

# Technological University Dublin Governing Body

## MINUTES

**MEETING 51:** Wednesday 26<sup>th</sup> June 2024 (10.00 – 13.00)

**PRESENT:** Mr E O'Shea (Deputy Chair), Professor J Doran (Interim President), Dr M Carr, Ms M Cooke, Mr M Gately, Mr W Johnston, Mr B Jordan, Dr E Maher, Mr C O'Donovan, Mr B Ó Mhurchú, Ms A O'Toole, Ms S A Sherry, Ms L Shoemaker,

**Electronic Attendance:**

Dr N Burns, Ms C Clune-Mulvaney, Ms P Kelly,

**APOLOGIES:** Dr C Larkin (Chair), Ms A Meya, Ms L Kavanagh

**IN ATTENDANCE:** Ms B Elliott (University Secretary and Head of Governance & Compliance)  
 Mr D Murphy (Chief Operations Officer), Mr S Harton (Interim Chief Finance Officer), Ms S O'Toole (Incoming TUSU President by invitation)

**INVITED:**

Items 51.B.11 v Ms M Whelan (Head of Strategy and Planning)

**SECRETARIAT:** Ms M Holden, Ms S Hughes,

**DOCUMENTATION:**

**Documentation circulated prior to meeting**

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|-----|-------------|--|
| 1.  | 51.A.02     | Draft Agenda Governing Body Meeting 49 (26 <sup>th</sup> June 2024)                                  |
| 2.  | 51.A.04 i   | Draft Minutes Governing Body Meeting 49 (8 <sup>th</sup> May 2024)                                   |
| 3.  | 51.A.04 ii  | Draft Minutes Governing Body Meeting 50 (17 <sup>th</sup> May 2024)                                  |
| 4.  | 51.A.05 i   | Governing Body Action Log  |
| 5.  | 51.A.05 ii  | Governance Ireland Report – review of recommendations  |
| 6.  | 51.A.06 i   | FOI Request 22.05.24 - [REDACTED] (Irish Times)  |
| 7.  | 51.A.06 ii  | Circular: Revision of Pay for the Higher Education Sector with effect from 1 <sup>st</sup> June 2024 |
| 8.  | 51.A.07 ii  | HEA re TU Dublin Annual Governance Statement 2023  |
| 9.  | 51.A.07 iii | HEA notification - Higher Education Technological Sector Strategic Projects Fund                     |
| 10. | 51.A.07 iv  | HEA correspondence re Apprentice Allocation  |
| 11. | 51.A.07 v   | TU Dublin Budget Deficit Letter to HEA   |
| 12. | 51.B.09 i   | TU Dublin Taught Post Graduate Fee Proposal  |
| 13. | 51.B.09 ii  | Finance Update   |
| 14. | 51.B.09 iii | Update of University Bank Mandate  |
| 15. | 51.B.10 i   | Provision of Electrical Maintenance and Associated Works   |
| 16. | 51.B.10 ii  | Provision of media strategy, planning and buying (implementation) services                           |
| 17. | 51.B.10 iii | Lease Extension Approval - ATC Aircraft Technology Centre  |
| 18. | 51.B.11 i   | Charities Regulator: Change Authorised Filer   |
| 19. | 51.B.11 ii  | Code of Practice for the Governance of State Bodies (24.04.24)                                       |
| 20. | 51.B.11 iv  | Appointment of Student Union Nominees to Governing Body  |
| 21. | 51.B.11 v   | Strategic Plan Report 1 - Draft TU Dublin Annual Report 2023 (S23 TU Act)                            |
| 22. | 51.B.12 i   | IT Exception Policy  |
| 23. | 51.B.12 ii  | Climate Action Roadmap   |
| 24. | 51.B.12 iii | Authorship and Publication Policy  |
| 25. | 51.B.12 iv  | Fee Support Policy for TU Dublin Employees   |

26	51.B.12 v	Domestic Violence Leave Policy
27	51.C.13	University Executive Report
28	51.C.14	Brand Strategy Update
29	51.D.15	University Seal Register
30	51.E.16 i	FPC Meeting Report - Meeting 25 (30th May 2024)
31	51.E.16 ii	ARC Meeting Report - Meeting 37 (28th May 2024)
32	51.E.16 iii	EDIC Meeting Report – Meeting 21 (29th May 2024)
33	51.E.16 iv	S64/Ardú Committee Meeting report
34	51.E.17 i	FPC Minutes - Meeting 24 (15th April 2023)
35	51.E.17 ii	ARC Minutes - Meeting 36 (12th March 2024)
36	51.E.17iii	EDIC Minutes – Meeting 20 (29th Feb 2024)

**Documentation circulated at the meeting**

37	51.A.07	HEA Letter to TU Dublin re S64 Review 18 June 2024
38	51.F.18	Process for Recruitment and appointment of new President

REF	ITEM	DECISION
<b>Section A – Standard Items</b>		
51.A.01	<b>WELCOME AND INTRODUCTION</b>  <b>INTRODUCTION, ATTENDANCE AND APOLOGIES</b>  The Deputy Chair welcomed everyone and noted apologies for this meeting. The Chair sent apologies, so the Deputy Chair chaired the meeting.	Noted
51.A.02	<b>PROPOSED MEETING AGENDA</b>  The agenda for the meeting, as had been circulated, was approved and adopted.  The SU President indicated that he had submitted agenda items for consideration to the Chair which were not included. The Deputy Chair agreed to discuss with the Chair.	<b>Approved</b> Proposed: L Shoemaker Seconded: SA Sherry
51.A.03	<b>DECLARATION OF CONFLICTS OF INTEREST</b>  The Deputy Chair noted there were no conflicts of interest declared by members present.	Noted
51.A.04 i	<b>GOVERNING BODY MINUTES</b>  <b>Draft Minutes of Governing Body Meeting 49 (8<sup>th</sup> May 2024)</b> were approved subject to minor changes.  Regarding agenda Item no. 49.A.12 (8 <sup>th</sup> May 2024) - The University Secretary confirmed that the IUA has liaised with DPER regarding a request for funding for salary increases resulting from public sector pay agreements. This correspondence was provided to the FPC Chair and to the Governing Body Chair. No further action is required at this time however this item will be kept under review as part of the FRP.  Agenda Item nos. 49.F.01/ 50.D.01 (8 <sup>th</sup> May 2024)-the Interim President confirmed that a subgroup of Governing Body had been established to liaise with UET regarding Israel/Palestine and a statement in this regard was issued.	<b>Approved</b> Proposed: L Shoemaker Seconded: SA Sherry  Noted

REF	ITEM	DECISION
51.A.04 ii	Draft Minutes of Governing Body Meeting 50 (17 <sup>th</sup> May 2024) were approved subject to minor amendments.	<b>Approved</b> Proposed: L Shoemaker Seconded: SA Sherry
51.A.04iii	<p><b>Review of Executive attendance</b></p> <p>It was noted that the Governance Ireland review recommended that Governing Body have more regular contact and opportunity for interaction with all members of the UET.</p> <p>Members requested that the CFO, COO and Registrar and Deputy President attend for their specific agenda items only.</p> <p><b>MATTERS ARISING</b></p>	Noted
51.A.05 i	<b>Governing Body Action Log (Open Items)</b>	Noted
51.A.05 ii	<p><b>Governance Ireland Report – review of recommendations.</b></p> <p>The review of summary recommendations was noted by members.</p> <p><b>CORRESPONDENCE RELEVANT TO GOVERNING BODY</b></p>	Noted
51.A.06 i	FOI Request 22.05.24 - [REDACTED] (Irish Times)	Noted as read <sup>1</sup>
51.A.06 ii	Circular: Revision of Pay for the Higher Education Sector with effect from 1st June 2024	Noted as read
51.A.07 i	<p><b>HEA Letter to TU Dublin re S64 Review 18 June 2024 - a hardcopy was circulated to members at the meeting for their review.</b></p> <p>The Deputy Chair outlined the background as follows:</p> <ul style="list-style-type: none"> <li>The Governing Body Chair submitted the response to the HEA S64 Letter dated 21 February 2024 on 17<sup>th</sup> May 2024 in advance of the 90-day deadline under s64 HEA Act 2022. The response comprised the Governance Ireland (GI) Report and cover letter.</li> <li>[REDACTED]</li> <li>In the letter under review from the CEO of the HEA, dated 18 June 2024, the HEA have imposed Remedial Measures on the University under Section 66(3)(c) of the HEA Act 2022 obligating the University to put in place a financial recovery plan to address concerns identified in the HEA letter of 21 February 2024.</li> <li>Governing Body are required to respond to the HEA within 30 days.</li> </ul> <p>The Interim President indicated that the financial recovery plan has been in progress since the original S142 letter was received and is almost complete, and that additionally what is required by the HEA from Governing Body is an action plan for the Governance Ireland Recommendations.</p>	Noted

<sup>1</sup> Items “Noted as read” were not specifically covered during the meeting due to timing constraints, but papers were included in the pack. The Deputy Chair and Chair of Governing Body agreed this approach with the University Secretary.

REF	ITEM	DECISION
	It was agreed that a Special Governing Body meeting would be held in July 2024 to review the financial recovery plan and agree actions to the Governance Ireland recommendations.	Noted
	P Kelly requested the noting in the minutes that Governing Body has not been involved in relation to the S142 process and the provision of data by the Executive as part of the Mazars review, resulting in her view in a disconnect between Mazars, Governing Body and the Executive. Governing Body were advised that Mazars were happy with the provision of data and P Kelly reiterated the need for Governing Body to meet with Mazars. In response it was noted that the while the HEA correspondence is to the Governing Body, the Mazars relationship is with the Executive, and not the Governing Body.	Noted
	The Executive agreed to ask the HEA to request that Mazars meet with Ardú Committee.	Noted
51.A.07 ii	HEA re TU Dublin Annual Governance Statement 2023	Noted as read
51.A.07 iii	HEA notification - Higher Education Technological Sector Strategic Projects Fund (TSSPF) – Design & Construct Sustainable Building Centre	Noted as read
51.A.07 iv	HEA correspondence re Apprentice Allocation	Noted as read
51.A.07 v	TU Dublin Budget Deficit Letter to HEA	Noted as read
	<b>COMMUNICATION COVERAGE</b>	
51.A.08	Media Articles <a href="#">RuePoint Media Link</a>	Noted as read
<b>Section B – Items for Approval</b>		
	<b>FINANCE</b>	
51.B.09 i	<b>TU Dublin Taught Post Graduate Fee Proposal</b>	
	The FPC Chair outlined FPC discussions to-date on this subject indicating the final decision that the fee increase would not be greater than 19%, based on the Consumer Price Index (CPI). It was noted that some of the increased fees were higher than the 19% as agreed at FPC due to rounding.	Noted
	The Interim President indicated that the prices currently charged by the University are significantly below those charged by competitor third level providers and that many programmes are not financially sustainable at current prices.	Noted
	The submission memo is to be corrected to refer to the fee change being applied from September 2025 (not January 2025) i.e. for the academic year 2025/2026.	Noted
	It was noted that the socio-economic profile of students requested by FPC but not provided would have assisted in informing this decision. It was also suggested that the University look at other methods of increasing income, e.g. rental of facilities.	Noted
	Following a vote, the majority (9) of members present voted in favour of the proposal with Student Union representatives voting against the proposal.	<b>Approved</b> Proposed: W Johnston Seconded: J Doran
	Members noted this is an 18-month future vision and requires review/impact assessment in September 2025.	Noted

REF	ITEM	DECISION
51.B.09 iii	<p><b>Update of University Bank Mandate</b></p> <p>ICFO noted an additional finance staff member, [REDACTED] to be added to Panel B. Governing Body approved the proposal to update the bank mandate including the addition of [REDACTED] to Panel B.</p>	<p><b>Approved</b> Proposed: L Shoemaker Seconded: SA Sherry</p>
<b>PROCUREMENT CONTRACTS</b>		
51.B.10 i	<p><b>Provision of Electrical Maintenance and Associated Works</b></p> <p>Governing Body approved TU Dublin to enter into this contract.</p>	<p><b>Approved</b> Proposed: E Maher Seconded: B Ó Mhurchú</p>
51.B.10 ii	<p><b>Provision of media strategy, planning and buying (implementation) services</b></p> <p>Governing Body requested more detail around the nature and cost of the services being procured. It was agreed to bring to the next Governing Body meeting.</p>	<p>Deferred</p>
51.B.10 iii	<p><b>Lease Extension Approval - ATC Aircraft Technology Centre</b></p> <p>The COO gave a brief background to this request. Governing Body approved the request to extend the lease.</p>	<p><b>Approved</b> Proposed: B Ó Mhurchú Seconded: E Maher</p>
51.B.10 iv	<p><b>Aungier Street /West Quad</b></p> <p>The COO gave a brief background to this request and noted the possibility of ‘government support’. He confirmed that the next phase would not progress without reasonable expectation that DFHERIS/DPER support would be forthcoming.</p> <p>The FPC Chair confirmed that this item had gone through a rigorous interrogation, questioning and challenge at the FPC meeting in May 2024 with confirmation that no material costs would arise.</p> <p>[REDACTED]</p>	
	<p>Governing Body approved adoption of the Procurement Strategy of the West Quad, Grangegorman - [REDACTED]</p>	<p><b>Approved</b> Proposed: M Cooke Seconded: W Johnston</p>
<b>GOVERNANCE AND COMPLIANCE</b>		
51.B.11 i	<p><b>Charities Regulator: Change Authorised Filer</b></p> <p>Governing Body approved the appointment of Bronagh Elliott, University Secretary as authorised filer with the Charities Regulator to replace Denis Murphy, COO and former University Secretary.</p>	<p><b>Approved</b> Proposed: E Maher Seconded: SA Sherry</p>
51.B.11 ii	<p><b>Code of Practice for the Governance of State Bodies</b></p> <p>Following on from the HEA letter Governing Body approved the adoption of the Code of Practice for State Bodies, with the exception of the material deviations provided (excel sheet).</p> <p>In light of the fact that the Chairs of the TUs have commissioned the IPA to prepare a new Code of Governance tailored to the Technological Universities, it is recognised that the adoption of the Code of Practice for State Bodies is an interim measure until the new TU Code of Governance is presented.</p>	<p><b>Approved</b> Proposed: W Johnston Seconded: E Maher</p>

REF	ITEM	DECISION
51.B.11 iii	<b>COO Role Update &amp; Distribution of UET responsibilities</b>	Deferred
51.B.11 iv	<p><b>Appointment of Student Union Nominees to Governing Body</b></p> <p>Appointment of two (out of three) student union nominees was approved. Their term of office is for one year commencing 1st July 2024 to 30th June 2025.</p> <p>Shauna O'Toole –Student Union President Avice Meya – Student Union Post Graduate Officer</p> <p>The approval of the third Student Union Member will be presented to the August Governing Body meeting.</p>	<p><b>Approved</b></p> <p>Proposed: B Ó Mhurchú Seconded: E Maher</p>
51.B.11 v	<p><b>Draft TU Dublin Annual Report 2023 (S23 TU Act)</b></p> <p>The Chair welcomed M Whelan, Head of Strategy and Planning to the meeting to present the updated Annual Report 2023. S23 TU Act 2018 requires that the report be submitted to the Minister by 30<sup>th</sup> June each year. Members thanked her and her team for the work done.</p> <p>The TU Dublin Annual Report 2023 was approved subject to minor amendments including update of the welcome message from the President to refer to the new Interim President Professor John Doran.</p> <p><b>POLICIES/STATEMENTS</b></p>	<p><b>Approved</b></p> <p>Proposed: A O'Toole Seconded: E Maher</p>
51.B.12 i	<p><b>IT Exception Policy</b></p> <p>The draft IT Exception Policy is a new Policy and outlines the process and criteria for evaluating and granting exceptions to established IT policies, standards, procedures, or guidelines within Technological University Dublin.</p> <p>Governing Body approved the draft IT Exception Policy.</p>	<p><b>Approved</b></p> <p>Proposed: L Shoemaker Seconded: W Johnston</p>
51.B.12 ii	<p><b>Climate Action Roadmap V3</b></p> <p>Governing Body approved the Climate Action Roadmap and thanked the VP of Sustainability and noted the work done on the paper.</p>	<p><b>Approved</b></p> <p>Proposed: E Maher Seconded: B Ó Mhurchú</p>
51.B.12 iii	<b>Authorship and Publication Policy</b>	Deferred
51.B.12 iv	<p><b>Fee Support Policy for TU Dublin Employees</b></p> <p>Members discussed Section 6.1.1.e) of the policy and decided the following:</p> <p>Rather than a requirement that an applicant for fee support have obtained a Certificate in Third Level Teaching &amp; Learning, the applicant needs to have expressed an interest in or have applied to do same.</p> <p>Governing Body approved the draft Policy subject to the above amendment.</p>	<p><b>Approved</b></p> <p>Proposed: E Maher Seconded: B Ó Mhurchú</p>
51.B.12 v	<b>Domestic Violence Leave Policy</b>	Deferred <sup>2</sup>
<b>Section C – Executive Reports</b>		
51.C.013	<b>University Executive Report</b>	Deferred
51.C.02	<b>Brand Strategy Update</b>	Deferred

<sup>2</sup> Due to timing constraints and in ability to maintain a quorum, several items on the agenda were deferred either for electronic approval or to the next meeting



REF	ITEM	DECISION
51.D.03	<p>Governing Body noted that EBITDA (“Earnings before interest, tax, depreciation and amortization”, essentially the accounting surplus/deficit) shows a more favourable outcome than the Operating Result [REDACTED]</p> <p>The Interim CFO highlighted that where the University is funding its own buildings there is no amortization credit from grant funding to offset against depreciation so essentially this is taken from cash reserves.</p> <p>Regarding the engagement of external contractors to the Finance Function, Governing Body noted the Forsa Response and committed to adherence to the 2010 Croke Park Agreement Service Delivery Protocol.</p> <p><b>University Seal Register Report (11<sup>th</sup> March 2024)</b></p> <p>Governing Body noted the University Seal Register Report (13th June 2024) from the University Legal Counsel confirming documents to which the seal of TU Dublin had been applied during the period 24th April 2024 to 13th June 2024.</p>	<p>Noted</p> <p>Noted</p> <p>Agreed</p> <p>Noted as read</p>
<b>Section E – Council &amp; Committee Reports</b>		
<b>COMMITTEE MEETING REPORTS</b>		
51.E.16 i	<p>FPC Meeting Report - Meeting 25 (30th May 2024)</p> <p>Governing Body requested an update on any correspondence between the GB Chair and HEAnet (who run IT Procurement competitions on behalf of the Public Sector) regarding recommended suppliers.</p>	<p>Noted as read</p> <p>Noted</p>
51.E.16 ii	ARC Meeting Report - Meeting 37 (28th May 2024)	Noted as read
51.E.16 iii	EDIC Meeting Report – Meeting 21 (29th May 2024)	Noted as read
51.E.16 iv	S64/Ardú Committee Meeting report – no report provided.	N/A
<b>COMMITTEE MINUTES</b>		
51.E.17 i	FPC Minutes - Meeting 24 (15th April 2023)	Noted as read
51.E.17 ii	ARC Minutes - Meeting 36 (12th March 2024)	Noted as read
51.E.17 iii	EDIC Minutes – Meeting 20 (29th Feb 2024)	Noted as read
<b>Section F – Standard Items</b>		
51.F.18	<p><b>ANY OTHER BUSINESS</b></p> <p><b>For Approval - Appointment of President Selection Committee [Confidential]</b></p> <p>The papers as circulated to members were noted as read. The Deputy Chair, to whom responsibility for this process was delegated by the Chair, explained that pursuant to Section 13, TU Act 2018 (as amended), it is the prerogative of the Governing Body to appoint a new President for the University. The Deputy Chair requested that anyone with a conflict of interest to recuse themselves. [REDACTED]</p>	<p>Noted</p>



REF	ITEM	DECISION
51.F.02	<p>The SU President expressed concern that a student representative was not on the President Selection Committee.</p> <p>The Deputy Chair requested approval of the proposed terms of reference and membership of the President Selection Committee.</p> <p>Members approved the Establishment of a President Selection Committee and its Terms of Reference by majority vote of 9 of 11 members present.</p> <p><b>Next Governing Body Meeting</b></p> <p>Next Regular Governing Body Meeting 52 (28th August 2024)</p> <p>Foreseen that there will need to be a special meeting (proposed 10th July 2024)</p> <p style="text-align: center;"><i>Eoin O'Shea</i></p> <p>SIGNED _____ DATE: 28<sup>th</sup> August 2024</p> <p style="text-align: center;">Eoin O'Shea, Deputy Chair</p>	<p>Noted</p> <p><b>Approved</b>                      Proposed: W Johnston                      Seconded: SA Sherry</p>

*Eoin O'Shea*