

Technological University Dublin Governing Body

MINUTES

<u>MEETING 24:</u>	Wednesday 12 th May 2021 (08.00 – 11.00) – Electronic Meeting
<u>PRESENT:</u>	Mr D Carson (Chair), Professor D FitzPatrick (President), Mr J Barnes, Mr N Beecher, Ms A Cañizares-Bejarano, Ms V Bistany, Mr L Bennett, Dr M Carr, Ms E Carroll, Dr C Duffy, Ms É Finan (Deputy Chair), Ms R Gorman, Mr J Grant, Ms P Kelly, Dr C Larkin, Dr M Marjoram, Mr J McCarthy, Dr S O'Shaughnessy, Ms A O'Toole
<u>APOLOGIES:</u>	Full attendance
<u>IN ATTENDANCE:</u>	Dr M Meaney (Registrar & Deputy President), Mr D Murphy (Chief Operations Officer & University Secretary)
<u>SECRETARIAT:</u>	Ms Y Cooke
<u>DOCUMENTATION:</u>	<p><u>Circulated prior to meeting</u></p> <ol style="list-style-type: none"> 1. Agenda – Governing Body Meeting 24 (12th May 2021) 2. Draft Minutes – Governing Body Meeting 23 (24th March 2021) 3. Governing Body Rolling Action Log 2021 (12th May 2021) 4. Strategic Plan Update – Scheduled Presentation (12th May 2021) 5. Student Data – Scheduled Presentation 6. Draft TU Dublin Annual Report 2020 7. President's Executive Report (12th May 2021) 8. Registrar and Deputy President's Executive Report (12th May 2021) 9. Approved Academic Council Minutes – Meeting 10 (24th February 2021) 10. Chief Operations Officer's Executive Report (12th May 2021) 11. Use of the University Seal Memorandum (26th April 2021) 12. GB ARC Report Update (12th May 2021) 13. GB EDIC Report Update (12th May 2021) 14. GB FPC Report Update (12th May 2021) 15. Approved Nominations Committee Minutes – Meeting 1 (23rd March 2021) 16. Proposed External Members (Section 12(1)(h)) Second Term of Office (Memorandum 12th May 2021) <p><u>DOCUMENTATION:</u> <u>Circulated at the meeting</u></p> <ol style="list-style-type: none"> 01. Governing Body Academic/Non-Academic Vacancy [Section 12(1)(e)] (Memorandum – 12th May 2021)

REF	ITEM	DECISION
	Section A – Standard Items	
24.01/01	WELCOME, INTRODUCTION AND APOLOGIES	
	The Chair welcomed everyone to the meeting.	NOTED
	<p>i) <u>Governing Body Academic/Non-Academic Vacancy (Memorandum – 12th May 2021)</u> Governing Body noted the Academic/Non-Academic Vacancy, (Memorandum – 12th May 2021), and approved the re-appointment of Dr Michael Carr to Governing Body to fill this vacancy, until his second term of office completes on 11th May 2025.</p>	<p>APPROVED Proposed: J McCarthy Seconded: J Barnes</p>
	<p>ii) <u>Acknowledgement and Thanks</u> The Chair informed members that this was potentially the last Governing Body meeting for Mr James Barnes, Ms Ana Cañizares-Bejarano, Mr Lee Bennett, Ms Rebecca Gorman and Dr Martin Marjoram. The Chair on behalf of Governing Body formally acknowledged and thanked these members for their support, contribution and commitment during their term as Governing Body members</p>	NOTED
	<p>iii) <u>Apologies</u> Chair noted there was full attendance for this meeting.</p>	NOTED

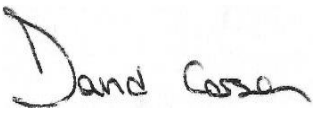
REF	ITEM	DECISION
	Section A – Standard Items	
24.01/02	MEETING AGENDA	
	<p>i) The Chair thanked the Governing Body Committee Chairs and the Executive for their work in coordinating their papers and having them available for circulation to members in a timely manner.</p> <p>ii) Governing Body noted that the Agenda would continue to be modified to allow greater focus, time and discussion on strategic, risk and compliance matters.</p> <p>iii) The Chair informed members that a schedule of compliance tasks and dates was being compiled and it was likely that Governing Body meeting dates would need to be revised to match compliance requirements. Members would be notified of meeting changes as soon as possible.</p> <p>iv) The Agenda for the meeting, as had been circulated, was approved and adopted.</p>	<p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>APPROVED Proposed: N Beecher Seconded: M Marjoram</p>
24.01/03	DECLARATION OF CONFLICT OF INTEREST	
	The Chair noted there were no conflicts of interest declared by members present.	NOTED
24.01/04	APPROVAL OF MINUTES	
	<p>Governing Body noted the request to include discussion points, where relevant, in the Minutes.</p> <p>The draft Minutes of the twenty-third meeting of the Governing Body held on 24th March 2021, as had been circulated were approved.</p>	<p>NOTED SECRETARIAT/ CHAIR</p> <p>APPROVED Proposed: J Grant Seconded: C Larkin</p>
24.01/05	MATTERS ARISING	
	<p>The following item was raised and noted.</p> <p>i) <u>Governing Body Meeting Action Log (12th May 2021)</u> The Governing Body noted the Meeting Action Log as 12th May 2021 and acknowledged that the current format would continue to be modified.</p>	<p>NOTED SECRETARIAT/ CHAIR</p>
24.01/06	CORRESPONDENCE	
	<p>The following items were raised under correspondence and noted.</p> <p>i) <u>Student booking fee deposit correspondence update</u> The COO updated members on the current status of this correspondence and informed members that legal advice confirmed that this correspondence was not a corporate governance matter and a response to this effect had issue to the correspondent.</p> <p>ii) <u>Correspondence received by the Chair</u> The Chair informed members on the process followed in relation to anonymous correspondence, which had been copied to a number of internal and external parties, and contained allegations relating to recent TU Dublin recruitment processes. An independent review was carried out and concluded that all of the allegations raised were unfounded. The Chair informed members that this matter was formally closed.</p> <p>iii) <u>Governing Body Correspondence Agenda Item</u> Governing Body noted that this item would remain a standing agenda item and would include correspondence from key regulators or confirm that there were no items of material correspondence received for consideration by Governing Body.</p>	NOTED

Section B – Strategic Items		
24.01/07	STRATEGIC PLAN UPDATE – SCHEDULED PRESENTATION	
	<p>The Chair invited the President to brief Governing Body on the Strategic Plan Update presentation, as had been circulated to members. Governing Body noted the key progress to date under the three pillars of the Strategic Plan and the method used for tracking progress which involves high level road maps, KPI's and action plans. Following a lengthy discussion the meeting noted:</p> <p>Strategy Plan – People Pillar</p> <ul style="list-style-type: none"> • A number of high level road maps including the educational model are not complete due to the impact of Covid19 restriction. • The educational model delivery will result in sustainability and related learning outcomes being embedded across the range of programme offerings. • Student involvement is an essential part of the strategic plan and further engagement and communications with the student body will take place. <p>Strategy Plan – Planet Pillar</p> <ul style="list-style-type: none"> • The University's sustainability envelope encompasses a wide range of parameters, including green flag application, events, conferences and seminars, research and related publications. <p>Strategy Plan – Partnership Pillar</p> <ul style="list-style-type: none"> • A University ranking strategy working group has been established to focus on a range of TU Dublin rankings. • The Financial KPI is work in progress with delivery of the University integrated finance management systems part of this process. • Organisational Design (OD) KPI <ul style="list-style-type: none"> ○ The OD KPI is work in progress with the appointment of the University Executive Team (UET) the primary output from Phase 1 of the OD process. ○ The UET will comprise a mix of 15 roles which include, the President, Registrar, COO and nine new roles. (five Deans and four Vice-Presidents). A Faculty Dean for Digital and Data and a Vice-President for Organisational Change and Culture are two unique roles within TU Dublin. ○ There is both a gender, and internal and external mix of preferred appointees. The make-up of the proposed UET will not meet the gender balance target. ○ A key element of this appointment process involves support from the DFHERIS, DPER and the HEA. The University senior executives are discussing various aspects of these appointments with these key stakeholders. <p>Overall the transformation funding and resourcing required to deliver the Strategic Plan comes from within the University's existing budget and staff resources. If a critical or exceptional item is required outside the University's resources, a specific submission can be made to the appropriate key external stakeholders requesting support for this project.</p> <p>The President confirmed that a scenario analysis will be undertaken.</p> <p>Governing Body noted the need for the University to have adequate and appropriate resources in place to implement its Strategic Plan.</p> <p>The Chair thanked the President for a very informative presentation.</p>	<p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED PRESIDENT</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED PRESIDENT</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p>

REF	ITEM	DECISION
Section B – Strategic Items		
24.01/08	STUDENT DATA – SCHEDULED PRESENTATION	
	<p>The Chair invited Dr Mary Meaney, Registrar and Deputy President, to brief Governing Body on the Student Data presentation.</p> <ul style="list-style-type: none"> TU Dublin has increased its numbers over the last two years particularly at undergraduate level, with some challenges at research, taught postgraduate, and part-time numbers which are related to the current pandemic cycle. An additional 4,000 student places will be made available throughout the third level sector for the 2020/21 intake at the request of the Minister. This process is being managed through the HEA and the University is looking at taking an additional 400 students, provided staff and resources are forthcoming from the HEA. For the first time in five years the University has seen a slight increase in Level 6 and Level 7 CAO applicants. The trend in the increase in University Level 8 students continues. Apprentice numbers decreased this year due to Covid19 restrictions. There will be increased apprenticeship intakes in September 2021 and for the next academic year at the request of the DFHERIS, HEA and SOLAS. University staff developed a number of innovative ways to deliver programmes during the pandemic. These new delivery models will be incorporated into the new University education model. Increasing research numbers is a key element of the strategic plan. As part of the strategic plan the University aims to have as diverse a student population as possible. There are a number of targeted gender balance initiatives to support an increase in applications to STEM and related courses. Student numbers, which drives the University budget, are in apposite place and likely to increase in September 2021. <p>The Chair thanked Dr Meaney for the presentation.</p>	<p>NOTED</p> <p>NOTED</p>
Section C – Formal Approvals (Codes, Contracts, Mandates, Policies, Procedures)		
24.01/09	FORMAL APPROVALS	
	<p>REPORTS</p> <p>i) <u>Draft TU Dublin Annual Report 2020</u></p> <p>Governing Body noted that the draft TU Dublin Annual Report 2020 had been circulated to members for their feedback. Governing Body members acknowledged the breadth of activities taking place across the University and noted the following:</p> <ul style="list-style-type: none"> The compliance requirements for TU Dublin's Annual Report are set out in <i>Section 23</i> of the TU Act 2018, and the TU Dublin Code of Governance 2021. Proposal to include the meeting attendance record for Governing Body members in the final TU Dublin Annual Report 2020. Proposal to include a Chairman's report in the final TU Dublin Annual Report 2020. <p>Governing Body noted that the final draft Annual Report 2020 will be presented to the Governing Body Audit and Risk Committee for review and recommendation, before it is presented to Governing Body for approval which is required by 30th June 2021 under the TU Act 2018.</p>	<p>NOTED</p> <p>NOTED</p>

REF	ITEM	DECISION
	Section D – Executive Reports	
24.01/10	EXECUTIVE REPORTS	
	<p>1. <u>PRESIDENT'S REPORT</u> Governing Body noted the President's Executive Summary as had been circulated to members</p> <p><i>Organisational Design</i> Governing Body noted that the University Faculty Design Board final options will be shared with members when available.</p> <p><i>TU Dublin Representative Body Membership – Irish Universities Ireland (IUA)</i> Governing Body noted that TU Dublin is currently a member of Universities Ireland (UI), a member of the European Universities Association (EUA) and the International Association of Universities (IAU). The President informed Governing Body on TU Dublin's decision to join the IUA, having considered the benefits of joining either of the two national third level higher education representative bodies, the Technological Higher Education Authority (THEA), and the Irish Universities Association (IUA). It was decided that IUA best represented both the needs and values of TU Dublin, which had included factors such as access to research and industry engagement. A key component of TU Dublin's application to IUA demonstrated how its Strategic Plan mapped against the key elements of the IUA Charter. Membership of the IUA will help to improve and support engagement with DFHERIS.</p> <p>Governing Body noted that IUA membership fees are calculated on an annual basis relative to student FTE's. On becoming a member there is a requirement to contribute 1/7 of the IUA 2020 reserves. Governing Body noted concerns raised by Dr M Marjoram relating to the decision making process in joining this organisation, and that it had been advised it had no role in this decision process.</p> <p>The President thanked members for their support and feedback, acknowledged their concerns and advised members that he would be proceeding with the University's membership of the IUA.</p>	<p>NOTED</p> <p>NOTED PRESIDENT</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p>
	<p>2. <u>REGISTRAR'S AND DEPUTY PRESIDENT'S (RDP) EXECUTIVE REPORT</u> Governing Body noted the RDP's Executive Summary as had been circulated to members.</p>	NOTED
	<p>3. <u>CHIEF OPERATIONS OFFICER'S (COO) REPORT</u></p> <p>i) Governing Body noted the COO's Executive Summary as had been circulated to members.</p> <p>Governing Body noted that its previous request to have a review conducted of the HR Selection Procedures (December 2020) implementation, is included as part of the internal audit on HR Recruitment, Retention and Succession Planning. This audit review will be presented to ARC, in advance of its presentation at the next Governing Body meeting.</p>	NOTED
	<p>ii) <u>University Seal Register Report (26th April 2021)</u> Governing Body noted the Memorandum from the University Secretary, (26th April 2021), confirming documents to which the TU Dublin seal had been applied during the period 19th March 2021 to 26th April 2021.</p>	NOTED

REF	ITEM	DECISION
	Section E – Committee Reports	
24.01/11	COMMITTEE REPORTS	
	<p>a) <u>Audit and Risk Committee (ARC)</u></p> <p>1) <u>ARC Report Update</u> Governing Body noted the ARC Report as had been circulated to members.</p> <p>The ARC Chair briefed members further on the anonymous correspondence received by the Chair of the Governing Body which was referred to in correspondence. The ARC Chair informed members that the internal auditors, Deloitte, had been commissioned to carry out a special review of the recruitment processes to establish if there was any substance behind the allegations. Deloitte concluded that the allegations were unfounded, and a report will be finalised for consideration by the ARC.</p> <p>2) Governing Body approved the two items detailed below recommended for approval by the ARC Chair:</p> <p>i) Engage Deloitte to support the University in preparing the compliance work required to support the 2020 year-end financial statements sign off by 31st August 2021.</p> <p>ii) Procure Corporate Governance Consultancy and Training Services for the Governing Body.</p> <p>The Chair of ARC wished to thank and acknowledge the significant work done and ongoing by the COO and his team which was also endorsed by the Chair of Governing Body and its members.</p> <p>b) <u>Equality, Diversity and Inclusion Committee (EDIC)</u></p> <p>i) <u>EDIC Report</u> Governing Body noted the EDIC Report as had been circulated to members. A briefing on this report was deferred to the next meeting of Governing Body. Governing Body noted comments by the FPC Chair who wished to acknowledge the work of the EDI Committee.</p> <p>c) <u>Finance and Property Committee (FPC)</u></p> <p>i) <u>FPC Report</u> Governing Body noted the FPC Report with the executive update as had been circulated to members. It also noted that the next FPC meeting is scheduled for June 2021.</p> <p>d) <u>Nominations and Process Committee (NPC)</u></p> <p>i) <u>NPC Report</u> The NPC Chair advised Governing Body that the staff election process is ongoing for the remaining four Governing Body membership positions. Governing Body also noted that the Chair had been invited to serve on the DFHERIS panel assessment panel for their three ministerial nominee positions.</p> <p>e) <u>Nominations Committee (NC)</u></p> <p>i) <u>Approved Minutes of NC Meeting 1 (23rd March 2021)</u> Governing Body noted the approved minutes of the first NC meeting on 23rd March 2021</p> <p>ii) <u>Proposed External Members (Section 12(1)(h))</u> <u>Second Term of Office (Memorandum 12th May 2021)</u> Governing Body approved the re-appointment of the current eight external members under Section 12(1)(h) as detailed in the Memorandum of 12th May 2021.</p> <p>iii) <u>NC Report Update</u> This item was deferred to the next Governing Body meeting.</p> <p>f) <u>Governing Body Committees</u></p> <p>i) <u>Terms of References Update</u> This item was deferred to the next Governing Body meeting.</p> <p>ii) <u>Vacancies Update</u> This item was deferred to the next Governing Body meeting.</p>	<p>NOTED</p> <p>NOTED</p> <p>APPROVED Proposed: C Larkin Seconded: J Grant</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>APPROVED Proposed: P Kelly Seconded: C Larkin</p> <p>NOTED</p> <p>NOTED SECRETARIAT/CHAIR</p> <p>NOTED</p>

Section F – Standard Items		
24.01/12	GOVERNING BODY EXTERNAL MEMBERS MEETING 2021	
	<p>Governing Body noted that the first meeting of the Governing Body external members had taken place on 14th April 2021, as prescribed under <i>Section 1.7</i> of the TU Dublin Code of Governance.</p> <p>The Chair briefed Governing Body on this first meeting and stated that it had been a very positive meeting. The Chair confirmed that external members did not wish this group to be a subset of Governing Body.</p>	<p>NOTED</p> <p>NOTED</p>
24.01/13	ANY OTHER BUSINESS	
	There were no matters raised under this item.	NOTED
20.01/14	MEETINGS	
	<p>i) The Chair advised members that there is a mismatch between the schedule of Governing Body meeting dates and the University compliance requirements. The compliance timetable is currently being drafted and the existing Governing Body meeting schedule will change to realign with these compliance dates.</p> <p>ii) The Chair informed members that they will be notified of these meeting changes as soon as possible.</p> <p>The Chair thanked members for their attendance and participation.</p> <div style="text-align: center;">  </div> <p>SIGNED <u>David Carson</u> DATE: 25TH AUGUST 2021.</p> <p>David Carson CHAIR</p>	<p>NOTED</p> <p>COO</p> <p>NOTED</p> <p>NOTED</p>