

Technological University Dublin Governing Body

MINUTES

<u>MEETING 16:</u>	Wednesday 13 th May 2020 (08.00) – Electronic Meeting
<u>PRESENT:</u>	Ms I Reynolds (Chair), Professor D FitzPatrick (President), Mr J Barnes, Ms V Bistany, Dr M Carr, Ms E Carroll, Ms É Finan, Dr C Fisher, Mr J Grant, Ms A Keatinge, Ms P Kelly, Dr C Larkin, Mr P Lavelle, Dr M Marjoram, Mr J McCarthy, Ms S O’Shaughnessy, Ms A O’Toole, Ms J Quigley, Mr P Yimbog
<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 (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 16 (13th May 2020) 2. Draft Minutes – Governing Body Meeting 15 (16th April 2020) 3. Correspondence to Chair – TU Dublin Students’ Union referendum/Constitution (6th March 2020) 4. TU Dublin Students’ Union Constitution 2020 5. Approved Academic Council Minutes – Meeting 2 (12th February 2020) 6. Approved Academic Council Minutes – Meeting 3 (1st April 2020) 7. Updated TU Dublin QA Procedures for Delivery Assessment changes – Covid19 (Academic Council Approval 28th April 2020) 8. Approved GB EDIC Minutes – Meeting 1 (13th January 2020) 9. Approved GB NPC Minutes – Meeting 1 (2nd April 2020) 10. Approved GB NPS Minutes – Meeting 1 (14th April 2020) 11. Draft Terms of Reference GB NPC (13th May 2020) 12. TU Dublin Finance and University Foundation Presentation 13. TU Dublin Foundation Constitution 14. TU Dublin Draft Foundation Financial Statements 31st August 2019 15. Revenue Approval for Change of Foundation Name <p><u>Presented at the meeting</u> No items were tabled at the meeting.</p>

REF	ITEM	DECISION
16.01/01	APOLOGIES	
	The Chair welcomed members to the meeting and confirmed the electronic meeting protocols.	NOTED
	The Chair noted that there was full attendance for this meeting.	NOTED
16.01/02	MEETING AGENDA	
	The Agenda for the meeting, as had been circulated, was approved and adopted.	APPROVED Proposed: É Finan Seconded: P Lavelle
16.01/03	DECLARATION OF CONFLICT OF INTEREST	
	The Chair noted there were no conflicts of interest declared by members present.	NOTED

REF	ITEM	DECISION
16.01/04	APPROVAL OF MINUTES	
	The draft Minutes of the fifteenth meeting of the Governing Body held on 16 th April 2020, as had been circulated, were approved.	APPROVED Proposed: A O'Toole Seconded: P Lavelle
16.01/05	MATTERS ARISING	
	The following matters were raised and noted.	
	<p>i) <u>Item [15.01.08] – Draft Code of Conduct for Governing Body Members (25th March 2020)</u> Governing Body noted the draft Code of Conduct was deferred for approval to its meeting on 8th July 2020, to facilitate consultation with staff members and feedback to be incorporated into a revised draft document.</p>	NOTED
	<p>ii) <u>Item [15.01.05] – Sports Science Health and Recreation Building (SSHRB) – Tallaght Campus Tender Report to FPC Meeting 2 (12th March 2020)</u> Governing Body noted this item would be updated under Operational Reports [16.01.07(4b)]</p>	NOTED
16.01/06	CORRESPONDENCE	
	The Governing Body noted the following correspondence issued with the meeting documentation.	
	<p>i) <u>TU Dublin Students' Union Referendum & Constitution (6th March)</u> Governing body noted correspondence received by the Chair of Governing Body from TU Dublin Students' Union confirming their recently adopted Constitution endorsed by their student body on 21st February 2020.</p>	NOTED
	Governing Body noted that this was the student members' last meeting and members expressed their thanks to them for their invaluable contributions and support over their tenure and wished them well in their future endeavours.	NOTED
	Governing Body noted that the process to fill the resulting student member vacancies was in accordance with the Student's Union own procedures, and Governing Body would be notified of these nominees by the Students' Union in due course.	NOTED
	Governing Body also noted that Ms Rebecca Gorman was the incoming TU Dublin Students' Union President from 1 st July 2020.	NOTED
16.01/07	REPORTS	
	<p>1. <u>PRESIDENT'S REPORT</u> The President updated Governing Body on the following:</p> <p>i) <u>Covid19 Update</u></p> <p><i>Enhanced Academic Supports for Students (Semester 2)</i> The President informed members that only a very small number of modules had been unable to take place and these were in relation to placements in practice-based activities. No single model had been imposed. Staff implemented a wide range of revised assessment strategies showing a high level of innovation in the delivery of their modules. Alongside content delivery, the University had also worked to ensure access to critical supports in the health and well-being services which were also on line and promoted.</p>	NOTED

REF	ITEM	DECISION
16.01/07	<p>REPORTS</p> <p>The University had taken concerted action under University wide governance initiatives to ensure academic rigour and documentation supported the outputs of Semester 2. As part of this process and in partnership with the Students' Union, a mitigation policy was developed which allowed students the option to defer their exams until the Autumn sitting and this would still be considered as a first time sitting.</p> <p><i>September Planning</i></p> <p>Governing Body noted that the University was developing scenarios for the start of the next academic year with initial proposals reviewed this week. The University is closely monitoring the situation and is following the appropriate advice, and did not intend to change its policy in relation to remote working as far as possible. Governing Body noted this had been an exceptionally testing number of weeks for both students and staff and recognised that the new academic year will also bring unprecedented challenges particularly for the first year student cohort. It was acknowledged that the University was working on plans to minimise the impact of Covid19 restrictions on the first year experience.</p> <p>Governing Body commended staff and the Students' Union on their collaborative approach, how they had adapted and responded to the impact of Covid19, and recognised and appreciated the significant effort which had been made for and by students and staff.</p> <p>ii) <u>Organisational Design (OD) Update</u></p> <p>The Organisation Design process has been underway since the beginning of March, and although there had been initial challenges surrounding this process due to the Covid19 constraints, the level and depth of engagement from staff with the project to date has been remarkable, while at the same time drawing on the knowledge and international experience of the external consulting team. The three core Boards, (<i>Project Board, Academic Design Board, and Professional Services Design Board</i>), continue to work remotely and over 101 participants, 94 individual meetings and workshops and almost 1200 cumulative hours from participants indicate the strong level of input and engagement with this project. A virtual showcase will be organised towards the end of June and at this event, the emerging high level design options will be presented for consideration. This will be followed in the period from July to October by a detailed series of engagements with staff through a number of mediums, including webinars in a Q & A format, building on the momentum generated to date.</p> <p>Governing Body noted that input from members would take place at a future meeting when the project is further developed to enable Governing Body engage appropriately.</p>	<p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p>
	<p>2. <u>ACADEMIC COUNCIL (AC) REPORT</u></p> <p>i) Governing Body noted the approved Academic Council Minutes of its second meeting held on 12th February 2020.</p> <p>ii) Governing Body noted the approved Academic Council Minutes of its third meeting held on 1st April 2020.</p> <p>iii) <u>Updated QA Procedures To Approve Changes to Delivery and Assessment of TU Dublin Programmes Necessitated by Covid-19 Measures Policy</u></p> <p>Governing Body noted the above updated policy document approved by Academic Council members on 28th April 2020.</p>	<p>NOTED</p> <p>NOTED</p> <p>NOTED</p>

REF	ITEM	DECISION
16.01/07	REPORTS	
	<p>iv) <u>Academic Council Update</u> Governing Body noted two additional Academic Council meetings had taken place to manage the impact of the Covid19 crisis including a mitigation policy developed in conjunction with the Students Union. Work was ongoing on the new QA framework while the University continued to operate under the three former Institute QA frameworks. Work had also commenced on the University’s new education model. Governing Body noted that Academic Council was in the process of establishing its Committees, and their memberships would comprise a cross section of staff to enable further engagement across the University. These Committees would work within a structure that has rigour and consistency and tasked with operational items to enable the Academic Council to focus and deliver on strategic matters. Each Committee could make recommendations to Academic Council with their work and decision making requirements delegated to them through their Terms of Reference, legislation and mandated from the Academic Council.</p>	<p style="text-align: center;">NOTED</p>
	<p>3. <u>COMMITTEE REPORTS</u></p> <p>a) <u>Audit and Risk Committee (ARC)</u></p> <p>i) <u>ARC Update</u> The ARC Chair advised members that an additional ARC meeting had been convened to update the Committee on the Covid19 risk mitigation, planning and resulting activities ongoing in the University, and to meet with the newly appointed Internal Audit providers, Deloitte. The Committee discussed with Deloitte the development of the internal audit plan and their approach to the delivery of the services. It was agreed with Deloitte that they would prioritise assignments to progress and finalise a draft internal audit work plan for presentation to the June ARC meeting.</p> <p>b) <u>Equality, Diversity and Inclusion Committee (EDIC)</u></p> <p>i) <u>EDIC Update</u> The EDIC Chair informed members that a second EDIC meeting had taken place and the Committee had received a comprehensive report on what is happening across the University. The Committee was now focused on a number of key topics for 2020/21 including the Athena Swan application and its timeline of 2021, Round 2 of SALI, LGBT, AURORA and women in leadership.</p> <p>Governing Body noted the University Secretary would examine the appropriateness of publicising Governing Body Committee Minutes on the website and will report in tandem with the Governing Body Committees’ Terms of Reference review.</p> <p>c) <u>Finance and Property Committee (FPC)</u></p> <p>i) <u>FPC Update</u> The FPC Chair informed Governing Body that no further meetings had taken place since the last Governing Body meeting but the Committee is scheduled to meet in June. Governing Body noted 18th May as the date scheduled for the re-opening of construction works on the Grangegorman site.</p>	<p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">UNIVERSITY SECRETARY</p> <p style="text-align: center;">NOTED</p>

REF	ITEM	DECISION
16.01/07	REPORTS	
	<p>d) <u>Nominations and Process Committee (NPC) and Subcommittee (NPS)</u></p> <p>i) <u>Approved NPC Minutes – Meeting 1 (2nd April 2020)</u> Governing Body noted the approved NPC Minutes of its first meeting on 2nd April 2020.</p> <p>ii) <u>Approved NPS Minutes – Meeting 1 (14th April 2020)</u> Governing Body noted the approved NPS Minutes of its first meeting on 14th April 2020</p> <p>iii) <u>Draft Terms of Reference NPC (13th May 2020)</u> Governing Body approved the draft NPC Terms of Reference which incorporates the Terms of Reference for the NPS.</p> <p>iv) <u>NPC and NPS Updates</u></p> <p><u>NPC Update - Chair of Governing Body</u> The NPC Chair informed Governing Body that the NPC members had considered a number of different approaches and processes involved in selecting a Chair including both an informal and formal search for a candidate. Governing Body noted this was a sensitive and complex process which involved the need to balance flexibility with governance and transparency.</p> <p>Governing Body noted the Committee had agreed on two potential candidates and requested Governing Body's approval to make an informal approach to the candidate ranked one to ascertain if they were interested in this position and would revert to Governing Body on the outcome of this approach.</p> <p>Governing Body approved NPC's request to proceed with this approach in this instance.</p> <p>Governing Body noted the University Secretary would confirm the term of office for the next Chair of Governing Body at the next meeting of Governing Body.</p> <p><u>NPS Update - Governing Body External Member</u> The NPS Chair informed Governing Body that the NPS had reviewed the Governing Body External Members Expressions of Interest 2019 long list, using the competency framework agreed with the HEA, as the shortlisting criteria for the replacement role and had also included gender balance in this process. The Committee shortlisted three ranked candidates, with each candidate having appropriate experience to also fill the role of Chair of the Audit and Risk Committee.</p> <p>Governing Body noted the NPS would ascertain if any of the three shortlisted candidates in order of ranking were interested in this position, commencing with candidate one, and would continue to the next ranked candidate depending on the outcome of the initial engagement. Governing Body also noted this position included the role of Chair of the Audit and Risk Committee (ARC).</p>	<p>NOTED</p> <p>NOTED</p> <p>APPROVED Proposed: J Grant Seconded: A O'Toole</p> <p>NOTED</p> <p>NOTED</p> <p>APPROVED Proposed: J Barnes Seconded: C Larkin</p> <p>UNIVERSITY SECRETARY</p> <p>NOTED</p> <p>NOTED</p>

REF	ITEM	DECISION
16.01/07	REPORTS	
	<p>4. OPERATIONAL REPORTS The Chief Operations Officer updated members on the following.</p> <p>a) <u>Finance Report</u> Governing Body noted there is a FPC meeting scheduled for June and a financial report update will be presented to this meeting to include expenditure and financial updates to the end of April 2020. It was noted that a report on the financial impacts of Covid19 on the University had been submitted to the DOES group that has since been disbanded. Governing Body noted that the University’s finances were not at significant risk for 2020. Key areas of risk for the 2020/21 academic year were the level of undergraduate fees and international student fees. Cost risks were around the Covid19 impact measures, property rental costs arising from the construction delays, and extension of research activities.</p> <p>Governing Body noted a number of system integrations and upgrades in relation to financial systems would be taking place throughout the University over the summer months to prepare for an integrated University system. Expertise had also been procured to assist the process of aligning the three campuses’ financial policies. The C&AG audit is in its third week and is working remotely.</p> <p>Governing Body noted that there would be no additional Government funding to cope with the financial impact resulting from Covid19, which will be challenging financially for the University over next few years. Governing Body noted that the University is part of the group to meet HEA on landscape funding.</p> <p>b) <u>Property Report</u></p> <p>i) <u>Sale of Aungier Street Building – City Campus</u> [REDACTED]</p> <p>ii) <u>Tallaght Campus</u> The HEA has approved the issuing of the letter of intent. To date no contract has been entered into as no formal letter has issued from the HEA. Governing Body noted that the University would abide by the national consensus currently being working through with the construction sector. It was also noted that the OGP mechanisms was an item for discussion on the FPC meeting agenda.</p> <p>iii) <u>Grangegorman Development Update</u> Governing Body noted the contractors would be back on site next week. There is some uncertainty on internal and external working under Covid19 restrictions but the consensus is there is enough work to do externally with a view to ramping up the schedule in June. Discussions on timelines and prioritising the different buildings is ongoing and a better understanding of what is possible will develop when the construction companies get back on site. [REDACTED]</p> <p>c) <u>University Seal Register Report</u> Governing Body noted there were no documents to which the TU Dublin seal had been applied since the Governing Body meeting on 16th April 2020.</p>	<p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p>

REF	ITEM	DECISION
16.01/08	FORMAL APPROVALS (Codes, Contracts, Policies and Statements)	
	Governing Body noted there was no documentation presented for approval.	NOTED
16.01/09	SCHEDULED GOVERNANCE TOPIC	
	<p><u>FINANCE AND TU DUBLIN UNIVERSITY FOUNDATION</u></p> <p>The Chair invited the President to speak to the document circulated on this item. The President informed members that TU Dublin Foundation, (<i>formerly DIT Foundation</i>), was established in 2001, is a registered charity and its mission is to support the University through its activities which are part of the University's strategic plan. The presentation focused on the following TU Dublin Foundation areas:</p> <ul style="list-style-type: none"> • Aims • Governance • Resources • Financials • Service Level Agreement (SLA) in place with TU Dublin • Fundraising phasing and goals • Foundation activities (scholarships, bursaries, awards, alumni relations) • Partners <p>In response to a number of queries raised, Governing Body noted that segregation of funding is in place and that the majority of donations received are for specific activities with restrictions on spend for those specified activities.</p> <p>Governing Body noted an exercise on governance and accounting practices is currently ongoing and noted a paper would be brought to a future Governing Body meeting in relation to the Foundation's governance structures following this exercise. Governing Body also noted a presentation to members by the Foundation Director within the next twelve months would be useful.</p> <p>The members noted that there will be financial note requirements in both the Foundation and University Financial Statements relating to the impact of Covid19.</p> <p>The Chair thanked the President for his presentation.</p>	<p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p>
16.01/10	ANY OTHER BUSINESS	
	<p>The following matters were raised under this item.</p> <ol style="list-style-type: none"> 1. <u>Governing Body Website</u> Governing Body noted work had commenced on the Governing Body section of the University website, and that members would forward updated biographies to the secretariat for publication on the website. 2. <u>Postponed Governing Body Induction and TU Dublin Charity Law Briefings</u> Governing Body noted that the both the Governing Body Induction briefing and the TU Dublin Charity Law Briefing were being rescheduled and would take place in June 2020. 3. <u>Governing Body Governance Calendar</u> The Chair noted this Calendar will be reviewed in light of items postponed and potentially new items to be scheduled. 	<p>APPROVED Proposed: C Larkin Seconded: J Grant</p> <p>SECRETARIAT/ UNIVERSITY SECRETARY</p> <p>NOTED</p>

REF	ITEM	DECISION
16.01/10	ANY OTHER BUSINESS	
	<p>4. <u>Acknowledgement and Thanks</u> The Chair on behalf of the Governing Body formally acknowledged, and thanked the student members for their sterling contributions, commitment and support during their time as members of the current and previous Governing Bodies, and wished them continued success in their future careers.</p> <p>P Yimbog, outgoing Students' Union President, thanked the Chair and also wished to extend his thanks on behalf of his colleagues to the many people they had worked with over the past number of years during their terms as Governing Body members.</p>	<p>NOTED</p> <p>NOTED</p>
16.01/11	NEXT MEETINGS	
	<p><u>Scheduled Governing Body Meeting</u> The next scheduled Governing Body meeting takes place on Wednesday, 8th July 2020 at 08.00am.</p> <p style="text-align: center;"><i>Imelda Reynolds</i></p> <p>SIGNED _____ DATE: 8TH JULY 2020</p> <p>Imelda Reynolds CHAIR</p>	<p>NOTED</p>