangeogorman Campus.  The Chair thanked members for their attendance and participation.	NOTED  NOTED  NOTED
	SIGNED  _____ David Carson, Chair.	DATE: 23 <sup>rd</sup> November 2022.