

Technological University Dublin Governing Body

MINUTES

MEETING 44: Wednesday 21st February 2024 (10.00 – 13.00)

PRESENT: Dr C Larkin (Chair), Professor D FitzPatrick (President), Dr M Carr, Ms M Cooke, Mr M Gately, Mr W Johnston, Mr B Jordan, Ms L Kavanagh, Ms P Kelly, Dr E Maher, Mr B Ó Mhurchú, Ms A Maya, Mr E O'Shea, Ms A O'Toole, Ms S A Sherry, Ms L Shoemaker

Electronic Attendance:

Dr N Burns, Ms C Clune-Mulvaney

APOLOGIES: Mr C O'Donovan

IN ATTENDANCE: Ms B Elliott (University Secretary and Head of Governance and Compliance)
Dr M Meaney (University Registrar & Deputy President), Mr D Murphy (Chief Operations Officer)

SECRETARIAT: Ms S Donovan, Ms M Holden

DOCUMENTATION: Documentation circulated prior to meeting


1. 44.A.02 Draft Agenda Governing Body Meeting 43 (21st February 2024)
2. 44.A.04 Draft Minutes - Governing Body Meeting 42 (29th November 2023)
3. 44.A.05 Appointment of Governing Body Postgraduate Student Member
4. 44.A.06 Appointment of Governing Body Audit & Risk Committee Independent Member
5. 44.A.07 Governing Body Action Log (29th November 2023)
6. 44.A.08 Correspondence Relevant to Governing Body/ Parliamentary Questions (PQ's)
7. 44.A.09/10/12 HEA Correspondence
8. 44.A.11 Media Coverage
9. 44.A.12 HEA Correspondence: re: Code of Practice for the Governance of State Bodies
10. 44.B.01 HEA Oversight Agreement 2024
11. 44.B.02 Annual Governance Statement 2023
12. 44.B.03 Procurement Contract: Purchase of Servers
13. 44.B.04 Procurement Contract: Library Serials and Journals
14. 44.B.05 University EDI Policy
15. 44.B.06 Updated Protected Disclosures Policy
16. 44.B.07 Annual Protected Disclosure Report 2023
17. 44.B.08 Proposed Schedule of Governing Body Meeting 2024/2025
18. 44.C.01 University Executive Report
19. 44.C.02 Strategic Plan Report Update
20. 44.C.04 1 Final Approved Financial Statements 2022
21. 44.C.04 2 Update on Finance reviews x 2
22. 44.C.04 3 Financial Update 2023
23. 44.C.05 Commercialisation of TU Dublin Intellectual Property (AGS 2023)
24. 44.D.01 University Seal Register Report
25. 44.D.02 TU Dublin Annual Insurance – Marsh Ireland
26. 44.D.03 Electronic Approval – Mobile Phone Policy
27. 44.D.04 Electronic Approval – Research Ethics Policy
28. 44.D.05 Electronic Approval – Research Integrity Policy
29. 44.D.06 Electronic Approval – Student Disciplinary Action
30. 44.E.02 AC Meeting Report – Meeting 24 (6th December 2023)
31. 44.E.03 ARC Meeting Report – Meeting 35 (1s February 2023)
32. 44.E.04 Updated FPC Meeting Report – Meeting 21 (27th October 2023)
33. 44.E.05 FPC Meeting Report – Meeting 22 (15th December 2023)
34. 44.E.06 EDIC Meeting Report – Meeting 19 (23rd January 2024)
35. 44.E.08 AC Minutes – Meeting 23 (4th October 2023)
36. 44.E.09 ARC Minutes – Meeting 33 (7th November 2023)
37. 44.E.10 ARC Minutes – Meeting 34 (21st November 2023)
38. 44.E.11 FPC Minutes – Meeting 21 (27th October 2023)
39. 44.E.12 EDIC Minutes – Meeting 18 (22nd November 2023)

DOCUMENTATION:

No documentation circulated at the meeting

| REF | ITEM | DECISION |
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| Section A – Standard Items | | |
| 44.A.01 | <p>WELCOME AND INTRODUCTION</p> <p>INTRODUCTION, ATTENDANCE AND APOLOGIES</p> <p>The Chair welcomed everyone and noted apologies for this meeting.</p> | NOTED |
| 44.A.02 | <p>PROPOSED MEETING AGENDA</p> <p>The agenda for the meeting, as had been circulated, was approved and adopted.</p> | <p>APPROVED Proposed: B Ó Mhurchú Seconded: E O Shea</p> |
| 44.A.03 | <p>DECLARATION OF CONFLICTS OF INTEREST</p> <p>The Chair noted there were no conflicts of interest declared by members present.</p> | NOTED |
| 44.A.04 | <p>GOVERNING BODY MINUTES</p> <p>The draft Minutes of the forty-third meeting of Governing Body held on 29th November 2023 were approved as had been circulated with the exception of the amendment of the title of L Shoemaker from Dr to Ms.</p> <p>MATTERS ARISING</p> | <p>APPROVED Proposed: B Jordan Seconded: W Johnston</p> |
| 44.A.05 | <p>Appointment of Governing Body Postgraduate Student Member</p> <p>The Governing Body approved the appointment of Avice Maya – Postgraduate Student Member to the Governing Body Committee for the remaining term of office until 30th June 2024 effective from 21st February 2024.</p> | <p>APPROVED Proposed: B Jordan Seconded: A O'Toole</p> |
| 44.A.06 | <p>Appointment of Governing Body Audit & Risk Committee Independent Member.</p> <p>The Governing Body approved the appointment of David McNamara –CEO/ Founder CommSec Communications & Security as an Independent Member of the Audit and Risk Committee, effective from the 21st February 2024 for a period of up to four years.</p> | <p>APPROVED Proposed: E O Shea Seconded: B Ó Mhurchú</p> |
| 44.A.07 | <p>Governing Body Action Log</p> <p>Governing Body noted the following in relation to the Action Log:</p> <p>Action log item 13 to be closed following circulation of the paper on student headcount. M Carr to confirm no further information required under this item.</p> <p>Action log item 14 External Review – Chair following up with University Secretary to progress the recommendations.</p> <p>Action log item 15 Paused Programmes; The overview of the portfolio enrolment plan can be scheduled for the May 2024 Governing Body meeting as it will feed into the Financial Recovery Plan. .</p> <p>Action log item 17: Four Monthly reports are being prepared and presented however format and detail will be significantly enhanced following the current reviews and will include cash flows. The September to December figures will be presented at the FPC meeting on 29th February.</p> <p>Governing Body noted the remaining Action Log items on track, delayed and for closure.</p> | <p>NOTED</p> <p>NOTED</p> |
| CORRESPONDENCE RELEVANT TO GOVERNING BODY & PARLIAMENTARY QUESTIONS (PQ's) | | |
| 44.A.08(a) | DFHERIS PQ re: Reserves, Legal & Consultancy Fees | NOTED |

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| 44.A.10 | <p>HEA Correspondence: Geothermal & Retrofit Pilot Applications GG Campus and Blanchardstown (08.11.23)</p> <p>Funding received under Climate action plan – geothermal in GG and Retrofit in Blanchardstown to enable progression to stage 2a was noted.</p> <p>HEA CORRESPONDENCE</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <ul style="list-style-type: none"> ■ [REDACTED] ■ [REDACTED] ■ [REDACTED] ■ [REDACTED] <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>MEETING WITH HEA RE SECTION 64 HEA ACT 2022</p> <p>The Chair and President were invited to meet with the HEA regarding the triggering of section 64 of the HEA Act 2022. This requires a response to the HEA within 60 days setting out a financial recovery plan. An extension of 30 days can be requested and it was proposed that this be sought now. The Chair and President have responded indicating the financial situation of the University is being addressed with utmost urgency.</p> <p>Once the letter from the HEA arrives this will be circulated to Governing Body</p> <p>Mazars have commenced their review of the University financial projections as commissioned by the HEA under s142 of the HEA Act. The President noted that the Executive have been preparing a financial recovery plan focusing on the need to increase student numbers/income without increasing staff / costs. The President indicated that there will be some difficult decision which may not please some staff.</p> <p>It was agreed that a separate Committee of Governing Body be established to manage the response to the HEA S64 letter and additional Governing Body meetings may be convened as required.</p> <p>The Chair stressed the need to maintain confidentiality and to maintain an effective communication strategy and advised that there may be additional meetings for Committee Chairs and Governing Body Committees as responsiveness will be critical.</p> <p>Governing Body requested that in the absence of approval from DEPR for the CFO role that the Executive consider a secondee.</p> <p>MEDIA COVERAGE</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> <p>NOTED</p> <p>UNIVERSITY SECRETARY</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> |
| 44.A.11 | <p>The WRC case of Maher V TU Dublin</p> <p>REGULATORY AND SECTOR UPDATES</p> | <p>NOTED</p> |
| 44.A.12 | <p>HEA Correspondence: re: Code of Practice for the Governance of State Bodies</p> | <p>NOTED</p> |
| 44.A.13 | <p>Code of Governance Update</p> | <p>NOTED</p> |

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| 44.A.14 | No update at this time however a meeting of the President's and Chairs is planned with the HEA on this matter. Updated Publication of Statutory Guidance on the Protected Disclosure Act | NOTED |
| Section B – Items for Approval | | |
| FINANCE/COMPLIANCE ITEMS | | |
| 44.B.01 | HEA Oversight Agreement 2024 The Code of Practice for State Bodies ("the State Code") does not align to the HEA Act 2022, to the TU Act 2018, nor to the Charities Code therefore it is not possible for the University to adhere to the State code as it is currently laid out in the Oversight Agreement. A foot note will be added to indicate that the University is guided by the <i>principles</i> of the State Code. Governing Body approved the HEA Oversight Agreement 2024. | NOTED |
| 44.B.02 | Annual Governance Statement 2023 Governing Body approved the Annual Governance Statement. | APPROVED Proposed: E O'Shea Seconded: W Johnston |
| PROCUREMENT | | |
| 44.B.03 | Procurement Contract: Purchase of Servers (PFH Technology Group) Governing Body approved TU Dublin to enter into a contract with PFH Technology Group for the purchase of servers.  | APPROVED Proposed: W Johnston Seconded: E O'Shea |
| 44.B.04 | The COO advised that this tender was run by HEAnet on behalf of the sector and that the University is obliged to work with national frameworks. The University will write to HEAnet on this matter. Members are asked to bring concerns to the Chair or University Secretary in advance so that they can be more effectively reviewed and addressed. Procurement Contract: Library Serials and Journals (EBSCO) Governing Body approved TU Dublin to enter into a contract with EBSCO. | NOTED COO |
| POLICIES/STATEMENTS | | |
| 44.B.05 | University EDI Policy | APPROVED Proposed: E Maher Seconded: P Kelly |

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| 44.B.06 | Governing Body approved the updated EDI Policy The Chair of EDIC recommended that the Policy be reviewed again in a years' time. Updated Protected Disclosures Policy | APPROVED Proposed: L Shoemaker Seconded: SA Sherry |
| 44.B.07 | Governing Body noted that this policy was reviewed and recommended by ARC and approved the policy as presented. Annual Protected Disclosure Report 2023 | APPROVED Proposed: SA Sherry Seconded: W Johnston |
| 44.B.08 | Governing Body noted the Annual Protected Disclosure report for submission to the Minister by 1 st March 2024. Proposed Schedule of Governing Body Meeting 2024/2025 Governing Body approved the proposed schedule of meetings. | NOTED APPROVED Proposed: B Ó Mhurchú Seconded: M Cooke |
| Section C – Executive Reports | | |
| 44.C.01 | University Executive Report With reference to the TU Rise funding, the President advised that the University received €13.6m. This is less than we applied for and less than we should have received on a pro rata basis. The VP Research and Innovation has been working to align this new funding to the University's objectives. The increase in PhD stipend (from ██████████) was also noted which will impact the number of PhDs that the University can support. The increase in stipend is recognised as positive news by the Research community. Governing Body requested that the Report be updated to include the security incidents that occurred in Central Quad on 29 th November. | NOTED NOTED PRESIDENT |
| 44.C.02 | Strategic Plan Report Update Governing Body noted the Strategic Plan Report update. | NOTED |
| 44.C.03 | Chief Finance Officer Update It was noted that the Business Case has been forwarded from DFHERIS to DPER and a decision from DPER is awaited. | |
| 44.C.04 | Financial Update 1. Final Approved Financial Statements 2022 The FS22 were signed by C&AG on 13 th December 2023 and audit cert was received on 21 st December 2023. The FS22 were submitted to the HEA and to the Oireachtas on 22 nd December 2023. 2. Update on Finance reviews x 2 i) HEA commissioned review of the financial projections by Mazars – Terms of Reference were agreed since last meeting of Governing Body and Mazars have commenced this work. | NOTED NOTED |

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| | <p>ii) Review of the Finance Function– tender is nearing completion and it is anticipated that appointment of the successful supplier will take place within next 2 weeks.</p> <p>This review is expected to take 8-10 weeks so that the report is expected in early May.</p> <p>Governing Body may also commission additional work to address the s64 letter.</p> <p>3. Financial Update 2023</p> <p>Governing Body noted the Draft I&E for the year to 31st August 2023 as presented by the COO.</p> <p>Governing Body requested that the analytical review be circulated to GB/ARC/FPC to include key drivers for the state grant increase.</p> | <p>NOTED</p> <p>NOTED</p> <p>NOTED COO</p> |
| 44.C.05 | <p>Commercialisation of TU Dublin Intellectual Property (AGS 2023)</p> <p>Governing Body noted the report including the following as required to be reported to the Governing Body by the Annual Governance Statement:</p> <p>28.iv The names of all spin-out companies from which the Institution received revenue during the year in review</p> <p>28.v the propriety of any benefits to staff during the year in review arising from IP commercialisation, joint ventures, spin-out companies or similar</p> | <p>NOTED</p> |
| Section D – Items for Noting | | |
| 44.D.01 | <p>University Seal Register Report</p> <p>Governing Body noted the University Seal Register Report (1st February 2024) from the University Legal Counsel confirming documents to which the seal of TU Dublin had been applied during the period 16th November 2023 to 1st February 2024.</p> | <p>NOTED</p> |
| 44.D.02 | <p>Renewal of TU Dublin Annual Insurance – [REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> | <p>NOTED</p> |
| 44.D.03 | <p>Electronic Approval – Mobile Phone Policy on 10th January 2024.</p> | <p>NOTED</p> |
| 44.D.04 | <p>Electronic Approval – Research Ethics Policy on 10th January 2024</p> | <p>NOTED</p> |
| 44.D.05 | <p>Electronic Approval – Research Integrity Policy on 10th January 2024</p> | <p>NOTED</p> |
| 44.D.06 | <p>Electronic Approval – Student Disciplinary Action on 7th February 2024</p> <p>Following discussion on the Student Disciplinary Action, the Registrar agreed to arrange for the review of the Student Disciplinary policy accordingly and bring the necessary proposal to Governing Body.</p> | <p>NOTED</p> <p>REGISTRAR</p> |
| Section E – Council & Committee Reports | | |
| 44.E.01 | <p>Committee TOR's Update</p> <p>Governing Body noted that the Terms of Reference of the Committees are under review and will be brought to Governing Body for approval once this process is complete.</p> <p>COMMITTEE MEETING REPORTS</p> | <p>NOTED</p> |
| 44.E.02 | <p>AC Meeting Report – Meeting 24 (6th December 2023)</p> | <p>NOTED</p> |

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| | <p>Governing Body noted the AC Meeting Report (24) as circulated to members.</p> <p>The Registrar advised Governing Body of an anomaly existing in the application system that means that it is easier for Northern Ireland students to gain entry to UK Universities than to an Irish HEI. Consequently, for entry in 2025 there is a proposal at national level to amend how Leaving Certificate points are awarded for A Levels.</p> | NOTED |
| 44.E.03 | <p>ARC Meeting Report – Meeting 35 (1st February 2023)</p> | |
| | <p>Governing Body noted the ARC Meeting Report 2022 as circulated to members.</p> | NOTED |
| 44.E.04 | <p>Updated FPC Meeting Report – Meeting 21 (27th October 2023)</p> | |
| 44.E.05 | <p>FPC Meeting Report – Meeting 22 (15th December 2023)</p> | |
| | <p>Governing Body noted the FPC Meeting Reports 21 and 22 as circulated to members</p> <p>The FPC Chair provided an update from the December meeting referring to the main issues:</p> <p>i) [REDACTED]</p> <p>ii) Student accommodation. It is unlikely that the University will be in a position to provide accommodation unless the Borrowing framework is introduced by Government. The University has secured some student accommodation locally, but not on campus.</p> <p>iii) Postgraduate Fees –revised proposals to be presented to FPC meeting on 29th February 2024.</p> | NOTED |
| 44.E.06 | <p>EDIC Meeting Report – Meeting 19 (23rd January 2024)</p> | |
| | <p>Governing Body noted the EDIC Meeting Report 19 as circulated to members</p> | NOTED |
| | <p>The EDIC Chair drew attention to three presentations at the January 2024 meeting, each on a strand of the EDI strategy/policy:</p> <p>i) Ending Sexual Violence and Harassment</p> <p>ii) European Accessibility Act (Directive 2019/882) - New EU Act transposed into EU Law coming into effect for 2025.</p> <p>iii) EDI update on University issues</p> | NOTED |
| | <p>COMMITTEE MINUTES</p> | |
| 44.E.08 | <p>AC Minutes – Meeting 23 (4th October 2023)</p> | NOTED |
| 44.E.09 | <p>ARC Minutes – Meeting 33 (7th November 2023)</p> | NOTED |
| 44.E.10 | <p>ARC Minutes – Meeting 34 (21st November 2023)</p> | NOTED |
| 44.E.11 | <p>FPC Minutes – Meeting 21 (27th October 2023)</p> | NOTED |
| 44.E.12 | <p>EDIC Minutes – Meeting 18 (22nd November 2023)</p> | NOTED |
| | <p>Section F – Standard Items</p> | |
| | <p>ANY OTHER BUSINESS</p> <p>The following items were raised under this item:</p> | |

